



JOHORE TIN BERHAD

(532570-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 17th Annual General Meeting (AGM) of Johore Tin Berhad will be held at Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Wednesday, 6 June 2018 at 9.30 a.m. for the following purposes:

- AGENDA**
- ORDINARY BUSINESS:**
- To receive the Audited Financial Statements for the financial year ended 31 December 2017 and the Reports of the Directors and Auditors thereon. **Resolution on Proxy Form**
(Please refer Resolution Note 1)
 - To approve the payment of Directors' fees of RM373,500.00 for the financial year ended 31 December 2017. **(Resolution 1)**
 - To approve the payment of Directors' benefits up to an amount of RM75,000.00 with effect from the 17th Annual General Meeting to the 18th Annual General Meeting of the Company. **(Resolution 2)**
 - To re-elect the following Directors who retire by rotation pursuant to Article 120 of the Company's Articles of Association, comprising part of the Company's Constitution:
(a) Mr Edward Goh Swee Wang **(Resolution 3)**
(b) Datuk Kamaludin Bin Yusoff **(Resolution 4)**
 - To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS:

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

- ORDINARY RESOLUTION 1** **(Resolution 6)**
AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016
"THAT subject always to the Companies Act, 2016, Constitution of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies (if any), the Directors be and are hereby authorised to allot shares in the Company, from time to time, at such price, upon such terms and conditions and for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being AND THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until conclusion of the next annual general meeting of the Company after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."
(Resolution 7)
- ORDINARY RESOLUTION 2** **(Resolution 7)**
CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – DATUK KAMALUDIN BIN YUSOFF
"THAT consequential to passing of Resolution 4, 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 Corporate Governance 2017."
(Resolution 7)
- 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)

Company Secretary

Johor Bahru

30 April 2018

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 need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- 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 SICDA, 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, a Record of Depositors as at 30 May 2018 and only a Depositor whose name appear on such Record of Depositors shall be entitled to attend this meeting.

EXPLANATORY NOTES

ORDINARY BUSINESS:

1. Item 1 of the Agenda

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.

2. Resolution 1 – Item 2 of the Agenda: Directors' Fees

Resolution 2 – Item 3 of the Agenda: 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 17th Annual General Meeting:

- Resolution 1** on payment of Directors' Fees in respect of the year 2017; and
- Resolution 2** on payment of Directors' benefits with effect from the 17th Annual General Meeting to the 18th Annual General Meeting of the Company.

The estimated amount of RM75,000.00 Directors' benefits payable would comprise wholly for meeting allowances which was calculated base on the number of scheduled Board's and Board Committees' meetings with effect from the 17th Annual General Meeting until the 18th Annual General Meeting.

SPECIAL BUSINESS:

3. Item 6 of the Agenda

ORDINARY RESOLUTION 1

AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

The purpose of this Ordinary Resolution proposed under Agenda item 6 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 29 May 2017. The renewal of the general 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 cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or for issuance of shares as settlement of purchase consideration.

4. Item 7 of the Agenda

ORDINARY RESOLUTION 2

CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Datuk Kamaludin Bin Yusoff had served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Nominating Committee and the Board holds the view that he remains objective and independent in carrying out his roles and responsibilities as member of the Board and Board Committees. The length of his service does not interfere with his ability and exercise of independent judgment as an Independent Director. Therefore, the Board has recommended and supported him to continue to act as the Independent Non-Executive Director of the Company for Shareholder's approval at the forthcoming 17th AGM.