

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One Hundred and Twelfth Annual General Meeting (“112th AGM”) of Inch Kenneth Kajang Rubber Public Limited Company (“IKKR”) or (the “Company”) will be held fully virtual and entirely via remote participation and voting at Broadcast Venue: 26th Floor Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur, Malaysia, on Wednesday, 25 May 2022 at 10.00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2021 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 2021. **Resolution 1**
3. To re-appoint Datuk Mohamed Salleh bin Bajuri 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 Datuk Che Md Nawawi bin Ismail 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. **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”)** **Resolution 5**

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.

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

By order of the Board

LEE THAI THYE (LS 0000737) (PC No. 201908002929)
Company Secretary

Kuala Lumpur, Malaysia
26 April 2022

NOTES:-

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. No shareholders/proxies from the public will be physically present at the meeting. Shareholders who wish to participate the AGM will therefore have to register via the link, <https://vps.megacorp.com.my/tzSGQD>. Kindly refer to the annexure of the Administrative Guide for further information.
2. The AGM will be conducted on fully virtual and entirely via remote participation and voting at Broadcast Venue, the Members are advised to refer to the Administrative Guide for the procedures to register and participate and vote in the virtual 112th AGM.
3. A member whose name appears in the Record of Depositors as at 19 May 2022 shall be regarded as Member of the Company entitled to attend the 112th AGM or appoint a proxy to attend and vote on his/her behalf.
4. A member may appoint up to two (2) proxies to attend the same meeting provided that he specifies the proportion of his shareholding to be represented by each proxy. A proxy may but need not be a member of the Company.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her 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.
6. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority shall be deposited at the registrar’s office at 26th Floor Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur or email: AGM-support.IKKR@megacorp.com.my not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
7. Any alteration in the Form of Proxy must be initialled.
8. All the Resolutions set out in the Notice of the 112th AGM will be put to a vote by poll pursuant to Paragraph 8.29A(1) of the Listing Requirements of Bursa Securities.

Audited Financial Statements

9. 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

10. 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 112th AGM on the Directors’ fees.

Re-election of Director Who Retire Pursuant to Article 86 of the Company’s Articles of Association (“the Articles”)

11. 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, Datuk Mohamed Salleh bin Bajuri, 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 Datuk Mohamed Salleh bin Bajuri and are satisfied with his performance and are agreeable to his re-election as Director of the Company.

Re-election of Director Who Retire Pursuant to Article 91 of the Articles

12. Datuk Che Md Nawawi bin Ismail, who was appointed on 23 November 2021, shall hold office until the next AGM and shall then be eligible for re-election under Article 91 of the Articles. Any director appointed under Article 91 shall hold office only until the next AGM and shall then be eligible for re-election.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

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 111th AGM held on 31 May 2021 which will lapse at the conclusion of the 112th 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.