

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One Hundred and Eighth Annual General Meeting (“108th AGM”) of Inch Kenneth Kajang Rubber Public Limited Company (“IKKR” or “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 Thursday, 7 June 2018 at 10:00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2017 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 2017. **Resolution 1**
3. To re-appoint Dato’ Tik bin Mustaffa 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 Dr. Radzuan bin A. Rahman who retires pursuant to Article 86 of the Company’s Articles of Association, and being eligible, offers himself for re-appointment. **Resolution 3**
5. To re-appoint Messrs UHY Hacker Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 4**

AS SPECIAL BUSINESS

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

6. CONTINUITY AS INDEPENDENT DIRECTORS

That 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 Practice 4.2 of the Malaysian Code on Corporate Governance 2017 (“MCCG 2017”):

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| 6.1 | Dato’ Adnan bin Maaruf | Resolution 5 |
| 6.2 | Dato’ Haji Muda bin Mohamed | Resolution 6 |

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 to act as Independent Non-Executive Director of the Company pursuant to Practice 4.2 of the MGGC 2017. **Resolution 7**

8. PROPOSED RESOLUTION TO EMPOWER THE DIRECTORS OF 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. **Resolution 8**

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 10 pence 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 6 April 2018);
- (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 2017 of RM117,858,127 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 8 December 2019 (the date which is 18 months after the meeting) or the close of the next Annual General Meeting ("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

30 April 2018

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 Form of Proxy 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 Form of Proxy 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 108th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 1 June 2018. 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 108th AGM on the Directors' fees.

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

9. Article 86 of the Articles provides that an election of Directors shall take place each year. At each AGM, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but no 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), two (2) Directors, Dato' Tik bin Mustaffa and Dr. Radzuan bin A. Rahman, are to retire in accordance with Article 86 of the Articles, and being eligible, offer themselves for re-appointment.

The Nomination Committee of the Company has accessed the criteria and contributions of the above two (2) Directors and recommended for their re-appointment. The Board has also endorsed the Nomination Committee's 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 MCCG 2017, the Board has vide the Nomination Committee's recommendation that both Dato' Adnan bin Maaruf and Dato' Haji Muda bin Mohamed to be retained as Independent Non-Executive Directors.

The Nomination Committee has also recommended that Dr. Radzuan bin A. Rahman be retained as Independent Non-Executive Director. This will subject to the passing of Resolution number 3.

The Committee is of the opinion that the Directors have complied with the independence criteria as prescribed in the Main Market Listing Requirements of Bursa Securities. The Company benefits from their vast experience and expertise which enable them to provide independent judgements and invaluable contributions to the Board in their roles as Independent Non-Executive Directors.

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 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 107th AGM held on 23 May 2017 which will lapse at the conclusion of the 108th 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.

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 30 April 2018 which is enclosed together with the Annual Report.