



# KUB MALAYSIA BERHAD

(COMPANY NO: 196501000205 (6022-D))  
(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“EGM”) of KUB Malaysia Berhad (“KUB” or “Company”) will be held virtually through live streaming from the Board Room, KUB Malaysia Berhad, Suite A-22-1, Level 22, Hampshire Place Office, 157 Hampshire, No. 1 Jalan Mayang Sari, 50450 Kuala Lumpur on 28 February 2024 at 10.00 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without any modifications:

### ORDINARY RESOLUTION 1

- (I) **PROPOSED ACQUISITION OF 45,924,632 ORDINARY SHARES IN CENTRAL CABLES BERHAD (“CCB”), REPRESENTING APPROXIMATELY 86.65% EQUITY INTEREST IN CCB, BY KUB FROM JAG CAPITAL HOLDINGS SDN BHD (“JAG” OR “VENDOR”) FOR A PURCHASE CONSIDERATION OF RM119.42 MILLION TO BE SATISFIED WHOLLY VIA THE ISSUANCE OF 199,035,059 NEW REDEEMABLE CONVERTIBLE PREFERENCE SHARES (“RCPS”) IN KUB (“CONSIDERATION RCPS”) AT AN ISSUE PRICE OF RM0.60 PER CONSIDERATION RCPS (“PROPOSED ACQUISITION”); AND**
- (II) **PROPOSED DIVERSIFICATION IN OPERATIONS CARRIED OUT BY KUB AND ITS SUBSIDIARIES INTO THE BUSINESS OF MANUFACTURING AND DISTRIBUTION OF POWER CABLES AND WIRES (“CABLES MANUFACTURING BUSINESS”) PURSUANT TO THE PROPOSED ACQUISITION IN ACCORDANCE WITH PARAGRAPH 10.13 OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD (“PROPOSED DIVERSIFICATION”)**

“**THAT** subject to the provisions under the Companies Act, 2016 (“Act”), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) and the approvals of the relevant authorities, if relevant, being obtained for the Proposed Acquisition and the Proposed Diversification:

(a) approval be and is hereby given to KUB:

- (i) to acquire 45,924,632 ordinary shares in CCB, subject to and upon the terms and conditions set out in the conditional sale and purchase agreement in relation to the Proposed Acquisition dated 21 November 2023 (as supplemented by the supplemental agreement dated 8 January 2024 between KUB and JAG), to be satisfied wholly via the issuance of the Consideration RCPS at an issue price of RM0.60 per Consideration RCPS; and
- (ii) diversify the operations carried out by KUB and its subsidiaries into the Cables Manufacturing Business pursuant to the Proposed Acquisition.

(b) that it is hereby approved and determined in this EGM, in accordance with Clause 57 of KUB’s Constitution (read together with subsection 85(1) of the Act) that the Board of Directors of the Company (“**Board**”) shall allot and issue the Consideration RCPS to JAG pursuant to the Proposed Acquisition, as set out in the circular to shareholders of KUB dated 6 February 2024 in relation to the Proposed Acquisition (“**Circular**”) at the issue price of RM0.60 per Consideration RCPS, without such Consideration RCPS being required to be offered to the shareholders of KUB in proportion, as nearly as may be, to the number of ordinary shares in KUB (“**KUB Shares**”) held by them or at all and effectively resulting in the shareholders of KUB waiving their pre-emptive rights under Clause 57 of KUB’s Constitution (read together with subsection 85(1) of the Act) to be offered all or any part of the Consideration RCPS to be issued (“**Proposed Issuance of the Consideration RCPS**”); and

**THAT**, the Consideration RCPS shall, upon allotment and issuance, be unsecured and shall rank equally in all respects among themselves but shall rank behind all secured and unsecured obligations of the Company. The Consideration RCPS shall rank in priority to KUB Shares in any repayment of capital in the event of liquidation, dissolution or winding-up of KUB, provided that the Consideration RCPS shall not be entitled to participate in any surplus capital, assets or profits of KUB.

**THAT**, the new KUB Shares to be issued upon conversion of the Consideration RCPS shall, upon allotment and issuance, rank equally in all respects with the then existing KUB Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions which may be declared, made or paid to the shareholders of KUB, where the entitlement date is prior to the date of allotment and issuance of such new KUB Shares.

**AND THAT** the Directors of KUB be and are hereby authorised and empowered to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things as they deem fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Acquisition, the Proposed Diversification and the Proposed Issuance of the Consideration RCPS (including without limitation, to delegate such authority to designated officer(s)) with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Acquisition, the Proposed Diversification and the Proposed Issuance of the Consideration RCPS, and to assent to and/or accept any conditions, modifications, variations and/or amendments as may be imposed or permitted by any relevant authorities and/or parties in connection with the Proposed Acquisition, the Proposed Diversification and the Proposed Issuance of the Consideration RCPS.”

### ORDINARY RESOLUTION 2

**PROPOSED MANDATORY TAKE-OVER OFFER BY KUB FOR ALL THE REMAINING ORDINARY SHARES IN CCB NOT ALREADY OWNED BY KUB AFTER THE PROPOSED ACQUISITION PURSUANT TO SUBPARAGRAPH 4.01(A) OF THE RULES ON TAKE-OVERS, MERGERS AND COMPULSORY ACQUISITIONS OF THE SECURITIES COMMISSION MALAYSIA (“RULES”) (“PROPOSED CCB MGO”)**

“**THAT** subject to the passing of ordinary resolution 1 and the provisions under the Act, the Listing Requirements and the approvals of the relevant authorities, if relevant, being obtained for the Proposed CCB MGO, approval be and is hereby given to KUB to extend a mandatory take-over offer for all the remaining ordinary shares in CCB not already owned by KUB after the Proposed Acquisition pursuant to subparagraph 4.01 of the Rules.

**THAT** it is hereby approved and determined in this general meeting, in accordance with Clause 57 of KUB’s Constitution (read together with subsection 85(1) of the Act) that the Board shall allot and issue up to 30,664,291 new RCPS (“**New RCPS**”) to the other shareholders of CCB pursuant to the Proposed CCB MGO, as set out in the Circular without such New RCPS (if any) being required to be offered to the shareholders of KUB in proportion, as nearly as may be, to the number of KUB Shares held by them or at all and effectively resulting in the shareholders of KUB waiving their pre-emptive rights under Clause 57 of KUB’s Constitution (read together with subsection 85(1) of the Act) to be offered all or any part of the New RCPS to be issued (“**Proposed Issuance of New RCPS**”).

**THAT** the New RCPS shall, upon allotment and issuance, be unsecured and shall rank equally in all respects among themselves but shall rank behind all secured and unsecured obligations of the Company. The New RCPS shall rank in priority to KUB Shares in any repayment of capital in the event of liquidation, dissolution or winding-up of KUB, provided that the New RCPS shall not be entitled to participate in any surplus capital, assets or profits of KUB.

**THAT** the new KUB Shares to be issued upon conversion of the New RCPS shall, upon allotment and issuance, rank equally in all respects with the then existing KUB Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions which may be declared, made or paid to the shareholders of KUB, where the entitlement date is prior to the date of allotment and issuance of such new KUB Shares.

**AND THAT** the Directors of KUB be and are hereby authorised and empowered to act for and on behalf of the Company and to take all such steps and do all such acts, matters and things as they deem fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed CCB MGO and the Proposed Issuance of the New RCPS (including without limitation, to delegate such authority to designated officer(s)) with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed CCB MGO and the Proposed Issuance of the New RCPS and to assent to and/or accept any conditions, modifications, variations and/or amendments as may be imposed or permitted by any relevant authorities and/or parties in connection with the Proposed CCB MGO and the Proposed Issuance of the New RCPS.”

### SPECIAL RESOLUTION

**PROPOSED AMENDMENTS TO THE COMPANY’S CONSTITUTION TO FACILITATE THE ISSUANCE OF THE RCPS PURSUANT TO THE PROPOSED ACQUISITION AND PROPOSED CCB MGO (“PROPOSED AMENDMENTS”)**

“**THAT** subject to the passing of ordinary resolution 1 and ordinary resolution 2, the Constitution of the Company be amended in the manner as set out in Appendix III of the Circular.

**THAT** the Board be and is hereby authorised to do all acts, things and execute, sign and deliver or caused to be delivered for and on behalf of the Company, all such documents as it may consider necessary and/or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Amendments with power to assent to any terms, conditions, modifications, variations and/or amendments in any manner as the Board may deem necessary and/or expedient in the best interest of the Company.”

**By Order of the Board**

**AZLEEN BINTI ABDULLAH (f) (MAICSA No. 7057423 / SSM PC No. 201908002775)**  
**NORITA BINTI MISRA (f) (LS 0010426 / SSM PC No. 202008002369)**

**Company Secretaries**  
**Kuala Lumpur**

6 February 2024

### NOTES:

- (i) For the purpose of determining a member who shall be entitled to attend this EGM, 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 21 February 2024. Only a depositor whose name appears on the Record of Depositors as at 21 February 2024 shall be entitled to attend the said Meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- (ii) A member of the Company entitled to attend, speak and vote at this EGM 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.
- (iii) 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.
- (iv) 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.
- (v) 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 fax to +(603) 7890 4670 or by e-mail to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or lodge electronically at <https://investor.boardroomlimited.com> not less than **forty-eight (48) hours** before the time for holding this EGM or any adjournment thereof.
- (vi) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the EGM will be put to vote on Poll.
- (vii) **No shareholders/proxies shall be physically present at the broadcast venue.** Please refer to the Administrative Details of the EGM on remote participation and voting facilities for the virtual meeting which can be downloaded from <https://www.kub.com/investor-relations/general-meetings>.
- (viii) In disclosing the proxy’s personal data, you as shareholder warrant 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.