

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT the One Hundred and Eleventh Annual General Meeting (“111th 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 Monday, 31 May 2021 at 10.00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2020 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 2020. **Resolution 1**
3. To re-appoint Dr. Radzuan bin A. Rahman 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 Milsted Langdon 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, Dr. Radzuan bin A. Rahman 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 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:

- 6.1 Dato’ Adnan bin Maaruf
- 6.2 Dato’ Haji Muda bin Mohamed

**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) (PC No. 201908002929)**  
Company Secretary

Kuala Lumpur, Malaysia  
3 May 2021

**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/NMuARp>. Kindly refer to the annexure of the Administrative Guides 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 Guides for the procedure to register and participate and vote in the virtual 111th AGM.
3. A member whose name appears in the Record of Depositors as at 25 May 2021 shall be regarded as Member of the Company entitled to attend the 111th 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 26th Floor, Menara KH (Promet), Jalan Sultan Ismail, 50250 Kuala Lumpur or email: [agm-support.IKKR@megacorp.com.my](mailto: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 111th 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 111th 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 five (5), one (1) Director, Dr. Radzuan bin A. Rahman, 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 Dr. Radzuan bin A. Rahman and are satisfied with his performance and are agreeable to his re-election as Director of the Company.

**EXPLANATORY NOTES ON SPECIAL BUSINESS:**

**Continuity as Independent Non-Executive Directors**

12. THAT subject to the passing of Resolution 2, Dr. Radzuan bin A. Rahman 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 Dr. Radzuan bin A. Rahman and are satisfied that he complied with the criteria on independence as prescribed in Practice 4.2 of the MCCG 2017. The Board has vide the Nomination Committee’s recommendation that Dr Radzuan bin A. Rahman to be retained as Independent Non-Executive Director.

13. In line with Practice 4.2 of the MCCG 2017, the Board has vide the Nomination Committee’s recommendation that Dato’ Adnan bin Maaruf and Dato’ Haji Muda bin Mohamed 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 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 Market LR of Bursa Securities, and hence, they would be able to provide an element of objectivity, independent judgement and balance to the Board;
- b) Since they have been with the Company for more than nine (9) years, they are familiar with the Group’s business operations and have devoted sufficient time and commitment to their role and responsibilities as Independent Directors for informed and balance decision making;
- c) They have exercised due care during their tenures as Independent Directors of the Company and have discharged their 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.
- d) They consistently challenged the management in an effective and constructive manner and actively participated in Board discussion and provided an independent voice on the Board.

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

14. 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 110th AGM held on 30 June 2020 which will lapse at the conclusion of the 111th 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.