

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

**NOTICE IS HEREBY GIVEN** that the Twenty-First Annual General Meeting of Rubberex Corporation (M) Berhad will be held at 10:00 a.m. on Monday, 22 May 2017 at Kinta Riverfront Hotel & Suites, Pusing Hall Level 3, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan for the following purposes:-

**AGENDA**

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2016 and the Reports of the Directors and the Auditors thereon.  
(Resolution 1)
2. To approve the payment of Directors' fees (inclusive of benefits-in-kind) of RM222,000.00 in respect of the financial year ended 31 December 2016. (Resolution 2)
3. 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) Mr. Khoo Chin Leng (Resolution 3)
  - (ii) Encik Mustapha bin Mohamed (Resolution 4)
4. To re-elect Mr. Poh Chee Kwan who retires in accordance with Article 98 of the Articles of Association of the Company, constituting part of the Constitution of the Company and who being eligible offer himself for re-election.  
(Resolution 5)
5. To appoint Messrs Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2017 and to authorise the Board of Directors to fix their remuneration.  
(Resolution 6)

**As Special Business**

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

6. **RE-APPOINTMENT OF DIRECTOR**

THAT Dato' Mohamed bin Hamzah be hereby re-appointed as Director of the Company.  
(Resolution 7)

*Please refer to Explanatory Note 1*

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

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the approval of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company after the approval was given 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 the Company at general meeting."

(Resolution 8)

*Please refer to Explanatory Note 2*

8. 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  
27 April 2017

**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, 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 Company's registered office 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 proposes 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 12 May 2017 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 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 To Special Business:**

1. **Resolution 7**  
**Re-appointment of Director**

The proposed Ordinary Resolution under item 6 is to seek shareholders' approval on the re-appointment of Dato' Mohamed bin Hamzah, who had been re-appointed at the Twentieth Annual General Meeting held on 23 May 2016 as Director under Section 129(6) of the former Companies Act 1965 which was then in force and whose term would expire at the conclusion of this meeting, as Director of the Company. The proposed Resolution 7, if passed, will authorise the continuation of the Director in office from the date of this Annual General Meeting onwards.

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

The proposed Resolution 8 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Twentieth Annual General Meeting held on 23 May 2016 as there were no requirements for such fund raising activities.

The proposed Resolution 8, if passed, would 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(s), 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 having to convene a general meeting. This authority, 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.