



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 19th 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 Monday, 10 August 2020 at 10.00 a.m. for the following purposes:

- |  |  |
|--|--|
| <b>AGENDA</b>  | <b>Resolution on Proxy Form</b>                    |
| <b>ORDINARY BUSINESS:</b>  |  |
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon.                              | (Please refer Explanatory Note 1)                  |
| 2. To approve the payment of Directors' fees of RM324,000.00 for the financial year ended 31 December 2019.  | (Ordinary Resolution 1)                            |
| 3. To approve the payment of Directors' benefits for an amount not exceeding RM75,000.00 from the 19th Annual General Meeting to the 20th Annual General Meeting of the Company. | (Ordinary Resolution 2)                            |
| 4. To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution.<br>(a) Mr Siah Chin Leong<br>(b) Ms Ng Lee Thin            | (Ordinary Resolution 3)<br>(Ordinary Resolution 4) |
| 5. To re-appoint Messrs Crowe Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.  | (Ordinary Resolution 5)                            |

- SPECIAL BUSINESS:**
- To consider and if thought fit, to pass the following resolution, with or without modifications:
6. **ORDINARY RESOLUTION 1**  
**AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016** (Ordinary Resolution 6)

"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."

7. **ORDINARY RESOLUTION 2**  
**CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR – DATUK KAMALUDIN BIN YUSOFF** (Ordinary Resolution 7)

"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."

8. **ORDINARY RESOLUTION 3**  
**PROPOSED AUTHORITY TO JOHORE TIN BERHAD TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) IN THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT ANY GIVEN POINT IN TIME ("PROPOSED SHARE BUY-BACK")** (Ordinary Resolution 8)

"THAT subject to the compliance with Section 127 of the Act and all other applicable laws, rules and regulations, approval be and is hereby given to the Company, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares to be purchased and held pursuant to this resolution does not exceed ten percent (10%) of the existing issued share capital of the Company including the shares previously purchased and retained as treasury shares (if any) and the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company, upon such terms and conditions as set out in the Circular to Shareholders dated 30 June 2020.

AND THAT such authority shall commence immediately upon the passing of this Ordinary Resolution and until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM is required by law to be held unless revoked or varied by Ordinary Resolution in the general meeting of the Company but so as not to prejudice the completion of a purchase made before such expiry date, in any event in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to decide in their absolute discretion to retain the ordinary shares in the Company so purchased by the Company as treasury shares and/or to cancel them and/or to resell them and/or to distribute them as share dividends in such manner as may be permitted and prescribed by the provisions of the Listing Requirements and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the interests of the Company."

9. 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) (PC No. 202008000285)  
WONG CHEE YIN (f) (MAICSA7023530) (PC No. 202008001953)  
Company Secretaries  
Johor Bahru  
30 June 2020

- NOTES:-**
- For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 30.07.2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.
  - A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
  - A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
  - If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
  - 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.
  - The appointment of a proxy may be made in a hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited at the registered office of the Company situated at Suite 1301, 13th Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor. In the case of electronic appointment, the proxy form must be deposited via TIH Online at <https://tih.online>. Please refer to the Administrative Guide for further information on electronic submission.
  - All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.
  - Any authority pursuant to which such an appointment is made by a power of attorney 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 forty-eight (48) hours before the time appointed for holding the General Meeting 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 notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
  - 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 Saturday, 8 August 2020 at 10.00 a.m.
  - Please bring an ORIGINAL of the following identification papers (where applicable) and present it to the registration staff for verification:
    - Identify card (NRIC) (Malaysian), or
    - Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
    - Passport (Foreigner).
  - For a corporate member who has appointed a representative instead of a proxy to attend this meeting, please bring the ORIGINAL certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

**EXPLANATORY NOTES:-**  
**ORDINARY BUSINESS:**

- 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.
- 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 19th Annual General Meeting:
  - Resolution 1 on payment of Directors' Fees in respect of the year 2019; and
  - Resolution 2 on payment of Directors' benefits with effect from the 19th Annual General Meeting to the 20th Annual General Meeting 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 19th Annual General Meeting until the 20th Annual General Meeting.

- SPECIAL BUSINESS:**
- Item 6 of the Agenda**  
**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. 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.

- Item 7 of the Agenda**  
**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, 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 fulfilled the criteria of an Independent Director pursuant to Main Market Listing Requirements of Bursa Securities;
  - he is familiar with the Company's business operations as he has been with the Company for a period of more than nine (9) years;
  - his long tenure with the Company has neither impaired nor compromised his independent judgement. They continue to remain objective and are able to exercise independent judgement in expressing their views and in participating in deliberations and decision making of the Board and Board Committees in the best interest of the Company;
  - he has exercised due care during his tenure as Independent Director of the Company and carried out his duties in the interest of the Company and shareholders; and
  - he has devoted sufficient time and commitment to discharge his responsibilities as an Independent Non-Executive Director
 The Ordinary Resolutions proposed under Resolution 7, if passed, will enable Datuk Kamaludin to continue serving as an Independent Non-Executive Director of the Company.

- Item 8 of the Agenda**  
**PROPOSED AUTHORITY TO JOHORE TIN BERHAD TO PURCHASE ITS OWN ORDINARY SHARES OF UP TO TEN PERCENT (10%) IN THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY AT ANY GIVEN POINT IN TIME ("PROPOSED SHARE BUY-BACK")**  
The Ordinary Resolution 8, if passed, will allow the Directors of the Company to exercise the power of the Company to purchase not more than ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Listing Requirements. This authority, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. Further details are set out in the Share Buy-Back Statement dated 30 June 2020.