

**NOTICE IS HEREBY GIVEN THAT** the 20<sup>th</sup> Annual General Meeting of Johore Tin Berhad will be conducted entirely through live streaming from the Broadcast Venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Level 29, Tower A, Vertical Business Suite Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan ("Broadcast Venue") on Friday, 25 June 2021 at 10.00 a.m. for the following purposes:

**AGENDA**

**ORDINARY BUSINESS:**

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM324,000.00 for the financial year ended 31 December 2020.
- To approve the payment of Directors' benefits for an amount not exceeding RM75,000.00 from the 20<sup>th</sup> AGM 2021 to the 21<sup>st</sup> AGM 2022 of the Company.
- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution.
  - Mr Edward Goh Swee Wang
  - Datuk Kamaludin Bin Yusoff
- To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

**SPECIAL BUSINESS:**

To consider and if thought fit, to pass the following resolution, with or without modifications:

- ORDINARY RESOLUTION 1**  
**AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016**  
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer ("New Shares") from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 20% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 20% General Mandate")." THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2021.  
THAT with effect from 1 January 2022, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Paragraph 6.03 of the Listing Requirements provided that the aggregate number of such New Shares to be issued, to be subscribed under any rights granted, to be issued from conversion of any security, or to be issued and allotted under an agreement or option or offer by the Company from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").  
THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:
  - the conclusion of the next Annual General Meeting of the Company held after the approval was given;
  - the expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or
  - revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate".)  
THAT the Directors of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of Bursa Securities.  
THAT authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.  
AND FURTHER THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

- ORDINARY RESOLUTION 2**  
**CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – DATUK KAMALUDIN BIN YUSOFF**  
"THAT authority be and is hereby given to Datuk Kamaludin Bin Yusoff who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance to the Malaysian Code on Governance 2017."

- ORDINARY RESOLUTION 3**  
**PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK**  
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-
  - the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
  - the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,("Proposed Share Buyback").

- AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:
- the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
  - the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held; or
  - revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first, but shall not prejudice the completion of purchase (s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
  - To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
  - To resell all or part of the treasury shares;
  - To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
  - To transfer all or part of the treasury shares as purchase consideration; vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
  - To deal with the treasury shares in any other manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buyback with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities."

- SPECIAL RESOLUTION**  
**PROPOSED CHANGE OF COMPANY'S NAME FROM "JOHORE TIN BERHAD" TO "ABLE GLOBAL BERHAD"**  
"THAT the name of the Company be changed from "Johore Tin Berhad" to "Able Global Berhad" with effect from the date of the Notice of Registration of New Name issued by the Companies Commission of Malaysia and the Constitution of the Company be hereby amended accordingly, wherever the name of the Company appears AND THAT the Directors and the Secretary of the Company be and are hereby authorised to take all such necessary steps to give effect to the Proposed Change of Company's Name and to carry out all the necessary formalities in effecting the Proposed Change of Company's Name."  
To transact any other business of which due notice shall have been given.

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

**YONG MAY LI (f) (LS0000295)**  
[SSM Practising Certificate No. 20200800285]  
**WONG CHEE YIN (f) (MAICSA7023530)**  
[SSM Practising Certificate No. 202008001953]  
Company Secretaries  
Johor Bahru  
27 May 2021

**NOTES:-**

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members will not be allowed to attend the 20<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 20<sup>th</sup> AGM via the Remote Participation and Voting ("RPV") facilities provided by Tricor Investor & Issuing House Services Sdn Bhd via its TIH Online website at <https://tjih.online>. Please follow the Procedures for RPV in the Administrative Guide for the 20<sup>th</sup> AGM and take note of procedure below in order to participate remotely via RPV.
- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 18 June 2021. Only a member whose name appears in this Record of Depositors shall be entitled to participate in this AGM via RPV or appoint a proxy to attend, speak and vote on his/her/its behalf.
- A member of the Company who is entitled to participate at the 20<sup>th</sup> AGM of the Company may appoint not more than two (2) proxies to attend, participate, speak and

Resolution on Proxy Form  
(Please refer Explanatory Note 1)  
(Ordinary Resolution 1)  
(Ordinary Resolution 2)  
(Ordinary Resolution 3)  
(Ordinary Resolution 4)  
(Ordinary Resolution 5)

(Ordinary Resolution 6)

(Ordinary Resolution 7)

(Ordinary Resolution 8)

(Special Resolution)

- vote instead of the member at the Annual General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Central Depositories Act, it may appoint not more than two (2) proxies in respect of each securities account it holds in 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 which holds ordinary shares in the Company for multiple beneficial owners in one 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act") which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
  - Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
  - A member who has appointed a proxy or attorney or authorised representative to participate at the 20<sup>th</sup> AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIH Online website at <https://tjih.online>. Please refer to the procedures for RPV in the Administrative Guide for the 20<sup>th</sup> AGM.
  - The appointment of a proxy may be made in a hard copy form or by electronic means shall be deposited in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:
    - In hard copy form  
By hand or post to the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan or its the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan
    - By electronic means  
The proxy form can be electronically lodged with the Share Registrar of the Company via TIH Online at <https://tjih.online>. Kindly refer to the Administrative Guide for the AGM on the procedures for electronic lodgement of proxy form via TIH Online.
  - Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
  - Last date and time for lodging this proxy form is **Wednesday, 23 June 2021 at 10.00 a.m.**
  - Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notariably and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
  - For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
    - If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
    - If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
      - at least two (2) authorised officers, of whom one shall be a director; or
      - any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

**EXPLANATORY NOTES**

**ORDINARY BUSINESS:**

- Agenda item 1:**  
**Audited Financial Statements for Financial Year Ended 31 December 2020**  
This Agenda item is meant for discussion only as the provisions Sections 248(2) and 340(1) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Agenda items 2 & 3 respectively**  
**Ordinary Resolution 1 – Directors' Fees**  
**Ordinary Resolution 2 – Directors' Benefits**  
Section 230(1) of the Companies Act, 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval on the following two (2) separate resolutions shall be sought at the 20<sup>th</sup> AGM 2021
  - Ordinary Resolution 1** on payment of Directors' Fees in respect of the year 2020; and
  - Ordinary Resolution 2** on payment of Directors' benefits with effect from the 20<sup>th</sup> AGM 2021 to the 21<sup>st</sup> AGM 2022 of the Company.The Directors' benefits payable would comprise wholly for meeting allowances which was calculated based on the number of scheduled Board's and Board Committees' meetings with effect from the 20<sup>th</sup> AGM 2021 until the 21<sup>st</sup> AGM 2022.
- Agenda Item 4 (a) & (b)**  
**Ordinary Resolutions 3 to 4 – Re-election of Directors**  
Mr Edward Goh Swee Wang and Datuk Kamaludin Bin Yusoff are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 20<sup>th</sup> AGM 2021.  
The Board has through the Nominating Committee, had considered and assessed the retiring Directors and agreed that they meet the qualification of Directors as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities and have the character, experience, integrity, competence and time to effectively discharge their roles as Directors.
- Agenda Item 5**  
**Ordinary Resolution 5 – Re-appointment of Auditors**  
The Board has through the Audit Committee, considered the re-appointment of Messrs Crowe Malaysia PLT as External Auditors of the Company. The factors considered by the Audit Committee in making the recommendation to the Board to table the re-appointment of Messrs Crowe Malaysia PLT at the forthcoming Annual General Meeting, included an assessment of the Auditors' independence and objectivity, caliber and quality process/performance.

**SPECIAL BUSINESS:**

- Agenda Item 6**  
**Ordinary Resolution 6 - Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016**  
The Proposed Resolution 7 under Item 6, if passed, will empower the Directors of the Company to issue and allot ordinary shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2021. With effect from 1 January 2022, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Paragraph 6.03 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.  
The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.  
This proposed Resolution is a new mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time.  
The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as:
  - Amid the unprecedented uncertainty surrounding the recovery of the COVID-19 pandemic, this 20% General Mandate provides the Company flexibility to raise funds quickly and efficiently during this challenging time to meet its funding requirements for working capital, operational expenditure or for a new business opportunity.
  - To provide additional relief to the Company cashflow to support the business operations in view of the tougher economic environment that arose from the COVID-19 pandemic.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or other circumstances arise which involve grant of rights to subscribe for shares, conversion of any securities into shares, or allotment of shares under an agreement or option or offer, or such other application as the Directors may deem fit in the best interest of the Company.

As at the date of this notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Sections 75 and 76 of the Companies Act 2016 which was approved by the shareholders at the 19<sup>th</sup> AGM held on 10 August 2020 and will lapse at the conclusion of the 20<sup>th</sup> AGM to be held on 25 June 2021. As at the date of this notice, there is no decision to issue new shares. Should there be a decision to issue new shares after the general mandate is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

- Agenda Item 7**  
**Ordinary Resolution 7 – Continuing in Office as Independent Non-Executive Director**  
Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.  
Datuk Kamaludin Bin Yusoff was appointed to the Board on 11 August 2008 and had therefore served as an Independent Director of the Company for a cumulative term of more than nine (9) years.  
The Board via the Nominating Committee had assessed the independence of Datuk Kamaludin Bin Yusoff, had considered him to be independent and had recommended that he continues to act as Independent Non-Executive Director of the Company based on the following justifications:-
  - he fulfils the criteria of an Independent Director pursuant to Main Market Listing Requirements of Bursa Securities;
  - he has good and thorough understanding of the Company's business operation due to the long tenures with the Company and exposures in various industries;
  - he has neither impaired nor compromised his independent judgement and continues to provide invaluable feedback/check and balance including to challenge management on matters which he believes to be not in the best interest of the Group;
  - he is able to participate in deliberations and decision making of the Board and Board Committees in objective manner;
  - he does not have any interest over the Group's business dealings; and
  - he has devoted adequate time, commitment and due care in all undertakings of the Group and has carried out his fiduciary duties in the interest of the Company and shareholdersThe proposed Ordinary Resolution 7, if passed, will enable Datuk Kamaludin Bin Yusoff to continue serving as an Independent Non-Executive Director of the Company.
- Agenda Item 8**  
**Ordinary Resolution 8 – Proposed Renewal of Authority for Share Buyback**  
The proposed Ordinary Resolution 3, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company.  
Please refer to the Statement to Shareholders dated 27 May 2021 in relation to the Proposed Renewal of Authority for Share Buyback for further information.
- Agenda Item 9**  
**Special Resolution – Proposed Change of Company's Name From "Johore Tin Berhad" to "Able Global Berhad"**  
On 21 May 2021, the Company had announced to Bursa Malaysia Securities Berhad that the Board of Directors had proposed to change the Company's name from "Johore Tin Berhad" to "Able Global Berhad". The approval of Companies Commission of Malaysia ("CCM") for the use of proposed name "Able Global Berhad" which was obtained via CCM's email dated 21 May 2021 and the reservation of name is valid for a period of 30 days from 21 May 2021 ("Validity Period"). The Proposed change of Company's name is subject to the approval of shareholders of the Company by way of Special Resolution which requires a majority of not less than three fourth of such members of the Company as being entitled so to do vote in person or by proxy at the forthcoming 20<sup>th</sup> AGM to be convened on 25 June 2021.  
The proposed Special Resolution if passed, would change the Company's name to "Able Global Berhad" upon issuance of Notice of Registration of new name by the CCM. Please refer to the Circular to Shareholders dated 27 May 2021 for further information.