



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 the Extraordinary General Meeting of Johore Tin Berhad ("JTB" or the "Company") will be held at Melati Hall, 1st Floor-Clubhouse, Palm Resort Golf & Country Club, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 8 October 2012, at 10.00 a.m. for the purpose of considering and if thought fit, passing the following resolutions with or without any modification:

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 23,326,333 NEW ORDINARY SHARES OF RM1.00 EACH IN JTB ("RIGHTS SHARE(S)") TOGETHER WITH 23,326,333 NEW FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE AND ONE (1) WARRANT FOR EVERY THREE (3) EXISTING ORDINARY SHARES OF RM1.00 EACH IN JTB ("JTB SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

THAT, subject to the approval of Bank Negara Malaysia, approval-in-principle granted by Bursa Malaysia Securities Berhad ("Bursa Securities") and all other relevant authorities/ parties (if applicable) and the passing of Special Resolutions 1 and 2, approval be and is hereby given to the Directors of the Company for the following:

- (a) to provisionally allot and issue by way of a renounceable rights issue of 23,326,333 Rights Shares at an issue price to be determined and announced later, but in any case, the issue price will not be lower than the par value of the existing ordinary shares of RM1.00 each in JTB on the basis of one (1) Rights Share for every three (3) JTB Shares held together with Warrants on the basis of one (1) Warrant for every one (1) Rights Share subscribed by way of provisional allotment to shareholders whose names appear in the Record of Depositors at the close of business on a date to be determined by the Board of Directors;
- (b) wherein each of the Warrants will carry the right to subscribe, subject to any adjustment in accordance with a deed poll ("Deed Poll") to be executed, at any time during the "Exercise Period" as defined in the Deed Poll, for one (1) new JTB Share at an exercise price to be determined later, but in any case the exercise price will not be lower than the par value of the then existing ordinary shares of RM1.00 per share;
- (c) to allot and issue such number of new JTB Shares pursuant to the exercise of the Warrants, from time to time during the tenure of the Warrants, and such new JTB Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing JTB Shares provided that such new JTB Shares then issued, shall not be entitled to any dividend, right, allotment and/ or other distribution declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the said new JTB Shares;
- (d) to allot and issue such further Warrants and new JTB Shares arising from the subscription of further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities;
- (e) to do all such acts and things including but not limited to the application to Bursa Securities for the listing of and quotation for the new JTB Shares which may from time to time be allotted and issued upon exercise of the Warrants;

THAT any fractional entitlements under the Proposed Rights Issue with Warrants will be disregarded and shall be dealt with in such manner as the Directors shall in their absolute discretion deem expedient in the interest of the Company;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in the circular to shareholders of the Company dated 14 September 2012 ("Circular"), and the Directors be authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities;

THAT the Rights Shares and new JTB Shares arising from exercise of the Warrants will, upon allotment and issue, rank *pari passu* in all respects with the existing ordinary shares of the Company then, save and except that they will not be entitled to any dividend, right, allotment and/ or other distribution that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issue of the Rights Shares or new JTB Shares arising from exercise of the Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants.

SPECIAL RESOLUTION 1

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY FROM RM100,000,000 COMPRISING 100,000,000 JTB SHARES TO RM200,000,000 COMPRISING 200,000,000 JTB SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

THAT, subject to the approvals of the relevant authorities being obtained and the passing of Ordinary Resolution and Special Resolution 2, approval be and is hereby given to the Board of Directors to increase the authorised share capital of the Company from RM100,000,000 comprising 100,000,000 JTB Shares to RM200,000,000 comprising 200,000,000 JTB Shares by the creation of additional 100,000,000 new JTB Shares.

AND THAT the Directors be and are hereby authorised to take all such steps, execute such documents and enter into such transactions, arrangements, agreements as it may be necessary or expedient to give effect to the Proposed Increase in Authorised Share Capital with full powers to assent to any conditions, modifications, variations and/ or amendments as the Board may deem fit, necessary and/ or expedient in the interest of the Company or as may be imposed by any relevant regulatory authority or consequent upon the implementation of the said conditions, modifications, variations and/ or amendments.

SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF THE COMPANY ("PROPOSED M&A AMENDMENTS")

THAT, subject to the approvals of the relevant authorities being obtained and the passing of Special Resolution 1 above and in conjunction with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed alterations, modifications, additions and/ or deletions to the M&A of the Company ("Proposed M&A Amendments") as set out in Appendix III of the Circular, be hereby approved.

AND THAT the Directors and/ or Secretary of the Company be and are/ is hereby authorised to take all steps and do all acts, things and deeds which may be considered necessary or expedient in order to implement, finalise and give effect to the Proposed M&A Amendments.

By Order of the Board
JOHORE TIN BERHAD

Yong May Li (LS000295)
Company Secretary

Johor Bahru, Johor
Date: 14 September 2012

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. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, is allowed to appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. 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.
5. 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.
6. 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 any adjournment thereof.
7. For the purpose of determining who shall be entitled to attend this Extraordinary General Meeting, the Company shall be requesting the Bursa 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 1 October 2012 and only a Depositor whose name appear on such Record of Depository shall be entitled to attend this meeting.