



# INVESTING FOR THE FUTURE

2017



# Notice of 53<sup>rd</sup> Annual General Meeting

## 53<sup>rd</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Third ('53<sup>rd</sup>') Annual General Meeting ('AGM') of KUB Malaysia Berhad ('KUB' or 'the Company') will be held at Shah Alam Hall 2, Shah Alam Convention Centre, No. 4, Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor Darul Ehsan on Thursday, 28 June 2018 at 10.00 a.m. for the purpose of transacting the following businesses:

### AGENDA

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2**
2. To re-elect the following Directors who retire by rotation in accordance with Article 95(i) of the Company's Constitution, and being eligible have offered themselves for re-election:
  - (i) Dato' Jamelah A.Bakar **Resolution 1**
  - (ii) Tunku Alizan Raja Muhammad Alias **Resolution 2**
  - (iii) Tengku Zahaimi Tuan Hashim **Resolution 3****Please refer to Note 3**
3. To approve a first and final single-tier dividend of 1.0 sen per ordinary share for the financial year ended 31 December 2017. **Resolution 4**  
**Please refer to Note 4**
4. To approve the payment of Directors' Fees amounting to RM60,000 per annum for each of the Non-Executive Directors in respect of the financial year ended 31 December 2017. **Resolution 5**  
**Please refer to Note 5**
5. To approve the payment of Directors' Fees amounting to RM60,000 per annum for each of the Non-Executive Directors for the financial year ending 31 December 2018. **Resolution 6**  
**Please refer to Note 5**
6. To approve the payment of the Directors' Remuneration of up to an amount of RM2,655,000 as benefits payable to the Non-Executive Directors (excluding the Directors' Fees) in accordance with Section 230(1) of the Companies Act, 2016 ('CA 2016') for the period from 1 January 2018 until the next AGM in 2019. **Resolution 7**  
**Please refer to Note 5**
7. To re-appoint Messrs. Deloitte PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**  
**Please refer to Note 6**

#### AS SPECIAL BUSINESS

TO CONSIDER AND IF THOUGHT FIT to pass with or without any modifications, the following Ordinary Resolutions:

## Notice of 53<sup>rd</sup> Annual General Meeting

8. Authority for the Directors to issue and allot shares pursuant to Section 75 and Section 76 of the CA 2016.

'THAT subject to Sections 75 and 76 of the CA 2016 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to issue and allot shares in the Company, at any time upon passing of this resolution until the conclusion of the next AGM and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may, in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being, AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ('Bursa Malaysia').'

### Resolution 9

9. Proposed Renewal of Authority for Share Buy-Back.

'THAT subject to the compliance with Section 127 of the CA 2016 and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Malaysia as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed ten per centum (10%) of the existing total number of issued shares in the ordinary share capital of the Company including the shares previously purchased and retained as Treasury Shares (if any), and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Statement to Shareholders dated 18 May 2018.

### Resolution 10

THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next Annual General Meeting ('AGM') of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of Bursa Malaysia Main Market Listing Requirements and any other relevant authorities.

THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as Treasury Shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of Bursa Malaysia Main Market Listing Requirements and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company.'

# Notice of 53<sup>rd</sup> Annual General Meeting

TO CONSIDER AND IF THOUGHT FIT to pass with or without any modifications, the following Special Resolution:

10. Proposed Adoption of the New Constitution of the Company.

'THAT the Company is authorised to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 18 May 2018 be and is hereby adopted as the Constitution of the Company.

**Resolution 11**

AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.'

11. To transact any other business for which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN** for the purpose of determining a member who shall be entitled to attend this 53<sup>rd</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 68(iii) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 21 June 2018. Only a depositor whose name appears on the Record of Depositors as at 21 June 2018 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

By Order of the Board

**SHARINA SAIDON (LS 0006127)**

**MOHD AFENDY MD YAZIM (MAICSA 7056481)**

**NANI SURYANI AHMAD TAJUDIN (MAICSA 7045699)**

Company Secretaries

Petaling Jaya

18 May 2018

## NOTES:

### 1. Appointment of Proxy

- (i) A member of the Company entitled to attend, speak and vote at the above-mentioned Meeting may appoint a maximum of two (2) proxies, to attend and vote in his/her stead. Where a member appoints two (2) proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy, failing which the appointment shall be invalid. A proxy may but need not be a member of the Company.
- (ii) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ('omnibus account') as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised or if the appointer is a corporation, either under its common seal or signed under the hand of its attorney or by an officer given the authority on behalf of the corporation.

# Notice of 53<sup>rd</sup> Annual General Meeting

- (iv) The Proxy Forms must be deposited at the office of the Company's Share Registrar, **Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan** by hand or fax to **+(603) 78418151** not less than **forty-eight (48) hours** before the time for holding the Meeting or any adjournment thereof.
- (v) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in the Notice of 53<sup>rd</sup> AGM will be put to vote on a Poll.

## 2. Audited Financial Statements for the Financial Year Ended 31 December 2017

This Agenda is meant for discussion only. The approval from shareholders is not required pursuant to the provisions of Section 251 and Section 340(1)(a) of the CA 2016. Hence, this Agenda will not be put for voting.

## 3. Re-election of Directors who retire in accordance with Article 95(i) of the Company's Constitution

Article 95(i) of the Company's Constitution states that an election of Directors shall take place every year. At every AGM, at least one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office. All Directors shall retire from office once at least in each three (3) years. A retiring director shall be eligible for re-election and shall retain office until the conclusion of the AGM at which he/she retires. With the current Board size of nine (9), three (3) Directors are to retire in accordance with Article 95(i) of the Company's Constitution.

Dato' Jamelah A. Bakar, Tunku Alizan Raja Muhammad Alias and Tengku Zahaimi Tuan Hashim being eligible, have offered themselves for re-election at the 53<sup>rd</sup> AGM.

The Board Nomination and Remuneration Committee ('BNRC') has assessed each of the retiring Directors' performance and contributions for the financial year ended 31 December 2017. Being satisfied with the assessment results, the BNRC had recommended for the retiring Directors to seek for re-election.

The Board had on 29 March 2018 approved the BNRC's recommendation that the Directors who retire in accordance with Article 95(i) of the Constitution are eligible to stand for re-election.

All Directors standing for re-election have abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant BNRC and Board Meetings and will continue to abstain from deliberations and decision on their own eligibility to stand for re-election at this AGM.

## 4. Declaration of a First and Final Single-Tier Dividend

In accordance with Article 148 of the Company's Constitution, the Board is recommending that the shareholders approve the payment of a first and final single-tier dividend. Pursuant to Paragraph 8.26 of the Main Market Listing Requirements of Bursa Malaysia, the first and final single-tier dividend, if approved, will be paid not later than three (3) months from the date of the shareholders' approval.

In accordance with Section 131 of the CA 2016, a company may only make a distribution to the shareholders out of profits of the company available if the company is solvent. On 27 February 2018, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debt as and when the debts become due within twelve (12) months immediately after the distribution is made in accordance with the requirements under Sections 132(2) and (3) of the CA 2016.

# Notice of 53<sup>rd</sup> Annual General Meeting

## 5. Directors' Remuneration

Pursuant to Section 230(1) of the CA 2016, any Directors' Remuneration (including the Directors' Fees) shall be approved at a general meeting. Therefore, the Board has at its Meeting on 29 March 2018 agreed that the shareholders' approval shall be sought at the 53<sup>rd</sup> AGM on the Directors' Remuneration in three (3) separate resolutions as follows:

- (i) **Resolution 5** - Payment of Directors' Fees amounting to RM60,000 per annum for each of the Non-Executive Directors for the financial year ended 31 December 2017;

Details of the Directors' Fees for the financial year ended 31 December 2017 are as disclosed on page 71 of the Annual Report 2017.

The proposed Resolution 5, if passed, will authorise the payment of Directors' Fees to the Non-Executive Directors by the Company.

- (ii) **Resolution 6** - Payment of Directors' Fees amounting to RM60,000 per annum for each of the Non-Executive Directors for the financial year ending 31 December 2018; and

The Board has, at its Meeting on 29 March 2018, agreed to seek the shareholders' approval for the Company to pay the Directors' Fees amounting to RM60,000 per annum for each of the Non-Executive Directors ('NEDs') for the financial year ending 31 December 2018.

In the event of a new appointment or resignation of the NEDs, the Directors' Fees will be pro-rated accordingly.

The Proposed Resolution 6, if passed, will authorise the payment of the Directors' Fees to the NEDs on a quarterly basis effective 1 January 2018 until 31 December 2018.

- (iii) **Resolution 7** - Benefits payable to the NEDs (excluding Directors' Fees) for the period from 1 January 2018 until the next AGM of the Company ('the Relevant Period').

The Proposed Resolution 7, if passed, will authorise the payment of the Directors' Benefits of RM2,655,000 to the NEDs by the Company for the Relevant Period.

The Benefits comprise of Allowances, Benefits in Kind and other emoluments payable to the NEDs, details of which are as follows:

Benefits	Amount (RM)
<b>1) Monthly Fixed Allowance:</b>	
• Chairman KUB	RM20,000
• Chairman Board Audit Committee	RM5,000
• Chairman Business Sector	RM5,000

## Notice of 53<sup>rd</sup> Annual General Meeting

Benefits	Amount (RM)
<b>2) Meeting Allowance (per Meeting):</b> <ul style="list-style-type: none"> <li>• <b>Main Board:</b> <ul style="list-style-type: none"> <li>Chairman RM2,000</li> <li>Member RM1,500</li> </ul> </li> <li>• <b>Subsidiaries:</b> <ul style="list-style-type: none"> <li>Chairman RM1,000</li> <li>Member RM750</li> </ul> </li> <li>• <b>Board Audit Committee:</b> <ul style="list-style-type: none"> <li>Chairman RM2,000</li> <li>Member RM1,000</li> </ul> </li> <li>• <b>Other Committees:</b> <ul style="list-style-type: none"> <li>Chairman RM1,000</li> <li>Member RM750</li> </ul> </li> <li>• <b>Task Force Committee:</b> <ul style="list-style-type: none"> <li>Chairman RM1,500</li> <li>Member RM1,500</li> </ul> </li> </ul>	
<b>3) Travelling Allowance</b> <ul style="list-style-type: none"> <li>• Local RM500</li> <li>• Oversea RM1,000</li> </ul>	
<b>4) Benefits in Kind</b> <ul style="list-style-type: none"> <li>• Medical Benefit: <ul style="list-style-type: none"> <li>- Inpatient</li> <li>- Outpatient</li> </ul> </li> <li>• Insurance</li> <li>• Utilities</li> <li>• Petrol</li> <li>• Car Allowance</li> <li>• Toll</li> <li>• Telecommunications</li> <li>• Drivers</li> </ul>	

Monthly Fixed Allowance is given to the Chairman as recognition of the significant role in leadership and oversight the wide-ranging scope of responsibilities expected from the Chairman.

The estimated total amount of the Benefits is determined by various factors such as the number of Main Board, Subsidiaries and Committee Meetings, Allowances and Benefits in Kind payable/offered to the Directors. The estimated amount of RM2,655,000 is capped for the Relevant Period. The estimated amount of RM2,655,000 for the Relevant Period is derived from a total of RM1,770,000 for the financial year 2018 and two-fourth (2/4) of the said amount equivalent to RM885,000 for the period from 1 January 2019 until the next AGM in 2019.

Payment of the NEDs remuneration (excluding Directors' Fees) will be made by the Company and its subsidiaries on a monthly basis and/or as and when incurred if the Proposed Ordinary Resolution 7 has been passed by the Shareholders. The Board is of the view that it is just and equitable for the NEDs to be paid on a monthly basis and/or as and when incurred, particularly after discharging their responsibilities and rendered their services to the Company and its subsidiaries throughout the Relevant Period.

### 6. Re-appointment of Messrs. Deloitte PLT as Auditors of the Company

The Board has, at its Meeting on 29 March 2018, approved the recommendation by the Audit Committee on the reappointment of Messrs. Deloitte PLT as Auditors of the Company. The Board and the Audit Committee have collectively agreed that Messrs. Deloitte PLT has met the relevant criteria prescribed by Paragraph 15.12 of the Main Market Listing Requirements of Bursa Malaysia.

# Notice of 53<sup>rd</sup> Annual General Meeting

## 7. Statement Accompanying Notice of Annual General Meeting of the Company

Additional information required under Appendix 8A of the Main Market Listing Requirements as set out in the Statement Accompanying Notice of Annual General Meeting of the Company.

### EXPLANATORY NOTES TO THE SPECIAL BUSINESS:

#### 1. Resolution 9 - Authority to issue and allot shares pursuant to Section 75 and Section 76 of the Companies Act, 2016

This Proposed Resolution 9 is for the purpose of granting a renewal General Mandate ('General Mandate'), if passed, will empower the Directors to issue and allot new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the issued shares of the Company for such purposes and to such person or persons whomsoever as the Directors consider would be in the interest of the Company. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the next Annual General Meeting of the Company.

The General Mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placement of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the General Mandate granted to the Directors at the 52<sup>nd</sup> Annual General Meeting held on 23 May 2017 and which will lapse at the conclusion of the 53<sup>rd</sup> Annual General Meeting.

#### 2. Resolution 10 - Proposed Share Buy-Back

Full details of the Resolution 10 is disclosed in the Statement to Shareholders dated 18 May 2018.

#### 3. Resolution 11 - Proposed Adoption of the New Constitution of the Company

The Proposed Special Resolution, if passed, will bring the Company's Constitution in line with the enforcement of CA 2016 and to enhance administrative efficiency. The proposed new Constitution is set out in the Circular to Shareholders dated 18 May 2018.

## Statement Accompanying Notice of 53<sup>rd</sup> Annual General Meeting

### The Directors who are standing for re-election pursuant to Article 95(i) of the Company's Constitution:

- (i) Dato' Jamelah A. Bakar;
- (ii) Tunku Alizan Raja Muhammad Alias; and
- (iii) Tengku Zahaimi Tuan Hashim

Further details of the above Directors are set out in the **Profile of Directors** which appear from page 7 to 16 of the Annual Report 2017.

The details of the **Directors' securities holdings in the Company** are set out in the **List of Directors' Shareholdings** which appear on page 214 of the Annual Report 2017.



# Administrative Notes

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Day & Date : Thursday, 28 June 2018

Time : 10.00 a.m.

Place : Shah Alam Hall 2, Shah Alam Convention Centre, No.4, Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor Darul Ehsan

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## REGISTRATION

- (i) Registration will commence at 7.30 a.m. at the registration area of Shah Alam Hall 2. The Annual General Meeting ('AGM') will commence punctually at 10.00 a.m. We strongly encourage you to come early to facilitate registration.
- (ii) Please read the signage to ascertain where you should register yourself for the AGM and join the queue accordingly.
- (iii) Please produce your original Identification Card ('IC') or valid National Passport ('Passport') at the registration counter for verification purposes. Kindly ensure you collect your IC and Passport upon completion.
- (iv) No person will be allowed to register on behalf of another person even with the original identification of that other person.
- (v) Upon verification of your IC/Passport, you will be given an identification wristband to enter the meeting hall.
- (vi) No person will be allowed to enter into the meeting hall without wearing the identification wristband. There will be no replacement should you lose or misplace the identification wristband.
- (vii) The registration counter will only handle verification of identities and registration.

## CORPORATE REPRESENTATIVES

Any corporate member who wishes to appoint a representative instead of a proxy to attend the AGM should submit the original Certificate of Appointment under the seal of the corporation to the office of the Share Registrar at any time before the time appointed for holding the AGM or to the registration staff on the AGM day for the Company's record.

## HELP DESK

The Help Desk will handle the revocation of proxy's appointment and/or any clarification or queries.

## FOOD AND BEVERAGE

- (i) Light refreshment will be served at Shah Alam Hall 1 between 8.30 a.m. to 9.30 a.m.
- (ii) Lunch will be served at the above-said venue upon conclusion of the AGM.

## VOTING PROCEDURE

- (i) The voting at the 53<sup>rd</sup> AGM will be conducted on a POLL in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements.
- (ii) KUBM have appointed Symphony Share Registrars Sdn Bhd ('the Registrar') as Poll Administrator to conduct the poll by way of electronic voting (e-polling) and a scrutineer shall be appointed to verify the poll results.
- (iii) E-polling for each of the resolutions as set out in the Notice of the 53<sup>rd</sup> AGM will take place upon conclusion of the deliberation of all businesses transacted at the 53<sup>rd</sup> AGM. The registration for attendance will be closed to facilitate commencement of the poll.

## MOBILE DEVICES

Please ensure that all mobile devices i.e. phones/other sound emitting devices are switched off or put on silent mode during the AGM to ensure smooth and uninterrupted proceedings. Any recording of the AGM proceedings, either vocal or audiovisual, is strictly prohibited.

## PARKING

Parking Lots are available at the Public Car Park Area of Shah Alam Convention Centre, on a first come first serve basis.

# Administrative Notes

## ANNUAL REPORT

The Annual Report 2017 is available on Bursa Malaysia Berhad's website at <http://www.bursamalaysia.com> and also at KUB Malaysia Berhad's website at <http://www.kub.com>.

## ENQUIRY

If you have any general enquiries prior to the AGM, kindly contact the following during office hour between 8.30 a.m. to 5.30 p.m., Monday to Friday :

### (i) Group Secretarial Division, KUB Malaysia Berhad

Telephone : +(603) 7680 9600

Facsimile : +(603) 7680 9793

Norita Misra/Izzati Nadiah Ibrahim

### (ii) Symphony Share Registrars Sdn Bhd

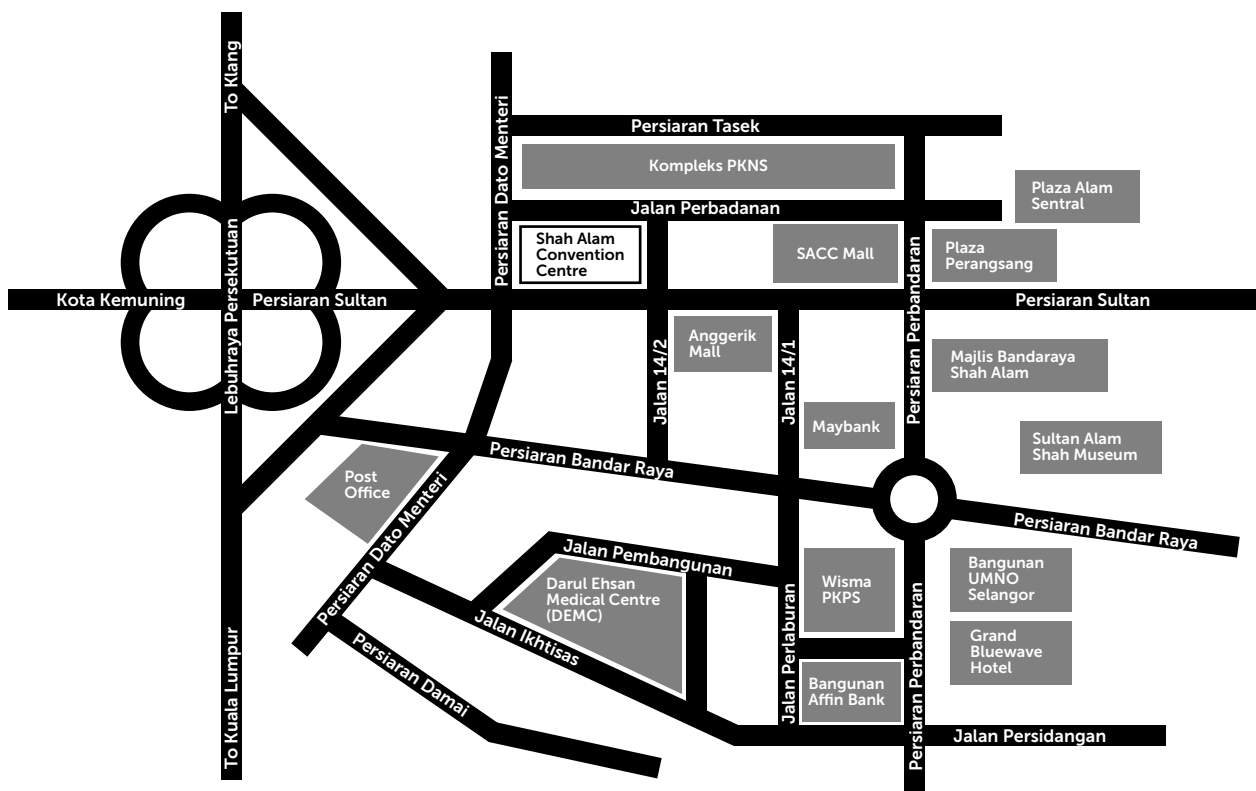
Telephone : +(603) 7849 0777

Facsimile : +(603) 7841 8151

E-mail : [ssr.helpdesk@symphony.com.my](mailto:ssr.helpdesk@symphony.com.my)

Rozleen Monzali/Zulkernaen Abdul Samad

## LOCATION MAP TO THE AGM'S VENUE





(COMPANY NO: 6022-D)

# Proxy Form

CDS Account No.	No. of Shares Held

I/We \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
 (Full Name as per NRIC/Passport No.in Capital Letters)

of \_\_\_\_\_  
 (Full Address)

being a member/members of KUB Malaysia Berhad (6022-D) ('Company'), hereby appoint Chairman of the Meeting\* or

\_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
 (Capital Letters)

of \_\_\_\_\_  
 (Full Address)

and/or failing him \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_  
 (Capital Letters)

of \_\_\_\_\_  
 (Full Address)

as my/our proxy(ies) to vote for me/us on my/our behalf at the 53<sup>rd</sup> Annual General Meeting of the Company to be held at Shah Alam Hall 2, Shah Alam Convention Centre, No.4, Jalan Perbadanan 14/9, 40000 Shah Alam, Selangor Darul Ehsan on Thursday, 28 June 2018 at 10.00 a.m. or at any adjournment thereof.

*\*If you wish to appoint other person(s) as your proxy/proxies, kindly delete the phrase 'Chairman of the Meeting' and insert name(s) of the desired person(s).*

My/our proxy(ies) is/are to vote as indicated by an 'X' in the appropriate spaces below :

NO.	RESOLUTIONS		FIRST PROXY		SECOND PROXY	
	ORDINARY BUSINESS		FOR	AGAINST	FOR	AGAINST
1.	Re-election of Dato' Jamelah A.Bakar	Resolution 1				
2.	Re-election of Tunku Alizan Raja Muhammad Alias	Resolution 2				
3.	Re-election of Tengku Zahaimi Tuan Hashim	Resolution 3				
4.	Approval of First and Final Single-Tier Dividend of 1.0 sen per Ordinary Share	Resolution 4				
5.	Approval of the Directors' Fees for the financial year ended 31 December 2017	Resolution 5				
6.	Approval of the Directors' Fees for the financial year ending 31 December 2018	Resolution 6				
7.	Approval of the Non-Executive Directors' Benefits of up to RM2,655,000 pursuant to Section 230(1) of the Companies Act,2016 effective 1 January 2018 until the next AGM in 2019	Resolution 7				
8.	Re-Appointment of Messrs. Deloitte PLT as Auditors	Resolution 8				
	<b>SPECIAL BUSINESS</b>					
9.	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016	Resolution 9				
10.	Proposed Renewal of Authority for Share Buy-Back	Resolution 10				
11.	Adoption of the New Constitution of the Company	Resolution 11				

The proportion of my/our holding to be represented by my/our proxy/proxies is as follows :

Dated this \_\_\_\_\_ day of \_\_\_\_\_ of 2018.

First Proxy	%
Second Proxy	%
<b>Total</b>	<b>100%</b>

\_\_\_\_\_  
 Signature of Member/Common Seal/Attorney/Authorised Officer

**\*\* Strike out whichever is not desired. (Unless otherwise instructed, the Proxy/(ies) may vote as he/she thinks fit)**

**NOTES :**

- (i) A member of the Company entitled to attend, speak and vote at the above-mentioned Meeting may appoint a maximum of two (2) proxies, to attend and vote in his/her stead. Where a member appoints two (2) proxies, the member shall specify the proportion of the member's shareholding to be represented by each proxy, failing which the appointment shall be invalid. A proxy may but need not be a member of the Company.
- (ii) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ('omnibus account') as defined under the Securities Industry (Central Depositories) Act 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- (iii) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised or if the appointer is a corporation, either under its common seal or signed under the hand of its attorney or by an officer given the authority on behalf of the corporation.
- (iv) The Proxy Forms must be deposited at the office of the Company's Share Registrar, **Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan** by hand or fax to **+(603) 7841 8151** not less than **forty-eight (48) hours** before the time for holding the Meeting or any adjournment thereof.
- (v) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in the Notice of 53<sup>rd</sup> AGM will be put to vote on a Poll.

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AFFIX  
STAMP

**KUB MALAYSIA BERHAD (6022-D)**

**c/o THE REGISTRAR**  
**Symphony Share Registrars Sdn Bhd**  
Level 6, Symphony House  
Pusat Dagangan Dana 1  
Jalan PJU 1A/46  
47301 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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