

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One Hundred and Tenth Annual General Meeting (“110th AGM”) of Inch Kenneth Kajang Rubber Public Limited Company (“IKKR”) or (the “Company”) will be held at Bilik Perdana, Dewan Perdana Felda, Jalan Maktab, Off Jalan Semarak, 50400 Kuala Lumpur, Malaysia, on Tuesday, 30 June 2020 at 10:00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2019 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 2019. **Resolution 1**
3. To re-appoint Dato’ Haji Muda bin Mohamed 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 Dato’ Mohamed Salleh bin Bajuri who retires pursuant to Article 91 of the Company’s Articles of Association, and being eligible, offers himself for re-appointment. **Resolution 3**
5. To re-appoint Messrs Milsted Langdon 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 DIRECTOR**
 THAT subject to the passing of Resolution 2, Dato’ Haji Muda bin Mohamed who has served as Independent Non-Executive Director for a cumulative term of more than nine (9) years, 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 5**
7. **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 MCCG 2017:
 - 7.1 Dato’ Adnan bin Maaruf **Resolution 6**
 - 7.2 Dr. Radzuan bin A. Rahman **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**

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
2 June 2020

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

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/her 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 (1) 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 8463 or by email to ir@ikkr.com.my.
6. For the purpose of determining a member who shall be entitled to attend the 110th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a General Meeting Record of Depositors ("ROD") as at 24 June 2020. 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, are 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 110th 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 the 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 (3), the number nearest to but no greater than one-third) shall retire from office provided always that all Directors shall retire from office at least once every three (3) years but shall be eligible for re-election.

With the current Board size of five (5), one (1) Director, Dato' Haji Muda bin Mohamed, 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' Haji Muda bin Mohamed and agreed that he meets 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.

Re-election of Directors Who Retire Pursuant to Article 91 of the Company's Articles of Association ("the Articles")

10. Article 91 of the Articles provides that the Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not at any time exceed the maximum number (if any) fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

Dato' Mohamed Salleh bin Bajuri who was appointed on 18 June 2019 is to retire in accordance with Article 91 of the Articles, and being eligible, offers himself for re-appointment.

The Board has through the Nomination Committee, considered the assessment of Dato' Mohamed Salleh bin Bajuri. The Board agreed with the Nomination Committee that he has discharged his duties with reasonable skill and competence, bringing independent judgement and depth into the Board's decision-making in the interest of the Company and its shareholders.

NOTICE OF ANNUAL GENERAL MEETING

(cont'd)

EXPLANATORY NOTES ON SPECIAL BUSINESS:

Continuity as Independent Non-Executive Directors

11. THAT subject to the passing of Resolution 2, Dato' Haji Muda bin Mohamed who has served as Independent Non-Executive Director continue to act as Independent Non-Executive Director of the Company pursuant to Practice 4.2 of the MCG 2017.

The Nomination Committee of the Company has conducted an assessment on the independence of Dato' Haji Muda bin Mohamed and is satisfied that he complied with the criteria on independence as prescribed in Practice 4.2 of the MCG 2017. The Board has vide the Nomination Committee's recommendation that Dato' Haji Muda bin Mohamed be retained as Independent Non-Executive Director.

12. In line with Practice 4.2 of the MCG 2017, the Board has vide the Nomination Committee's recommendation that Dato' Adnan bin Maaruf and Dr. Radzuan bin A. Rahman be retained as Independent Non-Executive Directors.

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

- (a) They fulfilled the criteria under the definition on Independent Non-Executive Directors as stated in the Main LR of Bursa Securities, and hence, they would be able to provide an element of objectivity, independent judgement and balance to the Board;
- (b) They have been with the Company for more than nine (9) years and their length of service on the Board does not in any way interfere with their exercise of objective judgement or their ability to act in the best interests of the Company. They have continued to exercise their independence and due care during their tenure as Independent Non-Executive Directors of the Company and the Group. They are familiar with the Group's business operations and have devoted sufficient time and commitment to their role and responsibilities as Independent Non-Executive Directors for informed and balanced decision-making;
- (d) They consistently challenged the management in an effective and constructive manner and actively participated in Board's discussion and provided an independent voice on the Board.

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

13. 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 109th AGM held on 12 June 2019, which will lapse at the conclusion of the 110th 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.

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FORM OF PROXY

CDS Account No.	
No. of Shares Held	

I/We _____ (NRIC/CO NO): _____
 (FULL NAME IN BLOCK LETTERS)

of _____
 (ADDRESS)

being a shareholder/shareholders of Inch Kenneth Kajang Rubber Public Limited Company, hereby appoint
 *The Chairman of the Company or

_____ (FULL NAME OF PROXY) _____ (%
)

of _____
 (ADDRESS)

*and/or failing whom _____ (FULL NAME OF PROXY) _____ (%
)

of _____
 (ADDRESS)

as *my/our proxy to vote on *my/our behalf at the 110th Annual General Meeting of the Company to be held at Bilik Perdana, Dewan Perdana Felda, Jalan Maktab, Off Jalan Semarak, 50400 Kuala Lumpur, Malaysia, on Tuesday, 30 June 2020 at 10:00 a.m. for the following purposes:

NO	RESOLUTION	FOR	AGAINST
1	To approve the payment of Directors' fees		
2	To re-appoint Dato' Haji Muda bin Mohamed		
3	To re-appoint Dato' Mohamed Salleh bin Bajuri		
4	To re-appoint Messrs Milsted Langdon LLP as Auditors of the Company and to authorise the Directors to fix their remuneration		
5	SPECIAL BUSINESS – ORDINARY RESOLUTION To re-appoint Dato' Haji Muda bin Mohamed		
6	SPECIAL BUSINESS – ORDINARY RESOLUTION To re-appoint Dato' Adnan bin Maarof		
7	SPECIAL BUSINESS – ORDINARY RESOLUTION To re-appoint Dr. Radzuan bin A. Rahman		
8	SPECIAL BUSINESS – ORDINARY RESOLUTION To approve the proposed resolution to empower the Directors of the Company to issue shares pursuant to section 551 of the UK Companies Act 2006		

Please indicate with an 'X' in the appropriate spaces how you wish your votes to be casted. If no specific direction as to voting is given, your proxy will vote or abstain from voting at his/her discretion.

 Signature/Seal of Shareholder(s)

Dated this day _____ of _____ 2020

Tel No: _____

*Delete whichever is not applicable.

Note:

A member of the Company entitled to attend and vote is entitled to appoint a proxy or proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. 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 (1) proxy, the appointment shall not be valid unless he specifies the proportion of his holding to be represented by each proxy. Any alteration in the Form of Proxy must be initialled. The instrument appointing a proxy must be deposited at the Registrar's Office of the Company, not less than forty-eight (48) hours before the time for holding the meeting. For shareholders residing outside of Malaysia, the Form of Proxy could be forwarded by fax at +603 2141 8463 or by email to ir@ikkr.com.my. Only members whose names appear in the Record of Depositors as at 24 June 2020 shall be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.

**AFFIX
STAMP**

MESTIKA PROJEK (M) SDN BHD

199101015233 (225545V)

22nd Floor Menara Promet (KH)

Jalan Sultan Ismail

50250 Kuala Lumpur

Malaysia

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