

NOTICE OF FORTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Third Annual General Meeting of Hubline Berhad ("Hubline") or ("the Company") will be held at Dewan Perpaduan I, 1st Floor, Merdeka Palace Hotel & Suites, Jalan Tun Abang Haji Openg 93000 Kuching, Sarawak, on Wednesday, 6th March, 2019 at 11:00 a.m. for the following purposes :-

A G E N D A**As Ordinary Business**

1. To receive Audited Financial Statements for the financial year ended 30 September, 2018 together with the Report of the Directors and Auditors thereon.
2. To re-elect Mr Bobby Lim Chye Huat who is retiring in accordance with Article 70 of the Articles of Association of the Company and is offering himself for re-election. **Resolution 1**
3. To re-elect Mr Dennis Ling Li Kuang who is retiring in accordance with Article 71 of the Articles of Association of the Company and is offering himself for re-election. **Resolution 2**
4. To re-elect Dato' Richard Wee Liang Huat @ Richard Wee Liang Chiat who is retiring in accordance with Article 71 of the Articles of Association of the Company and is offering himself for re-election. **Resolution 3**
5. To approve Directors' fee amounting to RM630,000.00 for the financial year ending 30 September 2019. **Resolution 4**
6. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorized to determine their remuneration. **Resolution 5**

As Special Business

7. To consider and, if thought fit, to pass the following ordinary resolution : **Resolution 6**
Authority to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016

"THAT pursuant to Section 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten (10) percent of the issued share capital 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 the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, subject always to the Companies Act 2016, the Articles of the Company and approval of all relevant regulatory bodies being obtained for such allotment and issue."

8. To consider and if thought fit, to pass the following Special Resolution : **Resolution 7**
Proposed Alteration of the entire existing Memorandum And Articles of Association of the Company by the replacement thereof with a new Constitution of the Company

"THAT approval be and is hereby given to alter or amend the entire existing Memorandum And Articles of Association of the Company by the replacement thereof with a new Constitution of the Company as set out in Appendix A with immediate effect AND THAT the Board of Directors of the Company be and is hereby authorized to assent to any conditions, modifications and/or amendments as may be required by any 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."

9. To transact any other business of which due notice shall have given in accordance with the Companies Act 2016 and the Company's Constitution.

By order of the Board,

Yeo Puay Huang [LS 0000577]
Secretary

Dated: 31 January 2019

Notes:

1. Only Depositors whose names appear in the General Meeting Record of Depositors as at 1 March 2019 be regarded as Members and shall be entitled to attend, speak and vote at the Forty-Third Annual General Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his/her place. A proxy need not be a member of the Company. Where a holder appoints two or more proxies, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
3. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
4. A corporation which is a member may by resolution of its directors authorise such person as it thinks fit to act as its representative at the meeting pursuant to Section 333 of the Companies Act 2016.
5. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney, and the person so appointed may attend and vote at the meeting at which the appointer is entitled to vote.
6. The instrument appointing a proxy or representative must be deposited at the registered office, WISMA HUBLINE, Lease 3815, (Lot 10914), Section 64, KTLD, Jalan Datuk Abang Abdul Rahim, 93450 Kuching, Sarawak, not less than forty-eight (48) hours before the time for holding the meeting.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote by way of poll.

Explanatory Notes To Ordinary Business:

The Audited Financial Statements are for discussion only as they do not require shareholders' approval pursuant to Section 340(1) of the Companies Act 2016. Hence, this Agenda item will not be put for voting.

Explanatory Notes To Special Business:**1. Ordinary Resolution****Authority to allot shares pursuant to Section 75 and Section 76 of the Companies Act 2016**

The Proposed Resolution 6, if passed, will give authority to the Directors of the Company, from the date of the above Annual General Meeting, to issue and allot shares to such persons in their absolute discretion without convening a general meeting provided the aggregate number of shares issued does not exceed 10% of the issued share capital of the Company for the time being. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate sought will enable the Directors of the Company to issue and allot shares, including but not limited to further placing of shares, for purposes of funding investment(s), repayment of borrowings, working capital and/or acquisition(s).

2. Special Resolution

The proposed alteration to the entire existing Memorandum and Articles of Association of the Company are made mainly for the following purposes :

- (a) To comply with the amended Bursa Malaysia Securities Berhad Main Market Listing Requirements which was issued on 29th November 2017;
- (b) To provide clarity and consistency with the amendments that arise from the Companies Act 2016 effective 31 January 2017; and
- (c) To incorporate the necessary amendments that arise from the Capital Markets and Services (Amendment) Act 2015.

In view of the above, the shareholders' approval for the Company to alter the entire existing Memorandum And Articles of Association of the Company by the replacement thereof with the New Constitution as per Appendix A in accordance with Section 36(1) of the Companies Act 2016. The Appendix A on the Proposed New Constitution of the Company, which is circulated together with the Notice of 43rd AGM dated 31st January 2019, shall take effect once the proposed Resolution 7 has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and in person or by proxy at the 43rd AGM.