

# INCH KENNETH KAJANG RUBBER PUBLIC LIMITED COMPANY

(990261M)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One Hundred and Seventh Annual General Meeting ("AGM") of the Company will be held at Dewan Murni, Ground Floor Menara Integriti, Institut Integriti Malaysia, Persiaran Tuanku Syed Sirajuddin, Off Jalan Tuanku Abdul Halim, 50480 Kuala Lumpur, Malaysia, on Tuesday, 23 May 2017 at 10:00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2016 and the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees in respect of the year ended 31 December 2016. Resolution 1
3. To re-appoint Dato' Kamaruddin bin Awang who retires pursuant to Article 86 of the Company's Articles of Association, and being eligible, offers himself for re-appointment. Resolution 2
4. To re-appoint the following Directors who retire pursuant to Article 86 of the Company's Articles of Association, and being eligible, offer themselves for re-appointment:
  - 4.1 Dato' Adnan bin Maaruf Resolution 3
  - 4.2 Dato' Haji Muda bin Mohamed Resolution 4
5. To re-appoint Messrs UHY Hacker Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5

### AS SPECIAL BUSINESS

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

#### 6. CONTINUITY AS INDEPENDENT DIRECTORS

That subject to the passing of Resolutions 4.1 and 4.2, the following Directors who have served as Independent Non-Executive Directors for a cumulative term of more than nine (9) years, continue to act as Independent Non-Executive Directors of the Company pursuant to Recommendations 3.2 and 3.3 of the MCGC 2012:

- 6.1 Dato' Adnan bin Maaruf Resolution 6
- 6.2 Dato' Haji Muda bin Mohamed Resolution 7

#### 7. CONTINUITY AS INDEPENDENT DIRECTOR

To re-appoint Dr. Radzuan bin A. Rahman who has served as Independent Non-Executive Director for a cumulative term of more than nine (9) years to continue acting as Independent Non-Executive Director of the Company pursuant to Recommendations 3.2 and 3.3 of the MCGC 2012. Resolution 8

#### 8. 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")

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.

#### 9. PROPOSED RENEWAL OF AUTHORITY FOR THE PURCHASE BY THE COMPANY OF ITS OWN SHARES

"THAT, subject to the Malaysian Companies Act 2016, 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 10 April 2017);
- (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 2016 of RM136,656,555.24 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 exercise 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 24 November 2018 (the date which is 18 months after the meeting) or the close of the next Annual General Meeting 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  
3 May 2017

### 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 (K4), 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 9850 or by email to ir@ikkr.com.my.
6. For the purpose of determining a member who shall be entitled to attend the 107th Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 17 May 2017. 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.

#### Audited Financial Statements

7. The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Malaysian Companies Act 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, not put forward for voting.

#### Directors' Fees

8. Section 230(1) of the Malaysian Companies Act 2016 provides that "the fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. The Board agreed that the shareholders' approval shall be sought at the 107th Annual General Meeting on the Directors' fees.

#### Re-election of Directors Who Retire Pursuant to Article 86 of the Company's Articles of Association ("AA")

9. Article 86 of the AA provides an election of Directors shall take place each year. At each Annual General Meeting one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office provided always that all Directors shall retire from office once at least in each three (3) years but shall be eligible for re-election.

With the current Board size of five (5), three (3) Directors are to retire in accordance with Article 86 of the AA.

- 9.1 Dato' Kamaruddin bin Awang, who will be retiring and being eligible, offers himself for re-appointment.
- 9.2 With the coming into force the Malaysian Companies Act 2016 on 31 January 2017, there is no age limit for Directors. At the 106th Annual General Meeting of the Company held on 24 May 2016, Dato' Adnan bin Maaruf and Dato' Haji Muda bin Mohamed, both being above the age of 70, were re-appointed pursuant to Section 129 of the Malaysian Companies Act 1965 to hold office until the conclusion of the 107th Annual General Meeting. Their term of office will end at the conclusion of the 107th Annual General Meeting and they have offered themselves for re-appointment.

The Nomination Committee of the Company has accessed the criteria and contributions of the above three (3) Directors and recommended for their re-appointment. The Board has also endorsed the Nomination Committee recommendation that they be re-appointed as Directors of the Company.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

##### Continuity as Independent Directors

10. In line with Recommendations 3.2 and 3.3 of the MCGC 2012, the Board has vide the Nomination Committee's recommendations that both Dato' Adnan bin Maaruf and Dato' Haji Muda bin Mohamed to be retained as Independent Non-Executive Directors. This will subject to the passing of Resolutions No. 6 and 7.

The Nomination Committee has also recommended that Dr. Radzuan bin A. Rahman to be retained as Independent Non-Executive Director.

The Committee is of the opinion that the Directors have complied with the independence criteria as prescribed in the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad and remained independent in exercising their judgement and in carrying out their duties as Independent Directors. The Company benefits from the experience of these Independent Non-Executive Directors who have over time, gained valuable insights into the Group, its market and the industry.

Their knowledge of the Group's various core business operations during their tenure of office will enable them to discharge their duties effectively. They are able to act in the best interests of the Company in their contributions and performance together with ability to make analytical inquiries and offer advice and guidance.

##### Issue Shares Pursuant to Section 551 of the UK Companies Act 2006

11. 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 Annual General Meeting, 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 Annual General Meeting 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 106th Annual General Meeting held on 24 May 2016 which will lapse at the conclusion of the 107th Annual General Meeting.

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.

##### Proposed Renewal of Authority for the Purchase by the Company of Its Own Shares

12. The details on the Proposed Renewal of Authority is included in the Statement to Shareholders dated 3 May 2017 which is enclosed together with the Annual Report.