

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has not perused the contents of this Circular relating to the Proposed Increase in Authorised Share Capital (as defined herein) and Proposed M&A Amendments (as defined herein) prior to the issuance of this Circular.

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JOHORE TIN BERHAD

(Company No. 532570-V)

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE

- (I) **PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 23,326,333 NEW ORDINARY SHARES OF RM1.00 EACH IN JOHORE TIN BERHAD ("JTB" OR THE "COMPANY") ("RIGHTS SHARE(S)") TOGETHER WITH 23,326,333 NEW FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE AND ONE (1) WARRANT FOR EVERY THREE (3) EXISTING ORDINARY SHARE(S) OF RM1.00 EACH IN JTB ("JTB SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER;**
- (II) **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF JTB FROM RM100,000,000 COMPRISING 100,000,000 JTB SHARES TO RM200,000,000 COMPRISING 200,000,000 JTB SHARES; AND**
- (III) **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF JTB**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser



OSK Investment Bank Berhad (14152-V)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Notice of the Extraordinary General Meeting ("EGM") of JTB to be held at Melati Hall, 1st Floor - Clubhouse, Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 8 October 2012, at 10.00 a.m., together with the Form of Proxy are enclosed herein.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote on his/ her behalf. In such event, the Form of Proxy must be lodged at the registered office of JTB at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, not less than forty-eight (48) hours before the stipulated time fixed for the EGM, as indicated below. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy : Saturday, 6 October 2012, at 10.00 a.m.

Date and time of the EGM : Monday, 8 October 2012, at 10.00 a.m.

This Circular is dated 14 September 2012

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:-

"Able Dairies"	:	Able Dairies Sdn Bhd (765074-D), a wholly-owned subsidiary of JTB
"Act"	:	Companies Act, 1965 as amended from time to time and any re-enactment thereof
"Board"	:	The Board of Directors of JTB
"Bursa Depository"	:	Bursa Malaysia Depository Sdn Bhd (165570-W)
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (635998-W)
"CDS"	:	Central Depository System
"Circular"	:	This circular to shareholders of JTB dated 14 September 2012
"Code"	:	Malaysian Code on Take-Overs and Mergers, 2010
"Deed Poll"	:	The document constituting the Warrants to be executed by the Company
"EGM"	:	Extraordinary General Meeting
"Entitled Shareholder(s)"	:	The shareholders of JTB whose names appear in the Company's Record of Depositors on the Entitlement Date
"Entitlement Date"	:	The date and time (to be determined and announced later by the Board) on which the Company's Record of Depositors with Bursa Depository will be closed to determine the entitlement of the shareholders to the Proposed Rights Issue with Warrants
"EPS"	:	Earnings per share
"F&B Industry"	:	Food and beverage industry relevant to the Group that includes biscuits, edible oil, SCM, pineapple and processed foods
"FYE"	:	Financial year ended/ ending, as the case may be
"JTB" or the "Company"	:	Johore Tin Berhad (532570-V)
"JTB Group" or the "Group"	:	JTB and its subsidiary companies
"JTB Share(s)" or "Share(s)"	:	Ordinary share(s) of RM1.00 each in JTB
"Listing Requirements"	:	Main Market Listing Requirements of Bursa Securities
"LPD"	:	30 August 2012, being the latest practicable date prior to the printing of this Circular
"M&A"	:	Memorandum and Articles of Association
"NA"	:	Net assets
"OSK"	:	OSK Investment Bank Berhad (14152-V)
"Proposals"	:	Proposed Rights Issue with Warrants, Proposed Increase in Authorised Share Capital and Proposed M&A Amendments, collectively
"Proposed Increase in Authorised Share Capital"	:	Proposed increase in authorised share capital of the Company from RM100,000,000 comprising 100,000,000 JTB Shares to RM200,000,000 comprising 200,000,000 JTB Shares
"Proposed Amendments"	M&A	: Proposed amendments to the M&A of JTB

DEFINITIONS (CONT'D)

"Proposed Rights Issue with Warrants"	:	Proposed renounceable rights issue of 23,326,333 Rights Shares together with 23,326,333 Warrants on the basis of one (1) Rights Share and one (1) Warrant for every three (3) existing JTB Shares held on an Entitlement Date
"Record of Depositors"	:	A record of depositors established by Bursa Depository under the rules of depository, as amended from time to time
"Rights Share(s)"	:	23,326,333 new ordinary shares of RM1.00 each in JTB to be issued pursuant to the Proposed Rights Issue with Warrants
"RM" and "sen"	:	Ringgit Malaysia and sen respectively
"SCM"	:	Sweetened condensed milk
"Unican"	:	Unican Industries Sdn Bhd (174146-A), a wholly-owned subsidiary of JTB
"WAMP"	:	Weighted average market price
"Warrant(s)"	:	23,326,333 new free detachable warrants to be issued pursuant to the Proposed Rights Issue with Warrants

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include a corporation, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise specified.

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NOTICE OF EGM

ENCLOSED

FORM OF PROXY

ENCLOSED



JOHORE TIN BERHAD

JOHORE TIN BERHAD

(Company No. 532570-V)

(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

Suite 1301, 13th Floor, City Plaza
Jalan Tebrau
80300 Johor Bahru
Johor

14 September 2012

Board of Directors:

Datuk Kamaludin Bin Yusoff (*Chairman/ Non-Executive Director*)
Edward Goh Swee Wang (*Chief Executive Officer*)
Yeow Ah Seng @ Yow Ah Seng (*Executive Director*)
Lim Hun Swee (*Executive Director*)
Lim Chin Kai (*Independent Non-Executive Director*)
Muhamad Feasal Bin Yusoff (*Independent Non-Executive Director*)

To: The Shareholders of Johore Tin Berhad

Dear Sir/ Madam,

- (I) **PROPOSED RIGHTS ISSUE WITH WARRANTS;**
- (II) **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL; AND**
- (III) **PROPOSED M&A AMENDMENTS**

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

1. INTRODUCTION

On 8 August 2012, OSK, on behalf of the Board, announced the following:-

- (i) proposed renounceable rights issue of 23,326,333 Rights Shares together with 23,326,333 Warrants on the basis of one (1) Rights Share and one (1) Warrant for every three (3) existing JTB Shares held on Entitlement Date;
- (ii) proposed increase in the authorised share capital of the Company from RM100,000,000 comprising 100,000,000 JTB Shares to RM200,000,000 comprising 200,000,000 JTB Shares; and
- (iii) proposed amendments to the M&A of JTB.

On 17 August 2012, OSK, on behalf of the Board, announced that the relevant applications in relation to the Proposed Rights Issue with Warrants had been submitted to the following authorities:-

- (i) listing application to Bursa Securities for the listing of and quotation for the Rights Shares and Warrants, as well as the new JTB Shares to be issued arising from the exercise of the Warrants on the Main Market of Bursa Securities; and
- (ii) application to the Controller of Foreign Exchange (via Bank Negara Malaysia) for the issuance of the Warrants to the entitled non-resident shareholders of JTB.

On 5 September 2012, OSK had, on behalf of JTB, announced that Bursa Securities had vide its letter dated 5 September 2012, approved the admission to the Official List and the listing of the Warrants as well as the listing of the Rights Shares and new Shares to be issued pursuant to the exercise of the Warrants on the Main Market of Bursa Securities pursuant to the Proposed Rights Issue with Warrants, subject to the conditions disclosed in **Section 8**.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH DETAILS ON THE PROPOSALS AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM TO BE CONVENED. THE NOTICE OF THE FORTHCOMING EGM AND THE FORM OF PROXY ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.

2. DETAILS OF THE PROPOSALS

2.1 Proposed Rights Issue with Warrants

Based on the total issued and paid-up share capital of JTB as at the LPD of RM69,979,000 comprising 69,979,000 JTB Shares, the Proposed Rights Issue with Warrants would entail an issuance of 23,326,333 Rights Shares together with 23,326,333 Warrants to the Entitled Shareholders of the Company. The Proposed Rights Issue with Warrants is on a renounceable basis of one (1) Rights Share together with one (1) Warrant for every three (3) existing JTB Shares held by the Entitled Shareholders.

The Warrants shall only be issued to the Entitled Shareholders of the Company who subscribe for the Rights Shares pursuant to the Proposed Rights Issue with Warrants. Although the Rights Shares with Warrants are renounceable in full or in part, the Rights Shares and the Warrants are not separately renounceable. Accordingly, the Entitled Shareholders can only renounce or subscribe for their entitlements to the Rights Shares with Warrants in full or in part in the proportion allocated. Any unsubscribed Rights Shares with attached Warrants shall be offered to other shareholders of JTB under the excess Rights Shares application.

Any fractional entitlements of the Rights Shares and Warrants under the Proposed Rights Issue with Warrants shall be dealt with in such manner as the Board in their absolute discretion deems fit and expedient, and to be in the best interests of the Company.

2.1.1 Basis of determining the issue price of the Rights Shares

The issue price of the Rights Shares will be determined by the Board at a later date, based on a discount that is deemed appropriate after taking into consideration, amongst others, the theoretical ex-rights price of JTB Shares based on the five (5)-day WAMP of JTB Shares immediately preceding the price-fixing date, subject to the minimum par value of RM1.00 each.

For illustrative purposes, the Rights Shares are assumed to be issued at an indicative issue price of RM1.10 per Rights Share. This represents a discount of approximately 33.9% to the theoretical ex-rights price of RM1.66 per JTB Share based on the five (5)-day WAMP of JTB Shares up to and including the LPD of RM1.8516.

2.1.2 Basis of determining the exercise price of the Warrants

The Warrants attached to the Rights Shares will be issued for free to the Entitled Shareholders who subscribe for the Rights Shares.

The exercise price of the Warrants shall be determined by the Board after receipt of all relevant approvals but before the Entitlement Date, after taking into consideration the par value of JTB Shares and the theoretical ex-rights price of JTB Shares based on the five (5)-day WAMP of JTB Shares immediately preceding the price-fixing date for the Rights Shares.

For illustrative purposes, the exercise price for each Warrant is assumed to be RM1.66, after taking into consideration of the par value of JTB Shares of RM1.00 each and the theoretical ex-rights price of RM1.66 based on the five (5)-day WAMP of JTB Shares up to and including the LPD of RM1.8516.

2.1.3 Ranking of the Rights Shares and new JTB Shares arising from the exercise of the Warrants

The Rights Shares to be issued shall, upon allotment and issue, rank *pari passu* in all respects with the existing JTB Shares save and except that the Rights Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distributions that may be declared, made or paid prior to the relevant date of allotment and issue of the Rights Shares.

The new JTB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the existing JTB Shares, save and except that the new JTB Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distributions that may be declared, made or paid prior to the relevant date of allotment of the said new JTB Shares.

On 5 September 2012, the Company received the approval from Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities as well as the listing of and quotation for the Rights Shares, Warrants and new JTB Shares to be issued pursuant to the exercise of the Warrants, on the Main Market of Bursa Securities, subject to the conditions as stated under **Section 8** of this Circular.

2.1.4 Irrevocable undertakings from the substantial shareholders and key management of JTB

The Company had, on 17 August 2012, procured irrevocable written undertakings from the following substantial shareholders and key management of JTB to subscribe and/or cause to subscribe in full for:-

- (i) their respective entitlements for the Rights Shares ("Entitlement Undertakings"); and
- (ii) the remaining 11,055,725 Rights Shares representing approximately 47.39% of the total Rights Shares available for subscription, in the event the Rights Shares are undersubscribed at the closing date for the acceptance ("Additional Undertakings");

as disclosed in the table below.

Substantial shareholders and key management of JTB	No. of Shares held as at 31 July 2012	%	Entitlement Undertakings		Additional Undertakings	
			No. of Rights Shares to be subscribed	% of Right Shares	No. of Rights Shares to be subscribed	% of Right Shares
Substantial shareholders						
Chua Tai Boon	5,006,298	7.15	1,668,766	7.15	-	-
Genting Perwira Sdn Bhd	3,707,880	5.30	1,235,960	5.30	1,116,628	4.79
Substantial shareholders and key management of JTB						
Goh Mia Kwong	9,858,739	14.09	3,286,246	14.09	2,951,878	12.65
Lim Hun Swee	8,040,000	11.49	2,680,000	11.49	2,421,206	10.38
Edward Goh Swee Wang	3,538,407	5.06	1,179,469	5.06	1,061,349	4.55
Ng Keng Hoe	3,440,000	4.92	1,146,667	4.92	2,542,816	10.90
Key management of JTB						
Ng Yik Toon @ Ng Yik Koon	1,736,500	2.48	578,833	2.48	519,619	2.23
Yeow Ah Seng @ Yow Ah Seng	1,484,000	2.12	494,667	2.12	442,229	1.89
Total	36,811,824	52.61	12,270,608	52.61	11,055,725	47.39

Accordingly, the abovementioned substantial shareholders and key management of JTB have confirmed vide their letters dated 17 August 2012 that they have sufficient financial resources to subscribe and/or cause to subscribe for their respective Entitlement Undertakings and/or their Additional Undertakings (where applicable) under the Proposed Rights Issue with Warrants. All the said confirmations have been verified by OSK, the principal adviser for the Proposals.

The abovementioned substantial shareholders and key management of JTB have also undertaken to subscribe and/or cause to subscribe in full for any additional entitlements pursuant to the Proposed Rights Issue with Warrants, in the event that they have increased their shareholdings in JTB as at the book closure date to be determined later.

Based on the Entitlement Undertakings and Additional Undertakings, there will be no take-over implications pursuant to Part II of the Code.

The Proposed Rights Issue with Warrants will not be undertaken on a minimum subscription basis.

2.1.5 Indicative salient terms of the Warrants

The Warrants will be immediately detached from the Rights Shares upon issuance and will be separately traded. The Warrants will be issued in registered form and constituted by a Deed Poll to be executed by the Company.

Please refer to **Appendix I** for information on the indicative salient terms of the Warrants.

2.1.6 Utilisation of proceeds

The Proposed Rights Issue with Warrants is expected to raise an estimated gross proceeds totaling RM25,658,966 based on an indicative issue price of RM1.10 per Rights Share.

The gross proceeds are expected to be utilised in the following manner:-

Details of utilisation	Note	Proceeds (RM'000)	Expected timeframe for utilisation
Purchase of land and construction of new warehouse and factory	(1)	15,000	Within eighteen (18) months from the receipt of proceeds
Purchase of machineries and equipment	(2)	5,000	Within eighteen (18) months from the receipt of proceeds
Working capital	(3)	5,159	Within twelve (12) months from the receipt of proceeds
Estimated expenses related to the Proposals	(4)	500	Within one (1) month from the receipt of proceeds
Total		25,659	

Notes:-

(1) As part of the Group's expansion plans, the Board has earmarked approximately RM15.0 million for the purchase of approximately 4 acres of land and the construction of a new warehouse and factory located in Teluk Panglima Garang, Selangor, which is near Able Dairies' existing milk and dairy products manufacturing facility. Able Dairies' facility is running at close to full working space capacity and has been facing storage space constraints of late. As such, JTB is currently renting additional space from three (3) logistic companies to store its raw materials and finished products at a combined rental cost of approximately RM0.2 million per annum.

The estimated breakdown of the RM15.0 million is set out below:-

	RM'000
Land acquisition cost	5,000
Construction of factory and warehouse	10,000
	<u>15,000</u>

The management of JTB estimates that the land could facilitate the construction of a warehouse and factory with an approximate built-up area of 100,000 square feet, together with an office building with an approximate built-up area of 4,500 square feet ("Proposed Facility"). The Proposed Facility is expected to free up some much needed working space at Able Dairies' facility and will also allow JTB to include an additional milk canning line at Able Dairies' facility. Based on management's best estimates, the abovementioned extra working space together with the additional milk canning line is expected to increase production capacity by more than 25% from the current output of 95 million cans per annum. Furthermore, JTB should be able to reap savings in rental cost by using the available storage space at the Proposed Facility. As at the LPD, no purchase of new machineries and equipment has been planned for the Proposed Facility.

The land purchase together with the construction of the facilities is expected to be completed within 18 months from the receipt of funds from the Proposed Rights Issue with Warrants, subject to amongst others, the finalisation of negotiations for the land purchase, the finalisation of the valuation exercise on the property and timely approval(s) from the relevant authorities for the factory building plans. As the sale and purchase agreement for the land ("SPA") has yet to be signed and no application has been made to the relevant authorities, the timeline to obtain the necessary approvals in relation to the construction of the new factory cannot be ascertained at this juncture. The Board will submit all the necessary applications after signing of the SPA and will closely monitor the project implementation to ensure minimal interruption and delay of the Group's expansion plans.

Details of the SPA will be separately announced to Bursa Securities upon signing of the SPA which is expected to be by the end of November 2012.

Any surplus funds after deducting the actual expenses for the land acquisition and construction of the new factory and warehouse will be utilised for the Group's working capital. Conversely, any shortfall of proceeds will be funded from the portion allocated for working capital purposes and/or internally generated funds of the Group.

- (2) The Group has also earmarked RM5.0 million for the following:-
- (a) Upgrading works (ie. flooring of the factory) for the Group's existing facilities in Teluk Panglima Garang in Selangor estimated to cost approximately RM1.5 million; and
- (b) Purchase of new machineries and equipment for its existing facilities in Seelong and Kluang in Johor as well as Teluk Panglima Garang in Selangor which is estimated to cost approximately RM3.5 million.
- Please refer to the table in Section 5 of this Circular for the all of the Group's existing facilities together with its production capacity.
- (3) The Group has earmarked RM5.2 million for the Group's purchase of raw materials (ie. milk powder, sugar, palm oil and tin plates) which is currently funded by bankers' acceptances.
- (4) Proceeds earmarked for estimated expenses related to the Proposals shall be utilised as follows:-

	RM'000
Professional fees (ie. principal adviser, reporting accountant, solicitor)	340
Regulatory fees	90
Other incidental expenses in connection with the Proposals	70
TOTAL	500

Any difference in the actual proceeds raised for the Proposed Rights Issue with Warrants and any variation in the estimated expenses for the Proposals shall be adjusted to/ from the amount allocated for working capital.

Pending the utilisation of the proceeds from the Proposed Rights Issue with Warrants for the above purposes, the proceeds will be placed in deposits with financial institutions or short-term money market instrument(s).

Any proceeds arising from any exercise of the Warrants in the future are dependent on the total number of Warrants exercised during the tenure of the Warrants as well as the exercise price of the Warrants, which will be determined at a later date. Based on the indicative exercise price of RM1.66 per Warrant, the proceeds expected to be raised from the exercise of Warrants is approximately RM38.7 million. Such proceeds will be utilised for the working capital requirements of the Group.

2.2 Proposed Increase in Authorised Share Capital

JTB proposes to increase its authorised share capital from RM100,000,000 comprising 100,000,000 JTB Shares to RM200,000,000 comprising 200,000,000 JTB Shares to facilitate the implementation of the Proposals as well as any future issuance of equity capital, including any other future corporate exercises.

2.3 Proposed M&A Amendments

In conjunction with the Company's Proposed Increase in Authorised Share Capital and to be in line with the recent amendments to the Listing Requirements, the Company proposes to implement the following amendments to the M&A of the Company:-

MEMORANDUM OF ASSOCIATION		
Clause	Existing Clause	Amended Clause
To amend Clause 4	The Company's share capital is RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each.	The Company's share capital is RM200,000,000 divided into 200,000,000 ordinary shares of RM1.00 each.

ARTICLES OF ASSOCIATION		
Articles	Existing Articles	Amended Articles
To amend Article 4 (c)	(c) no Director shall participate in any issue of Shares to employees unless the Members in general meeting shall have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity PROVIDED THAT a Director not holding office in an executive capacity may so participate in an issue of Shares pursuant to a public offer or a public issue;	(c) no Director shall participate in any issue of Share Issuance Scheme unless the Members in general meeting shall have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity PROVIDED THAT a Director not holding office in an executive capacity may so participate in an issue of Shares pursuant to a public offer or a public issue;
To amend Article 96 (a)	A Member shall be entitled to appoint a person who is not a Member as his proxy;	A proxy need not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
To amend Article 96 (b)	A Member shall be entitled to appoint more than two (2) proxies to attend and vote at the same general meeting; and	A Member of the Company who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the Member at the meeting.
To amend Article 96 (c)	Where a Member appoints two (2) or more proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.	Where a Member appoints two (2) proxies , the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
To insert new Article 96 (d)	None	A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
To amend Article 99B	Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.	Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (" SICDA "), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

ARTICLES OF ASSOCIATION		
Articles	Existing Articles	Amended Articles
To insert new Article 99C (a)	None	(a) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
To insert new Article 99C (b)	None	(b) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
To insert new Article 99D	None	Where a Member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

3. RATIONALE AND BENEFITS FOR THE PROPOSALS

3.1 Proposed Rights Issue with Warrants

After due consideration of the various options available, the Board is of the view that the Proposed Rights Issue with Warrants is an appropriate avenue for JTB, as it will:-

- (i) raise equity capital for JTB and strengthen its capital base;
- (ii) raise funds without incurring interest costs, as compared to borrowings. The funds raised will be utilised for the purposes highlighted in Section 2.1.6;
- (iii) provide the Entitled Shareholders of JTB with an opportunity to increase their equity participation in the Company; and
- (iv) the Warrants attached to the Rights Shares are expected to provide the shareholders of JTB with an incentive to subscribe for the Rights Shares. Pursuant thereto, the Entitled Shareholders may also benefit from the potential capital appreciation of the Warrants. In addition, the Company would also be able to raise further proceeds as and when any of the Warrants are exercised.

3.2 Proposed Increase in Authorised Share Capital

The Proposed Increase in Authorised Share Capital is required to facilitate the implementation of the Proposals and as well as any future issuance of equity capital, including any other future corporate exercises to be undertaken by the Company.

3.3 Proposed M&A Amendments

The Proposed M&A Amendments is to accommodate the implementation of the Proposed Increase in Authorised Share Capital of the Company and to be in line with the recent amendments to the Listing Requirements.

4. INDUSTRY OVERVIEW AND OUTLOOK

4.1 Overview and outlook of the Malaysian economy

The Malaysian economy registered a stronger growth of 5.4% in the second quarter of 2012 (Q1 2012: 4.9%) led by the steady performance in all sectors, except agriculture. The services and manufacturing sectors remained the key drivers of growth, growing 6.3% and 5.6% (Q1 2012: 5.3%; 4.4%), respectively. Growth in the services sector was spurred by the wholesale and retail trade, finance and insurance, and communication sub-sectors.

On the domestic front, the Malaysian economy is expected to remain on its growth trajectory in the second half of 2012. This was reflected by the Leading Index, which grew by an average of 2% in the first six months of 2012. Domestic demand, particularly private consumption and investment are expected to drive the economy. On the supply side, growth will be supported by continued expansion in the services and construction sectors.

(Source: Malaysian Economy, Second Quarter 2012, Ministry of Finance)

4.2 Overview and outlook of the F&B industry in Malaysia

Private consumption registered a strong growth of 8.8% in the second quarter (1Q 12: 7.4%). Household spending was supported by firm labour market conditions, robust income growth and improved consumer sentiments. Consumption also benefited from recent Government initiatives such as the increase in civil servant salaries, the one-off assistance to lower income households such as Bantuan Rakyat 1 Malaysia (BR1M) and the increase in pensions of retired civil servants. In addition, the first (of three) payout of RM5,000 to FELDA settlers in June provided further impetus to consumer spending in the rural areas. The MIER Consumer Sentiments Index rose slightly to 114.9 points (1Q 12: 114.3 points) during the quarter, reflecting improved consumer confidence.

The performance of domestic-oriented industries was supported mainly by the resilience of the consumer-related cluster with the transport equipment and the food, beverage and tobacco segments registering sustained growth rates, in tandem with the firm growth in private consumption.

(Source: Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2012, Bank Negara Malaysia)

In Malaysia, the growth in private consumption is expected to be broad-based with a strong expansion of 7.1% in 2012. Growth is premised on steady consumer confidence with stable employment outlook as well as higher household income. Firm prices of commodities will spur rural household spending. In addition, the civil service reform programme with improved remuneration scheme will lead to higher disposable income of civil servants and have a significant multiplier effect on the economy.

(Source: Economic Report 2011/2012, Ministry of Finance)

4.3 General overview and outlook of the South East Asia economy and its F&B industry

In Asia, economic activity expanded at a moderate pace in the second quarter. Growth performance, however, showed divergent trends, mainly reflecting the degree of openness of the economies. Domestic demand continued to provide support to overall economic activity in the region, partially offsetting the weakness in external demand.

Growth in Singapore remained modest at 2.0% (1Q 12:1.5%), as the rebound in the manufacturing sector was offset by a moderation in the construction sector. The Indonesian economy grew by 6.4% (1Q 12: 6.3%), supported by sustained private consumption and stronger investment. Hong Kong's economy grew by 1.1% (1Q 12: 0.7%), as stronger consumption and investment offset a weaker external trade performance.

Headline inflation continued to moderate in most regional economies, mainly on account of lower food and energy prices. The slower pace of increase in inflation was also partly attributable to the favourable base effects from last year's high price index levels. Nevertheless, it remained high in a few economies, particularly India, Hong Kong, and Singapore due to elevated costs of food and housing. Amidst continued uncertainties in the global economy and lower inflationary pressures, several monetary authorities in the region eased monetary policies. The Bangko Sentral ng Pilipinas cut its key policy rate by 25 basis points, reducing overnight borrowing and lending rates to 3.75% and 5.75% respectively, as a benign inflation outlook provided room for it to further lower its interest rates.

Going forward, the global economy faces increasing downside risks, emanating from the developments in several major economies. Policy uncertainty surrounding the European sovereign debt crisis and fiscal issues in the US are expected to weigh on market sentiments and growth prospects. Asia's growth will be affected by the weakening external environment amid modest growth in PR China.

(Source: Economic and Financial Developments in the Malaysian Economy in the Second Quarter of 2012, Bank Negara Malaysia)

4.4 General overview and outlook of the Middle East and African economy and its F&B industry

The Middle East and North Africa region is going through a period of unprecedented change. In the 'Arab Spring' countries, political transition, pressing social demands, and an adverse external environment have combined to increase the near-term risks to macroeconomic stability. Political transitions in a number of countries created uncertainty that weighed on investment, tourism, and overall economic activity during 2011. Governments responded to surging global commodity prices by higher spending — including on wages and food and fuel subsidies.

The IMF is committed to supporting the Arab Spring economies with financing, technical assistance, and policy advice. However, IMF resources will have to be complemented with resources from other donors. Despite public-sector wage increases and rising global food and energy prices in most countries, headline inflation remained subdued as aggregate demand faltered and government subsidies for key commodities rose. Inflation pressures are projected to pick up in Egypt, Jordan, Morocco, and Tunisia, as planned cutbacks in subsidies cause consumer prices to rise. In other countries, weak aggregate demand and falling international food prices are likely to dampen inflation.

(Source: Middle East and North Africa: Historic Transitions under Strain, Regional Economic Outlook UPDATE, April 2012, by the International Monetary Fund)

Africa's economy should see a rebound in 2012 after popular uprisings and political unrest brought overall economic growth down to 3.4% in 2011. The continent is recovering from the global crisis of 2009 and this should be sustained even though a new global slowdown is constraining Africa's growth. With the gradual recovery of North African economies, Africa's average growth is expected to rebound to 4.5% in 2012 and to 4.8% in 2013. The international environment will remain difficult in the near term.

Parts of East Africa were hit by a severe food crisis and the African consumer had, in general, to cope with imported inflation due to higher food and fuel prices.

Given all these shocks, the decline of Africa's average growth in 2011 to 3.4% (from 5% in 2010) was relatively moderate. The growth loss came from the disruption in North Africa. Sub-Saharan Africa continued to grow by more than 5%.

(Source: Macroeconomic Prospects, 28 May 2012, African Economic Outlook)

5. Prospects of JTB

JTB is involved in the manufacture of various tins, cans and other containers, as well as printing tin plates via its subsidiaries. Its products include biscuit tins, edible oil and vegetable ghee cans, plastic jerry cans, paint and chemical cans, sweetened condensed milk and other processed food cans. In November 2011, JTB ventured into the manufacturing of dairy products, including sweetened condensed milk and evaporated milk, via the acquisition of Able Dairies Sdn Bhd.

For the tin cans and other containers segments, growth is expected to be gradual as this industry is matured, and growth is expected to move in tandem with our customers as they expand their businesses. A summary of the group's existing facilities is illustrated in the table below:-

Subsidiary	Location	Product line	Size of facility	Production capacity per annum*	Output per annum	No. of shifts
Able Dairies	Teluk Panglima Garang, Selangor	SCM / Evaporated milk	65,000 square feet	140 million cans	95 million cans	2
Unican	Teluk Panglima Garang, Selangor	SCM cans	35,000 square feet	300 million cans	93 million cans	1 – 2
Unican and Johore Tin Factory Sendirian Berhad	Kg. Seelong Jaya, Johor	F&B Industry cans	230,000 square feet	180 million cans	85 million cans	1 – 2
		Paint & Chemicals cans		13 million cans	5 million cans	1
Kluang Tin and Can Factory Sdn Bhd	Kawasan Perindustrian Kluang, Johor	F&B Industry cans	40,000 square feet	13 million cans	5 million cans	1

Note:-

* Based on the assumption that the factories are fully operational at 20 hours a day, 25 days per month, 12 months per year.

For the food and beverage segment, the Group will be benefiting from the full year's contribution from Able Dairies Sdn Bhd in 2012 compared to only 2-months contribution in 2011. In view of the above, the revenue and profit of the Group are expected to increase significantly. Having said that, the existing facilities in Teluk Panglima Garang, used primarily for the operations of Able Dairies Sdn Bhd, is being utilised to the fullest to meet its existing orders. After taking into consideration the positive market review disclosed in Section 4 of this Circular, the Group plans to expand its business with the purchase of land and the construction of warehouse and factory as disclosed in Section 2.1.6 of this Circular to increase storage and production capacity. However, there can be no assurance that the expansion will be supported by similar increase in demand for our products.

Barring any unforeseen circumstances, the Board believes that the prospects and future financial performance of the Group is expected to be favourable.

(Source: Management of JTB)

6. EFFECTS OF THE PROPOSALS

The Proposed Increase in Authorised Share Capital and Proposed M&A Amendments will not have any effect on the share capital, NA and gearing, earnings, EPS, substantial shareholders' shareholdings and convertible securities of the Company. The effects of the Proposed Rights Issue with Warrants are as follows:-

6.1 Share capital

The proforma effects of the Proposed Rights Issue with Warrants on the issued and paid-up capital of the Company are as follows:-

	RM	No. of Shares
Existing issued and paid-up share capital as at the LPD	69,979,000	69,979,000
To be issued pursuant to the Proposed Rights Issue with Warrants	23,326,333	23,326,333
Enlarged issued and paid-up capital after Proposed Rights Issue with Warrants	93,305,333	93,305,333
To be issued pursuant to the full exercise of Warrants	23,326,333	23,326,333
Enlarged issued and paid-up share capital	116,631,666	116,631,666

6.2 Earnings and EPS

Based on the assumption that the Proposed Rights Issue with Warrants is expected to be completed in fourth quarter of 2012, the EPS of the Group for FYE 31 December 2012 may be diluted as a result of the increase in the number of shares in issue after the Proposed Rights Issue with Warrants and as and when the Warrants are being exercised into new shares.

The Proposed Rights Issue with Warrants is expected to contribute positively to the future earnings of JTB Group as and when the benefits from the utilisation of funds as described in Section 2.1.6 are realised.

For illustrative purposes only, based on the consolidated financial statements of JTB for the FYE 31 December 2011, the proforma effects of the Proposals on the earnings and EPS of the JTB Group assuming that the Proposals had been effected on 1 January 2011, being the beginning of the FYE 31 December 2011 are as follows:-

	As at 31 December 2011	Proforma I After Proposed Rights Issue with Warrants	Proforma II After Proforma I and full exercise of the Warrants
No. of Shares ('000)	69,979	93,305	116,632
Profit for the year attributed to the equity holders of the Company (RM'000)	11,038	11,038	11,038
EPS (RM) ⁽¹⁾	0.16	0.12	0.09

Note:-

⁽¹⁾ *EPS = Profit for the year attributed to the equity holders of the Company/ total no. of Shares.*

6.3 NA and gearing

Based on the audited consolidated financial statements of JTB as at 31 December 2011, and on the assumption that the Proposals had been effected as at that date, the proforma effects of the Proposals on the consolidated NA and gearing of JTB Group are as follows:-

	As at 31 December 2011 (RM'000)	Proforma I After Proposed Rights Issue with Warrants ⁽¹⁾ (RM'000)	Proforma II After Proforma I and full exercise of the Warrants ⁽²⁾ (RM'000)
Share capital	69,979	93,305	116,632
Reserves:			
Share premium reserve	4,600	4,240	22,415
Foreign translation reserve	(513)	(513)	(513)
Warrant reserve	-	2,780	-
Retained earnings	32,160	31,573	31,573
Shareholders' equity/ NA	106,226	131,385	170,107
NA per share (RM)	1.52	1.41	1.46
Borrowings (RM'000)	47,131	47,131	47,131
Gearing ratio ⁽³⁾ (times)	0.44	0.36	0.28

Notes:-

⁽¹⁾ *Assuming the indicative issue price of RM1.10 per Rights Share and after deducting estimated expenses of RM500,000 incurred in relation to the Proposals, breakdown as follows:-*

	RM'000
Professional fees (i.e. principal adviser, reporting accountant, solicitor)	340
Regulatory fees	90
Other incidental expenses in connection with the Proposals	70
TOTAL	500

⁽²⁾ *Assuming an indicative exercise price of RM1.66 per Warrant.*

⁽³⁾ *Gearing ratio = Total borrowings / Shareholders' equity*

6.4 Substantial shareholders' shareholdings

Based on the Register of Substantial Shareholders of the Company as at the LPD, the effects of the Proposals on the substantial shareholders' shareholdings are as follows:-

Substantial Shareholders	As at the LPD				Proforma I After Proposed Rights Issue with Warrants ⁽¹⁾				Proforma II After Proforma I and full exercise of the Warrants			
	Direct		Indirect		Direct		Indirect		Direct		Indirect	
	No. of shares* ('000)	%	No. of shares* ('000)	%	No. of shares* ('000)	%	No. of shares* ('000)	%	No. of shares* ('000)	%	No. of shares* ('000)	%
Goh Mia Kwong	9,859	14.09	4,765	6.81 ⁽²⁾	13,145	14.09	6,354	6.81 ⁽²⁾	16,431	14.09	7,942	6.81 ⁽²⁾
Lim Hun Swee	8,040	11.49	-	-	10,720	11.49	-	-	13,400	11.49	-	-
Ng Keng Hoe	5,940	8.49	560	0.80 ⁽³⁾	7,920	8.49	747	0.80 ⁽³⁾	9,900	8.49	933	0.80 ⁽³⁾
Genting Perwira Sdn Bhd	3,708	5.30	-	-	4,944	5.30	-	-	6,180	5.41	-	-
Edward Goh Swee Wang	3,538	5.06	11,086	15.84 ⁽⁴⁾	4,718	5.06	14,781	15.84 ⁽⁴⁾	5,897	5.30	18,476	15.84 ⁽⁴⁾
Datuk Kamaludin Bin Yusoff	58	0.08	3,729	5.33 ⁽⁵⁾	77	0.08	4,973	5.33 ⁽⁵⁾	97	0.08	6,216	5.33 ⁽⁵⁾
Datin Fawziah Binti Hussein Sazally	22	0.03	3,766	5.38 ⁽⁶⁾	29	0.03	5,021	5.38 ⁽⁶⁾	36	0.03	6,276	5.38 ⁽⁶⁾
Total	31,165	44.54			41,553	44.54			51,941	44.54		

Notes:-

* The figures are on the assumptions of rounding to the nearest thousands.

⁽¹⁾ Assuming all Entitled Shareholders subscribe for their respective entitlement of Rights Shares and no Additional Undertakings were made.

⁽²⁾ Deemed interested by virtue of the shareholdings of his children in the Company under Section 6A of the Act.

⁽³⁾ Deemed interested by virtue of the shareholdings of his wife in the Company under Section 6A of the Act.

⁽⁴⁾ Deemed interested by virtue of the shareholdings of his father and sister in the Company under Section 6A of the Act.

⁽⁵⁾ Deemed interested by virtue of the shareholdings of his spouse in Genting Perwira Sdn Bhd and in the Company under Section 6A of the Act.

⁽⁶⁾ Deemed interested by virtue of her shareholdings in Genting Perwira Sdn Bhd and the shareholdings of her spouse in the Company under Section 6A of the Act.

6.5 Convertible securities

As at the LPD, JTB does not have any existing convertible securities.

7. HISTORICAL SHARE PRICES

The monthly high and low transacted market prices of JTB Shares for the past twelve (12) months from September 2011 to August 2012 are as follows:-

	High RM	Low RM
2011		
September	0.825	0.730
October	0.860	0.730
November	0.830	0.780
December	0.810	0.710
2012		
January	0.855	0.770
February	0.830	0.760
March	1.340	0.865
April	1.450	1.180
May	1.460	1.250
June	1.360	1.160
July	1.640	1.280
August	1.950	1.600

The last transacted price of JTB Shares on 7 August 2012, being the last day on which the JTB Shares were traded, prior to the date of announcement of the Proposals, was RM1.77.

The last transacted price of JTB Shares on 30 August 2012, being the latest practicable date prior to the printing of this Circular, was RM1.93.

(Source: Bloomberg)

8. APPROVALS REQUIRED/ OBTAINED

The approvals required for the Proposals are as follows:-

- (i) Bursa Securities which was obtained on 5 September 2012 for:-
 - (a) the admission of the Warrants to be issued pursuant to the Proposed Rights Issue with Warrants to the Official List of Bursa Securities;
 - (b) the listing of and quotation for the Rights Shares and Warrants to be issued pursuant to the Proposed Rights Issue with Warrants; and
 - (c) the listing of and quotation for the new JTB Shares to be issued pursuant to the exercise of the Warrants;

subject to the following conditions:-

	Condition	Status of compliance
	(i) JTB and OSK must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed Rights Issue with Warrants;	Complied
	(ii) JTB and OSK to inform Bursa Securities upon the completion of the Proposed Rights Issue with Warrants;	To be complied
	(iii) JTB to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed Rights Issue with Warrants is completed;	To be complied
	(iv) JTB is required to furnish Bursa Securities on a quarterly basis a summary of the total number of shares listed pursuant to the exercise of the Warrants as at end of each quarter together with a detailed computation of listing fees payable;	To be complied
	(v) Bank Negara Malaysia's approval for the issuance of the Warrants to the non-residents entitled shareholders of the Company pursuant to the Proposed Rights Issue with Warrants (to furnish Bursa Securities with a copy of the approval letter);	To be complied
	(vi) To incorporate the comments made by Bursa Securities in the circular to shareholders; and	Complied
	(vii) JTB is required to ensure full compliance of all the requirements pertaining to the Proposed Rights Issue with Warrants as provided under the Listing Requirements at all times	To be complied
(ii)	Controller of Foreign Exchange (via Bank Negara Malaysia), for the issuance of Warrants to the entitled foreign shareholders pursuant to the Proposed Rights Issue with Warrants;	
(iii)	the shareholders of JTB at the forthcoming EGM to be convened for the Proposals; and	
(iv)	any other relevant authorities, if required.	

The Proposed Rights Issue with Warrants, Proposed Increase in Authorised Share Capital and Proposed M&A Amendments are inter-conditional upon each other. Save for the above, the Proposals are not conditional upon any other corporate proposals of the Company.

9. ESTIMATED TIMEFRAME FOR COMPLETION

The tentative timetable for the implementation of the Proposals is as follows:-

Month	Event
Early October	EGM
Mid October	Announcement of the Entitlement Date for the Proposed Rights Issue with Warrants
End October	Issuance of Abridged Prospectus
Mid November	Closing date of the Proposed Rights Issue with Warrants
End November	Listing of and quotation for the Rights Shares and Warrants

Barring any unforeseen circumstances and subject to all approvals being obtained, the Proposals are expected to be completed in the fourth (4th) quarter of 2012.

10. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/ OR PERSONS CONNECTED

None of the Directors of JTB, major shareholders of JTB and/ or persons connected with them has any interest, direct or indirect in the Proposals beyond their respective entitlements as shareholders of the Company for the Proposed Rights Issue with Warrants which are also available to all other shareholders of the Company.

11. CORPORATE PROPOSALS ANNOUNCED BUT NOT COMPLETED

Save for the Proposals (which are the subject matter of this Circular), the Board confirms that there is no other outstanding corporate proposals announced by the Company, but not yet completed.

12. DIRECTORS' RECOMMENDATION

The Board having considered the rationale and effects of the Proposals as well as the prospects of the Group is of the opinion that the proposals are in the best interest of the Company and recommends that you vote in favour of the resolutions pertaining to the above mentioned proposals at the forthcoming EGM.

13. EXTRAORDINARY GENERAL MEETING

The EGM, the Notice of which is set out in this Circular, will be held at Melati Hall, 1st Floor-Clubhouse, Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 8 October 2012, at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the resolutions to give effect to the Proposals.

If you are unable to attend and vote in person at the EGM, please complete, sign and return the enclosed Form of Proxy for the EGM to Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, so as to arrive not later than forty-eight (48) hours before the time fixed for holding the EGM. The Form of Proxy should be completed strictly in accordance with the instruction contained therein. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

14. FURTHER INFORMATION

Shareholders are advised to refer to the Appendices set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
JOHORE TIN BERHAD

EDWARD GOH SWEE WANG
Chief Executive Officer

INDICATIVE PRINCIPAL TERMS OF THE WARRANTS

The indicative principal terms of the Warrants are as follows:-

- Issue size : 23,326,333 new detachable Warrants to be issued in conjunction with the Proposed Rights Issue with Warrants to the Entitled Shareholders of JTB on the basis of one (1) Warrant for every one (1) Rights Share successfully subscribed.
- Form and denomination : The Warrants which are to be issued with the Rights Shares are immediately detachable upon allotment and issuance of the Rights Shares and will be separately traded. The Warrants will be issued in registered form and constituted by a Deed Poll to be executed by the Company.
- Exercise price : The exercise price of Warrants will be determined at a later date, after taking into consideration the theoretical ex-rights price of shares at a price fixing date to be determined by the Board, subject to the exercise price not being less than the par value of the Shares.
- Mode of exercise : The registered holder of a Warrant is required to lodge a subscription form with the Company's registrar, duly completed, signed and stamped together with payment of the Exercise Price by bankers' draft or cashier's order drawn on a bank operating in Malaysia or a money order or postal order issued by a post office in Malaysia.
- Exercise period : The Warrants may be exercised at any time within five (5) years commencing on and including the date of issuance of the Warrants. Any Warrants, which have not been exercised during the exercise period will thereafter lapse and cease to be valid.
- Exercise rights : Each Warrant carries the entitlement, at any time during the Exercise Period to subscribe for one (1) new JTB Share at the Exercise Price, subject to the adjustments in accordance with the provisions of the Deed Poll.
- Board lot : For the purposes of trading on Bursa Securities, one (1) board lot of Warrants shall comprise 100 units of Warrants carrying the rights to subscribe for 100 new JTB Shares at any time during the Exercise Period, or such denomination as determined by Bursa Securities.
- Ranking of new JTB Shares : The new JTB Shares to be issued arising from the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the existing JTB Shares, save and except that the new JTB Shares will not be entitled to any dividends, rights, allotments and/ or other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new JTB Shares.
- Listing status : An application will be made to Bursa Securities for the admission of the Warrants to the Official List of Bursa Securities, and for the listing of and quotation for the Warrants and new JTB Shares arising from the exercise of the Warrants.
- Rights of the warrant holder(s) : Warrant holders are not entitled to vote in any general meeting of JTB or to participate in any distribution and/ or offer of further securities in the Company unless and until the warrant holder becomes a shareholder by exercising his/ her/its Warrants.
- Adjustments in the exercise price and/ or number of Warrants : The Exercise price and/or number of unexercised Warrants may be adjusted by our Directors, in consultation with its professional advisers, in the event of alteration to the share capital of the Company, capital distribution or issue of shares or any other events in accordance with the provisions of the Deed Poll.

- Rights in the Event of Winding Up, Liquidation, Compromise and/ or Arrangement : Where a resolution has been passed for a members' voluntary winding up of the Company, or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with one or more companies, then every Warrant holder shall be entitled upon and subject to the provisions of the Deed Poll at any time, within six (6) weeks after the passing of such resolution for a members' voluntary winding up of the Company or within six (6) weeks from the granting of the court order approving the compromise or arrangement, by the irrevocable surrender of its/his/her Warrants to the Company by submitting the subscription form duly completed, authorising the debiting of its/his/her Warrants together with payment of the relevant Exercise price, to elect to be treated as if it/he/she had immediately prior to the commencement of such winding up, compromise or arrangement exercised the Exercise Rights (as defined above) represented by its/his/her Warrants to the extent specified in the relevant subscription forms and be entitled to receive out of the assets of the Company which would be available in liquidation as if it/he/she had on such date been the holder of the new JTB Shares to which it/he/she would have been entitled to pursuant to such exercise and the liquidator of the Company, must give effect to such election accordingly and all Exercise Rights, which have not been exercised within the above six (6) weeks of either the passing of such resolution for the winding up or the granting of the court order for the approval of such compromise or arrangement, will lapse and the Warrants will cease to be valid for any purpose.
- Modification to the terms of the Warrants : Any modification may be effected only by a further deed poll, executed by the Company and expressed to be supplemental hereto and only if the requirement of Clause 5 of the Deed Poll has been complied with and subject to approval of the relevant authorities.
- Mode of Transfer : Any transfer of the Warrants is to be effected in the manner prescribed under the Securities Industry (Central Depositories) Act, 1991 and the Rules of Bursa Depository and any statutory amendments, modifications, or re-enactments for the time being in force.
- Governing law : Laws and Regulations of Malaysia.

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PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION OF JTBA AS AT 31
DECEMBER 2011 TOGETHER WITH THE REPORTING ACCOUNTANTS' LETTER THEREON



Crowe Horwath AF 1018
Chartered Accountants
Member Crowe Horwath International

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07 SEP 2012

The Board of Directors
Johore Tin Berhad
PTD 124298, Jalan Kempas Lama
Kampung Seelong Jaya
81300 Skudai
Johor.

Strictly Private and Confidential

Dear Sirs/Madam,

**JOHORE TIN BERHAD ("JTBA")
PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2011**

We have reviewed the Proforma Consolidated Statements of Financial Position of JTBA and its subsidiaries (the "Group") as at 31 December 2011 together with the accompanying notes thereto, (which we have stamped for the purpose of identification), have been prepared for illustrative purposes, in relation to the proposed renounceable rights issue of 23,326,333 new ordinary shares of RM1.00 each ("Rights Share(s)") together with 23,326,333 free detachable warrants ("Warrant(s)") on the basis of one (1) Rights Share and one (1) Warrant for every three (3) existing ordinary shares of RM1.00 each held in JTBA ("Proposed Rights Issue with Warrants").

The Proforma Consolidated Statements of Financial Position, because of its nature, may not be reflective of the Group's actual position. Further, such information does not purport to predict the future financial position of the Group.

DIRECTORS' RESPONSIBILITIES

The board of directors of JTBA is solely responsible for the preparation of the Proforma Consolidated Statements of Financial Position as at 31 December 2011.

OUR RESPONSIBILITIES

Our responsibility is to express an opinion as to the proper compilation of the Proforma Consolidated Statements of Financial Position. In providing this opinion, we are not responsible for updating or refreshing any reports or opinions previously issued by us on any financial information used in the compilation of the Proforma Consolidated Statements of Financial Position, nor we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

We conducted our work in accordance with Malaysian Approved Standard on Assurance Engagements, ISAE3000: Assurance Engagements Other Than Audits or Reviews of Historical Financial Information. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information to the source documents, considering the evidence supporting the adjustments and discussing the Proforma Consolidated Statements of Financial Position as at 31 December 2011 with the Group's management.

We planned and performed our work so as to obtain information and explanations we considered necessary in order to provide us with reasonable assurance that the Proforma Consolidated Statements of Financial Position have been properly compiled on the basis stated and that such basis is consistent with the accounting policies of the Group and in accordance with Financial Reporting Standards in Malaysia. Our work also involves assessing whether the adjustments made to the information used in the preparation of the Proforma Consolidated Statements of Financial Position are appropriate for the purposes of preparing the Proforma Consolidated Statements of Financial Position.

OPINION

In our opinion,

- (i) the Proforma Consolidated Statements of Financial Position as at 31 December 2011 have been properly compiled on the basis set out in the accompanying notes;
- (ii) the basis are consistent with the accounting policies normally adopted by the Group in the preparation of its audited consolidated financial statements; and
- (iii) the adjustments made are appropriate for the purposes of preparing the Proforma Consolidated Statements of Financial Position.

OTHER MATTERS

We understand that this letter will be used solely for the purposes of submission to Bursa Securities Malaysia Berhad and for inclusion in the circular. As such, this letter should not be used for any other purpose without our prior written consent. Neither the firm nor any member or employee of the firm undertakes responsibility arising in any way whatsoever to any party in respect of this letter contrary to the aforesaid purpose.

Yours faithfully



Crowe Horwath
Firm No.: AF 1018
Chartered Accountants

07 SEP 2012
Johor Bahru

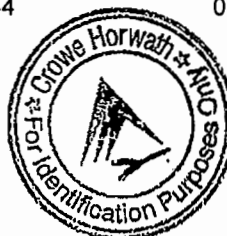
JOHORE TIN BERHAD ("JTB")
PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2011

	Note	AUDITED as at 31 DEC 2011 RM'000	Proforma I After Proposed Rights Issue with Warrants RM'000	Proforma II After Proforma I and full exercise of the Warrants RM'000
ASSETS				
NON-CURRENT ASSETS				
Property, plant and equipment		54,199	54,199	54,199
Goodwill		10,650	10,650	10,650
Other investment		17	17	17
		<u>64,866</u>	<u>64,866</u>	<u>64,866</u>
CURRENT ASSETS				
Inventories		52,843	52,843	52,843
Trade receivables		38,814	38,814	38,814
Other receivables, deposits and prepayment		2,562	2,562	2,562
Tax recoverable		920	920	920
Derivative assets		465	465	465
Fixed deposits in licensed bank		14,854	14,854	14,854
Cash and bank balances	3	17,253	42,412	81,134
		<u>127,711</u>	<u>152,870</u>	<u>191,592</u>
TOTAL ASSETS		<u>192,577</u>	<u>217,736</u>	<u>256,458</u>



**JOHORE TIN BERHAD ("JTB")
PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
AS AT 31 DECEMBER 2011**

	Note	AUDITED as at 31 DEC 2011 RM'000	Proforma I After Proposed Rights Issue with Warrants RM'000	Proforma II After Proforma I and full exercise of the Warrants RM'000
EQUITY AND LIABILITIES				
EQUITY				
Share capital	4	69,979	93,305	116,632
Reserves:				
Share premium reserve	5	4,600	4,240	22,415
Foreign translation reserve		(513)	(513)	(513)
Warrant reserve	6	-	2,780	-
Retained earnings	7	32,160	31,573	31,573
SHAREHOLDERS' EQUITY		106,226	131,385	170,107
NON-CURRENT LIABILITIES				
Long term borrowings:				
Hire-purchase payables		485	485	485
Term loan - non-current portion		14,307	14,307	14,307
Contingent consideration		4,647	4,647	4,647
Retirement benefits		359	359	359
Deferred tax liabilities		3,660	3,660	3,660
		23,458	23,458	23,458
CURRENT LIABILITIES				
Trade payables		7,009	7,009	7,009
Other payables and accruals		18,292	18,292	18,292
Amount owing to directors		1,035	1,035	1,035
Tax payable		802	802	802
Short term borrowings:				
Hire-purchase payables		336	336	336
Banker acceptance		11,135	11,135	11,135
Bank borrowings		10,046	10,046	10,046
Term loan		3,232	3,232	3,232
Revolving credit		5,000	5,000	5,000
Bank overdrafts		2,590	2,590	2,590
Contingent consideration		3,416	3,416	3,416
		62,893	62,893	62,893
Total Liabilities		86,351	86,351	86,351
TOTAL EQUITY AND LIABILITIES		192,577	217,736	256,458
Ratios				
Number of JTB shares		69,979	93,305	116,632
Net assets per share (RM)		1.52	1.41	1.46
Total Interest-bearing borrowings		47,131	47,131	47,131
Gearing (times)		0.44	0.36	0.28



**JOHORE TIN BERHAD ("JTB")
NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION
AS AT 31 DECEMBER 2011**

1. Basis Of Preparation

The Proforma Consolidated Statements of Financial Position of JTB have been prepared based on the audited Statements of Financial Position of JTB as at 31 December 2011. The Proforma Consolidated Statements of Financial Position have been prepared solely for illustrative purposes, to show the effects of the following:-

- the renounceable rights issue of 23,326,333 new ordinary shares of RM1.00 each ("Rights Share(s)") together with 23,326,333 new free detachable warrants ("Warrant(s)") on the basis of one (1) Rights Share and one (1) Warrant for every three (3) existing ordinary share(s) of RM1.00 each held in JTB ("Proposed Rights Issue with Warrants")

The issue price of the Rights Shares and exercise price of the Warrants will be determined by the Board of Directors of JTB at a later date.

The financial statements used in the preparation of the Proforma Consolidated Statements of Financial Position have been prepared in accordance with Financial Reporting Standards in Malaysia and the auditors' report on the said financial statements was not qualified.

The Proforma Consolidated Statements of Financial Position have been prepared based on the accounting policies and bases consistent with those adopted by JTB in the preparation of its audited consolidated financial statements.

2. Effects of Rights Shares and Warrants Issued

2.1 Proforma I

Proforma I incorporates the effects whereby 23,326,333 Rights Shares with 23,326,333 Warrants are subscribed for at an indicative issue price of RM1.10 per Rights Share (Please refer to Note 1) and estimated expenses of RM500,000 in relation to the Proposed Rights Issue with Warrants.

2.2 Proforma II

Proforma II incorporates the effects of Proforma I and assuming full exercise of 23,326,333 Warrants at the indicative exercise price of RM1.66 per Warrant (Please refer to Note 1) to JTB Share.



**JOHORE TIN BERHAD (“JT B”)
NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION
AS AT 31 DECEMBER 2011**

3. Cash and Bank Balances

	RM’000
As at 31.12.2011 (audited)	17,253
Proceeds from Proposed Rights Issued with Warrants	25,659
Estimated expenses relating to the Proposed Rights Issue with Warrants	(500)
As per Proforma I	<u>42,412</u>
Exercise of Warrants to ordinary shares	38,722
As per Proforma II	<u><u>81,134</u></u>

4. Share Capital

	RM’000
As at 31.12.2011 (audited)	69,979
Issuance of Rights Shares	23,326
As per Proforma I	<u>93,305</u>
Exercise of Warrants to ordinary shares	23,327
As per Proforma II	<u><u>116,632</u></u>

5. Share Premium Reserve

	RM’000
As at 31.12.2011 (audited)	4,600
Estimated expenses relating to the Proposed Rights Issue with Warrants ^(a)	(360)
As per Proforma I	<u>4,240</u>
Exercise of Warrants to ordinary shares	18,175
As per Proforma II	<u><u>22,415</u></u>



**JOHORE TIN BERHAD ("JTB")
NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION
AS AT 31 DECEMBER 2011**

5. Share Premium Reserve (Cont'd)

^(a)The estimated expenses of RM360,000 represented 81% of the allocated expenses of RM445,000 which in turn form 89% of the total estimated expenses of RM500,000 for the Proposals. The basis of 81% is derived by way of applying weighted average method in proportion to the amount of permitted expenses written off against share premium reserve and the amount of estimated expenses charged against the retained earnings, which is based on the recommended practice stated in FR SIC Consensus 13. The allocated expenses of RM445,000 are derived from the 5 days WAMP up to and including 30 Aug 2012 ("WAMP") over the sum of the WAMP and fair value of the Warrant.

6. Warrants Reserve

	RM'000
As at 31.12.2011 (audited)	-
Issuance of Warrants ^(b)	2,780
As per Proforma I	<u>2,780</u>
Exercise of Warrants to ordinary shares	(2,780)
As per Proforma II	<u><u>-</u></u>

^(b)The amount is based on the issuance of Warrants at a fair value of RM0.23 per Warrant and after deducting estimated expenses of RM55,000. The estimated expenses of RM55,000 represented 11% of the total estimated expenses of RM500,000 for the Proposals. The basis of 11% is derived from the fair value of the Warrant over the sum of the WAMP and fair value of the Warrant.

The allocated fair value of free Warrants credited to a warrant reserve is non-distributable. Warrant reserve is transferred to the share premium account upon the exercise of Warrants.

The Directors have allocated a fair value of RM0.23 per Warrant to the free Warrants. The value of the Warrants is based on the relative fair values of the ordinary shares by reference to the critical assumptions comprising:-

Share price : 5 day WAMP up to and including 30 Aug 2012= RM1.8516
 Exercise price : RM1.66
 Expiry date : 2017
 Volatility : Historical volatility of last past 5 years was 13.51%
 Dividend: : Nil



JOHORE TIN BERHAD ("JTBB")
NOTES TO THE PROFORMA CONSOLIDATED STATEMENTS OF FINANCIAL
POSITION
AS AT 31 DECEMBER 2011

7. Retained Earnings

	RM'000
As at 31.12.2011 (audited)	32,160
Estimated expenses relating to the Proposed Rights Issue with Warrants ^(c)	(85)
To record the issuance of equity instruments based on their substance over the legal form ^(d)	(502)
As per Proforma I and II	<u>31,573</u>

^(c) The estimated expenses of RM85,000 represented 19% of the allocated expenses of RM445,000 which in turn form 89% of the total estimated expenses of RM500,000 for the Proposals. The basis of 19% is derived by way of applying weighted average method in proportion to the amount of permitted expenses written off against share premium reserve and the amount of estimated expenses charged against the retained earnings, which is based on the recommended practice stated in FRSIC Consensus 13. The allocated expenses of RM445,000 are derived from the WAMP over the sum of the WAMP and fair value of the Warrant.

^(d) The shortfall between the carrying amount of the new shares issued and their par value would be charged to the retained earnings because the excess of the measurement values of the equity instruments and the consideration received is construed as a form of distribution by the issuer to shareholders.

Approved and adopted on behalf of the Board,



Edward Goh Swee Wang
 Chief Executive Officer

07 SEP 2012



DETAILS OF THE PROPOSED M&A AMENDMENTS

In conjunction with the Company's Proposed Increase in Authorised Share Capital and to be in line with the recent amendments to the Listing Requirements, the Company proposes to implement the following amendments to the M&A of the Company (**for which differences are highlighted in bold**):

PROPOSED AMENDMENT TO MEMORANDUM OF ASSOCIATION

Clause	Existing Clause	Amended Clause
To amend Clause 4	The Company's share capital is RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each.	The Company's share capital is RM200,000,000 divided into 200,000,000 ordinary shares of RM1.00 each.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Articles	Existing Articles	Amended Articles
To amend Article 4 (c)	(c) no Director shall participate in any issue of Shares to employees unless the Members in general meeting shall have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity PROVIDED THAT a Director not holding office in an executive capacity may so participate in an issue of Shares pursuant to a public offer or a public issue;	(c) no Director shall participate in any issue of Share Issuance Scheme unless the Members in general meeting shall have approved of the specific allotment to be made to such Director and unless he holds office in an executive capacity PROVIDED THAT a Director not holding office in an executive capacity may so participate in an issue of Shares pursuant to a public offer or a public issue;
To amend Article 96 (a)	A Member shall be entitled to appoint a person who is not a Member as his proxy;	A proxy need not be a member. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
To amend Article 96 (b)	A Member shall be entitled to appoint more than two (2) proxies to attend and vote at the same general meeting; and	A Member of the Company who is entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, may appoint not more than two (2) proxies to attend and vote instead of the Member at the meeting.
To amend Article 96 (c)	Where a Member appoints two (2) or more proxies the appointments shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.	Where a Member appoints two (2) proxies , the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
To insert new Article 96 (d)	None	A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.

Articles	Existing Articles	Amended Articles
To amend Article 99B	Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.	Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
To insert new Article 99C (a)	None	(a) Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
To insert new Article 99C (b)	None	(b) An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act, 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
To insert new Article 99D	None	Where a Member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and the Directors individually and collectively accept full responsibility for the accuracy of the information contained in this Circular and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there is no fact the omission of which would make any statement herein false or misleading.

2. CONSENTS AND DECLARATIONS OF CONFLICT OF INTEREST

2.1 Adviser

OSK, the adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name in this Circular, in the form and context in which they appear in this Circular.

OSK has given its written confirmation that there is no conflict of interest which exists or is likely to exist that may result in a conflict of interest situation in relation to its role as adviser for the Proposals.

2.2 Reporting accountants

Messrs Crowe Horwath, the external auditors of JTB Group as well as the reporting accountants for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name, the letter and all reference thereto, as the case may be, in the form and context in which they appear in this Circular.

Messrs Crowe Horwath has given its written confirmation that there is no conflict of interest which exists or is likely to exist that may result in a conflict of interest situation in relation to its role as the reporting accountants for the Proposals.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, neither JTB nor its subsidiary companies have been engaged in any material litigation, claim or arbitration, either as plaintiff or defendant, which has a material effect on the financial position of JTB and/ or its subsidiary companies and the Board has no knowledge of any proceedings pending or threatened against JTB and/ or its subsidiary companies or any fact likely to give rise to any proceeding which may materially and adversely affect the financial position of JTB Group:-

The suit was brought by General Containers Sdn Bhd ("GCSB" or "Plaintiff") against the former director of GCSB, Mr. Tan Chin Wah for breach of fiduciary duties and against Johore Tin Factory Sdn Bhd ("JTF") and Unican Industries Sdn Bhd ("Defendants") for conspiring to divest GCSB of its vital assets, business, customers and goodwill.

The amount claimed against Unican is for approximately RM463,002, an alleged monetary debt of RM2,000,000 and the cost of repair of a machinery "MAWAG KS 1 Slitter". The amount claimed against JTF is approximately RM638,416. There is also a claim for general damages that were not quantified by the Plaintiff.

The Johor Bahru High Court ("High Court") has made a judgment in favour of the Defendants on 29 October 2010 when the High Court dismissed the suit with costs.

GCSB has appealed against this decision to the Court of Appeal ("COA") and the COA has fixed the hearing date on 8 November 2012. The solicitors are of the opinion that there is a high probability that the appeal against the decision of the High Court will not be successful.

4. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

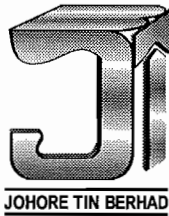
Save as disclosed below, as at the LPD, the Board is not aware of any material commitments and contingent liabilities incurred or known to be incurred by JTB:-

	RM '000
Corporate guarantees given to licensed banks for banking facilities granted to subsidiaries	26,834

5. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:-

- (i) Memorandum and Articles of Association of JTB;
- (ii) Audited consolidated financial statements of JTB for the past two (2) FYE 31 December 2010 and 31 December 2011 and the latest unaudited quarterly results for the six (6) months financial period ended 30 June 2012;
- (iii) The proforma consolidated statements of financial position as at 31 December 2011 and reporting accountants' letter thereon;
- (iv) The draft Deed Poll for the Warrants;
- (v) The letters of consent and declarations of conflict of interest referred to in Section 2 above; and
- (vi) The relevant cause papers in respect of the material litigation as referred to in Section 3 above.



JOHORE TIN BERHAD

(Company No. 532570-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Johore Tin Berhad ("JTB" or the "Company") will be held at Melati Hall, 1st Floor- Clubhouse, Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 8 October 2012, at 10.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without any modification:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 23,326,333 NEW ORDINARY SHARES OF RM1.00 EACH IN JTB ("RIGHTS SHARE(S)") TOGETHER WITH 23,326,333 NEW FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE AND ONE (1) WARRANT FOR EVERY THREE (3) EXISTING ORDINARY SHARES OF RM1.00 EACH IN JTB ("JTB SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT, subject to the approval of Bank Negara Malaysia, approval-in-principle granted by Bursa Malaysia Securities Berhad ("Bursa Securities") and all other relevant authorities/ parties (if applicable) and the passing of Special Resolutions 1 and 2, approval be and is hereby given to the Directors of the Company for the following:

- (a) to provisionally allot and issue by way of a renounceable rights issue of 23,326,333 Rights Shares at an issue price to be determined and announced later, but in any case, the issue price will not be lower than the par value of the existing ordinary shares of RM1.00 each in JTB on the basis of one (1) Rights Share for every three (3) JTB Shares held together with Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed by way of provisional allotment to shareholders whose names appear in the Record of Depositors at the close of business on a date to be determined by the Board of Directors;
- (b) wherein each of the Warrants will carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("Deed Poll") to be executed, at any time during the "Exercise Period" as defined in the Deed Poll, for one (1) new JTB Share at an exercise price to be determined later, but in any case the exercise price will not be lower than the par value of the then existing ordinary shares of RM1.00 per share;
- (c) to allot and issue such number of new JTB Shares pursuant to the exercise of the Warrants, from time to time during the tenure of the Warrants, and such new JTB Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing JTB Shares provided that such new JTB Shares then issued, shall not be entitled to any dividend, right, allotment and/ or other distribution declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the said new JTB Shares;
- (d) to allot and issue such further Warrants and new JTB Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities;

- (e) to do all such acts and things including but not limited to the application to Bursa Securities for the listing of and quotation for the new JTB Shares which may from time to time be allotted and issued upon exercise of the Warrants;

THAT any fractional entitlements under the Proposed Rights Issue with Warrants will be disregarded and shall be dealt with in such manner as the Directors shall in their absolute discretion deem expedient in the interest of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the circular to shareholders of the Company dated 14 September 2012 ("Circular"), and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares and new JTB Shares arising from exercise of the Warrants will, upon allotment and issue, rank *pari passu* in all respects with the existing ordinary shares of the Company then, save and except that they will not be entitled to any dividend, right, allotment and/ or other distribution that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issue of the Rights Shares or new JTB Shares arising from exercise of the Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants.

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000 COMPRISING 100,000,000 JTB SHARES TO RM200,000,000 COMPRISING 200,000,000 JTB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

THAT, subject to the approvals of the relevant authorities being obtained and the passing of Ordinary Resolution and Special Resolution 2, approval be and is hereby given to the Board of Directors to increase the authorised share capital of the Company from RM100,000,000 comprising 100,000,000 JTB Shares to RM200,000,000 comprising 200,000,000 JTB Shares by the creation of additional 100,000,000 new JTB Shares.

AND THAT the Directors be and are hereby authorised to take all such steps, execute such documents and enter into such transactions, arrangements, agreements as it may be necessary or expedient to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, modifications, variations and/ or amendments as the Board may deem fit, necessary and/ or expedient in the interest of the Company or as may be imposed by any relevant regulatory authority or consequent upon the implementation of the said conditions, modifications, variations and/ or amendments.

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF THE COMPANY ("PROPOSED M&A AMENDMENTS")

THAT, subject to the approvals of the relevant authorities being obtained and the passing of Special Resolution 1 above and in conjunction with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed alterations, modifications, additions and/or deletions to the M&A of the Company ("Proposed M&A Amendments") as set out in Appendix III of the Circular, be hereby approved.

AND THAT the Directors and/or Secretary of the Company be and are/is hereby authorised to take all steps and do all acts, things and deeds which may be considered necessary or expedient in order to implement, finalise and give effect to the Proposed M&A Amendments.

By Order of the Board
JOHORE TIN BERHAD

Yong May Li (LS0000295)
Company Secretary

Johor Bahru, Johor
Date: 14 September 2012

Notes:-

1. *A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.*
2. *Where a member appoints two or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.*
3. *A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
4. *Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
5. *The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an attorney or an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.*
6. *The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*
7. *For the purpose of determining who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting the Bursa Depository Sdn. Bhd. to make available to the Company pursuant to Article 72(c) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 1 October 2012 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.*



JOHORE TIN BERHAD

(Company No. 532570-V)

(Incorporated in Malaysia under the Companies Act, 1965)

CDS account no. of authorised nominee	No. of shares held

FORM OF PROXY

I/We, _____
of _____ being a member of/ members of
JOHORE TIN BERHAD hereby appoint _____
of _____
or failing him/ her, _____
of _____

or failing him/ her/ them, the Chairman of the Meeting as my/our proxy to vote for me/us as my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held at Melati Hall, 1st Floor- Clubhouse, Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 8 October 2012 at 10.00 a.m. or any adjournment thereof, in the manner indicated below:-

RESOLUTIONS	FOR	AGAINST
Ordinary Resolution - Proposed Rights Issue with Warrants		
Special Resolution 1 - Proposed Increase in Authorised Share Capital		
Special Resolution 2 - Proposed M&A Amendments		

(Please indicate with an "X" in the spaces above how you wish your votes to be cast on the resolution specified in the Notice of Meeting. If no specific direction as to the voting is given, the proxy will vote or abstain at his/her discretion.)

Dated this _____ day of _____ 2012.

Signature of shareholder(s) / Common Seal

Notes:-

1. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
2. Where a member appoints two or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an attorney or an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
6. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
7. For the purpose of determining who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting the Bursa Depository Sdn. Bhd. to make available to the Company pursuant to Article 72(c) of the Articles of Association of the Company and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a Record of Depositors as at 1 October 2012 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.



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AFFIX
STAMP

The Company Secretary
JOHORE TIN BERHAD (532570-V)
Suite 1301, 13th Floor, City Plaza
Jalan Tebrau
80300 Johor Bahru
Johor

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