

NOTICE OF 55TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Fifth (55th) Annual General Meeting ('AGM') of KUB Malaysia Berhad ('KUB' or 'the Company') will be held **FULLY VIRTUAL** through live streaming from the Function Room, KUB Malaysia Berhad, Level 8, Unit 1, Capital 3, Oasis Square, Ara Damansara, Jalan PJU 1A/7A, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 24 September 2020 at 10.00 a.m. to transact the following businesses:

AGENDA AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2**
- To re-elect Encik Mohammad Farish Nizar bin Othman, a Director who retires by rotation in accordance with Clause 94 of the Constitution of the Company and has offered himself for re-election. **Resolution 1**
Please refer to Note 3

Dato' Ab Rahim bin Abu Bakar and Tengku Zahaimi bin Tuan Hashim, who are also retiring by rotation in accordance with Clause 94 of the Constitution of the Company, have expressed their intention not to seek re-election. They will retain office until the conclusion of the 55th AGM.

- To approve the payment of the following Directors' Remuneration: **Resolution 2**
 - Directors' Fees of RM1,000,000 for the Non-Executive Directors for the period from 1 January 2020 until the conclusion of the 56th AGM; and
 - Benefits payable up to an amount of RM500,000 to the Non-Executive Directors (excluding the Directors' Fees) for the period from 1 June 2020 until the conclusion of the 56th AGM. **Resolution 3**
Please refer to Note 4
- To re-appoint Deloitte PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**
Please refer to Note 5

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass with or without any modifications, the following Ordinary Resolutions:

- Authority for the Directors to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016 ('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 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 5**

- Proposed disposal by KUB Agro Holdings Sdn Bhd, an indirect wholly-owned subsidiary of KUB, of two oil palm estates in Kluang, Johor to Beradin Plantation Sdn Bhd for a total cash consideration of RM158.0 Million ('Proposed Disposal'). **Resolution 6**

'THAT subject to the requisite approvals being obtained from the relevant parties and/or authorities, approval be and is hereby given for KUB Agro Holdings Sdn Bhd ('KUBAH') to proceed with, carry out and implement the Proposed Disposal in accordance to the terms and conditions of the conditional sale and purchase agreement dated 10 June 2020 ('Agreement'), entered into between KUBAH and Beradin Plantation Sdn Bhd. The salient terms of the Agreement are set out in Appendix II of the Circular to Shareholders of KUB dated 2 September 2020 ('Circular').

AND THAT the Directors of KUB and/or KUBAH be and are hereby authorised to sign, execute and enter into all documents, deeds, agreements, arrangements, undertakings, transfers and indemnities, do all things and acts as may be necessary or required to give effect to the Proposed Disposal with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be necessary or required, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem fit, necessary, expedient and/or appropriate and in the best interests of KUB and/or KUBAH to implement, finalise, complete and give full effect to the Proposed Disposal.'

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

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend this 55th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 67 of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositors as at 17 September 2020. Only a depositor whose name appears on the Record of Depositors as at 17 September 2020 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on his/her stead.

By Order of the Board
SHARINA BINTI SAIDON (LS 0006127/SSM PC No. 201908002624)
MOHAMAT YUSOF BIN ABU BAKAR (MIA 44659/SSM PC No. 201908002400)

Company Secretaries
Petaling Jaya
2 September 2020

NOTES:

1. Appointment of Proxy

- 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised or if the appointor 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. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation.
- The Proxy Forms must be deposited at the office of the Company's share registrar, **Boardroom Share Registrars Sdn Bhd (Company Reg. No: 199601006647 (378993-D)), 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** by hand or by e-mail to bsrhelpdesk@boardroomlimited.com or by fax to [+603\) 7890 4670](tel:+60378904670) or lodge electronically via 'Boardroom Smart Investor Portal' at www.boardroomlimited.my not less than **forty-eight (48)** hours before the time for holding the Meeting or any adjournment thereof.
- Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all resolutions set out in the Notice of the 55th AGM will be put to vote on a Poll.
- No shareholders/proxies shall be physically present at the broadcast venue.** Please refer to the Administrative Details of the 55th AGM on remote participation and voting facilities for the virtual meeting.
- In disclosing the proxy's personal data, the shareholder warrants that the proxy (ies) has/have given his/her consent for the disclosure and processing of personal data under the Personal Data Protection Act 2010.

2. Audited Financial Statements for the Financial Year Ended 31 December 2019

This Agenda is meant for discussion only and will not be put for voting. The approval from shareholders is not required in accordance with Section 340(1)(a) of the CA 2016.

3. Re-election of Directors who retire in accordance with Clause 94 of the Constitution of the Company

Clause 94 of the Constitution of the Company provides that at the AGM, 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 retires. Out of the current Board size of eight (8), three (3) Directors are to retire in accordance with Clause 94 of the Constitution of the Company.

The Board Nomination Committee ('BNC') has assessed each of the retiring Directors' performance and contributions based on the Board Effectiveness Assessment for 2019 and the ability to act in the best interest of the Company. Being satisfied with the assessment results, the Board approved the BNC's recommendation that the Director who retires is eligible to stand for re-election.

The retiring Director had abstained from deliberations and decisions on his own eligibility to stand for re-election at the relevant Board and Committee meetings.

4. Directors' Remuneration

Pursuant to Section 230(1) of the CA 2016, the fees of the directors and any benefits payable to the directors of a public listed company and its subsidiaries shall be approved at a general meeting. Therefore, the Board agreed that the shareholders' approval shall be sought at the 55th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

- Resolution 2 - Payment of Directors' Fees for the period from 1 January 2020 until the conclusion of the 56th AGM; and**
On 11 August 2020, the Board agreed to seek the shareholders' approval for the Company to pay the Directors' Fees of up to RM1,000,000 for the period from 1 January 2020 until the conclusion of the 56th AGM. In the event of a new appointment or resignation of the Directors, the Directors' Fees will be pro-rated accordingly. Resolution 2, if passed, will authorise the payment of the Directors' Fees to the Directors on a quarterly basis effective 1 January 2020.
- Resolution 3 - Benefits payable to the Non-Executive Directors ('NEDs') (excluding the Directors' Fees) for the period from 1 June 2020 until the conclusion of the 56th AGM ('the Relevant Period').**
On 11 August 2020, the Board agreed to seek the shareholders' approval for the Company to pay the Directors' Benefits of RM500,000 for the Relevant Period. Resolution 3, if passed, will authorise the payment of the Directors' Benefits up to RM500,000 ('the Proposed Amount') to the NEDs by the Company for the Relevant Period. The estimated amount payable is based on the assumption that the Company maintain its existing Board composition. The payment of the Directors' Benefits will be made by the Company as and when incurred. In the event the Proposed Amount is insufficient, approval will be sought at the 56th AGM for the additional benefits.

5. Re-appointment of Deloitte PLT as Auditors of the Company

On 11 August 2020, the Board approved the recommendation of the Audit Committee on the re-appointment of Deloitte PLT as Auditors of the Company. The Board and the Audit Committee have collectively agreed that Deloitte PLT had met the relevant criteria prescribed by Paragraph 15.21 of the Main Market Listing Requirements of Bursa Malaysia.

6. Statement Accompanying Notice of Annual General Meeting of the Company

This statement contains additional information required under Appendix 8A of the Main Market Listing Requirements of Bursa Malaysia.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS:

1. Resolution 5 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016

Resolution 5, which is for the purpose of granting a renewal of 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 54th AGM held on 21 May 2019 and which will lapse at the conclusion of the 55th AGM.

2. Resolution 6 - Proposed disposal by KUB Agro Holdings Sdn Bhd, an indirect wholly-owned subsidiary of KUB, of two oil palm estates in Kluang, Johor to Beradin Plantation Sdn Bhd for a total cash consideration of RM158.0 Million ('Proposed Disposal')

The Proposed Disposal, if passed, would enable the Group to reinvest the proceeds for its operations, expand its core businesses and pursue potential opportunities in order to maximise returns to shareholders. The details of the Proposed Disposal are set out in the Circular to Shareholders dated 2 September 2020. You may download the Circular at the Company's website at www.kub.com/aggm/download.htm.

NOTIS MESYUARAT AGUNG TAHUNAN KE-55

NOTIS ADALAH DENGAN INI DIBERI BAHAWA Mesyuarat Agung Tahunan ("MAT") KUB Malaysia Berhad ("KUB" atau "Syarikat") Yang Kelima Puluh Lima ("Ke-55") akan diadakan **SECARA MAYA** melalui siaran langsung dari Function Room, KUB Malaysia Berhad, Aras 8, Unit 1, Capital 3, Oasis Square, Ara Damansara, Jalan PJU 1A/7A, 47301 Petaling Jaya, Selangor Darul Ehsan pada hari Khamis, 24 September 2020 pada jam 10.00 pagi untuk pelaksanaan urusan-urusan berikut:

**AGENDA
URUSAN BIASA**

- Untuk menerima Penyata Kewangan Beraudit bagi tahun kewangan berakhir 31 Disember 2019 beserta Laporan-laporan Pengarah dan Juruaudit. **Sila rujuk kepada Nota 2**
- Untuk memilih semula Encik Mohammad Farish Nizar bin Othman, Pengarah yang bersara selaras dengan Klausu 94 Perlembagaan Syarikat dan telah menawarkan diri beliau bagi pemilihan semula. **Resolusi 1
Sila rujuk kepada Nota 3**
Dato' Ab Rahim bin Abu Bakar dan Tengku Zahaimi bin Tuan Hashim, juga Pengarah-pengarah yang bersara mengikut giliran selaras dengan Klausu 94 Perlembagaan Syarikat telah menyatakan hasrat mereka untuk tidak memohon bagi pemilihan semula. Mereka akan memegang jawatan sehingga tamat MAT Ke-55.
- Untuk meluluskan bayaran imbuhan para Pengarah seperti berikut: **Resolusi 2**
 - Yuran para Pengarah berjumlah RM1,000,000 bagi Pengarah Bukan Eksekutif bagi tempoh dari 1 Januari 2020 hingga tamat MAT Ke-56; dan
 - Manfaat perlu dibayar kepada Pengarah Bukan Eksekutif berjumlah sehingga RM500,000 (tidak termasuk Yuran para Pengarah) bagi tempoh dari 1 Jun 2020 hingga tamat MAT Ke-56. **Resolusi 3
Sila rujuk kepada Nota 4**
- Untuk melantik semula Deloitte PLT sebagai Juruaudit Syarikat dan memberi kuasa kepada para Pengarah untuk menetapkan imbuhan mereka. **Resolusi 4
Sila rujuk kepada Nota 5**

URUSAN KHAS

Untuk menimbang dan sekiranya difikirkan wajar untuk meluluskan dengan atau tanpa sebarang modifikasi, Resolusi-resolusi Biasa berikut:

- Kuasa bagi para Pengarah untuk Menerbitkan dan Memperuntukkan Saham-saham selaras dengan Seksyen-seksyen 75 dan 76 Akta Syarikat, 2016. **Resolusi 5**
'BAHAWA tertakluk kepada Seksyen-seksyen 75 dan 76 Akta Syarikat, 2016 dan kelulusan pihak-pihak berkuasa kerajaan/berperaturan berkaitan, para Pengarah adalah dan dengan ini diberi kuasa untuk menerbitkan dan memperuntukkan saham-saham dalam Syarikat, pada bila-bila masa selepas kelulusan resolusi ini sehingga penutupan MAT yang akan datang dan atas terma-terma dan syarat-syarat tertentu, bagi tujuan tertentu dan kepada orang atau orang-orang tertentu atau sesiapa sahaja yang para Pengarah mungkin, mengikut budi bicara mutlaknyanya anggap sesuai dengan syarat bahawa agregat bilangan saham yang diterbitkan selaras dengan resolusi ini tidak melebihi bicara peratus (10%) daripada jumlah bilangan saham Syarikat yang diterbitkan buat masa ini, DAN BAHAWA para Pengarah adalah dan juga diberi kuasa untuk mendapatkan kelulusan bagi penyenaian dan sebut harga bagi saham-saham tambahan yang diterbitkan pada Bursa Malaysia Securities Berhad ('Bursa Malaysia').
- Cadangan pelupusan oleh KUB Agro Holdings Sdn Bhd, anak syarikat milik penuh tidak langsung KUB, dua tanah ladang kelapa sawit di Kluang, Johor ('Ladang') kepada Beradin Plantation Sdn Bhd bagi jumlah balasan tunai sebanyak RM158.0 Juta ('Cadangan Pelupusan'). **Resolusi 6**
'BAHAWA tertakluk kepada sebarang kelulusan yang diperlukan dari pihak-pihak berkaitan dan/atau pihak-pihak berkuasa berkenaan, kelulusan adalah dan dengan ini diberi kuasa kepada KUB Agro Holdings Sdn Bhd ('KUBAH') untuk meneruskan, menjalankan dan melaksanakan Cadangan Pelupusan tertakluk kepada terma-terma dan syarat-syarat yang dinyatakan dalam perjanjian jual beli bersyarat bertarikh 10 Jun 2020 ('Perjanjian'), yang ditandatangani di antara KUBAH dan Beradin Plantation Sdn Bhd. Terma-terma penting Perjanjian adalah seperti dinyatakan di dalam Pekeliling kepada para Pemegang Saham bertarikh 2 September 2020 ('Pekeliling').

BAHAWA Para Pengarah KUB dan/atau KUBAH dengan ini dan diberi kuasa untuk menandatangani dan melaksanakan sebarang dokumen, mengambil dan melaksanakan kesemua tindakan dan langkah-langkah tertentu sebagaimana mereka anggap sesuai atau mungkin anggap perlu untuk memberi kesan kepada Cadangan Pelupusan dengan kuasa penuh untuk memberi persetujuan kepada apa-apa syarat, perubahan, modifikasi dan/atau pindaan dengan cara apa pun yang diperlukan atau dibenarkan oleh mana-mana pihak berkuasa yang berkaitan dan untuk mengambil serta melaksanakan semua perkara tertentu sebagaimana mereka mungkin anggap perlu, wajar, sesuai atau suai manfaat demi kepentingan terbaik KUB dan/atau KUBAH untuk melaksana, memuktamad dan memberi kesan sepenuhnya kepada Cadangan Pelupusan.

7. Untuk membincangkan sebarang urusan yang mana notis sewajarnya telah diberikan.

NOTIS SELANJUTNYA DIBERI BAHAWA bagi tujuan menentukan kelayakan Ahli untuk menghadiri MAT Ke-55 ini, Syarikat akan meminta Bursa Malaysia Depository Sdn Bhd selaras dengan Klausu 67 Perlembagaan Syarikat dan Seksyen 34(1) Akta Industri Sekuriti (Depositori Pusat), 1991 menerbitkan Rekod Pendeposit Mesyuarat Agung setakat 17 September 2020. Hanya pendeposit yang namanya tersenarai dalam Rekod Pendeposit setakat 17 September 2020 layak menghadiri Mesyuarat ini atau melantik proksi (proksi-proksi) untuk hadir dan/atau mengundi bagi pihaknya.

Atas Arahan Lembaga Pengarah

SHARINA BINTI SAIDON (LS 0006127/No. Sijil Perakuan Amalan SSM 201908002624)

MOHAMAT YUSOF BIN ABU BAKAR (MIA 44659/ No. Sijil Perakuan Amalan SSM 201908002400)

Setiausaha-setiausaha Syarikat
Petaling Jaya
2 September 2020

NOTA-NOTA:**1. Pelantikan Proksi**

- Seorang Ahli Syarikat yang berhak untuk hadir, bersuara dan mengundi dalam Mesyuarat yang dinyatakan di atas boleh melantik maksimum dua (2) orang proksi, untuk hadir dan mengundi bagi pihaknya. Di mana seorang Ahli melantik dua (2) orang proksi, Ahli tersebut hendaklah menyatakan bahagian sahamnya yang diwakili oleh setiap proksi, di mana kegagalan menyatakan boleh menyebabkan pelantikan tersebut sebagai tidak sah. Seseorang proksi itu tidak semestinya Pemegang Saham Syarikat.
- Sekiranya Ahli Syarikat ialah Penerima Kuasa Yang Dibenarkan dan Dikecualikan yang memegang saham-saham biasa dalam Syarikat bagi pemilik benefisial dalam satu (1) akaun sekuriti ('Akaun Omnibus') sebagaimana ditakrifkan di bawah Akta Industri Sekuriti (Depositori Pusat), 1991, bilangan proksi yang boleh dilantik oleh Penerima Kuasa Yang Dibenarkan dan Dikecualikan adalah tanah budi bicara bagi setiap Akaun Omnibus tersebut.
- Surat cara pelantikan proksi hendaklah ditandatangani oleh pelantik atau peguamnya yang diberi kuasa atau sekiranya pelantik adalah sebuah perbadanan, ia mestiah di bawah meterai syarikat atau ditandatangani oleh peguamnya atau seorang pegawai yang telah diberi kuasa bagi pihak perbadanan. Seseorang proksi itu tidak semestinya merupakan Pemegang Saham Syarikat dan Pemegang Saham Syarikat boleh melantik mana-mana pihak sebagai proksinya tanpa sebarang had.
- Boorang Proksi hendaklah dihantar ke pejabat pendaftar saham Syarikat, **Boardroom Share Registrars Sdn Bhd (No. Syarikat: 199601006647 (378993-D)), Aras 11, Menara Symphony, No. 5, Jalan Per. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** dengan arahan tangan atau melalui e-mail ke bsr.helpdesk@boardroomlimited.com atau melalui faksimili ke nombor **+603 7890 4670** atau dihantar secara atas talian melalui 'Boardroom Smart Investor Portal' di www.boardroomlimited.my tidak lewat dari **empat puluh lapan (48) jam** sebelum berlangsungnya MAT tersebut atau sebarang penangguhan.
- Selaras dengan Perenggan 8.29A Syarat-syarat Penyenaraian Pasaran Utama Bursa Malaysia, kesemua resolusi yang tertera di dalam Notis MAT Ke-55 akan dikemukakan untuk pengundian secara Pol.
- Tiada Pemegang Saham/proksi dibenarkan hadir secara fizikal di tempat penyiaran. Sila rujuk kepada 'Administrative Details' bagi MAT Ke-55 berkenaan kehadiran dan pengundian secara jarak jauh bagi mesyuarat secara maya.
- Dalam memberikan data peribadi proksi, Pemegang Saham mengesahkan bahawa proksi telah memberi kebenaran bagi penzahiran dan penggunaan data peribadi di bawah Akta Perlindungan Data Peribadi 2010.

2. Penyata Kewangan Beraudit bagi Tahun Kewangan Berakhir 31 Disember 2019

Agenda ini hanya untuk perbincangan sahaja dan tidak akan dikemukakan untuk pengundian. Kelulusan daripada para Pemegang Saham tidak diperlukan selaras dengan Seksyen 340(1)(a) Akta Syarikat, 2016.

3. Pemilihan Semula para Pengarah yang bersara selaras dengan Klausu 94 Perlembagaan Syarikat

Klausu 94 Perlembagaan Syarikat menyatakan bahawa pada setiap MAT, sekurang-kurangnya satu pertiga (1/3) daripada para Pengarah Syarikat buat ketika ini, atau, sekiranya bilangan mereka bukan tiga (3) atau ganda tiga (3), maka bilangan yang terkecik dengan satu pertiga (1/3) hendaklah bersara daripada jawatan. Kesemua Pengarah hendaklah bersara daripada jawatan sekurang-kurangnya sekali setiap tiga (3) tahun. Pengarah yang akan bersara adalah layak untuk dipilih semula dan akan mengekalkan jawatan sehingga tamat MAT pada mana beliau bersara. Berdasarkan saiz terkini Lembaga Pengarah seramai lapan (8) orang, tiga (3) orang Pengarah perlu bersara selaras dengan Klausu 94 Perlembagaan Syarikat.

Jawatan/kuasa Pencalonan Lembaga telah menilai prestasi dan sumbangan setiap Pengarah yang bersara bagi tahun kewangan berakhir 31 Disember 2019. Setelah berpuas hati dengan keputusan penilaian, Lembaga Pengarah bersetuju terhadap cadangan Jawatankuasa Pencalonan Lembaga agar Pengarah yang akan bersara selaras dengan Klausu 94 Perlembagaan Syarikat dipilih semula. Pengarah yang layak dipilih semula telah berkecuali dari sebarang perbincangan dan penetapan keputusan berhubung kelayakan beliau untuk dipilih semula semasa mesyuarat-mesyuarat Lembaga dan Jawatankuasa Lembaga yang berkenaan.

4. Imbuhan para Pengarah

Selaras dengan Seksyen 230(1) Akta Syarikat, 2016, 'fi' bagi Pengarah dan 'apa-apa faedah' yang kena dibayar kepada Pengarah bagi suatu syarikat tersenarai dan subsidiarinya hendaklah diluluskan pada mesyuarat agung. Dengan itu, Lembaga Pengarah bersetuju bahawa kelulusan para Pemegang Saham hendaklah dipohon pada MAT Ke-55 mengenai imbuhan para Pengarah dalam dua (2) resolusi berasingan seperti berikut:

- Resolusi 2** - Bayaran yuran Pengarah bagi tempoh dari 1 Januari 2020 hingga tamat MAT Ke-56; dan
Pada 11 Ogos 2020, Lembaga Pengarah telah bersetuju untuk memohon kelulusan para Pemegang Saham Syarikat untuk membayar yuran para Pengarah berjumlah RM1,000,000 bagi tempoh dari 1 Januari 2020 hingga tamat MAT Ke-56. Jika sekiranya terdapat pelantikan baru atau peletakan jawatan Pengarah, yuran para Pengarah akan diberi mengikut kadar atau bahagian sewajarnya. Resolusi 2, sekiranya diluluskan, akan memberi kuasa kepada Syarikat untuk membayar yuran para Pengarah kepada setiap Pengarah pada setiap suku tahunan berkuatkuasa 1 Januari 2020.
- Resolusi 3** - Bayaran Manfaat kepada Pengarah Bukan Eksekutif (tidak termasuk yuran para Pengarah) dari 1 Jun 2020 hingga tamat MAT Ke-56 ('Tempoh Berkenaan').
Pada 11 Ogos 2020, Lembaga Pengarah telah bersetuju untuk memohon kelulusan para Pemegang Saham Syarikat untuk membayar Manfaat para Pengarah sehingga sebanyak RM500,000 ('Jumlah Yang Dicadang') bagi Tempoh Berkenaan. Resolusi 3, sekiranya diluluskan, akan memberi kuasa kepada Syarikat untuk membayar Manfaat para Pengarah sehingga Jumlah Yang Dicadang kepada Pengarah Bukan Eksekutif bagi Tempoh Berkenaan. Jumlah anggaran manfaat yang perlu dibayar dibuat berasaskan kepada andaian bahawa Syarikat mengekalkan komposisi Lembaga yang sedia ada. Bayaran imbuhan Pengarah Bukan Eksekutif akan dibuat oleh Syarikat bila dan apabila perlu. Sekiranya Jumlah Yang Dicadang tidak mencukupi, kelulusan akan diminta pada MAT Ke-56 bagi faedah tambahan.

5. Pelantikan Semula Deloitte PLT sebagai Juruaudit Syarikat

Pada 11 Ogos 2020, Lembaga Pengarah meluluskan cadangan Jawatankuasa Audit bagi pelantikan semula Deloitte PLT sebagai Juruaudit Syarikat. Lembaga dan Jawatankuasa Audit telah secara kolektif bersetuju bahawa Deloitte PLT telah memenuhi kriteria yang ditetapkan selaras dengan Perenggan 15.12 Syarat-syarat Penyenaraian Pasaran Utama Bursa Malaysia.

6. Penyata Bersama Notis Mesyuarat Agung Tahunan Syarikat

Maklumat tambahan seperti yang diperlukan menurut Apendiks 8A Syarat-syarat Penyenaraian Pasaran Utama Bursa Malaysia dinyatakan dalam Penyata Bersama Notis Mesyuarat Agung Tahunan Syarikat.

NOTA PENJELASAN KEPADA URUSAN KHAS:**1. Resolusi 5 - Kuasa untuk menerbitkan dan memperuntukkan saham-saham selaras dengan Seksyen-seksyen 75 dan 76 Akta Syarikat, 2016**

Resolusi 5, untuk tujuan memberikan pembaharuan Mandat Am ('Mandat Am'), sekiranya diluluskan, akan memberi kuasa kepada para Pengarah untuk menerbitkan dan memperuntukkan saham-saham baru dalam Syarikat sehingga jumlah tidak melebihi sepuluh peratus (10%) daripada saham Syarikat yang diterbitkan untuk tujuan tertentu dan kepada orang atau orang-orang tertentu atau sesiapa yang difikirkan Pengarah demi kepentingan Syarikat. Mandat Am, melainkannya dibatalkan atau diubah oleh Syarikat pada mesyuarat agung, akan tamat pada Mesyuarat Agung Tahunan Syarikat yang akan datang.

Mandat Am akan memberikan fleksibiliti kepada Syarikat bagi apa-apa kemungkinan kegiatan yang menghasilkan dana, termasuk tetapi tidak terhad kepada penempatan saham-saham selanjutnya, untuk tujuan membiayai projek (projek-projek) pelaburan masa hadapan, modal kerja dan/atau pengambilalihan. Pada tarikh Notis ini, tidak ada saham baru dalam Syarikat telah diterbitkan di bawah Mandat Am yang diberi kepada para Pengarah pada MAT Ke-54 yang telah diadakan pada 21 Mei 2019 dan akan luput pada penutupan MAT Ke-55.

2. Resolusi 6 - Cadangan pelupusan oleh KUB Agro Holdings Sdn Bhd, anak syarikat milik penuh tidak langsung KUB, dua tanah ladang kelapa sawit di Kluang, Johor kepada Beradin Plantation Sdn Bhd bagi jumlah balasan tunai sebanyak RM158.0 Juta ('Cadangan Pelupusan')

Cadangan Pelupusan, jika diluluskan, akan membolehkan Kumpulan untuk melabur semula bagi tujuan operasi, mengembangkan perniagaan-perniagaan teras dan mempelopori peluang-peluang yang berpotensi bagi memaksimumkan pulangan kepada para Pemegang Saham.

Maklumat lanjut mengenai Cadangan Pelupusan adalah seperti dinyatakan di dalam Pekeliling kepada para Pemegang Saham bertarikh 2 September 2020. Anda boleh memuat turun Pekeliling tersebut di laman sesawang syarikat www.kub.com/agn/download.htm.



(COMPANY NO: 196501000205 (6022-D))

STATEMENT ACCOMPANYING NOTICE OF 55TH ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27(2) OF BURSA MALAYSIA MAIN MARKET LISTING REQUIREMENTS

The name of the Director who is due for retirement and seeking re-election pursuant to the Constitution is listed in the Notice of the 55th AGM. His profile is set out in the Profile of Directors in the Annual Report 2019.

Directors' securities holdings are provided under the Analysis of Shareholdings section of the Annual Report 2019.



(COMPANY NO: 196501000205 (6022-D))

PROXY FORM

CDS Account No.	
No. of Shares Held	

I/We _____ NRIC/Passport No. _____
(Block Letters)

of _____
(Full Address)

Telephone No: _____ Email Address: _____

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

_____ NRIC/Passport No. _____
(Block Letters)

of _____
(Full Address)

Telephone No: _____ Email Address: _____

and/or failing him _____ NRIC/Passport No. _____
(Block Letters)

of _____
(Full Address)

Telephone No: _____ Email Address: _____

as my/our proxy(ies) to vote for me/us on my/our behalf at the 55th Annual General Meeting of the Company to be held FULLY VIRTUAL through live streaming from the Function Room, KUB Malaysia Berhad, Level 8, Unit 1, Capital 3, Oasis Square, Ara Damansara, Jalan PJU 1A/7A, 47301 Petaling Jaya, Selangor Darul Ehsan on Thursday, 24 September 2020 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:

RESOLUTIONS		FIRST PROXY		SECOND PROXY	
		FOR	AGAINST	FOR	AGAINST
ORDINARY RESOLUTIONS					
1.	Re-election of Encik Mohammad Farish Nizar bin Othman				
2.	Approval of the Directors' Fees of RM1,000,000 for the Non-Executive Directors for the period from 1 January 2020 until the conclusion of the 56 th AGM				
3.	Approval for the Benefits payable up to an amount of RM500,000 to the Non-Executive Directors (excluding the Directors' Fees) for the period from 1 June 2020 until the conclusion of the 56 th AGM				
4.	Re-Appointment of Deloitte PLT as Auditors				
SPECIAL BUSINESS					
5.	Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016				
6.	Proposed disposal by KUB Agro Holdings Sdn Bhd, an indirect wholly-owned subsidiary of KUB, of two oil palm estates in Kluang, Johor to Beradin Plantation Sdn Bhd for a total cash consideration of RM158.0 Million				

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

Dated this _____ day of _____ of 2020.

First Proxy		%
Second Proxy		%
Total		100%

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. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
- (iv) The Proxy Forms must be deposited at the office of the Company's share registrar, **Boardroom Share Registrars Sdn Bhd (Company Reg. No: 199601006647 (378993-D)), 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan** by hand or by e-mail to bsr.helpdesk@boardroomlimited.com or by fax to **+(603) 7890 4670** or lodge electronically via 'Boardroom Smart Investor Portal' at www.boardroomlimited.my not less than **forty-eight (48)** hours before the time for holding the Meeting or any adjournment thereof.
- (v) **No shareholders/proxies shall be physically present at the broadcast venue.** Please refer to the Administrative Details of the 55th AGM on remote participation and voting facilities for the virtual meeting.
- (vi) In disclosing the proxy's personal data, the shareholder warrants that the proxy (ies) has/have given his/her consent for the disclosure and processing of personal data in accordance to the Notice of AGM under the Personal Data Protection Act 2010.

Fold here

AFFIX STAMP

KUB MALAYSIA BERHAD (196501000205 (6022-D))
c/o THE REGISTRAR
(Company Reg. No: 199601006647 (378993-D))

Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Fold here



(COMPANY NO: 196501000205 (6022-D))

ADMINISTRATIVE DETAILS

FOR THE 55TH ANNUAL GENERAL MEETING ('AGM')

KUB MALAYSIA BERHAD ('KUB' OR 'THE COMPANY')

DATE : THURSDAY, 24 SEPTEMBER 2020
TIME : 10.00 A.M.
MODE : FULLY VIRTUAL THROUGH LIVE STREAMING
BROADCAST VENUE : FUNCTION ROOM, KUB MALAYSIA BERHAD, LEVEL 8, UNIT 1, CAPITAL 3, OASIS SQUARE, ARA DAMANSARA, JALAN PJU 1A/7A, 47301 PETALING JAYA, SELANGOR DARUL EHSAN

1. Fully virtual AGM

- (i) The AGM will be conducted on a **fully virtual** basis through live streaming and online remote voting using the **REMOTE PARTICIPATION AND VOTING ('RPV')** facilities pursuant to Section 327 of the Companies Act, 2016 ('CA 2016') and Clause 63(c) of the Constitution of the Company.
- (ii) **No shareholders/proxies shall be physically present at the broadcast venue.** The Meeting is in compliance with Section 327(2) of the CA 2016 which provides that the main venue of the AGM shall be in Malaysia and the chairperson must be present at the main venue of the AGM. **The fully virtual** Meeting will enable the shareholders/proxies to participate in the proceedings without the need to be physically present, given the current circumstances relating to Covid-19 and best health practices.
- (iii) The Company will be using Boardroom's LUMI AGM solution at <https://web.lumiagm.com>. You may also download 'Lumi AGM' app from the Apple App Store or Google Play Store. With this facility, you may exercise your right as a shareholder of the Company to participate (including to ask questions to the Board/Management of the Company) and vote at the comfort of your home.

2. Remote Participation and Electronic Voting ('RPV')

Before you can access LUMI AGM solution at <https://web.lumiagm.com>, please follow the steps below to register for the RPV Facilities:

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 and Submit request for Remote Participation user ID and password].

- (a) Access the website <https://boardroomlimited.my>
- (b) Click <<Login>> and click <<Register>> to sign up as a user.
- (c) Complete registration and upload softcopy of MyKAD or Passport (front and back in **JPG** or **PNG** format).
- (d) Please enter a valid email address and wait for Boardroom's email verification.
- (e) Your registration will be verified and approved within (1) one business day and an email notification will be provided.

Step 2 – Submit Request for Remote Participation User ID and Password for the AGM

*[Note: The registration for remote access will be opened on **Wednesday, 2 September 2020 at 10.00 a.m.** and closed on **Tuesday, 22 September 2020 at 10.00 a.m.**]*

Individual Members

- (a) Login to <https://boardroomlimited.my> using your user id and password above.
- (b) Select 'Hybrid/Virtual Meeting' from the main menu and the correct Corporate Event 'KUB Virtual AGM'.
- (c) Enter your CDS Account.
- (d) Read and agree to the terms and conditions and thereafter submit your request.

Corporate Shareholders

- (a) Write in to bsr.helpdesk@boardroomlimited.com and provide the name of Member and CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- (b) Please provide a softcopy of the Corporate Representative's MyKad/Identification Card (Front and Back) or Passport as well as his/her email address.

Authorised Nominee and Exempt Authorised Nominee

- (a) Write in to bsr.helpdesk@boardroomlimited.com and provide the name of Member and CDS Account Number accompanied with the Form of Proxy to submit the request.
- (b) Please provide a softcopy of the Proxy Holder's MyKad/Identification Card (Front and Back) or Passport as well as his/her email address.

Thereafter:

- (a) You will receive a notification via email from Boardroom that your request has been received and is being verified.
- (b) Upon system verification against the AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- (c) You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved after Tuesday, 22 September 2020 at 10.00 a.m. being the closing date of the registration date.

Step 3 – Login to Virtual Meeting Portal (<https://web.lumiagm.com>)

[Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users].

- (a) The Virtual Meeting portal (<https://web.lumiagm.com>) will be open for login starting one (1) hour before the commencement of AGM at 9.00 a.m. on **Thursday, 24 September 2020**.
- (b) Follow the steps given to you in the email (Refer to Step 2 above) along with your remote access user ID and password to login to the Virtual Meeting portal (<https://web.lumiagm.com>)
- (c) The steps will also guide you how to view live webcast, ask questions and vote.
- (d) The live webcast will end and the Messaging window will be disabled once the Chairman announce the closure of the AGM.
- (e) You can now logout from the Virtual Meeting Portal.

3. Proxy

- (i) A shareholder who is entitled to remotely participate and vote at the Meeting is entitled to appoint proxy(ies) to remotely participate and vote in his/her stead. If you are not able to participate in the AGM remotely, you may appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form.
- (ii) The Proxy Form must be deposited to the office of the Company's share registrar, Boardroom Share Registrars Sdn Bhd (Company Reg. No: 199601006647 (378993-D)), 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan by hand or by e-mail at bsr.helpdesk@boardroomlimited.com or by fax to +(603) 7890 4670 not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

- (iii) You may also opt to submit your Proxy Form via e-Proxy system, which procedures are mentioned below:

Step 1 – Register Online with Boardroom Smart Investor Portal (for first time registration)

[Note: Please refer to Item 2, Step 1 above for the procedures]

Step 2 – e-Proxy Lodgement

- (a) Login to <https://www.boardroomlimited.my/> using your user ID and password.
- (b) Go to '**E-PROXY LODGEMENT**', browse the Meeting List for 'KUB Virtual AGM' and click '**APPLY**'.
- (c) Read the Terms and Conditions and confirm the Declaration.
- (d) Enter the CDS account number and the total number of securities held.
- (e) Select your proxy – either the Chairman of the Meeting or individual named proxy(ies) and enter the required particulars for your proxy(ies).
- (f) Indicate your instructions – For, Against, Abstain. Otherwise your proxy will decide your vote.
- (g) Review and confirm your proxy(ies) appointment, and click submit.
- (h) Download or print the e-Proxy form acknowledgement.

- (iv) Please do not submit any Proxy Form if you wish to participate in the Meeting yourself. A shareholder will not be allowed to participate if he/she has appointed a proxy.
- (v) If you have submitted the Proxy Form and subsequently decide to participate in the Meeting, please write to bsr.helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) not less than forty-eight (48) hours before the AGM which is on **Tuesday, 22 September 2020 at 10.00 a.m.**. Your proxy(ies) on revocation would not be allowed to participate in the Meeting. In such event, you should advise your proxy(ies) accordingly.

4. Voting Procedures

- (i) The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll by way of electronic voting ('E-Voting'). A Scrutineer will be appointed to verify the poll results.
- (ii) The E-Voting may be carried out using personal smart mobile phones, tablets or laptops. There are three (3) methods to access the facilities, namely:
- Download Lumi AGM from Apple App Store or Google Play Store prior to the meeting; **OR**
 - Using QR Scanner Code given in the email to you; **OR**
 - Using website URL <https://web.lumiagm.com/>
- (iii) Please note that the above options are available to **(i) Individual Members (ii) Corporate Shareholder (iii) Authorised Nominee and (iv) Exempt Authorised Nominee.**
- (iv) You will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the meeting is in progress.
- (v) Shareholders can vote on the resolution at any time from the commencement of the AGM at 10.00 a.m. until the end of the voting session which will be announced by the Chairman of the meeting.
- (vi) Upon completion of the voting session, the Scrutineer will verify and announce the poll results followed by the Chairman's declaration whether the resolution is duly passed or not.

5. Procedures of the AGM

- (i) The Login User Guide for participation, posing questions and voting at the AGM will be emailed together with user ID and password once your registration has been approved.
- (ii) No recording or photography of the Meeting proceedings is permitted.
- (iii) Please ensure that you are connected to the internet at all times in order to participate and vote when the AGM has commenced. It is your responsibility to ensure that connectivity for the duration of the Meeting is not interrupted.
- (iv) You will be able to view the Company's presentation or slides via the live webcast.
- (v) The Board will endeavour to respond to all questions related to the resolutions, financial performance and business prospects within the time available. The questions may be submitted via the messaging window.

6. Circular for the proposed disposal of two oil palm estates to Beradin Plantation Sdn Bhd

The Circular is available on Bursa Malaysia Securities Berhad's website at <http://www.bursamalaysia.com> and our website at www.kub.com/agm/download.htm. No printed copies will be despatched.

7. No Door Gifts or Food Voucher

No distribution of door gifts or food vouchers will be given to the shareholders/proxy(ies).

8. Enquiry

Kindly contact the following persons during office hour between 8.30 a.m. to 5.30 p.m., Monday to Friday if you have any question on the AGM:

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

Telephone : +(603) 7680 9600
Facsimile : +(603) 7680 9777

Mohamat Yusof bin Abu Bakar / Norita binti Misra

(ii) **Boardroom Share Registrars Sdn Bhd (Company Reg. No: 199601006647 (378993-D))**
(RPV registration, proxy lodgement and technical assistance)

Telephone : +(603) 7890 4700
Facsimile : +(603) 7890 4670
E-mail : bsr.helpdesk@boardroomlimited.com