

INTEGRATED RUBBER CORPORATION BERHAD (852-D)

(Incorporated in Malaysia)

Registered Office: 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak, Malaysia

Tel No.: 05-5474833 Fax No.: 05-5474363

14 July 2014

Dear Shareholders,

ERRATA TO NOTICE OF ANNUAL GENERAL MEETING AND FORM OF PROXY

We refer to the Notice of the Seventy-Third Annual General Meeting of the Company dated 2 July 2014 and the Form of Proxy as contained in the Company's 2014 Annual Report.

We wish to inform that the Notice of Annual General Meeting and the Form of Proxy shall be amended as follows:

NOTICE OF ANNUAL GENERAL MEETING

- a) To insert an additional Agenda 2 immediately after Agenda 1 as follows and re-number accordingly the subsequent agendas:

AGENDA	RESOLUTION NO.
2. To approve payment of Directors' Fee for year ended 31 January 2013.	1

- b) To amend the existing Agenda 2 to read as follows:

AGENDA	RESOLUTION NO.
3. To approve payment of Directors' Fee for year ended 31 January 2014.	2

- c) To amend the first sentence of the Explanation Notes to the Special Business as follows:

"The Ordinary Resolution proposed under item 8 if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company ("Share Mandate")."

FORM OF PROXY

The amendments are as follows:

Resolutions relating to:	Resolution No.	For	Against
Payment of Directors' Fee for year ended 31 January 2013	1		
Payment of Directors' Fee for year ended 31 January 2014	2		
Re-election of Director: Mr Sean Kar Seng Cheang	3		
Re-appointment of the following Director under Section 129(6): Dato' Haji Ahmad Kamal bin Abdullah Al-Yafii	4		
Appointment of Auditors and their remuneration	5		
Special Business Ordinary Resolution – Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965	6		

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The amended Notice and Form of Proxy are attached for your information.

All other information in the 2014 Annual Report remain unchanged.

We apologise for the inconvenience caused.

Yours faithfully,
INTEGRATED RUBBER CORPORATION BERHAD

Secretary

INTEGRATED RUBBER CORPORATION BERHAD (852-D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventy-Third Annual General Meeting (“73rd AGM”) of the Company will be held at Legend Inn Hotel, No. 2, Jalan Long Jaafar, 34000 Taiping, Perak Darul Ridzuan on Friday, 25 July 2014 at 10.00 a.m.

A G E N D A

**RESOLUTION
NO.**

- | | | |
|----|--|----------|
| 1. | To receive the Audited Financial Statements for the year ended 31 January 2014, together with the Directors’ and Auditors’ Reports thereon. | |
| 2. | To approve payment of Directors’ Fee for year ended 31 January 2013. | 1 |
| 3. | To approve payment of Directors’ Fee for year ended 31 January 2014. | 2 |
| 4. | To re-elect the following Director retiring in accordance with the Company’s Articles of Association:- | |
| | Mr Sean Kar Seng Cheang | 3 |
| 5. | To consider and, if thought fit, to pass the following Resolution pursuant to Section 129(6) of the Companies Act, 1965: | |
| | “That Dato’ Haji Ahmad Kamal bin Abdullah Al-Yafii who retires in accordance with Section 129(6) of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the conclusion of the next AGM.” | 4 |
| 6. | To appoint Auditors and authorise the Directors to fix their remuneration. | 5 |
| 7. | To transact any other business appropriate to an Annual General Meeting. | |
| 8. | As SPECIAL BUSINESS, to consider and, if thought fit, pass the following resolution:- | |

ORDINARY RESOLUTION - AUTHORITY TO ALLOT AND ISSUE SHARES IN GENERAL PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965	6
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“That, subject to the Companies Act, 1965 and the Articles of Association of the Company and approvals from all relevant authorities, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to allot and issue shares in the capital of the Company from time to time upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next AGM of the Company.

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next AGM of the Company.”

By Order of the Board
CHAN YOKE YIN
CHIEW CINDY
Company Secretaries

Ipoh, Perak Darul Ridzuan, Malaysia
2 July 2014

NOTE:

1. Only members whose names appear on the Record of Depositors as at 21 July 2014 shall be entitled to attend the Annual General Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
2. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
3. Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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.
5. 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 the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting.

EXPLANATORY NOTES TO THE SPECIAL BUSINESS:

ORDINARY RESOLUTION

The Ordinary Resolution proposed under item 8 if passed, will empower the Directors of the Company, from the date of the above AGM until the next AGM to allot and issue shares in the Company up to and not exceeding in total ten per centum (10%) of the issued share capital of the Company ("Share Mandate"). This Share Mandate will expire at the conclusion of the next AGM of the Company, unless revoked or varied at a general meeting. With this Share Mandate, the Company will be able to raise capital from the equity market in a shorter period of time compared to a situation without the Share Mandate. The Share Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment projects, working capital and / or acquisitions, or strategic opportunities involving equity deals, which may require the allotment and issuance of new shares. In addition, any delay arising from and cost involved in convening an extraordinary general meeting ("EGM") to approve such issuance of shares should be eliminated. The Company will have to seek shareholders' approval at an EGM to be convened in the event that the proposed issuance of shares exceeds the 10% threshold contained in the Share Mandate.

This Share Mandate is a renewal of the mandate obtained from the shareholders of the Company at the AGM held on 25 July 2013. The Company did not utilise the mandate obtained at the last AGM and thus no proceeds were raised from the previous mandate.

INTEGRATED RUBBER CORPORATION BERHAD (852-D)

(Incorporated in Malaysia)

FORM OF PROXY

I/We, _____ NRIC No. / Company No. _____
(FULL NAME IN BLOCK CAPITALS)

of _____
(FULL ADDRESS)

being a member(s) of Integrated Rubber Corporation Berhad (852-D), hereby appoint the following person(s):

Name of proxy & NRIC No.	No. of shares to be represented by proxy
1. _____	_____
2. _____	_____
or failing him/her,	
1. _____	_____
2. _____	_____

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Seventy-Third Annual General Meeting of the Company to be held on 25 July 2014 and at any adjournment thereof in the manner indicated below in respect of the following Resolutions:

Resolutions relating to:	Resolution No.	For	Against
Payment of Directors' Fee for year ended 31 January 2013	1		
Payment of Directors' Fee for year ended 31 January 2014	2		
Re-election of Director: Mr Sean Kar Seng Cheang	3		
Re-appointment of the following Director under Section 129(6): Dato' Haji Ahmad Kamal bin Abdullah Al-Yafii	4		
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<u>Special Business</u> Ordinary Resolution – Authority to allot and issue shares in general pursuant to Section 132D of the Companies Act, 1965	6		

Please indicate with (✓) how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on any resolution, the proxy shall vote as he thinks fit, or at his discretion, abstain from voting.

No. of shares held	
CDS A/C No.	

Date: _____
Signature of Shareholder

NOTE:

- Only members whose names appear on the Record of Depositors as at 21 July 2014 shall be entitled to attend the Annual General Meeting or appoint proxies in his/her stead or in the case of a corporation, a duly authorised representative to attend and to vote in his/her stead.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy may but need not be a member of the Company.
- Where a member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company in an 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.
- 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 the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company, 55A, Medan Ipoh 1A, Medan Ipoh Bistari, 31400 Ipoh, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time appointed for holding the Meeting.



Fold this flap for sealing

Then fold here

**AFFIX
80 SEN
STAMP**
(within Malaysia)

The Company Secretary
INTEGRATED RUBBER CORPORATION BERHAD
55A, Medan Ipoh 1A
Medan Ipoh Bistari
31400 Ipoh, Perak Darul Ridzuan, MALAYSIA

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