# KUB MALAYSIA BERHAD

(Company No. 6022-D)
(Incorporated in Malaysia)

## NOTICE OF 54TH ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Fifty-Fourth ('54th') Annual General Meeting ('AGM') of KUB Malaysia Berhad ('KUB' or 'the Company') will be held at Ballroom 1 & 2, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Tuesday, 21 May 2019 at 10.00 a.m. for the purpose of transacting the following businesses:

**AGENDA**
**AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **Please refer to Note 2**

2. To re-elect the following directors who retire in accordance with Clause 100 of the Company's Constitution, and being eligible have offered themselves for re-election:
   (i) Datuk Seri Johari bin Abdul Ghani **Resolution 1**
   (ii) Megat Joha bin Megat Abdul Rahman **Resolution 2**
   (iii) Datuk Norliza binti Abdul Rahim **Resolution 3**
   **Please refer to Note 3**
3. To re-elect the following Directors who retire by rotation in accordance with Clause 94 of the Company's Constitution, and being eligible have offered themselves for re-election:
   (i) Dato' Ahmad Ibnihajar **Resolution 4**
   (ii) Datuk Abdul Rahim bin Mohd Zin **Resolution 5**
   **Please refer to Note 4**
4. To approve the payment of the following Directors' Remuneration:
   (i) Directors' Fees of RM500,000 for the Non-Executive Directors for the financial year ending 31 December 2019; and **Resolution 6**
   (ii) Benefits payable of up to an amount of RM200,000 to the Non-Executive Directors (excluding the Directors' Fees) for the period from 22 May 2019 until the next AGM in 2020. **Resolution 7**
   **Please refer to Note 5**

5. To re-appoint 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 Resolution:

6. 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 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**

7. 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 54th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 67 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 14 May 2019. Only a depositor whose name appears on the Record of Depositors as at 14 May 2019 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 BINTI SAIDON (LS 0006127)**
**MOHD AFENDY BIN MD YAZIM (MAICSA 7056481)**

Company Secretaries
Petaling Jaya
22 April 2019

**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. 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.

   (iv) The Proxy Forms must be deposited at the office of the Company's Share Registrar, **Boardroom Share Registrars Sdn Bhd (formerly known as 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 the 54th AGM will be put to vote on a Poll.

2. **Audited Financial Statements for the Financial Year Ended 31 December 2018**

   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 Clause 100 of the Company's Constitution**

   Clause 100 of the Company's Constitution states that any Director so appointed shall hold office only until the next following annual general meeting when he/she shall retire but shall then be eligible for re-election. The said Director shall not be taken into account in determining the Directors who are to retire by rotation at the meeting.

   The following directors who have been appointed as Director of the Company being eligible, have offered themselves for re-election at the 54th AGM:

   (i) Datuk Seri Johari bin Abdul Ghani, Non-Independent Non-Executive Director – appointed effective 4 March 2019;
   (ii) Megat Joha bin Megat Abdul Rahman, Non-Independent Non-Executive Director – appointed effective 4 March 2019; and
   (iii) Datuk Norliza binti Abdul Rahim, Independent Non-Executive Director – appointed effective 28 August 2018.

4. **Re-election of Directors who retire in accordance with Clause 94 of the Company's Constitution**

   Clause 94 of the Company's Constitution states 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.

   With the current Board size of nine (9) (excluding three (3) directors who are subject to Clause 100 of the Company's Constitution), two (2) Directors are to retire in accordance with Clause 94 of the Company's Constitution.

   Dato' Ahmad Ibnihajar and Datuk Abdul Rahim bin Mohd Zin being eligible, have offered themselves for re-election at the 54th 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 2018.

   Being satisfied with the assessment results, the Board had approved the BNRC's recommendation that the Directors who retire in accordance with Clause 94 of the Company's Constitution 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 Board Meeting.

5. **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 54th AGM on the Directors' Remuneration in two (2) separate resolutions as follows:

   (i) **Resolution 6** - Payment of Directors' Fees for the financial year ending 31 December 2019; and

   The Board had, on 29 March 2019, agreed to seek the shareholders' approval for the Company to pay the Directors' Fees for the financial year ending 31 December 2019.

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

   The Proposed Resolution 6, if passed, will authorise the payment of the Directors' Fees to the Directors on a quarterly basis effective 1 January 2019 until 31 December 2019.

   (ii) **Resolution 7** - Benefits payable to the Non-Executive Directors ('NEDs') (excluding the Directors' Fees) for the period from 22 May 2019 until the next AGM of the Company in 2020 ('the Relevant Period').

   The Proposed Resolution 7, if passed, will authorise the payment of the Directors' Benefits of up to RM200,000 ('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 if the Proposed Ordinary Resolution 7 has been passed by the Shareholders.

   In the event the Proposed Amount is insufficient, approval will be sought at the next AGM for additional benefits to meet the shortfall.

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

   The Board had, on 29 March 2019, approved the recommendation by 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 15.12 of the Main Market Listing Requirements of Bursa Malaysia.

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 NOTE TO THE SPECIAL BUSINESS:**

1. **Resolution 9 - Authority to issue and allot shares pursuant to Sections 75 and 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 53rd AGM held on 28 June 2018 and which will lapse at the conclusion of the 54th AGM.