

**RUBBEREX CORPORATION (M) BERHAD (372642-U)**  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Twenty-Second Annual General Meeting of Rubberex Corporation (M) Berhad will be held at The Rooms, Level 1, Impiana Hotel, 18 Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Monday, 21 May 2018 at 10.00 a.m. for the following purposes:-

**AGENDA**

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and the Auditors thereon.  
(Resolution 1)
2. To approve the payment of Directors' fees of RM229,510.00 in respect of the financial year ended 31 December 2017.  
(Resolution 2)
3. To approve the payment of benefits of RM23,465.00 payable to the Directors (other than Directors' fees) for the financial year ended 31 December 2017.  
(Resolution 3)  
(Please refer to Explanatory Note 1)
4. To approve the payment of benefits payable to the Directors (other than Directors' fees) for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company.  
(Resolution 4)  
(Please refer to Explanatory Note 1)
5. To re-elect the following Directors who retire by rotation in accordance with Article 91 of the Articles of Association of the Company, constituting part of the Constitution of the Company and who being eligible offer themselves for re-election:-
  - (i) Dato' Abd Rahim Bin Abd Halim (Resolution 5)
  - (ii) Encik Sharifuddin Bin Shoib (Resolution 6)
6. To re-appoint Messrs Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Board of Directors to fix their remuneration.  
(Resolution 7)

**AS SPECIAL BUSINESS**

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

7. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 ("ACT")**

"THAT, subject always to the Act, the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing and

quotation for the additional shares to be issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting.”

(Resolution 8)

(Please refer to Explanatory Note 2)

**8. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

“THAT authority be and is hereby given to Dato’ Mohamed Bin Hamzah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company in accordance with Malaysian Code on Corporate Governance.”

(Resolution 9)

(Please refer to Explanatory Note 3)

**9. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

“THAT authority be and is hereby given to Encik Mustapha Bin Mohamed who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company in accordance with Malaysian Code on Corporate Governance.”

(Resolution 10)

(Please refer to Explanatory Note 4)

10. To transact any other ordinary business of the Company for which due notice has been given.

**BY ORDER OF THE BOARD**

**CHAN CHEE KHEONG** (MAICSA 0810287)

Secretary

Ipoh

20 April 2018

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company. A member shall not be entitled to appoint more than two proxies to attend at the same meeting. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
2. If a member having appointed a proxy to attend a general meeting attends such meeting in person, the appointment of such proxy shall be null and void in respect of such meeting and his proxy shall not be entitled to attend such meeting.
3. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A (1) of SICDA.
5. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if such appointer is a corporation under its common seal, or the hand of its attorney or duly authorised officer or in some other manner approved by the Directors. The instrument appointing a proxy, with the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Share Registrar's Office of the Company at 41, Jalan Medan Ipoh 6, Bandar Baru Medan Ipoh, 31400 Ipoh, Perak Darul Ridzuan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, as the case may be, at which the person named as proxy in such instrument proposed to vote, or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. For the purpose of determining a member who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn. Bhd. to make available to the Company pursuant to Article 58A (b) of the Articles of Association of the Company and Paragraph 7.16 (2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 14 May 2018 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting. All resolutions set out in the Notice of the Meeting are to be voted by poll.
8. By submitting an instrument appointing a proxy (ies) and/or representative (s) to attend, speak and vote at the Annual General Meeting ("AGM") and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereto); and (c) for the Company's (or its agents') compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that he or she has obtained such proxy (ies)' and/or representative(s)' prior consent for the Company's (or its agents') processing of such proxy(ies)' and or representative's(s)' personal data for the Purposes, and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

## Explanatory Notes:

### 1. Resolution 3 and Resolution 4 Approval of the Payment of Directors' Benefits (other than Directors' fees)

The Resolution 3 and Resolution 4 are proposed to seek the shareholders' approval for the Directors' Benefits (other than Directors' fees) comprising the meeting allowances payable to the Non-Executive Directors. The meeting allowances are as follows:-

	Meeting Allowance for Financial Year Ended 31 December 2017	Meeting Allowance for the period from 1 January 2018 until the conclusion of the next Annual General Meeting of the Company
Independent Non-Executive Director	RM10,586.00	RM1,000.00 per meeting
Non-Independent Non-Executive Director	RM12,879.00	RM1,000.00 per meeting

The estimated Directors' Benefits (other than Directors' fees) for the period from 1 January 2018 until the conclusion of the next Annual General Meeting ("Relevant Period") is approximately RM42,000.00.

In determining the estimated total Directors' Benefits (other than Directors' fees) for the Relevant Period, the size of the Board as well as the number of meetings scheduled to be held during the Relevant Period were taken into consideration.

In the event if there is any revision on the meeting allowances, approval will be sought at the next Annual General Meeting for the shortfall.

### 2. Resolution 8 Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act, 2016

The Resolution 8 is proposed to seek a renewal of general mandate for authority to issue shares pursuant to Sections 75 and 76 of the Act. If the resolution was passed, it will give the Directors of the Company from the date of the above meeting, authority to issue and allot shares for such purposes as the Directors consider would be in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.

As at the date of this notice, 22,926,800 new shares in the Company were issued by way of private placement pursuant to the general mandate granted to the Directors at the Twenty-First Annual General Meeting held on 22 May 2017. The general mandate will lapse at the conclusion of the Twenty-Second Annual General Meeting. The total proceeds raised from the said private placement exercise was approximately RM16.0 million. The details and status of the utilisation of proceeds raised from the said private placement exercise are as follows:-

Details	Proposed Utilisation RM	Actual Utilisation RM	Balance Available for Utilisation RM
(a) Capital expenditure to expand the production lines for nitrile disposable gloves	15,500,000	-	15,500,000
(b) Defray estimated expenses for the Proposed Private Placement	500,000	500,000	-
<b>Total</b>	<b>16,000,000</b>	<b>500,000</b>	<b>15,500,000</b>

The general mandate sought will provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital, repayment of borrowings and/or acquisitions, by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without convening a general meeting as it would be both costs and time consuming to organise a general meeting.

**3. Resolution 9  
Continuing in Office as Independent Non-Executive Director – Dato' Mohamed Bin Hamzah**

Dato' Mohamed Bin Hamzah was appointed as an Independent Non-Executive Director of the Company on 24 October 1996, and has, therefore served for more than nine (9) years. As at the date of this Notice, he has served the Company for twenty-one (21) years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements and continues to bring independent and objective judgements to Board deliberations and decision-making. The Board based on the recommendation of the Nomination Committee, considered him to be independent and believed that he should be retained as Independent Non-Executive Director.

**4. Resolution 10  
Continuing in Office as Independent Non-Executive Director – Encik Mustapha Bin Mohamed**

Encik Mustapha Bin Mohamed was appointed as an Independent Non-Executive Director of the Company on 11 April 2008, and has, therefore served for more than nine (9) years. As at the date of this Notice, he has served the Company for ten (10) years. However, he has met the independence guidelines as set out in Chapter 1 of Bursa Securities Main Market Listing Requirements and continues to bring independent and objective judgements to Board deliberations and decision-making. The Board based on the recommendation of the Nomination Committee, considered him to be independent and believed that he should be retained as Independent Non-Executive Director.

**5. Retirement of Director**

Mr. Yap Jek Nan who was appointed Independent Non-Executive Director of the Company on 24 October 1996, and has therefore served for more than nine (9) years. He has expressed his intention not to seek for re-appointment. Hence, he will retain office until the close of the Twenty-Second Annual General Meeting.