



## **JOHORE TIN BERHAD**

(Company No.: 532570-X)  
(Incorporated in Malaysia)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Johore Tin Berhad (“JTB” or “Company”) will be held at Pulau Springs Resort, Kayangan Suites, 20KM, Jalan Pontian Lama, 81110 Pulau, Johor Darul Takzim, Malaysia, on Monday, June 26, 2006 at 10.00 a.m., or immediately upon the conclusion or adjournment of the 5<sup>th</sup> Annual General Meeting of JTB to be held at the same venue and on the same date at 9.30 a.m., whichever is later, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:-

#### **SPECIAL RESOLUTION**

##### **PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (“PROPOSED AMENDMENT”)**

**“THAT** approval be and is hereby given to the Directors of the Company and/or any one of them to delete Clause 4 of the Memorandum of Association of JTB pursuant to the Proposed IASC as follows:

*“The Company’s share capital is RM50,000,000 divided into 50,000,000 ordinary shares of RM1.00 each.”*

to replace with the following new Clause 4 to read as follows:

*“The company’s share capital is RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each.”*

#### **ORDINARY RESOLUTION 1**

##### **PROPOSED BONUS ISSUE OF 21,993,000 NEW ORDINARY SHARES OF RM1.00 EACH IN JTB (“BONUS SHARES”) ON THE BASIS OF ONE (1) NEW BONUS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM1.00 EACH (“SHARES”) HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

**“THAT**, subject to the passing of the above Special Resolution and Ordinary Resolution 2 and the approvals of all the relevant authorities, including without limitation the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing of and quotation for 21,993,000 new ordinary shares of RM1.00 each in the Company arising hereunder, approval be and is hereby given to the Directors to capitalise RM21,993,000 from the revaluation surplus arising from the revaluation of JTB’s cost of investment in its subsidiaries to their fair values.

**AND THAT** the Directors of JTB be and are hereby authorised to apply the said sum of RM21,993,000 from the revaluation surplus of the Company for the allotment and issue of up to 21,993,000 Bonus Shares at par credited as fully paid-up and such Bonus Shares to be allotted to the shareholders of JTB whose names appear in the Record of Depositors as at the close of business on a date and time to be determined and announced later by the Directors of JTB, on the basis of one (1) Bonus Share for every two (2) existing JTB Shares held.

**AND THAT** in determining the shareholders’ entitlement to the Bonus Shares, fractional entitlements shall be disregarded, and shall be dealt with in such manner as the Directors of JTB may in their absolute discretion think expedient and in the best interest of JTB,

**AND THAT** the Bonus Shares shall, upon allotment and issue, rank *pari passu* in all respects with the existing JTB Shares, save and except that they will not be entitled to participate in any rights, allotments, dividends, and/or distributions the entitlement date of which precedes the date of allotment of the Bonus Shares,

**AND THAT** the Directors of JTB be and are hereby authorised to give full effect to the Proposed Bonus Issue with full power to assent to any conditions, modifications, variations, and/or amendments as may be required by the relevant authorities and to deal with all matters thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient in connection with the Proposed Bonus Issue.”

## **ORDINARY RESOLUTION 2**

### **PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF JTB FROM RM50,000,000 COMPRISING 50,000,000 ORDINARY SHARES OF RM1.00 EACH TO RM100,000,000 COMPRISING 100,000,000 ORDINARY SHARES OF RM1.00 EACH (“PROPOSED IASC”)**

“**THAT** the authorised share capital of the Company be and is hereby increased from RM50,000,000 comprising 50,000,000 ordinary shares of RM1.00 each (“JTB Shares”) to RM100,000,000 comprising 100,000,000 JTB Shares by the creation of an additional 50,000,000 new JTB Shares and that the Memorandum of Association of the Company and the other relevant documents (if any) be hereby amended accordingly to reflect the changes.”

## **BY ORDER OF THE BOARD**

Yong May Li (f)  
Company Secretary

Johor Bahru  
June 2, 2006

### **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. 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 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 adjournment thereof.