

NOTICE OF THE SIXTY-FIRST (61ST) ANNUAL GENERAL MEETING

Notice is hereby given that the Sixty-First (61st) Annual General Meeting of the Company will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Platform : <https://web.lumiagn.com/>
Day and Date : Thursday, 10 December 2020
Time : 12:00 p.m.
Broadcast Venue : DoubleTree by Hilton Johor Bahru, 12 Jalan Ngee Heng, 80000 Johor Bahru, Johor, Malaysia
Mode of Communication : 1) Typed text in the Meeting Platform
2) Submit questions via <https://boardoomlimited.my/> prior to the Meeting.

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Directors' and Auditors' Reports thereon. *Please refer to Note 1 of the Explanatory Notes*
- To declare and approve the payment of a Single Tier First and Final Dividend of 1 sen per ordinary share for the financial year ended 30 June 2020. *Ordinary Resolution 1*
- To approve the payment of aggregate Directors' fees and other benefits not exceeding RM500,000 for the financial year ending 30 June 2021, to be paid on quarterly basis in arrears. *Ordinary Resolution 2*
- To re-elect the following Directors who retire by rotation in accordance with the Company's Constitution:
(i) Mr Lee Soo Hoon *Ordinary Resolution 3*
(ii) Mr Tay Beng Chai *Ordinary Resolution 4*
- To re-appoint Messrs Ernst & Young PTL as Auditors of the Company for the financial year ending 30 June 2021 and authorise the Directors to fix their remuneration. *Ordinary Resolution 5*

AS SPECIAL BUSINESS

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

- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE CHAIRMAN** *Ordinary Resolution 6*
"THAT approval be and is hereby given to Mr Lee Soo Hoon who has served as an Independent Non-Executive Chairman of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Chairman of the Company."
- AUTHORITY TO ALLOT AND ISSUE SHARES BY DIRECTORS PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** *Ordinary Resolution 7*
"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue ordinary shares in the Company at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares (excluding treasury shares) at the time of issue and THAT the Directors be and are hereby also empowered to obtain the approval for the listing and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company."
- PROPOSED RENEWAL OF SHAREHOLDERS MANDATE FOR SHARE BUY-BACK AUTHORITY** *Ordinary Resolution 8*
"THAT, subject to the Companies Act 2016, provisions of the Company's Constitution and the Main Market Listing Requirements of Bursa Securities and any applicable laws, regulations and guidelines issued by other regulatory authorities, and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase and/or hold such number of ordinary shares comprised in the Company's total number of issued shares through the Bursa Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit and expedient in the best interest of the Company subject further to the following:
(i) the aggregate number of ordinary shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company at the time of purchase(s);
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (whichever applicable) available at the time of purchase(s); and
(iii) the Directors of the Company are authorised to deal with the purchased shares either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share option scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.
THAT the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
(a) the conclusion of the next annual general meeting of the Company, at which time it shall lapse, unless an ordinary resolution is passed at that annual general meeting, the authority is renewed, either unconditionally or subject to conditions;

NOTES:

- In view of the Covid-19 pandemic and Government of Malaysia's official guidance on social distancing, the 61st AGM will be conducted fully virtual through live streaming and online communication using the Remote Participation and Voting facilities ("RPV") which are available on Boardroom Smart Investor Portal at <https://www.boardoomlimited.my>. Please follow the procedures as set out in the Administrative Guide for the 61st AGM in order to register, participate and vote remotely via RPV.
- The Broadcast Venue of the 61st AGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxy(ies) from the public shall be physically present at the Broadcast Venue.
- A member of the Company who is entitled to attend, participate and vote at a general meeting of the Company is entitled to appoint more than two (2) proxies to attend, participate and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the proxy shall have the same rights as the member.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("ombuss account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each ombuss account it holds.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the meeting should submit the request for Remote Participation.
- The instrument appointing a proxy shall be written under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, either under its common seal or under the hand of its officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia either personally, by fax at (603) 7890 4670, by electronic mail to BSR.Helpdesk@boardoomlimited.com or by sending it through the post not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof. Depositors can deposit their proxies electronically through the Boardroom Smart Investor Online Portal at <https://www.boardoomlimited.my> not less than 24 hours before the time appointed for holding the meeting or any adjournment thereof.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly. If a name is inserted in the space provided for the name of your proxy, the Chairman of the meeting will act as your proxy.
- Last date and time for lodging the proxy form is **Wednesday, 9 December 2020 at 12:00 p.m.**
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 2 December 2020 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend, speak and/or vote on his/her behalf via RPV.

EXPLANATORY NOTE ON ORDINARY BUSINESS:

- To receive Audited Financial Statements**
The 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 the appointment of auditors for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

- the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authority.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise and give full effect to the Proposed Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company in accordance with the Companies Act 2016, regulations and guidelines."

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ENTERED INTO WITH THE NYLAS RUBBER ESTATES LIMITED ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")** *Ordinary Resolution 9*

"THAT approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the related parties as stated in Section 3.2 of the Circular to Shareholders dated 30 October 2020 which are necessary for the Company's day-to-day operations subject further to the following:

- The Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to related parties than those generally available to the public, and are not detrimental to the minority shareholders;
- the approval is subject to annual renewal and shall only continue to be in force until:
 - the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting of the Company, at which time it will lapse unless by a resolution passed at the Annual General Meeting the mandate is again renewed;
 - the expiration of the period within which the next Annual General Meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Companies Act, 2016); or
 - revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier; and
- the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Shareholders' Mandate in the Annual Report of the Company based on the following information:
 - the type of the Recurrent Transactions entered into; and
 - the names of the related parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit"

- To transact any other ordinary business of which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN THAT, subject to the approval of shareholders at the Sixty-First (61st) Annual General Meeting, a Single Tier First and Final Dividend of 1 sen per ordinary share in respect of the financial year ended 30 June 2020 will be paid on 8 January 2021 to shareholders whose name appears on the Record of Depositors at the close of business on entitlement date. The entitlement date for the said dividend shall be 23 December 2020.

A depositor shall qualify for entitlement only in respect of -

- Shares transferred into the Depositors securities account before 4.30 p.m. on 23 December 2020 in respect of transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitled basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

TAI YIT CHAN (SSM PC No.: 202008001023) (MAICSA 7009143)
SANTHI A/P SAMINATHAN (SSM PC No.: 201908002933) (MAICSA 7069709)

Company Secretaries

Johor Bahru
Date: 30 October 2020

The proposed Ordinary Resolution 7, if passed, will empower and give flexibility to the Directors of the Company to issue and allot shares up to a maximum of ten per centum (10%) of the total number of issued shares (excluding treasury shares) at the time of issue and to purchase and/or hold up to ten per centum (10%) of the total number of issued shares of the Company at the time of purchase(s) and for such purposes as they consider would be in the best interest of the Company without having to convene separate general meetings. 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 rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new ordinary shares for future business opportunities for the purpose of funding investment project(s), working capital and/or acquisitions and thereby reducing administrative time and cost associated with the convening of such meeting(s).

The Company has not issued and allotted any shares during the year under the mandate granted to the Company at the last AGM of the Company held on 28 November 2019 and the mandate will lapse at the conclusion of the AGM of the Company.

7. Ordinary Resolution 8 on the Proposed Renewal of Shareholder's Mandate for Share Buy-Back Authority

The proposed Ordinary Resolution 8 if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the total number of issued ordinary shares. This authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting.

Please refer to Part A of the Circular to shareholders dated 30 October 2020, which was circulated together with the Annual Report 2020 of the Company for further information.

8. Ordinary Resolution 9 on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 9, if passed, will empower the Directors from the date of the Sixty-First (61st) Annual General Meeting, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders. This authority unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company and shall be subject to the approval of the shareholders at the next Annual General Meeting. The details of the recurrent related party transactions are set out in the Circular to the Shareholders dated 30 October 2020, which is circulated together with this Annual Report.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representative(s) appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

KLUANG RUBBER COMPANY (MALAYA) BERHAD

Registration No. 195901000092 (3441-K)
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE

Administrative Guide for the Sixty-First (61st) Annual General Meeting

Broadcast Venue

Shareholders are **not allowed** to participate in the AGM at the Broadcast Venue as the venue is only meant to facilitate the conduct of the virtual AGM. Shareholders whom turn up at the Broadcast Venue would be politely requested to leave the venue.

Entitlement to Participate the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on **2 December 2020** (General Meeting Record of Depositors) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

Proxy Form

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at our Share Registrar's office **not less than twenty-four (24) hours** before the time appointed for holding the meeting. Details of our Share Registrar's office can be found in the enquiry section of this document.

Alternatively, you may deposit your Proxy Form(s) by electronic means through the smart investor portal at <https://boardroomlimited.my> by logging in and selecting "**E-PROXY LODGEMENT**".

Revocation of Proxy

If you have submitted your Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic AGM and EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy twenty-four (24) hours before the meeting.

Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.



ADMINISTRATIVE GUIDE

Virtual Meeting Facilities

Procedure	Action
Before the day of AGM	
<p>1. Register Online with Boardroom Smart Investor Portal</p>	<p><i>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register. You may proceed to Step 2.]</i></p> <ol style="list-style-type: none"> a. Access website https://boardroomlimited.my b. Click <<Login>> and click <<Register>> to sign up as a user. c. Complete registration and upload softcopy of MyKAD (front and back) or Passport. d. Please enter a valid email address. e. Your registration will be verified and approved within one business day and an email notification will be provided.
<p>2. Submit request for remote participation</p>	<p>Registration for remote access will be opened on 30 October 2020, the date of notice of AGM. Please note that the closing time to submit your request is at 12:00 p.m. on 9 December 2020 (24 hours before the commencement of the AGM).</p> <p>Individual Members</p> <ol style="list-style-type: none"> a. Log in to https://boardroomlimited.my b. Select “Hybrid/Virtual Meeting” from main menu and select the correct Corporate Event “Virtual AGM”. c. Enter your CDS Account. d. Read and agree to the terms & condition and thereafter submit your request. <p>Corporate Shareholders</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Proxy Form to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none"> a. Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request. b. Please provide a copy of Corporate Representative’s MyKad (Front and Back) or Passport as well as his/her email address.
<p>3. Email notification</p>	<ol style="list-style-type: none"> a. You will receive notification(s) from Boardroom that your request(s) has been received and is/are being verified. b. Upon system verification against the General Meeting Record of Depositories as at 2 December 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation together with your remote access user ID and password.

ADMINISTRATIVE GUIDE

Virtual Meeting Facilities

Procedure	Action
<i>On the day of AGM</i>	
4. Login to Meeting Platform	a. The Meeting Platform will be open for login one (1) hour before the commencement of the AGM. b. The Meeting Platform can be accessed via one of the following:- <ul style="list-style-type: none"> • Download the free Lumi AGM application from Apple App Store or Google Play Store; • Scan the QR Code provided in the email notification; • Navigate to the website at https://web.lumiagm.com/ c. Insert the Meeting ID No. and sign in with the user ID and password provided to you via the email notification in Step 3.
5. Participate	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All question and messages will be presented with the full name and identity of the participant raising the question.]</i></p> a. If you would like to view the live webcast, select the broadcast icon.  b. If you would like to ask a question during the AGM, select the messaging icon.  c. Type your message within the chat box, once completed click the send button.
6. Voting	a. Once voting has been opened, the polling icon will appear with the resolutions and your voting choices. b. To vote simply select your voting direction from the options provided. A confirmation message will appear to show your vote has been received. c. To change your vote, simply select another voting direction. d. If you wish to cancel your vote, please press "Cancel".
7. End of Participation	Upon the announcement by the Chairman on the closure of the AGM, the live webcast will end and the Messaging window will be disabled.

Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (8.30 a.m. to 5.30. p.m.): -

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
 No. 5 Jalan Prof. Khoo Kay Kim
 Seksyen 13
 46200 Petaling Jaya
 Selangor Darul Ehsan
 Malaysia

General Line : 603-7890 4700
 Fax Number : 603-7890 4670
 Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.