



## 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 Allamanda Hall, 1st Floor – Clubhouse, Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Thursday, 20 October 2011 at 10.00 a.m. for the purpose of considering and if thought fit to pass the following resolutions:-

#### ORDINARY RESOLUTION I

**PROPOSED ACQUISITION BY JTB OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF ABLE DAIRIES SDN BHD ("ADSB") COMPRISING 1,500,000 ORDINARY SHARES OF RM1.00 EACH FROM KUA JIN GUANG @ KAU KAM ENG, NG KENG HOE, LAI SHIN LIN AND LOCK TOH PENG FOR A PURCHASE CONSIDERATION OF RM31,000,000 TO BE SATISFIED BY CASH AMOUNTING TO RM27,000,000 AND THE ISSUANCE OF 4,000,000 NEW ORDINARY SHARES OF RM1.00 EACH IN JTB AT AN ISSUE PRICE OF RM1.00 PER JTB SHARE ("PROPOSED ACQUISITION")**

"**THAT**, subject to the passing of Ordinary Resolution II and the Special Resolution as well as the approvals of all relevant regulatory authorities being obtained and pursuant to the terms and conditions of the Share Sale Agreement dated 18 August 2011, approval be and is hereby given to the Company to acquire the entire issued and paid-up share capital of ADSB comprising 1,500,000 ordinary shares of RM1.00 each from Kua Jin Guang @ Kau Kam Eng, Ng Keng Hoe, Lai Shin Lin and Lock Toh Peng for a purchase consideration of RM31,000,000, to be satisfied by way of cash amounting to RM27,000,000 and the issuance of 4,000,000 ordinary shares of RM1.00 each in JTB ("JTB Shares") at an issue price of RM1.00 per JTB Share ("Consideration Shares");

**THAT** such Consideration Shares shall, upon allotment and issuance, rank pari passu in all respects with the then existing Shares in the Company, save and except that the Consideration Shares so issued will not be entitled to any dividend, right, allotment and/or other distributions which are declared, made or paid to shareholders of JTB, the entitlement date of which is prior to the date of allotment of the Consideration Shares;

**AND THAT** the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Acquisition".

#### ORDINARY RESOLUTION II

**PROPOSED DIVERSIFICATION OF THE BUSINESS OF JTB GROUP INTO FOOD AND BEVERAGE MANUFACTURING ("PROPOSED DIVERSIFICATION")**

"**THAT**, subject to the passing of Ordinary Resolution I and the Special Resolution as well as the approvals of the relevant authorities being obtained, approval be and is hereby given to the Company to diversify the business of JTB Group into food and beverage manufacturing.

**AND THAT** the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Diversification".

#### SPECIAL RESOLUTION

**PROPOSED AMENDMENTS TO THE OBJECT CLAUSES IN THE MEMORANDUM OF ASSOCIATION OF JTB ("PROPOSED AMENDMENTS")**

"**THAT**, subject to the passing of Ordinary Resolution I and Ordinary Resolution II, it is hereby resolved that the object clauses of the Memorandum of Association be amended in the following manner:-

i. **By deleting the old Clause 3. (1) and substituting thereof the following new Clause which shall read as follows:-**

3. (1) To carry on all or any of the business of tin can and other container manufacturers, decorators of cans and other containers made of tinsplates or other embossers on tinsplates or other material, lithographers and printers on tinsplates, paper or other material, silk screening on plastics and other related materials, sheet iron and tinplate workers and japanners, letterpress or block printers, designers, photo-lithographers and card box makers; and to carry on business of importers, exporters, manufacturers, producers, refiners, developers, dealers, distributors of all kinds of metal and alloy containers, cans, drums, all accessories, fittings and products of any description and all kinds of materials, minerals, chemicals, substances and products, whether natural or artificial, including in particular, but without limitation, plastics, resins and goods and articles made from the same, and compounds, intermediates, derivatives and by-products thereof.

ii. **By deleting the old Clause 3. (2) and substituting thereof the following new Clause which shall read as follows:-**

3. (2) To carry on the business of manufacturer, producer, wholesaler, marketer, trader, seller, bottler and distributor of all kinds of food and beverages including dairy products, milk, liquid milk, sweetened condensed milk and creamer, sweetened creamer, evaporated milk of all kinds and different blend formulations, other beverages and related products of all kinds and descriptions and including different blend formulations of ghee comprising pure milk fat, vegetable oil and mixed and related products of all kinds and description.

**AND THAT** the Directors be and are hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Amendments".

By Order of the Board  
JOHORE TIN BERHAD

**Yong May Li (LS0000295)**  
Company Secretary

Johor Bahru, Johor  
Date: 26 September 2011

#### 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. 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.
5. 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.