

INCH KENNETH KAJANG RUBBER PUBLIC LIMITED COMPANY

SC007574 (Scotland)
194602000041 (990261-M) (Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the One Hundred and Fourteenth Annual General Meeting (“114th 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, 29 May 2024 at 10.00 a.m. for the following purposes:

1. To lay before the meeting the financial statements for the year ended 31 December 2023 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 2023. **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 Puan Sakinah binti Salleh who retires pursuant to Article 91 of the Company’s Articles of Association, and being eligible, offers herself 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 Resolution:

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

30 April 2024

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 in the AGM will therefore have to register via the link, <https://vps.megacorp.com.my/ftW4Ow>. 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 114th AGM.
3. A member whose name appears in the Record of Depositors as at 23 May 2024 shall be regarded as Member of the Company entitled to attend the 114th 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 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 114th 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 114th 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, 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 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. 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.

Puan Sakinah binti Salleh who was appointed on 15 September 2023 is to retire in accordance with Article 91 of the Articles, and being eligible, offers herself for re-appointment.

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 113th AGM held on 24 May 2023 which will lapse at the conclusion of the 114th 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.