

**INCH KENNETH KAJANG RUBBER PUBLIC LIMITED COMPANY**  
(Malaysian Company No. 990261 M/UK Registration No. SC007574)  
(Incorporated In Scotland)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the One Hundred and Fourth Annual General Meeting (“AGM”) of the Company will be held at Dewan Murni, Ground Floor Institut Integriti Malaysia, Persiaran Duta, Off Jalan Duta, 50480 Kuala Lumpur on Thursday, 29 May 2014 at 10.00 a.m. for the following purposes:

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| 1. To receive and adopt the financial statements for the year ended 31 December 2013 and the Reports of the Directors and Auditors thereon.                         | Resolution 1 |
| 2. To approve the payment of Directors’ fees in respect of the year ended 31 December 2013.   | Resolution 2 |
| 3. To re-elect Datuk Kamaruddin bin Awang who retires under Article 86 of the Company’s Articles of Association and being eligible, offers himself for re-election. | Resolution 3 |
| 4. To re-appoint Messrs UHY Hacker Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.                                   | Resolution 4 |

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions:

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| 5. To re-appoint the following Directors who are over the age of seventy (70) years, to hold office until the next AGM pursuant to Section 129(6) of the Malaysian Companies Act 1965:                     |              |
| (a) Dato’ Adnan bin Maaruf   | Resolution 5 |
| (b) Dr. Radzuan bin A. Rahman  | Resolution 6 |
| 6. To re-appoint Dato’ Haji Muda bin Mohamed to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next AGM in accordance with MCCG 2012.               | Resolution 7 |
| 7. <b>PROPOSED RESOLUTION TO EMPOWER THE DIRECTORS OF INCH KENNETH KAJANG RUBBER PUBLIC LIMITED COMPANY (“IKKR” OR “THE COMPANY”) TO ISSUE SHARES PURSUANT TO SECTION 551 OF THE UK COMPANIES ACT 2006</b> | Resolution 8 |

The proposed resolution 8, if passed, will give a new mandate to the Directors of the Company to issue ordinary shares of the Company from time to time provided the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued capital of the Company for the time being (“New Mandate”). The New Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

The New Mandate will enable the Directors to take swift action in case of, inter alia, a need for corporate exercises or in the event business opportunities or other circumstances arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

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| 8. <b>PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES</b> | Resolution 9 |
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“THAT, subject to the Malaysian Companies Act 1965, the Memorandum and Articles of

Association of the Company and the requirements of Bursa Securities and any other relevant authorities, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 701(3) of the UK Companies Act 2006) of ordinary shares of 10p each in the capital of the Company (“IKKR Shares”) provided that:

- (a) the maximum number of IKKR Shares hereby authorised to be purchased is 42,075,000 (representing 10% of the Company’s issued ordinary share capital at 28 April 2014);
- (b) the maximum amount of funds to be allocated by the Company shall not exceed the audited retained profits and the share premium account of the Company as at 31 December 2013 of RM161,637,543 and RM8,434 respectively;
- (c) the minimum price, exclusive of any expenses, which may be paid for an IKKR Share is the prevailing market share price;
- (d) the maximum price, exclusive of any expenses, which may be paid for any such share is an amount not more than 15% above the weighted average share price for the five (5) market days immediately preceding the date of the purchase(s);
- (e) upon the full implementation of the Proposed Share Buy-Back, the Directors of the Company be and hereby authorised to decide in their absolute discretion to either retain the IKKR Shares purchased by the Company pursuant to the Proposed Share Buy-Back (“Purchased Shares”) as treasury shares to be resold on the stock exchanges where IKKR Shares are listed; or the Purchased Shares may be cancelled; or the Purchased Shares may in part be retained as treasury shares and the remainder cancelled;
- (f) the authority hereby conferred shall be in force immediately upon the passing of this resolution until the earlier of 30 November 2015 (the date which is 18 months after the meeting) or the close of the next AGM of the Company or the authority is revoked or varied by ordinary resolution passed by the shareholders in a general meeting; and
- (g) the Company may make a contract for the purchase of IKKR Shares under this authority before the expiry of this authority which would or might be executed wholly or partly after the expiry of such authority, and may make purchases of IKKR Shares in pursuance of such a contract as if such authority had not expired.”

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

**By order of the Board**

**LEE THAI THYE (LS 0000737)**

Company Secretary

Kuala Lumpur, Malaysia

8 May 2014

## NOTES:

### Appointment of Proxy

1. A member of the Company entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or signed by an officer or attorney duly authorised.
3. Where a member appoints more than one proxy, the appointment shall not be valid unless he specifies the proportion of his holding to be represented by each proxy.
4. Any alteration in the proxy form must be initialled.
5. The instrument appointing a proxy must be deposited at the Registrar's Office, 22nd Floor Menara Promet (KH), Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof. For shareholders residing outside Malaysia, the Proxy Form could be forwarded by fax to +603 2141 9650 or email to ir@ikkr.com.my.
6. For the purpose of determining a member who shall be entitled to attend the 104<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 23 May 2014. Only a depositor whose name appears on the Register of Members/ROD therein shall be entitled to attend the said meeting or appoint a proxy to attend and/or vote on his/her stead.

## EXPLANATORY NOTES ON SPECIAL BUSINESS

### 7. Resolution 3 – Re-election of Director

The re-election of Datuk Kamaruddin bin Awang is pursuant to Article 86 of the Articles of Association of the Company. His profile is set out on page 5 of the Annual Report.

### 8. Resolutions 5 and 6 – Re-appointment of Directors pursuant to Section 129(6) of the Malaysian Companies Act 1965

Through the Nomination Committee recommendations, the Board has decided that the Directors who retire pursuant to Section 129(6) of the Malaysian Companies Act 1965 at the 104<sup>th</sup> AGM are eligible to stand for re-appointment based on their assessment. Their profiles are referred to on pages 5 and 7 of the Annual Report.

Both Dato' Adnan bin Maaruf and Dr. Radzuan bin A. Rahman had abstained from deliberations and decisions of the Board on their respective re-appointment. The Board felt that both of them have satisfactorily demonstrated their independence and free from any business which could interfere their ability to act in the best interests of the Company.

- (i) The re-appointment of Dato' Adnan bin Maaruf, a person over the age of 70 years as a Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed Resolution 5 has been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or by proxies at the 104<sup>th</sup> AGM.

The re-appointment of Dr. Radzuan bin A. Rahman, a person over the age of 70 years as a Director of the Company to hold office until the conclusion of the next AGM of the Company shall take effect if the proposed Resolution 6 has been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or by proxies at the 104<sup>th</sup> AGM.

Recommendations 3.2 and 3.3 of the MCCG 2012, which states that the tenure of the Independent Director shall not exceed a cumulative term of nine (9) years. Dr. Radzuan bin A. Rahman has served the Company as an Independent Director for nine (9) years since his appointment on 24 March 2005. The Nomination Committee and the Board have determined at the annual assessment carried out on Dr. Radzuan bin A. Rahman that he remains independent. He participates actively in the Board as well as Board Committee deliberations and decision making. Dr. Radzuan bin A.

Rahman's long tenure with the Company has neither impaired nor compromised his independent judgement. He continues to demonstrate the ability to ask hard questions and remain objective in his views. Dr. Radzuan bin A. Rahman has fulfilled the criteria under the definition of Independent Director as stated in the Main LR of Bursa Securities and thus, he would be able to function as a check and balance, bringing an element of objectivity to the Board. He has vast experience in a diverse range of businesses and therefore would be able to provide constructive opinion; exercise his independent judgement and has the ability to act in the best interest of the Company.

**9. Resolution 7 – Re-appointment as an Independent Non-Executive Director**

Dato' Haji Muda bin Mohamed, aged 69, was appointed on 15 February 2000 as Independent Non-Executive Director of the Company. Pursuant to Recommendations 3.2 and 3.3 of the MCGG 2012, the tenure of an Independent Director should not exceed a cumulative term of nine (9) years. However, MCGG 2012 recommends that approval be sought in the event if the Company intends to retain a person who has served in that capacity for more than nine (9) years.

The Nomination Committee and the Board of Directors of the Company have assessed and reviewed the independence of Dato' Haji Muda bin Mohamed, who has served as Independent Non-Executive Director for more than fourteen (14) years, remain objective and independent in expressing his view and in deliberation and decision making. During his tenure in office, he has not developed, established or maintained any significant relationship which would impair his independence as an Independent Director. His profile is set out on page 6 of the Annual Report.

**10. Resolution 8 – Authority for Directors to issue shares pursuant to Section 551 of the UK Companies Act 2006**

This resolution is proposed pursuant to Section 551 of the UK Companies Act 2006, and if passed, will give the Directors of the Company, from the date of the above AGM, authority to issue ordinary shares in the Company not exceeding 10% of the issued capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 103<sup>rd</sup> AGM held on 30 May 2013 and which will lapse at the conclusion of the 104<sup>th</sup> AGM.

The renewal of this mandate will enable the Directors to avoid any delay and cost involved in convening a general meeting, it is thus appropriate to seek members' approval.

**11. Resolution 9 – Proposed renewal of authority for the purchase by the Company of its own shares**

The details on Resolution 9 on the Proposed Renewal of Authority are included in the Statement to Shareholders dated 8 May 2014 which is enclosed together with the Annual Report.