

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

NOTICE IS HEREBY GIVEN that the Twenty-Third Annual General Meeting of **Rubberex Corporation (M) Berhad** will be held at The Rooms, Level 1, Impiana Hotel, 18 Jalan Sultan Nazrin Shah, 30250 Ipoh, Perak Darul Ridzuan on Thursday, 30 May 2019 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2018 and the Reports of the Directors and Auditors thereon.
(Please refer to Explanatory Note 1)
2. To approve the payment of the Directors' Benefits amounting to RM2,000.00 to the Non-Executive Directors for the period from 1 January 2018 until 30 May 2019.
(Resolution 1)
3. To approve the payment of Directors' Fees of RM212,608.00 in respect of the financial year ended 31 December 2018.
(Resolution 2)
4. To approve the payment of Directors' Benefits of up to RM20,000.00 to the Non-Executive Directors from 31 May 2019 until the next Annual General Meeting of the Company to be held in 2020.
(Resolution 3)
5. To re-elect the following Directors who retire by rotation pursuant to Article 91 of the Constitution of the Company:-
 - (i) Dato' Mohamed Bin Hamzah (Resolution 4)
 - (ii) Encik Mustapha Bin Mohamed (Resolution 5)
6. To re-appoint Messrs Deloitte PLT as Auditors of the Company for the financial year ending 31 December 2019 and to authorise the Board of Directors to fix their remuneration.
(Resolution 6)

AS SPECIAL BUSINESS

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

7. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - DATO' MOHAMED BIN HAMZAH**

"THAT subject to passing of Resolution 4, authority be and is hereby given to Dato' Mohamed Bin Hamzah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance."
(Resolution 7)
8. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR - ENCIK MUSTAPHA BIN MOHAMED**

"THAT subject to passing of Resolution 5, authority be and is hereby given to Encik Mustapha Bin Mohamed who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with Malaysian Code on Corporate Governance."
(Resolution 8)

9. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 (“ACT”)**

“THAT, pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad (“Bursa Securities”) and any relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being; AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Securities; 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 revoked or varied by an ordinary resolution of the Company at a general meeting.”

(Resolution 9)

10. **SPECIAL RESOLUTION
PROPOSED ALTERATION OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION BY REPLACING WITH A NEW CONSTITUTION (“PROPOSED ALTERATION”)**

“THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix I attached to the Annual Report 2018 with effect from the date of passing this special resolution.

THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

(Special Resolution)

11. To transact any other business for which due notice is given in accordance with the Companies Act 2016 and the Company’s Constitution.

BY ORDER OF THE BOARD

CHONG LAY KIM (LS 0008373)
YENG SHI MEI (MAICSA 7059759)
Secretaries

Ipoh
30 April 2019

Notes:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, vote and speak in his/her 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/her 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/her 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 shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if such appointer is a corporation under its common seal, or the hand of its attorney or duly authorised officer or in some other manner approved by the Directors. 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 Registered Office of the Company 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 proposed 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 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 a Record of Depositors as at 21 May 2019 and only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy(ies) to attend, vote and speak on his/her behalf.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("MMLR"), all resolutions set out in the Notice will be put to vote by way of poll.

A. Explanatory Notes on the Ordinary Business:

1. Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. **Proposed Resolution 1:**

The Proposed Resolution 1 is to facilitate the payment of the shortfall of Directors' Benefits amounting to RM2,000.00 for the period from 1 January 2018 until 30 May 2019 due to more meetings held during the said period. The Company had obtained the Shareholders' approval on the Directors' Benefits in the Twenty-Second Annual General Meeting held on 21 May 2018 for an amount approximately RM42,000.00

3. **Proposed Resolution 2:**

The Directors' Fees proposed for the financial year ended 31 December 2018 are calculated based on the Board size and in accordance to Company's policy guidelines and with reference to external industrial benchmark reports.

4. **Proposed Resolution 3:**

The benefits are calculated based on the current board size and number of scheduled Board and Committee meetings for the period from 31 May 2019 until the next Annual General Meeting of the Company to be held in 2020. The proposed meeting allowance is RM1,000.00 per meeting per Non-Executive Director. In the event the proposed amounts are insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought for the shortfall at the next Annual General Meeting of the Company to be held in 2020.

5. **Proposed Resolutions 4 and 5**

Dato' Mohamed Bin Hamzah and Encik Mustapha Bin Mohamed are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Twenty-Third Annual General Meeting.

The Board of Directors ("the Board") has through the Nomination Committee, considered the assessment of the Directors and collectively agreed that they meet the criteria prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("MMLR") on character, experience, integrity, competence and time to effectively discharge their role as Directors.

6. **Proposed Resolution 6**

The Board has through the Audit Committee, considered the re-appointment of Messrs Deloitte PLT as Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table their re-appointment at the Twenty-Third Annual General Meeting are disclosed in the Corporate Governance Overview Statement of the Annual Report 2018.

B. Explanatory Notes on the Special Business:

1. Proposed Resolution 7

The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Dato' Mohamed Bin Hamzah, who would have served as an Independent Non-Executive Director of the Company for twenty-three (23) years on 23 October 2019, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. He fulfilled the criteria under the definition of "Independent Director" stated in the MMLR, and is able to bring independent and objective judgement to the Board;
- b. He has a strong understanding of the Company's business operations which enables him to participate actively and contribute during deliberations at Audit Committee and Board meetings; and
- c. He is highly committed and has devoted sufficient time to carry out his duties and responsibilities as an Independent Non-Executive Director of the Company as evidenced by his full attendance at all Board and Board Committee meetings held during the financial year ended 31 December 2018.

Pursuant to Practice 4.2 of the Malaysian Code on Corporate Governance, the Company will adopt the two-tier voting process in seeking shareholders' approval for this resolution.

2. Proposed Resolution 8

The Board has via the Nomination Committee conducted an annual performance evaluation and assessment of Encik Mustapha Bin Mohamed, who would have served as an Independent Non-Executive Director of the Company for twelve (12) years on 11 April 2020, and recommended him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- a. He fulfilled the criteria under the definition of "Independent Director" stated in the MMLR, and is able to bring independent and objective judgement to the Board;
- b. He is an accountant by training, his experience, expertise and independent judgement have enable him to effectively discharge his duties; and
- c. He is highly committed and has devoted sufficient time to carry out his duties and responsibilities as an Independent Non-Executive Director of the Company as evidenced by his full attendance at all Board and Board Committee meetings held during the financial year ended 31 December 2018.

3. Proposed Resolution 9

This proposed Resolution is proposed pursuant to Sections 75 and 76 of the Companies Act 2016, and if passed, will give the Directors of the Company, from the date of the Twenty-Third Annual General Meeting, authority to allot shares in the Company up to and not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for such purposes as the Directors deem fit and in the best interest 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.

The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising activities, including but not limited to further placement of shares for purpose of funding current and/or future investment project, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration or such other application as the Directors may deem fit and in the best interest 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 Twenty-Second Annual General Meeting held on 21 May 2018 and the mandate will be lapsed at the conclusion of the Twenty-Third Annual General Meeting.

4. **Proposed Special Resolution**

Proposed Alteration of the existing Memorandum and Articles of Association by replacing with a New Constitution (“Proposed Alteration”)

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Appendix I attached to the Annual Report 2018.