

INCH KENNETH KAJANG RUBBER PUBLIC LIMITED COMPANY

(990261 M)
(Incorporated in Scotland)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One Hundred and Sixth Annual General Meeting (“AGM”) of the Company will be held at Bilik Perdana, Dewan Perdana Felda, Jalan Maktab, Off Jalan Semarak, 50400 Kuala Lumpur on Tuesday, 24 May 2016 at 10:00 a.m. for the following purposes:

1. To receive and adopt the financial statements for the year ended 31 December 2015 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 2015. Resolution 2
3. To re-appoint Messrs UHY Hacker Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 3

AS SPECIAL BUSINESS

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

4. 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 and Recommendations 3.2 and 3.3 of the Malaysian Code on Corporate Governance 2012 (“MCCG 2012”):
 - (a) Dato’ Adnan bin Maaruf Resolution 4
 - (b) Dato’ Haji Muda bin Mohamed Resolution 5
 - (c) Dr. Radzuan bin A. Rahman Resolution 6
5. To re-appoint Dato’ Tik bin Mustaffa who is 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. Resolution 7
6. **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 UNITED KINGDOM COMPANIES ACT 2006 (“UK COMPANIES ACT 2006”)** Resolution 8

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 of business opportunities or other arising circumstances which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

7. **PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES** Resolution 9

“THAT, subject to the Malaysian Companies Act 1965, the Memorandum and Articles of Association of the Company and the requirements of Bursa Malaysia Securities Berhad (“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 8 April 2016);

- (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 2015 of RM144,747,242 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 25 November 2017 (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
29 April 2016

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 of Malaysia, the Proxy Form could be forwarded by fax at +603 2141 9650 or by email to ir@ikkr.com.my.
6. For the purpose of determining a member who shall be entitled to attend the 106th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 18 May 2016. 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. Resolutions 4, 5 and 6 – Re-appointment of Directors pursuant to Section 129(6) of the Malaysian Companies Act, 1965

The Board of Directors vide the Nomination Committee's recommendations and decide that the Directors who retire pursuant to Section 129(6) of the Malaysian Companies Act 1965 at the 106th AGM are eligible to stand for re-appointment based on their assessment. Their profiles are referred to on pages 3 and 4 of the Annual Report.

Dato' Adnan bin Maaruf, Dato' Haji Muda bin Mohamed and Dr Radzuan bin A. Rahman had abstained from deliberations and decisions of the Board on their respective re-appointment. The Board feels that they have satisfactorily demonstrated their independence and free from any business which could interfere with 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 seventy (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 4 has been passed by a majority of not less than three-fourths (3/4) of such members as being entitled to vote in person or by proxies at the 106th AGM.
- (ii) The re-appointment of Dato' Haji Muda bin Mohamed, a person over the age of seventy (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-fourths (3/4) of such members as being entitled to vote in person or by proxies at the 106th AGM.
- (iii) The re-appointment of Dr Radzuan bin A. Rahman, a person over the age of seventy (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-fourths (3/4) of such members as being entitled to vote in person or by proxies at the 106th AGM.

Although Recommendations 3.2 and 3.3 of the MCCG 2012 which states that the tenure of an Independent Director shall not exceed a cumulative term of nine (9) years, the justifications for the retention of Dato' Adnan bin Maaruf, Dato' Haji Muda bin Mohamed and Dr Radzuan bin A. Rahman to continue serving the Company as Independent Directors are:-

- a) They have fulfilled the definition of Independent Director under the Main Market Listing Requirements of Bursa Securities and had expressed their willingness to continue in office as Independent Directors of the Company;
- b) They have challenged the management in an effective and constructive manner, providing a check and balance, and bring an element of objectivity to the Board;
- c) They have no interest or ties in the Company and/or Group that could adversely or materially interfere with their independent judgement;
- d) They have actively participated in Board deliberation, judged in an objective, independent and unfettered manner, discharged their duties with reasonable care, skill and diligent, and brought independent thought and experience in decision making;
- e) They have devoted sufficient time and attention to their responsibilities as Independent Directors of the Company; and

f) They have exercised due care in all undertakings of the Company and/or Group and have carried out their fiduciary duties in the interest of the Company and/or Group and minority shareholders during their tenure as Independent Directors of the Company.

8. Resolution 7 – Re-appointment of Directors pursuant to Section 129(6) of the Malaysian Companies Act 1965

The Board of Directors vide the Nomination Committee recommendation and decide that Dato' Tik bin Mustaffa who retires pursuant to Section 129(6) of the Malaysian Companies Act 1965 at the 106th AGM is eligible to stand for re-appointment based on their assessment.

His profile is set out on page 4 of the Annual Report.

9. 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 105th AGM held on 16 June 2015 which will lapse at the conclusion of the 106th 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.

10. 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 is included in the Statement to Shareholders dated 29 April 2016 which is enclosed together with the Annual Report.