



NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Minetech Resources Berhad ("**Minetech**" or the "**Company**") will be conducted as a fully virtual meeting through live streaming and online remote voting using Remote Participation and Voting ("**RPV**") facilities via the online meeting platform of TIH Online website at <https://tjh.online> or <https://tjh.com.my> (Domain registration no. with MYNIC: D1A282781) on Friday, 22 April 2022 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF A PARCEL OF FREEHOLD LAND HELD UNDER GERAN MUKIM 277, LOT 11615, TEMPAT 4TH MILE AMPANG ROAD, MUKIM AMPANG, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN KUALA LUMPUR ("SUBJECT LAND") FOR A PURCHASE CONSIDERATION OF RM60.0 MILLION ONLY ("PURCHASE CONSIDERATION") TO BE SATISFIED ENTIRELY IN CASH ("PROPOSED ACQUISITION")

"**THAT**, subject to the approvals from all relevant authorities and/ or parties being obtained in respect of the Proposed Acquisition, approval be and is hereby given for MRB Property Sdn Bhd ("**MRBPSB**"), a wholly-owned subsidiary of the Company, to acquire the Subject Land for a purchase consideration of RM60.0 million only;

THAT, the Purchase Consideration shall be satisfied entirely in cash in accordance with the terms and conditions of the conditional sale and purchase agreement dated 19 November 2021, supplemented by the supplemental agreement of even date, entered into between MRBPSB and M & GA Sdn Bhd;

AND THAT the Board of Directors of Minetech ("**Board**") be and is hereby authorised to sign and execute all necessary documents, do all things and acts as may be required to give effect to the Proposed Acquisition 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 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 Acquisition."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF MINETECH AND ITS SUBSIDIARIES ("MINETECH GROUP" OR THE "GROUP") TO INCLUDE THE BUSINESS OF TRADING IN FOOD AND BEVERAGE ("PROPOSED DIVERSIFICATION")

"**THAT**, subject to the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Group to diversify its existing principal activities to include the business of trading in food and beverage;

AND THAT the Board be and is hereby authorised to sign and execute all necessary documents, do all things and acts as may be required to give effect to the Proposed Diversification 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 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 Diversification."

ORDINARY RESOLUTION 3

PROPOSED VARIATION TO THE UTILISATION OF PROCEEDS ARISING FROM THE RIGHTS ISSUE AND PRIVATE PLACEMENT ("PROPOSED VARIATION")

"**THAT**, subject to the passing of Ordinary Resolution 1 and Ordinary Resolution 2 and all approvals being obtained from the relevant authorities and/ or parties, if applicable, approval be and is hereby given for the Board to vary the utilisation of proceeds from the following corporate exercises:-

- i. the renounceable rights issue of 582,664,397 new irredeemable convertible preference shares in Minetech; and
- ii. the private placement of up to 349,598,600 new ordinary shares in the Company ("**Minetech Share(s)**" or "**Share(s)**"), representing up to 30% of the Company's existing number of issued Shares (excluding any treasury shares),

the details of which are set out in Section 4 of the circular to shareholders of the Company dated 6 April 2022;

AND THAT, the Board be and is hereby authorised to approve, sign and execute all necessary documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Variation in the best interest of the Company with full power to assent to any conditions, variation, modifications, and/ or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board."

ORDINARY RESOLUTION 4

PROPOSED GRANTING OF OPTIONS UNDER THE SHARE ISSUANCE SCHEME ("SIS") TO MR LOKE KIM MENG, A NON-INDEPENDENT NON-EXECUTIVE DIRECTOR OF MINETECH ("PROPOSED GRANTING OF OPTIONS")

"**THAT**, pursuant to the SIS approved by the shareholders of the Company at the Extraordinary General Meeting held on 28 June 2021, the Board be and is hereby authorised at any time and from time to time, during the existence of the SIS, to offer and to grant to Mr Loke Kim Meng, being the Non-Independent Non-Executive Director of Minetech, options to subscribe for the new Shares under the SIS and if such options are accepted and exercised, to allot and issue such number of new Shares as may be required to be issued to him under the SIS, provided always that:-

- i. he must not participate in the deliberation or discussion of his own allocation of the number of Options to be offered to him, as well as that of the persons connected with him, under the SIS; and
- ii. not more than 10% of the total number of new Shares to be issued under the SIS shall be allocated to him, if he, either singly or collectively through persons connected with him, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares),

subject always to such terms and conditions of the SIS as may, from time to time, be modified, varied and/ or amended in accordance with the provisions of the by-laws and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time."

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023)

TAN AI NING (MAICSA 7015852) (SSM PC No.: 202008000067)

Company Secretaries

Selangor Darul Ehsan

6 April 2022

Notes:-

1. The EGM will be conducted on a fully virtual basis via TIH Online website at <https://tjh.online>. Please refer to the Administrative Guide of EGM for the procedures to register, participate and vote remotely through the RPV facilities.

The Administrative Guide on the conduct of the fully virtual EGM of the Company is available at the Company's website at <https://minetech.com.my/reports/>.

2. The conduct of a fully virtual EGM is in line with the revised Guidance Note and Frequently Asked Questions on the conduct of General Meetings for Listed Issuers issued by Securities Commission of Malaysia. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia and all meeting participants including Chairman of the meeting, board members, senior management and shareholders are to participate in the meeting online.

3. A member entitled to attend, participate and vote remotely at the meeting is entitled to appoint a proxy(ies) to attend and vote for his/her behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.

4. A member may appoint up to two (2) proxies to attend and vote at the meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.

5. 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.

6. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.

7. The appointment of proxy may be made in a hardcopy form or by electronic means, not less than forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof, as follows:-

(i) In Hardcopy Form

The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited with Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur.

(ii) By Electronic Means

The instrument appointing a proxy or proxies can be submitted electronically, via TIH Online website at <https://tjh.online>. Please refer to the Administrative Guide of EGM for further information on electronic submission of proxy form via TIH Online.

The appointment of the proxy(ies) will be **INVALID** if the Proxy Form/ e-Proxy Form is not completed correctly in accordance with the instructions stated in the form.

8. The members, proxies or corporate representatives may submit questions in relations to the resolutions to be tabled at the EGM at <https://tjh.online> prior to the meeting or to use the query box to transmit questions by typed texts via RPV facilities during live streaming of the EGM of the Company.

9. Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Securities, all the resolution(s) at the EGM of the Company shall be put to vote by way of poll.

10. In respect of deposited securities, only members whose names appear on the Record of Depositors on 15 April 2022 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/ or representative(s) to attend, participate, speak and vote at the EGM and/ or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/ or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/ or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.