



MINETECH RESOURCES BERHAD
Registration No. 200201007880 (575543-X)
(Incorporated in Malaysia)

NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-First ("21st") Annual General Meeting of MINETECH RESOURCES BERHAD (the "Company" or "Minetech") 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 TIiH Online website at <https://tiih.online> or <https://tiih.com.my> (Domain registration no. with MYNIC: D1A282781) on Monday, 28 August 2023 at 10.00 a.m. for the following purposes:

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 March 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' Fees and Benefits Payable to the Directors up to an aggregate amount of RM700,000.00 for this Annual General Meeting ("AGM") until the next AGM in 2024.
- To re-elect the following Directors of the Company who are retiring pursuant to Clause 97 of the Constitution of the Company:-
 - Mr Chin Leong Choy
 - Encik Ahmad Ruslan Zahari Bin Zakaria
 - Datin Feridah Binti Bujang Ismail
- To re-appoint Messrs. Al Jafree Salihin Kuzaimi PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Note 1 of the Explanatory Notes)
Ordinary Resolution 1
(Please refer to Note 2 of the Explanatory Notes)

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
(Please refer to Note 3 of the Explanatory Notes)
Ordinary Resolution 5

As Special Business

To consider and, if thought fit, to pass the following resolutions:

Proposed continuation in office of Encik Ahmad Ruslan Zahari Bin Zakaria as Independent Non-Executive Director

"THAT approval be and is hereby given to Encik Ahmad Ruslan Zahari Bin Zakaria 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 AGM in accordance with the Malaysian Code on Corporate Governance."

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

"THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised and empowered to allot and issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) 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."

THAT in connection with the above, pursuant to Section 85 of the Act and Clause 58 of the Constitution of the Company, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of new shares above by the Company.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares."

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions ("RRPT") of a revenue or trading nature ("Proposed RRPT Mandate")

"THAT approval be and is hereby given to the Company and its subsidiaries ("Minetech Group") to enter into RRPT of a revenue or trading nature as set out in Section 2.4 of the Circular to Shareholders dated 28 July 2023 ("Circular") which are necessary for the Minetech Group's day-to-day operations subject to the following:-

- the transactions are in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- the disclosure will be made in the Annual Report of the breakdown of the aggregate value of the RRPT conducted pursuant to the Proposed RRPT Mandate during the financial year on the type of RRPT made, the names of the related parties involved in each type of RRPT and their relationships with the Company.

THAT the authority conferred shall continue to be in force until:-

- the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed RRPT Mandate is approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed RRPT Mandate."

- To transact any other business for which due notice shall have been given.

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

Date: 28 July 2023

NOTES:

- The 21st AGM will be conducted on a fully virtual basis via TIiH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 21st AGM for the procedures to register, participate and vote remotely through the RPV facilities. The Administrative Guide on the conduct of the fully virtual 21st AGM of the Company is available at the Company's website at <https://minetech.com.my/21stAGM>.
- The conduct of the fully virtual 21st AGM is in compliance with Section 327 of the Act and the provisions of the Constitution of the Company. An online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act 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.
- A member of the Company entitled to attend, participate and vote remotely at the meeting is entitled to appoint a proxy or proxies to attend, participate 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.
- 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.
- Where a member 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, 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.
- 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:-
 - 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.
 - By Electronic Means**
The instrument appointing a proxy or proxies can be submitted electronically, via TIiH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 21st AGM for further information on electronic submission of proxy form via TIiH 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.
- The members, proxies or corporate representatives may submit questions in relation to the resolutions to be tabled at the 21st AGM at <https://tiih.online> prior to the 21st AGM or to use the query box to transmit questions by typed texts via RPV facilities during live streaming of the 21st AGM of the Company.
- Pursuant to Paragraph 8.29(A) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions at the 21st AGM of the Company shall be put to vote by way of poll.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 August 2023 (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.

EXPLANATORY NOTES ON ORDINARY AND SPECIAL BUSINESS

- To receive the Audited Financial Statements**
The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Act for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolution 1 on Directors' Fees and Benefits Payable**
The Directors' fees payable includes fees payable to Non-Executive Directors as members of Board and Board Committees from this AGM until the conclusion of the next AGM of the Company in 2024 pursuant to the Act which shareholders' approval will be sought at this 21st AGM in accordance with Section 230 of the Act.
The Directors' benefits (excluding Directors' Fees) payable to Directors comprises meeting allowance from this AGM until the conclusion of the next AGM of the Company pursuant to the Act which shareholders' approval will be sought at this 21st AGM in accordance with Section 230 of the Act.
- Ordinary Resolution 2, 3 and 4 on Re-election of Directors**
Pursuant to Malaysian Code on Corporate Governance, the profiles of the Directors who are standing for re-election as per Agenda items are as follows:

Description	Ordinary Resolution 2
Name	Chin Leong Choy (Executive Director)
Age	40
Gender	Male
Present Directorship(s)	(1) Minetech Resources Berhad
Family relationship with any Director and/ or major shareholder of the Company	Mr Chin Leong Choy is the son of Mr Choy Sen @ Chin Kim Sang, the Executive Director of the Company and the brother of Mr Chin Sheong Choy, the Alternate Director to Mr Choy Sen @ Chin Kim Sang.
Working experience	Mr Chin Leong Choy involved in multiple strategic business development ventures and he has over 20 years of experience in sales and marketing, quarrying and civil engineering. He contributed to the growth and success of all Minetech's business units, including premix and manufacturing divisions and had also played a key role in steering Minetech to diversify its business into new profitable sectors. He also accumulated extensive knowledge and experience in control blasting and infrastructure works as well as planning and management of the overall group's quarry business when he worked in the subsidiaries of Minetech.

Based on the recommendation of Nomination and Remuneration Committee, the Board is satisfied with the performance and contribution of Mr Chin Leong Choy and support the re-election of Mr Chin Leong Choy as Executive Director of the Company based on the following justifications:-
a. His extensive industry knowledge and experience in various industries provide optimum planning for the Company.
b. He has exercised his due care and carried out his professional duties proficiently during his tenure as Executive Director of the Company.

Description	Ordinary Resolution 3
Name	Ahmad Ruslan Zahari Bin Zakaria (Independent Non-Executive Director)
Age	62
Gender	Male
Present Directorship(s)	(1) Minetech Resources Berhad (2) CSH Alliance Berhad
Family relationship with any Director and/ or major shareholder of the Company	Nil
Working experience	Encik Ahmad Ruslan Zahari Bin Zakaria is the Chairman of Audit and Risk Management Committee and a member of the Nomination and Remuneration Committee. He has accumulated over 30 years of relevant skills, knowledge and valuable experience in respect of accounting, audit and corporate finance. He started off his career as a Chartered Accountant at a firm in London. He moved on to a pan-European marketing consultancy to London as Group Financial Controller and he left to join CIMB Investment Bank Berhad in the Corporate Finance Department where he assisted in the formation of Commerce Asset Ventures, the venture capital arm of CIMB Group. He then joined Clear Channel Communications, Inc., a leading global media organisation listed on the New York Stock Exchange as ASEAN Regional Development Director/Managing Director of Malaysian operations before he was appointed as the Chief Executive Officer for Terengganu Incorporated, a strategic investment holding company for the state Terengganu where he led and restructured all corporate companies owned by the State. He is presently the founder and principal of Connoisseur Consult Sdn. Bhd.

Based on the recommendation of Nomination and Remuneration Committee, the Board is satisfied with the performance and contribution of Encik Ahmad Ruslan Zahari Bin Zakaria and support the re-election of Encik Ahmad Ruslan Zahari Bin Zakaria as Independent Non-Executive Director of the Company based on the following justifications:-
a. Encik Ahmad Ruslan Zahari Bin Zakaria fulfils the requirements of independence set out in Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities"). He remains objective and independent in expressing his view and participating in Board's deliberations and decision-making process.
b. His extensive experience and knowledge in accounting, audit and corporate finance enable him to discharge his duty efficiently as the Chairman of Audit and Risk Management Committee and to provide concrete advices and comments or asking probing questions for all financial related matters of the Company.
c. He has exercised his due care and carried out his professional duties proficiently and independently during his tenure as Independent Non-Executive Director of the Company.

Description	Ordinary Resolution 4
Name	Datin Feridah Binti Bujang Ismail (Independent Non-Executive Director)
Age	48
Gender	Female
Present Directorship(s)	(1) Minetech Resources Berhad
Family relationship with any Director and/ or major shareholder of the Company	Nil
Working experience	Datin Feridah Binti Bujang Ismail presently assumes the position of Independent Non-Executive Director. She is the member of the Nomination and Remuneration Committee and the Audit and Risk Management Committee. She has a Bachelor's Degree in Accountancy (Hons) and she is also a member of the Certified Public Accountant Australia and the Malaysian Institute of Accountants. She has over 20 years of experience in accounting, audit and finance. She began her career as Assistant Accountant at a small firm prior to joining Ernst & Young. Subsequently, she was attached to Malaysia Airlines Systems Berhad for more than 10 years where she was posted overseas as the Regional Accounting Manager for Australia and New Zealand. She then joined Sapura Aero Sdn. Bhd. as General Manager of Finance and Procurement. She currently runs her own accounting firm, Feridah Bujang Ismail & Co.

Based on the recommendation of Nomination and Remuneration Committee, the Board is satisfied with the performance and contribution of Datin Feridah Binti Bujang Ismail and support the re-election of Datin Feridah Binti Bujang Ismail as Independent Non-Executive Director of the Company based on the following justifications:-
a. Datin Feridah Binti Bujang Ismail fulfils the requirements of independence set out in MMLR of Bursa Securities. She remains objective and independent in expressing her view and participating in Board's deliberations and decision making process.
b. Her extensive experience and knowledge in accounting, audit and finance enable her to discharge her duty efficiently as the member of Audit and Risk Management Committee for asking probing questions for all financial related matters of the Company.
c. She has exercised her due care and carried out her professional duties proficiently and independently during her tenure as Independent Non-Executive Director of the Company.

Ordinary Resolution 6 on the Proposed continuation in office of Encik Ahmad Ruslan Zahari Bin Zakaria as Independent Non-Executive Director

Encik Ahmad Ruslan Zahari Bin Zakaria was appointed as an Independent Non-Executive Director on 21 February 2014. As Chairman of the Audit and Risk Management Committee, it was also found that he has fulfilled his commitment to attend the Company's Board and Committee meetings and he has a satisfactory performance in discharging his duties. Therefore, the Board has recommended that the approval of the shareholders be sought at the forthcoming AGM for the continuing of office of Encik Ahmad Ruslan Zahari Bin Zakaria as Independent Non-Executive Director of the Company.

The Board received performance evaluation of him and he was found to be effective in his role as an independent director as well as Chairman of the Audit and Risk Management Committee. It was also found that he has fulfilled his commitment to attend the Company's Board and Committee meetings and he has a satisfactory performance in discharging his duties. Therefore, the Board has recommended that the approval of the shareholders be sought at the forthcoming AGM for the continuing of office of Encik Ahmad Ruslan Zahari Bin Zakaria as Independent Non-Executive Director of the Company.

Ordinary Resolution 7 on the Authority under Section 76 of the Act for the Directors to allot and issue shares
The Ordinary Resolution 7 proposed under item 6 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 76 of the Act of not exceeding ten per centum (10%) of the total number of issued shares of the Company. The mandate, if passed, serves as a measure to meet the Company's immediate working capital needs in the short term without relying on conventional debt financing (which will result in higher finance costs to be incurred) for the purpose of funding investment project(s), working capital and/ or acquisition(s). This would also 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.

The waiver of pre-emptive rights pursuant to Section 85 of the Act and Clause 58 of the Constitution will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

As at the date of this Notice, there were no new shares issued pursuant to the mandate granted to the Directors of the Company at the 20th AGM held on 30 August 2022 of which the mandate will lapse at the conclusion of the 21st AGM. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect thereof.

Ordinary Resolution 8 on Proposed RRPT Mandate
The Ordinary Resolution 8, if passed, will allow the Company and its subsidiaries to enter into RRPT in accordance with Paragraph 10.09 of the MMLR of Bursa Securities without the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur. This would reduce substantial administrative time, inconvenience and resources associated with the convening of such meetings without compromising the corporate objectives of Minetech Group or affecting the business opportunities available to Minetech Group. The shareholders' mandate is subject to renewal on an annual basis.

For further information on Ordinary Resolution 8, please refer to the Circular to Shareholders dated 28 July 2023 accompanying the Annual Report of the Company for the financial year ended 31 March 2023.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, 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.