



NI Hsin GROUP BERHAD
(Formerly known as Ni Hsin Resources Berhad)
(Registration No. 200401014850 (653353-W))
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities via the online meeting platform at <https://web.vote2u.my> (Domain Registration No. with MYNIC: D6A471702) on Monday, 23 May 2022 at 2.00 p.m. to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon.
- To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM550,000.00 for the period from 24 May 2022 until the conclusion of the next Annual General Meeting ("AGM") of the Company.
- To re-elect Encil Rizvi Bin Abdul Halim who is retiring pursuant to Clause 95 of the Constitution of the Company.
Mr Leow Chan Kiang is retiring pursuant to Clause 95 of the Constitution of the Company, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the Eighteenth AGM.
- To re-elect the following Directors who are retiring pursuant to Clause 102 of the Constitution of the Company:-
 - Ms Khoo Wuan Ru
 - Ms Poo Chii Miin @ Chermaine Poo
 - Dato' Seri Rosman Bin Mohamed
 - Mr Ler Leong Keh
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

6. Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares

"THAT pursuant to Clause 10(d) of the Constitution of the Company and Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company to such persons, at any time until the conclusion of the next AGM and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares (excluding treasury shares) to be issued does not exceed twenty per centum (20%) of the total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance.

AND THAT such authority shall commence immediately upon passing of this resolution and shall continue in force until the conclusion of the next AGM of the Company."

7. Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares ("Proposed Renewal of Share Buy-Back Authority")

"THAT subject to the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority or approval for the time being in force or as may be amended from time to time, the Directors of the Company be and are hereby authorised to utilise an amount not exceeding the audited retained profits of 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 upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company at the time of purchase; and
- the authority conferred by this resolution shall continue to be in force until:-
 - the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
 - the expiration of the period within which the next AGM of the Company is required by law to be held; or
 - revoked or varied by an ordinary resolution passed by the shareholders in general meeting, whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:-

- distribute the shares as share dividends to the shareholders; and/or
- resell the shares or any of the shares on Bursa Securities; and/or
- transfer the shares or any of the shares for the purposes of or under an employees' shares scheme; and/or
- transfer the shares or any of the shares as purchase consideration; and/or
- cancel all the ordinary shares so purchased; and/or
- sell, transfer or otherwise use the shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company."

- To transact any other business for which due notice shall have been given in accordance with the Act.

BY ORDER OF THE BOARD

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

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

Company Secretaries

Selangor Darul Ehsan

Date: 22 April 2022

NOTES:-

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Eighteenth AGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities which are available on Vote2U online website provided by Agmo Digital Solutions Sdn. Bhd. at <https://web.vote2u.my>. Please refer to the Administrative Guide for Shareholders for the Eighteenth AGM on the procedures to register, participate and vote remotely via the RPV facilities.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
- A member of the Company may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

Please refer to Note 10

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the office of the Company's Share Registrar, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof, otherwise the instrument of proxy should not be treated as valid. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the AGM or Adjourned AGM.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 13 May 2022 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend and vote at this meeting and entitled to appoint proxy or proxies.
- The Board wishes to highlight that the Eighteenth AGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.
- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.
- EXPLANATORY NOTES ON SPECIAL BUSINESS**

(i) Ordinary Resolution 1 on Directors' fees and benefits payable to Directors

Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. There is no revision to the amount proposed.

The amount of Directors' fees and benefits payable to each Director of the Company are as follows:-

Directors	Amount (RM)
Encik Sofyan Bin Yahya	84,000.00
Mr Ler Leong Keh	36,000.00
Dato' Seri Rosman Bin Mohamed	36,000.00
Ms Poo Chii Miin @ Chermaine Poo	36,000.00
Ms Ng Shwu Ching	36,000.00
Encik Rizvi Bin Abdul Halim	36,000.00
Mr Lai Kian Huat	36,000.00
Ms Khoo Wuan Ru	36,000.00

In determining the estimated total amount of Directors' fees and benefits payable to the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, and general meeting and provisional sum as a contingency for future appointment of Director on the Board.

(ii) Ordinary Resolutions 2, 3, 4, 5 and 6 on Re-election of Directors

Pursuant to Malaysian Code of Corporate Governance 2021, the profiles of the Directors who are standing for re-election as per Agenda Items 3 and 4 are set out in the Board of Directors' profile of the Annual Report 2021.

Based on the recommendation of Nominations Committee, the Board supports the re-election of Encik Rizvi Bin Abdul Halim, Ms Khoo Wuan Ru, Ms Poo Chii Miin @ Chermaine Poo, Dato' Seri Rosman Bin Mohamed and Mr Ler Leong Keh as Directors of the Company based on the following justifications:-

Ordinary Resolution 2: Re-election of Encik Rizvi Bin Abdul Halim as Executive Director

Encik Rizvi Bin Abdul Halim is primarily responsible for electric vehicles business of the Group and has contributed significantly to the Group's business operation by providing valuable input to steer the Group forward in the past years during his tenure as an Executive Director of the Company.

Ordinary Resolution 3: Re-election of Ms Khoo Wuan Ru as Executive Director

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Ms Khoo Wuan Ru was appointed as a Director of the Company on 2 August 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered herself for re-election at the Eighteenth AGM.

Ordinary Resolution 4: Re-election of Ms Poo Chii Miin @ Chermaine Poo as Independent Non-Executive Director

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Ms Poo Chii Miin @ Chermaine Poo was appointed as a Director of the Company on 2 August 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered herself for re-election at the Eighteenth AGM.

Ordinary Resolution 5: Re-election of Dato' Seri Rosman Bin Mohamed as Independent Non-Executive Director

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Dato' Seri Rosman Bin Mohamed was appointed as a Director of the Company on 9 September 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered himself for re-election at the Eighteenth AGM.

Ordinary Resolution 6: Re-election of Mr Ler Leong Keh as Independent Non-Executive Director

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Mr Ler Leong Keh was appointed as a Director of the Company on 29 December 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered himself for re-election at the Eighteenth AGM.

(iii) Ordinary Resolution 8 - Authority under Section 76 of the Act for the Directors to allot and issue shares

The Company had, during its Seventeenth AGM held on 23 June 2021, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the Section 76 of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 8 proposed under item 6 of the Agenda is to seek shareholders' approval of the general mandate for issuance of shares by the Company under Section 76 of the Act.

Bursa Securities had vide its letter dated 16 April 2020 granted several additional temporary relief measures, amongst others, listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of the MMLR of not more than 20% of the total number of issued shares for issue of new securities ("20% General Mandate"), provided that the following are being complied with:-

- procure shareholders' approval for the 20% General Mandate at a general meeting; and
- complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document.

On 23 December 2021, Bursa Securities vide its letter extended the implementation period of 20% General Mandate to 31 December 2022. This 20% General Mandate may be utilised by the Company to issue new securities until 31 December 2022 and thereafter, the 10% general mandate pursuant to paragraph 6.03 of the MMLR will be reinstated unless extended by Bursa Securities pursuant to its letter dated 23 December 2021 to grant additional temporary relief measures to listed issuers.

The Board of Directors, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders.

This proposed Ordinary Resolution 8, if passed, will provide additional flexibility for the Company for fund raising and enable the Company should it required to do so, to meet its funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently during this challenging time to ensure the long-term sustainability of the Company and safeguard the interest of the Company and the shareholders. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.

(iv) Ordinary Resolution 9 - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares

The explanatory notes on Ordinary Resolution 9 are set out in the Statement to Shareholders dated 22 April 2022.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.



NI HSIN GROUP BERHAD
(formerly known as Ni Hsin Resources Berhad)
(Registration No. 200401014850 (653353-W))
(Incorporated in Malaysia)

Dear valued shareholders of NI HSIN GROUP BERHAD (formerly known as Ni Hsin Resources Berhad) ("**NI HSIN**" or "**the Company**")

We are pleased to invite you to the Eighteenth Annual General Meeting ("**18th AGM**") of the Company which will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Voting ("**RPV**") facilities.

The particulars of the 18th AGM are as set out below:-

Date : Monday, 23 May 2022
Time : 2.00 p.m.
Venue : Online meeting platform of Vote2U Online at <https://web.vote2u.my>
(Domain Registration No. with MYNIC: D6A471702) provided by Agmo Digital Solutions Sdn. Bhd.

In our efforts of going green and in preserving the environment, please scan the QR Code for the following documents of the Company which are also available at http://www.insage.com.my/ir/cmn/t01/AGM_EGM.aspx?Symbol=7215 for your preview:-

Item	Documents	QR Code
1.	Annual Report 2021	
2.	Corporate Governance Report 2021	
3.	Statement to Shareholders in relation to the proposed renewal of authority for the Company to purchase its own ordinary shares (" Statement ")	
4.	Notice of 18th AGM and Proxy Form	
5.	Administrative Guide of 18th AGM	

Should you require a printed copy of the Annual Report 2021 and/or Statement, you may submit your request by completing the attached Requisition Form and returning the same to the office of our Company's Share Registrar by ordinary mail or fax, in accordance with the recipient details as provided therein. All the required information must be provided accurately. The Annual Report 2021 and/or Statement will be delivered as soon as reasonably practicable upon the receipt of your request.

Please read the Administrative Guide for the 18th AGM which is available at our Company's website for details on the registration process. Shareholders and proxies will have to register themselves in order to attend the 18th AGM remotely by using the RPV facilities according to the procedures as set out in the Administrative Guide for the 18th AGM.

NI HSIN GROUP BERHAD

(formerly known as Ni Hsin Resources Berhad)

(Registration No. 200401014850 (653353-W))

Notification to Shareholders dated 22 April 2022 in respect of Eighteenth Annual General Meeting

The Company will continue to observe the applicable operating procedures, directives, safety and precautionary requirements as prescribed by the Malaysian Government, the Ministry of Health, the Malaysian National Security Council, and other relevant authorities. In the event the 18th AGM is re-scheduled and/or postponed in accordance to the Malaysian Government's announcements or guidelines as may be made from time to time, all shareholders/proxies including attendees shall be kept informed of such unexpected changes.

Should you require any assistance on the above, please contact Ni Hsin during office hours from Mondays to Fridays, 9.00 a.m. to 5.30 p.m. (except public holidays):-

Telephone Number : 03-8961 6815

Email Address : info@ni-hsin.com

We thank you for your continued support to Ni Hsin.

Yours faithfully,

SOFIYAN BIN YAHYA

Independent Non-Executive Chairman

22 April 2022



NI HSIN GROUP BERHAD
(Formerly known as Ni Hsin Resources Berhad)
(Registration No. 200401014850 (653353-W))
(Incorporated in Malaysia)

Bina Management (M) Sdn. Bhd.

Lot 10 The Highway Centre
Jalan 51/205
46050 Petaling Jaya
Selangor Darul Ehsan
Tel : 603 7784 3922
Fax : 603 7784 1988

**REQUISITION FORM FOR PRINTED COPY OF DOCUMENTS OF
NI HSIN GROUP BERHAD
(Formerly known as Ni Hsin Resources Berhad)**

Please send a printed copy of the following documents as checked (✓) to me/us:-

	Annual Report 2021
	Statement to Shareholders in relation to the proposed renewal of authority for the Company to purchase its own ordinary shares

PARTICULARS OF SHAREHOLDER

Name of Shareholder	
NRIC No./Passport No./Registration No.	
CDS Account No.	
Mailing Address	
Telephone No.	

Dated this day of, 2022

.....
Signature of Shareholder