



RUBBEREX CORPORATION (M) BERHAD

(Company No. 372642-U)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Rubberex Corporation (M) Berhad (“**Rubberex**” or “**Company**”) will be held at Kinta Riverfront Hotel & Suites, Pusing Hall Level 3, Jalan Lim Bo Seng, 30000 Ipoh, Perak Darul Ridzuan on Monday, 22 May 2017 at 11.00 a.m. or immediately following the conclusion or adjournment (as the case maybe) of the 21st Annual General Meeting of the Company which will be held at the same date and at the same venue, whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution with or without modifications:

ORDINARY RESOLUTION

PROPOSED PRIVATE PLACEMENT OF 22,926,800 NEW ORDINARY SHARES IN RUBBEREX (“RUBBEREX SHARES”) TO MED-BUMIKAR MARA SDN BHD (“MBM”) (“PROPOSED PRIVATE PLACEMENT”)

“**THAT** subject to the approval of all relevant authorities and/or parties (if required) being obtained, approval be and is hereby given to the Board of Directors of Rubberex (“**Board**”) to allot and issue 22,926,800 Rubberex Shares (“**Placement Shares**”), representing approximately 10% of the total number of issued shares in Rubberex and excluding 10,000 treasury shares held by Rubberex, to MBM at an issue price of RM0.70 (“**Placement Price**”). The Placement Price was fixed at a discount of approximately 10% to the 5-day volume weighted average market price of Rubberex Shares up to and including 19 April 2017, being the last trading day before the announcement of the Proposed Private Placement on 20 April 2017, of approximately RM0.78;

AND THAT the Board be and is hereby authorised to utilise the proceeds from the Proposed Private Placement for such purposes and in such manner as set out in Section 2.6 of the circular to shareholders of the Company dated 8 May 2017 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject (if required) to the approval of the relevant authorities and in the best interest of the Company;

AND THAT the Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing Rubberex Shares save that the Placement Shares shall not be entitled to any dividends, rights, allotments or distributions which relevant entitlement date is before the date of allotment of the Placement Shares;

AND THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements as may be necessary to give effect and complete the Proposed Private Placement and to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by the relevant authorities or as the Board may deem necessary in the best interest of the Company and to take such steps as they may deem necessary or expedient to implement, finalise, and give full effect and to complete the Proposed Private Placement.”

By Order of the Board

CHAN CHEE KHEONG (MAICSA 0810287)

Secretary

Ipoh

8 May 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 2 proxies to attend at the same meeting. Where a member appoints 2 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 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 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 2 proxies, or where an exempt authorised nominee appoints 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 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 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 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 Extraordinary General Meeting (“**EGM**”) 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 EGM; (b) preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.*