



JOHORE TIN BERHAD

(532570-V)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting of Johore Tin Berhad will be held at Pulau Springs Resort, Kayangan Suites, 20km, Jalan Pontian Lama, 81110 Pulau, Johor, Malaysia, on Monday, 28 June 2004 at 9.30 a.m. for the following purposes:-

1. To receive and consider the Audited Financial Statements for the year ended December 31, 2003 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To approve the payment of Directors' fees of RM280,000 for the year ended December 31, 2003. (Resolution 2)
3. (A) To re-elect Mr. Goh Mia Kwong who retires pursuant to Article 120 of the Company's Articles of Association. (Resolution 3)
(B) To re-elect Mr. Edward Goh Swee Wang who retires pursuant to Article 120 of the Company's Articles of Association. (Resolution 4)
4. To re-appoint Messrs. Deloitte KassimChan as Auditors of the Company and authorised the Directors to fix their remuneration (Resolution 5)

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following Ordinary Resolutions with or without modifications:
 - (A) **ORDINARY RESOLUTION 1:
AUTHORITY PURSUANT TO SECTION 132D OF THE
COMPANIES ACT, 1965**

“THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals of the relevant governmental / regulatory authorities, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue and allot shares in the Company from time to time at such price, upon such terms and conditions for such purposes and to such person or persons whomsoever as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10 percent of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

(Resolution 6)

(B) **ORDINARY RESOLUTION 2:
PROPOSED SHAREHOLDERS' RATIFICATION AND
PROPOSED SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS WITH
GSP MARKETING SDN. BHD. ("GSPM") OF A REVENUE
OR TRADING NATURE**

"THAT approval be and is hereby given to the Company's subsidiary to enter into and give effect to the Recurrent Related Party Transactions with GSPM of a Revenue or Trading Nature as stated in Section 2.2 of the Circular to Shareholders dated 3 June, 2004 which are necessary for the Company's day to day operations subject to the following: -

- i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority Shareholders; and
- ii) disclosure of the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during a financial year will be disclosed in the Annual Report for the said financial year;

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the Shareholders in a general meeting;

whichever is earlier.

AND FURTHER THAT, authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution and that all recurrent related party transactions entered into by the Company's subsidiary with the related party as detailed in Section 2.2 of this Circular (including all such documents executed in relation thereto) from 31 October, 2003 to the date of AGM be and are hereby ratified."

(Resolution 7)

(C) **ORDINARY RESOLUTION 3:
PROPOSED SHAREHOLDERS' RATIFICATION AND
PROPOSED SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS WITH
NG YIK TOON @ NG YIK KOON ("NYT") OF A
REVENUE OR TRADING NATURE**

"THAT approval be and is hereby given to the Company's subsidiary to enter into and give effect to the Recurrent Related Party Transactions with NYT of a Revenue or Trading Nature as stated in Section 2.2 of the Circular to Shareholders dated 3 June, 2004 which are necessary for the Company's day to day operations subject to the following: -

- i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority Shareholders; and

- ii) disclosure of the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during a financial year will be disclosed in the Annual Report for the said financial year;

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by resolution passed by the Shareholders in a general meeting;

whichever is earlier.

AND FURTHER THAT, authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution and that all recurrent related party transactions entered into by the Company's subsidiary with the related party as detailed in Section 2.2 of this Circular (including all such documents executed in relation thereto) from 31 October, 2003 to the date of AGM be and are hereby ratified."

(Resolution 8)

(D) **ORDINARY RESOLUTION 4:
PROPOSED SHAREHOLDERS' RATIFICATION AND
PROPOSED SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS WITH
COLOUR VIEW ENTERPRISE SDN. BHD. ("CVE") OF A
REVENUE OR TRADING NATURE**

"THAT approval be and is hereby given to the Johore Tin Berhad Group ("Group") to enter into and give effect to the Recurrent Related Party Transactions with CVE of a Revenue or Trading Nature as stated in Section 2.2 of the Circular to Shareholders dated 3 June, 2004 which are necessary for the Group's day to day operations subject to the following: -

- i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority Shareholders; and
- ii) disclosure of the aggregate value of such transactions conducted pursuant to the Shareholders' Mandate during a financial year will be disclosed in the Annual Report for the said financial year;

AND THAT such approval shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting the authority is renewed; or
- (b) the expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or

- (c) revoked or varied by resolution passed by the Shareholders in a general meeting;

whichever is earlier.

AND FURTHER THAT, authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution and that all recurrent related party transactions entered into by the Group with the related party as detailed in Section 2.2 of this Circular (including all such documents executed in relation thereto) from 31 October, 2003 to the date of AGM be and are hereby ratified.”

(Resolution 9)

- 6) To transact any other business of which due notice shall have been given.

BY ORDER OF THE BOARD
YONG MAY LI (f)
Company Secretary

Johor Bahru,
3 June 2004

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 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 specifies the proportion of his holding to be represented by each proxy.
3. The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of 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.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at No. 19 Jalan Tun Abdul Razak, Susur 1/1, 80000 Johor Bahru, Johor Darul Takzim, not less than 48 hours before the time appointed for holding the meeting or any adjournments thereof.
5. **Ordinary Resolution 1**
This Ordinary Resolution 1 proposed under item 5 (A), if passed, will give the Directors of the Company, from the date of the above General Meeting, authority to allot and issue ordinary shares from the unissued capital of the Company being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting.
6. **Ordinary Resolutions 2 to 4**
The proposed Ordinary Resolutions 2 to 4 proposed under item 5 (B) to (D), if passed, will enable the Company and/or its subsidiaries (JTB Group) to enter into recurrent transactions with the related parties set out in Section 2.2 of the Circular dated 3 June, 2004 which are of a revenue or trading nature and necessary for the Group's day-to-day operations, provided that such transactions are carried out in the ordinary course of business on normal commercial terms which are consistent with the JTB's Group normal business practices and policies and on terms not more favourable to the related parties than those extended to the other customers / suppliers of the JTB Group, and not to the detriment of the minority shareholders, without having to announce and/or convene separate general meetings from time to time to seek shareholders' approval as and when the recurrent transactions' percentage ratios are equal to or exceed five (5) percent as prescribed in Chapter 10 of the Listing Requirements of Bursa Malaysia Securities Berhad.