



# 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 an Extraordinary General Meeting of Johore Tin Berhad ("JTB" or the "Company") will be convened at Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor, on Monday, 29 August 2016 at 3.30 p.m., or any adjournment thereof for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

### ORDINARY RESOLUTION 1

**PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH INTO TWO (2) NEW ORDINARY SHARES OF RM0.50 EACH IN JTB ("SUBDIVIDED SHARE(S)" OR "JTB SHARE(S)") HELD BY THE SHAREHOLDERS WHOSE NAMES APPEAR IN THE RECORD OF DEPOSITORS OF THE COMPANY AS AT THE CLOSE OF BUSINESS ON AN ENTITLEMENT DATE ("ENTITLED SHAREHOLDERS") TO BE DETERMINED AND ANNOUNCED LATER ("ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")**

**THAT** subject to the passing of the Special Resolution and Ordinary Resolution 2, and the approvals of all relevant regulatory authorities for the Proposed Share Split, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to subdivide each of the existing ordinary shares of RM1.00 each in the Company into two (2) ordinary shares of RM0.50 each in the Company held by Entitled Shareholders on the Entitlement Date;

**THAT** the Subdivided Shares will upon allotment and issuance, rank *pari passu* in all respects with each other;

**AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Share Split with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Share Split.

### ORDINARY RESOLUTION 2

**PROPOSED BONUS ISSUE OF UP TO 77,754,444 NEW SUBDIVIDED SHARES ("BONUS SHARE(S)") ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY THREE (3) SUBDIVIDED SHARES HELD BY THE ENTITLED SHAREHOLDERS ON THE ENTITLEMENT DATE ("PROPOSED BONUS ISSUE")**

**THAT** subject to the passing of Ordinary Resolution 1 and the Special Resolution as well as the approvals of all relevant regulatory authorities for the listing of and quotation for the Bonus Shares on the Main Market of Bursa Malaysia Securities Berhad, the Board is hereby authorised to capitalise an amount up to approximately RM38.88 million from the share premium and retained earnings accounts of the Company for the purpose of the Proposed Bonus Issue;

**THAT** the Board be and is hereby authorised to apply such capitalisation amount and to issue at par, up to 77,754,444 Bonus Shares to be credited as fully paid-up and such new Bonus Shares to be allotted to the Entitled Shareholders on the Entitlement Date which is intended to be on the same date as the Proposed Share Split;

**THAT** fractional entitlements of the Bonus Shares, if any, shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, in the best interest of the Company;

**THAT** the Bonus Shares will upon allotment and issuance, rank *pari passu* in all respects with the existing JTB Shares, save and except that the new Bonus Shares issued 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 Entitlement Date;

**AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Bonus Issue with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.

### SPECIAL RESOLUTION

**PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF JTB TO FACILITATE THE PROPOSED SHARE SPLIT ("PROPOSED AMENDMENT")**

**THAT** subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2, approval be and is hereby given to the Company to amend the Memorandum of Association of JTB to facilitate the implementation of the Proposed Share Split in the following manner:-

Clause	Existing	Proposed Amendment
4	The Company's share capital is RM200,000,000 divided into 200,000,000 ordinary shares of RM1.00 each.	The Company's share capital is RM200,000,000 divided into <b>400,000,000</b> ordinary shares of <b>RM0.50</b> each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.

**AND THAT** the Board be and is hereby authorised to take all such necessary steps to give effect to the Proposed Amendment with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Amendment.

By Order of the Board,  
**JOHORE TIN BERHAD**

**YONG MAY LI (f) (LS0000295)**  
Company Secretary

**Johor Bahru**  
5 August 2016

### Notes:-

- A member of the Company entitled to attend and vote at the meeting may appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
- 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.*
- 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.*
- 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.*
- 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.*
- 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 adjourned meeting as the case may be at which the person named in such instrument proposes to vote.*
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia 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 22 August 2016 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend this meeting.*