

# INCH KENNETH KAJANG RUBBER PUBLIC LIMITED COMPANY

(990261M)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the One Hundred and Ninth Annual General Meeting ("109th 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 Tunku Syed Sirajuddin, Off Jalan Tunku Abdul Halim, 50480 Kuala Lumpur, Malaysia, on Wednesday, 12 June 2019 at 10:00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2018 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 2018. **Resolution 1**
3. To re-appoint Dato' Adnan bin Maaruf 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 Messrs UHY Hacker Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 3**

### AS SPECIAL BUSINESS

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

#### 5. CONTINUITY AS INDEPENDENT DIRECTOR

That subject to the passing of Resolution 2, Dato' Adnan bin Maaruf 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 Malaysian Code on Corporate Governance 2017 ("MCCG 2017"). **Resolution 4**

#### 6. CONTINUITY AS INDEPENDENT DIRECTORS

That the following Directors who have served as Independent Non-Executive Directors for a cumulative term of nine (9) years, continue to act as Independent Non-Executive Directors of the Company pursuant to Practice 4.2 of the MCCG 2017:

- 6.1 Dato' Haji Muda bin Mohamed
- 6.2 Dr. Radzuan bin A. Rahman

**Resolution 5**  
**Resolution 6**

#### 7. 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 7**

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 2019

### 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. A member shall appoint not more than two (2) proxies to attend and vote at the same meeting. 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 form must be initialled.
5. The instrument appointing a proxy must be deposited at the Registrar's Office, 22nd Floor Menara Promet (K-H), 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 109th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 4 June 2019. 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 behalf.

#### Audited Financial Statements

7. The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Malaysian Companies Act 2016 ("the Act") 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 Act 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 109th 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 four (4), one (1) Director, Dato' Adnan bin Maaruf, is to retire in accordance with Article 86 of the Articles, and being eligible, offers himself for re-appointment.  
The Board has through the Nomination Committee, considered the assessment of Dato' Adnan bin Maaruf and agreed that he meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, competence and time to effectively discharge his role as Director.

### EXPLANATORY NOTES ON SPECIAL BUSINESS:

#### Continuity as Independent Directors

10. That subject to the passing of Resolution 2, Dato' Adnan bin Maaruf who has served as Independent Non-Executive Director to continue to act as Independent Non-Executive Director of the Company pursuant to Practice 4.2 of the MCCG 2017.  
The Nomination Committee of the Company has conducted an assessment on the independence of Dato' Adnan bin Maaruf and are satisfied that he has complied with the criteria on independence as prescribed by Practice 4.2 of the MCCG 2017. The Board has vide the Nomination Committee's recommendation that Dato' Adnan bin Maaruf to be retained as Independent Non-Executive Director.

11. In line with Practice 4.2 of the MCCG 2017, the Board has vide the Nomination Committee's recommendations that both Dato' Haji Muda bin Mohamed and Dr. Radzuan bin A. Rahman be retained as Independent Non-Executive Directors. This will subject to the passing of Resolutions number 5 and 6.

The Committee is of the opinion that the Directors have complied with the independence criteria as prescribed in Practice 4.2 of MCCG 2017. The justifications for their re-appointment are:

- (a) They fulfilled the criteria under the definition on Independent Directors as stated in the Main LR of Bursa Securities and, therefore, were able to bring independent and objective judgements to the Board.
- (b) They have been with the Company for many years and were familiar with the Company's business operations. This will enable them to contribute actively during deliberations or discussions at Board meetings.
- (c) Their length of services on the Board does not in any way interfere with their exercise of independent judgements.
- (d) They have continued to exercise their independence and due care during their tenure as Independent Directors of the Company. They have carried out their duties in the interest of the Company and shareholders.

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

12. 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 108th AGM held on 7 June 2018 which will lapse at the conclusion of the 109th 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.