



BERHAD

(Company No. 240931-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of **UBG BERHAD** ("the Company") will be held at Sime Darby Convention Centre, 1A Jalan Bukit Kiara 1, 60000 Kuala Lumpur on Wednesday, 28 September 2011 at 10:00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 December 2010 together with the Reports of the Directors and Auditors thereon. **Ordinary Resolution 1**
2. To re-elect the following Directors who retire in accordance with Article 102 of the Company's Articles of Association:
 - a) Mr. Geh Choh Hun **Ordinary Resolution 2**
 - b) Mr. Yong Weng Fai **Ordinary Resolution 3**
 - c) Mr. Kuah Hun Liang **Ordinary Resolution 4**
 - d) Mr. Howard Low Taek Howe **Ordinary Resolution 5**
 - e) Mr. Tan Vern Tact **Ordinary Resolution 6**
 - f) Ms. Jasmine Loo Ai Swan **Ordinary Resolution 7**
3. To approve Directors' fees for the year ended 31 December 2010. **Ordinary Resolution 8**
4. To appoint Messrs. KPMG, having consented to act, as Auditors of the Company for the financial year ending 31 December 2011 in place of the retiring Auditors, Messrs. Ernst & Young, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **Ordinary Resolution 9**

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965 (a copy of which is attached and despatched together with the Company's Annual Report for the year ended 2010) has been received by the Company for the nomination of Messrs. KPMG to be appointed as Auditors in place of the retiring Auditors, Messrs. Ernst & Young and of the intention to propose the following ordinary resolution:

"THAT Messrs. KPMG, having consented to act, be and are hereby appointed as auditors of the Company in place of the retiring auditors Messrs. Ernst & Young and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors."

By Order of the Board

CECILIA LIEW SIAW LIN (MAICSA No. 7028755)
Company Secretary

Kuala Lumpur
6 September 2011

NOTES:

1. A member of the Company entitled to attend and vote at this Meeting is entitled to appoint a proxy or proxies to attend and vote on his/her behalf provided that the number of proxies appointed shall not be more than two except in circumstances set out in note 4.
2. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member of the Company appoints more than one proxy, the appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds.
5. A proxy may vote on a show of hands and on a poll. If the Form of Proxy is returned without an indication as to how the proxy shall vote on any particular matter the proxy may exercise his discretion as to whether to vote on such matter and if so, how.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified true copy of the power or authority shall be deposited at the office of the Share Registrar, Securities Services (Holdings) Sdn Bhd, Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur at least forty-eight (48) hours before the time appointed for holding the Meeting or adjourned Meeting.