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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
PROPOSED VARIATION FOR THE UTILISATION OF PROCEEDS
ARISING FROM THE RIGHTS ISSUE OF IRREDEEMABLE CONVERTIBLE PREFERENCE
SHARES AND PRIVATE PLACEMENT**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Notice of the Extraordinary General Meeting ("EGM") of **MINETECH RESOURCES BERHAD** which 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 12.00 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company, scheduled to be held on the same date at 10.00 a.m. whichever is later, or at any adjournment thereof, together with a Form of Proxy are enclosed in this Circular.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf. The Form of Proxy must be completed and deposited at 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. Alternatively, to be submitted electronically, vide TIIH Online website at <https://tiih.online> not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so. However, you will not be allowed to participate in the EGM together with a proxy appointed by you.

Last date and time for lodging the Form of Proxy	: Saturday, 26 August 2023 at 12.00 p.m.
Date and time of the EGM	: Monday, 28 August 2023 at 12.00 p.m.

This Circular is dated 11 August 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular:

“Act”	: Companies Act 2016, as amended from time to time
“Board”	: Board of Directors of Minetech
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
“Director”	: Has the meaning given in Section 2(1) of the Capital Markets and Services Act, 2007 and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon:- (i) a director of the Company, its subsidiary or holding company; or (ii) a chief executive of the Company, its subsidiary or holding company
“EGM”	: Extraordinary General Meeting
“EPS”	: Earnings per share
“FYE”	: Financial year ended/ ending
“F&B”	: Food and beverage
“ICPS”	: Irredeemable convertible preference share(s) of Minetech
“LPD”	: 11 July 2023, being the latest practicable date prior to the printing and despatch of this Circular
“Minetech” or “Company”	: Minetech Resources Berhad [Registration No. 200201007880 (575543-X)]
“Minetech Group”	: Minetech and its subsidiary companies
“Minetech Share(s)”	: Ordinary share(s) in Minetech
“MGSB”	: M & GA Sdn Bhd [Registration No. 198401012489 (125045-P)]
“MRBPSB”	: MRB Property Sdn Bhd [Registration No. 201701017092 (1231257-V)], a wholly-owned subsidiary of Minetech
“NA”	: Net assets attributable to the owners of Minetech
“Private Placement”	: Private placement of 349,598,600 new ordinary shares in Minetech, representing up to 30% of Minetech's existing number of issued Shares (excluding treasury shares), which was announced on 15 March 2021 and subsequently approved by the shareholders on 28 June 2021.
“Proposed Acquisition”	: Proposed acquisition by MRBPSB of the Subject Land from MGSB for purchase consideration of RM60,000,000 to be satisfied entirely in cash, which was mutually terminated on 2 December 2022.

DEFINITIONS (CONT'D)

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout this Circular:

"Proposed Diversification"	:	Proposed diversification of the principal activities of Minetech Group to include the business of trading in F&B
"Proposed Variation"	:	Proposed Variation for the utilisation of proceeds arising from the Rights Issue and Private Placement made pursuant to Paragraph 8.22 of the Listing Requirements
"Rights Issue"	:	Renounceable rights issue of 582,664,397 new ICPS on the basis of 1 ICPS for every 2 Minetech shares held on the entitlement date, which was completed on 25 October 2021
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"Subject Land"	:	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

Words denoting the singular shall, where applicable, include the plural and vice versa and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference to a time of day in this Circular is a reference to Malaysian time, unless otherwise stated.

Any reference in this Circular to any enactment, codes, rules or regulations is a reference to that enactment, codes, rules or regulations as for the time being amended or re-enacted.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

This Circular includes forward-looking statements. All statements other than statements of historical facts in this Circular including, without limitation, those regarding our Company's financial position, business strategies, plans and objectives of our Company for future operations, are forward-looking statements. There can be no assurance that such forward-looking statements will materialise, be fulfilled or be achieved.

PAGE INDEX

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED VARIATION FOR THE UTILISATION OF PROCEEDS ARISING FROM THE RIGHTS ISSUE AND PRIVATE PLACEMENT

<u>Particulars</u>	<u>Page</u>
1. Introduction	1 - 2
2. Details of the Proposed Variation	3 - 8
3. Rationale of the Proposed Variation	9 - 11
4. Industry Overview, Outlook and Future Prospects of Minetech Group	11 - 13
5. Financial Effects of the Proposed Variation	14
6. Approval Required	14
7. Inter-Conditionality	14
8. Interests of Directors, Major Shareholders, Chief Executive and/ or Persons Connected to them	14
9. Directors' Statement and Recommendation	15
10. Estimated Timeframe for Completion	15
11. Corporate Exercise Announced but Pending Completion	15
12. EGM	15
13. Further Information	15
Appendix I	16 - 18
Notice of EGM	Enclosed
Proxy Form	Enclosed



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Selangor Darul Ehsan

11 August 2023

Directors:

Ahmad Rahizal Bin Dato' Ahmad Rasidi (*Non-Independent Non-Executive Chairman*)
Choy Sen @ Chin Kim Sang (*Executive Director*)
Chin Leong Choy (*Executive Director*)
Azlan Shah Bin Zainal Arif (*Executive Director*)
Loke Kim Meng (*Non-Independent Non-Executive Director*)
Ahmad Ruslan Zahari bin Zakaria (*Independent Non-Executive Director*)
Datin Feridah Binti Bujang Ismail (*Independent Non-Executive Director*)
Siti Aishah Binti Othman (*Independent Non-Executive Director*)
Chin Sheong Choy (*Alternate Director to Choy Sen @ Chin Kim Sang*)

To: The shareholders of Minetech Resources Berhad

Dear Sir/Madam,

**PROPOSED VARIATION FOR THE UTILISATION OF PROCEEDS ARISING FROM THE RIGHTS
ISSUE OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES AND PRIVATE
PLACEMENT ("PROPOSED VARIATION")**

1. INTRODUCTION

On 28 June 2021, the Company had procured approvals from its shareholders for the Rights Issue and Private Placement.

On 25 October 2021, the Company had completed the Rights Issue upon the listing and quotation of 582,664,397 ICPS on the Main Market of Bursa Securities. Pursuant to the full subscription of the Rights Issue, Minetech successfully raised total gross proceeds of RM17.48 million.

Subsequent thereto, the Company had at the EGM held on 22 April 2022 obtained approval of its shareholders for the Proposed Variation for the Utilisation of Proceeds arising from the Rights Issue ("**Variation A**") and Private Placement ("**Variation B**").

On 10 May 2022, the Company announced to Bursa Securities that extension of time until 19 November 2022 had been granted for the Company to complete the implementation of the Private Placement.

On 16 November 2022, the Company completed the Private Placement upon the listing of total 349,598,600 new ordinary shares in three tranches on the Main Market of Bursa Securities and successfully raised total gross proceeds of approximately RM11.574 million.

On 25 July 2023, the Company announced to Bursa Securities its intention to seek the approval of its shareholders to vary the utilisation of proceeds arising from the Rights Issue and Private Placement.

The purpose of this Circular is to provide you with details of the Proposed Variation, to set out the recommendation of the Board thereon and to seek your approval for the ordinary resolution pertaining to the Proposed Variation to be tabled at the EGM.

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2. DETAILS OF THE PROPOSED VARIATION

Reference is made to the Circular to Shareholders of Minetech dated 6 April 2022 in relation to the Variation A and Variation B. Details of which are set out in table A and table B respectively.

Table A: Balance Proceeds pursuant to the Variation A - Rights Issue

Purposes	Original proposed utilisation ⁽ⁱ⁾ (RM'000)	Actual utilisation ⁽ⁱⁱ⁾ (RM'000)	Balance Proceeds ⁽ⁱⁱⁱ⁾ (RM'000)	Variation A ⁽ⁱⁱ⁾ (RM'000)	Proceeds for utilisation after Variation A ⁽ⁱⁱ⁾ (RM'000)	Actual Utilisation of Proceeds after Variation A	Balance proceeds unutilised (RM'000)
Expenditure for construction projects	5,357	-	5,357	(4,762)	595	595	-
Repayment of borrowings	3,333	2,857	476	(476)	-	-	-
Development cost for Solar Power Plant	2,500	2,500	-	-	-	-	-
Future business investments and/ or acquisitions	2,857	-	2,857	(2,381)	476	-	476
Expansion of quarry division	714	-	714	-	714	-	714
Funding of diversification into oil & gas	714	-	714	-	714	714	-
Expansion of bituminous products division	954	-	954	-	954	954	-
Working capital	844	671	173	-	173	173	-
Expenses for corporate exercises	207	207	-	-	-	-	-
Funding of Proposed Acquisition	-	-	-	7,143	7,143	-	7,143
Funding of Proposed Diversification	-	-	-	476	476	476	-
Total	17,480	6,235 ⁽ⁱⁱⁱ⁾	11,245	-	11,245	2,912 ⁽ⁱⁱⁱ⁾	8,333

Notes:

- (i) As per Minetech's Abridged Prospectus dated 23 September 2021.
- (ii) As per Circular to Shareholders dated 6 April 2022.
- (iii) Total actual utilisation of proceeds as at LPD is RM9.147 million.

According to Table A above, as at to-date, the Company had utilised approximately RM9.147 million from the total proceeds of RM17.480 million arising from Rights Issue and remain a balance of RM8.333 million of balance proceeds which has yet to be utilised.

2. DETAILS OF THE PROPOSED VARIATION (CONT'D)

Table B: Balance Proceeds pursuant to the Variation B – Private Placement

Purposes	Original proposed utilisation ⁽ⁱ⁾ (RM'000)	Variation B (RM'000)	Anticipated Proceeds for utilisation after Variation B ⁽ⁱⁱ⁾	Actual Proceeds raised (RM'000) ⁽ⁱⁱⁱ⁾	Utilisation of Actual Proceeds (RM'000)	Balance Proceeds unutilised (RM'000)
Expenditure for construction projects	19,643	(15,238)	4,405	912	912	-
Repayment of borrowings	10,667	(1,524)	9,143	1,892	1,892	-
Development cost for Solar Power Plant	5,500	-	5,500	1,138	1,138	-
Future business investments and/ or acquisitions	9,143	(7,619)	1,524	315	-	315
Expansion of quarry division	2,286	-	2,286	473	-	473
Funding of diversification into oil & gas	2,286	-	2,286	473	473	-
Expansion of bituminous products division	3,046	-	3,046	631	631	-
Working capital	2,702	-	2,702	559	559	-
Expenses for corporate exercises	663	-	663	138	138	-
Funding of Proposed Acquisition	-	22,857	22,857	4,728	-	4,728
Funding of Proposed Diversification	-	1,524	1,524	315	315	-
Total	55,936	-	55,936	11,574	6,058	5,516

Notes:

- (i) As per Minetech's Abridged Prospectus dated 23 September 2021.
- (ii) No Placement Shares have been allotted upon the Variation B and it was expected to raise Anticipated Proceeds of up to RM55.94 million as stated in the Circular to the Shareholders of Minetech dated 4 June 2021.
- (iii) The following Placement Shares had been made pursuant to the Private Placement which made up to the Actual Proceeds of RM11.574 million:-
 - 22,800,000 Placement Shares at the subscription price of RM0.063 per Placement Share, which amounting to a total proceeds of RM1.436 million had been made on 29 April 2022.
 - 80,000,000 Placement Shares at the subscription price of RM0.028 per Placement Share, which amounting to a total proceeds of RM2.240 million had been made on 14 October 2022.
 - 246,798,600 Placement Shares at the subscription price of RM0.032 per Placement Share, which amounting to a total proceeds of RM7.898 million had been made on 15 November 2022.

According to Table B above, as at to-date, the Company had utilised approximately RM6.058 million from the total proceeds of RM11.574 million arising from Private Placement and remain a balance of RM5.516 million of balance proceeds which has yet to be utilised.

2. DETAILS OF THE PROPOSED VARIATION (CONT'D)

For the avoidance of doubt, the current status of the unutilised balance proceeds as at the date of this Circular, are illustrated in the table below:-

Purposes	Status
Future business investments and/ or acquisitions	Have yet to identify suitable investment that fulfils the Board's criteria on returns and risk requirement
Expansion of quarry division	<p>Quarry business operation has been disposed off to a third party due to non-alignment to overall Group's strategy.</p> <p>The disposal of quarry business operation was completed through the sale of its operational assets to a third party quarry operator on 22 April 2022. The book value of the operational assets at the material was below 0.5% of NA and immaterial to Minetech and thus, no announcement was made to Bursa Securities.</p>
Funding of Proposed Acquisition	<p>Acquisition did not complete due to unfulfillment of conditions precedent within stipulated period. ⁽¹⁾</p> <p>The full details of the conditions precedent are summarised below:-</p> <p>(i) The obligations of the parties under the CSPA are in all respects conditional upon the attainment by Minetech, the holding company of MRBPSB, of its shareholders' approval in respect of the acquisition of the Subject Land being fulfilled within 6 months from the date of the CSPA or such extended period as may be mutually agreed in writing between the parties.</p> <p>(ii) The attainment by MRBPSB at its own cost and expense to obtain an in-principle approval by Dewan Bandaraya Kuala Lumpur ("DBKL") to grant the Development Order/ Kebenaran Merancang for the proposed development of the Subject Land with a plot ratio of not less than 1:7 ("Development Order").</p> <p>(iii) In the event that the plot ratio approval granted by DBKL on the Development Order is less than 1:7, the parties shall negotiate in good faith and agreed on a new purchase price to reflect the lower approved plot ratio within 30 days from the date of the approval of the Development Order.</p>

Notes:

- (1) Reference made to announcement dated 19 November 2021 pertaining to Conditional Sale and Purchase agreement ("**CSPA**") with MGSB for the 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, for a purchase consideration of RM60,000,000, which will be satisfied entirely in cash ("**Proposed Acquisition**") and announcement dated 2 December 2022 pertaining to Mutual Termination of the CSPA and Supplementary Agreement entered between MGSB and MRBPSB, for the Proposed Acquisition.

2. DETAILS OF THE PROPOSED VARIATION (CONT'D)

The Board had on 25 July 2023 announced the Company's intention to seek the approval of the shareholders to vary the utilisation of the Balance Proceeds to be re-allocated for the following purposes:-

- (A) Expansion of bituminous products division
- (B) Expenditure for construction projects
- (C) Working capital

Further details of the Proposed Variation are illustrated in table C and table D below:-

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2. DETAILS OF THE PROPOSED VARIATION (CONT'D)

Table C: Proposed Variation - Rights Issue

Purposes	Timeframe	Balance Proceeds unutilised (RM'000)	Proposed Variation (RM'000)	Revised Proceeds for utilisation after Proposed Variation (RM'000)	Timeframe for utilisation after Proposed Variation
Future business investments and/ or acquisitions	Within 24 months of completion date of Rights Issue (until 25 October 2023)	476	(476)	-	N/A
Expansion of quarry division	Within 24 months of completion date of Rights Issue (until 25 October 2023)	714	(714)	-	N/A
Funding of Proposed Acquisition	Within 12 months of EGM held on 22 April 2022 (until 22 April 2023)	7,143	(7,143)	-	N/A
Expansion of bituminous products division	N/A	-	3,000	3,000	24 months
Expenditure for construction projects	N/A	-	3,053	3,053	24 months
Working capital	N/A	-	2,280	2,280	24 months
Total	-	8,333	-	8,333	-

The Proposed Variation – Rights Issue is deemed as material change to the use of the gross proceeds amounting to RM8.333 million, represents 47.67% of the total proceeds raised. Hence, shareholders' approval is required pursuant to Paragraph 8.22(2)(a) of the Listing Requirements.

3. DETAILS OF THE PROPOSED VARIATION (CONT'D)

Table D: Proposed Variation – Private Placement

Purpose	Timeframe	Balance Proceeds (RM'000)	Proposed Variation (RM'000)	Revised Proceeds for utilisation after Proposed Variation (RM'000)	Timeframe for utilisation after Proposed Variation
Future business investments and/or acquisitions	Within 24 months of completion date of Private Placement (until 16 November 2024)	315	(315)	-	N/A
Expansion of quarry division	Within 24 months of completion date of Private Placement (until 16 November 2024)	473	(473)	-	N/A
Funding of Proposed Acquisition	Within 12 months of EGM held on 22 April 2022 (until 22 April 2023)	4,728	(4,728)	-	N/A
Expenditure for construction projects	N/A	-	5,516	5,516	24 months
Total	-	5,516	-	5,516	-

The Proposed Variation – Private Placement is deemed as material change to the use of the gross proceeds amounting to RM5.516 million, represents 47.66% of the total proceeds raised. Hence, shareholders' approval is required pursuant to Paragraph 8.22(2)(a) of the Listing Requirements.

3. RATIONALE OF THE PROPOSED VARIATION

(a) Expansion of bituminous products division

With numerous upcoming development projects in our vicinity and in neighbouring countries, spanning from mega projects such as Indonesia's new capital in Nusantara, East Kalimantan, electric and high-speed railways, and a multitude of developments being undertaken in Indonesia, Vietnam and Thailand, the Company will actively participate in these opportunities. In order to capitalise on the increased demand, additional funding is required.

Our Group's existing manufacturing plant for its bituminous products division is located in Ulu Yam, Selangor for production of bituminous products for pipe coating, water proofing and sealing mainly for concrete structures and building works as well as bituminous pre-mix for road construction. Existing bitumen storage tanks capacity is at 230MT of which average utilisation rate consistently hits 100% based on existing demand. Our Group intends to expand its bituminous products division by improving its current manufacturing plant to enhance quality as well as increase efficiency and yield. The expansion of our Group's manufacturing plant is expected to commence in September 2023 and be completed within a year. A total outlay of up to RM3.0 million is required for these following purposes:

Purposes	(RM'000)
<i>Building costs (i.e. building materials, consultation fees for engineering and architectural services, additional bitumen storage tanks, hoisting structure, piping and valves, hot oil heating system and labour costs) to expand and build new manufacturing facilities for its bitumen production process^(a) (i.e. upgrade of coating enamel production line and bitumen storage tanks capacity as well as addition of decanting facility)</i>	1,800
<i>Upgrade of warehouse storage facility features (i.e. expansion of roof and structure, racking system to improve security as well as addition of end-product storage capacity)</i>	400
<i>Purchase of equipment for R&D facilities to develop new liquid-based products, chemical / synthetic-based waterproofing products as well as testing equipment for emulsion and cold mix quality testing</i>	800
Total	3,000

Sub-notes:

(a) Our Group intends to expand the production capacity of the coating enamel production line from 500 metric tonnes per month to 1,000 metric tonnes per month to increase its monthly bitumen production capacity.

In order to manage its production costs, our Group targets to purchase material through bulk purchase of semi-solid bitumen. This would require expansion of its bitumen storage tanks to a total capacity of 600 metric tonnes, in order to facilitate the production expansion and to provide additional storage for the bulk purchase of materials. In addition, our Group intends to build a decanting facility, mainly to melt solid bitumen from jumbo bags via thermal oil circulating and transferring heat.

3. RATIONALE OF THE PROPOSED VARIATION (CONT'D)

(b) Expenditure for construction projects

The Malaysian construction industry has experienced two consecutive years of contraction, primarily attributed to the prolonged halting of project activities caused by the Covid-19 pandemic on the back of numerous Movement Control Orders (“MCOs”) declared in the interest of public health. Added to that, the sector has also been facing decreasing infrastructure job flows due to reduced public sector spending, influenced by fiscal constraints faced by the Malaysian Government as well as reduced capital spending by the private sector that was still reeling from the aftereffects of the pandemic.

The Company anticipates a return to normalcy in the Construction sector, reaching levels similar to the pre-pandemic period. This is anchored by the aspirations of the unity Government as outlined in its Budget 2023, which emphasises the recovery of the Malaysian economy. The Government has outlined several mega infrastructure projects such as the MRT Circle Line and infrastructure projects in Penang, Johor, Sabah and Sarawak. The Government has allocated RM95 billion in development expenditure, marking a significant increase compared to the budget for 2022.

Given our unique value proposition and years of experience, the Group continues to actively tender for projects and hence additional funding is required in anticipation of securing new tenders. Historically, the civil engineering division contributes 60% of overall Group’s revenue.

The following is our Group’s on-going construction projects:

Project owner:	Able Return Sdn Bhd	Harbour Home Sdn Bhd	Wangsa Keringat Development Sdn Bhd
Location of project:	Bukit Selingsing, Kg Sungai Koyan	Banting Industrial Park	Bandar Ampang
Contract sum:	RM30.0 million	RM6.75 million	RM11.3 million
Description:	Open pit mining, waste removal, ore deliveries and associated works	Construction and completion of road and drainage system including other related ancillaries	Design and construction works for project elevated road to “Cadangan Pembinaan 4 Blok Pangsapuri 22 Tingkat”
Project status as at the LPD:	On-going and in the midst of renewal of contract	On-going and expected to be completed by December 2023	On-going and expected to be completed by September 2023

Minetech had earmarked RM8.57 million of the proceeds to partially fund the Group's existing and future construction projects. As at the LPD, the Group is still in the midst of tendering for construction projects (which include land reclamation, infrastructure and drilling and blasting works) in West Malaysia. Minetech Group is currently tendering a total of 8 projects with a combined value of RM150 million involving earthworks, infrastructure works such as road and drainage, sewerage and water reticulation works as well as construction of buildings. The outcome of tendering projects is expected to receive by fourth quarter of 2023.

3. RATIONALE OF THE PROPOSED VARIATION (CONT'D)

(c) General working capital

As at the LPD, our Group has approximately RM6.98 million in cash and bank balances which after excluding operation-related overdraft amount of approximately RM4.98 million would result in a net cash and cash equivalent balance of approximately only RM2 million. In view of the above, our Group intends to allocate up to approximately RM2.28 million for the following working capital:

Purposes	Minimum Scenario (RM'000)
<i>Payroll, allowances and statutory contributions</i>	1,500
<i>Rental and administrative expenses</i>	500
<i>Legal, professional and consultant fees</i>	280
Total	2,280

4. INDUSTRY OVERVIEW, OUTLOOK AND FUTURE PROSPECTS OF MINETECH GROUP

(a) Overview and Outlook of the Malaysian economy

The Malaysian economy further expanded in the first quarter of 2023 (5.6%; 4Q 2022: 7.1%; 1Q 2011 - 4Q 2019 average: 5.1%), driven mainly by domestic demand. Further improvement in the labour market, with strong growth in employment and continued expansion in wages, have supported private consumption spending. Meanwhile, investment activity was underpinned by capacity expansion and continued implementation of multi-year projects. Inbound tourism continued to recover, lifting services exports and partially offsetting the slower goods export growth. On the supply side, the services and manufacturing sectors continued to drive growth. On a quarter-on-quarter seasonally-adjusted basis, the economy grew by 0.9% (4Q 2022: -1.7%).

Headline inflation during the quarter trended lower to 3.6% (4Q 2022: 3.9%). This was due mainly to the moderation in core inflation and lower RON97 price. The decline in core inflation (1Q 2023: 3.9%; 4Q 2022: 4.2%) was largely contributed by selected services. These include telephone and telefax service, food away from home, and personal transport repair and maintenance. Even as cost pressures, particularly global commodity prices, continued to ease, core inflation remained elevated during the quarter amid continued strength in demand. Price pressures remained pervasive. The share of Consumer Price Index (CPI) items recording monthly price increases rose to 56.0% during the quarter (4Q 2022: 51.2%). This in part reflected price adjustments by firms typically done at the beginning of the year (1Q average from 2011 - 2019: 52.2%; Overall average from 2011 - 2019: 45.6%), as well as continued price increases for some food-related items.

Despite global headwinds, the Malaysian economy is projected to expand by 4.0% to 5.0% in 2023, driven by firm domestic demand. Improving employment and income as well as continued implementation of multi-year projects would support consumption and investment activity. Moreover, higher inbound tourism activity would lift high-touch services industries. Governor Tan Sri Nor Shamsiah Mohd Yunus said, "Risks to Malaysia's growth outlook are relatively balanced. Upside risks stem mainly from domestic factors. -tabled Budget 2023. Meanwhile, downside risks could emanate. These include stronger-than-expected tourism activity and implementation of projects including those from the re from lower exports due to weaker-than-expected global growth and more volatile global financial market conditions."

(Source: *Economic and Financial Developments in Malaysia in the First Quarter of 2023*, Bank Negara Malaysia)

4. INDUSTRY OVERVIEW, OUTLOOK AND FUTURE PROSPECTS OF MINETECH GROUP (CONT'D)

(b) Overview and outlook of manufacturing industry in Malaysia (bituminous products)

The sales value of the Manufacturing industry in Malaysia increased by 3.3% in May 2023. The expansion was bolstered by the strong growth of 17.3% registered in Transport equipment & other manufactures coupled with the continuously increasing trend in Non-metallic mineral products, basic metal & fabricated metal products (8.7%); and Electrical & electronics products (8.2%). On month-on-month comparison, the sales value rebounded to 1.3% as against a negative 7.2% recorded in April 2023.

(Source: Monthly Manufacturing Statistics, Mei 2023, Ministry of Finance, Malaysia)

(i) Overview and outlook of Bitumen market in Asia Pacific

Bitumen market in Asia Pacific is expected to grow at the fastest compound annual growth rate between 2021 and 2030. Due to rising automotive ownership and regional urbanisation, the road and highway building sector in Asia Pacific nations like China, India, and Australia has been expanding quickly. The country's increase in freight and passenger road travel, followed by manufacturing activity, would further encourage road development to accommodate all cars during peak hours. Moreover, rapid urbanisation and modernisation will also increase the connectivity of rural and urban areas, thus boosting the demand for road development activities.

(Source: Bitumen Market – By Product, By Application, Regional Outlook, Application Potential, Competitive Market Share and Forecast, 2021 – 2027, Global Market Insights)

(c) Overview and outlook of construction industry in Malaysia

The Construction sector in Malaysia sustained its positive momentum in the first quarter of 2023 with the value of work done expanded by 9.4% to RM32.2 billion. The expansion of value of work done in this quarter was supported by a double-digit increase in Civil engineering (17.2%); followed by Non-Residential buildings sub-sectors and Special trade activities which increased by 9.6% and 9.0% respectively. Meanwhile, the value of work done in the Residential buildings sub-sector declined by 2.2% as against positive growth of 5.3% recorded in the previous quarter.

In comparison with the preceding quarter, all sub-sectors showed positive growth with the Non-residential buildings sub-sector recorded the highest increase of 2.0%, followed by Special trade activities (0.8%), Residential buildings sub-sector (0.2%) and the Civil engineering sub-sector (0.1%).

During the first quarter of 2023, the total work done value of Civil engineering sub-sector accounting for RM12.1 billion or 37.6%, while Non-residential buildings contributed 30.5% with a value of RM9.8 billion. Additionally, the Residential buildings and Special trade activities represented 21.7% and 10.2% of the work done value respectively.

The private sector remained as the main impetus to the growth in this quarter, with an increase of 10.6% (Q4 2022: 23.5%). The value of work done by the private sector amounted to RM19.8 billion or 61.4% of the total construction work done value. Non-residential buildings and Residential buildings sub-sectors remained significant contributors to the private sector which contributed 38.4% (RM7.6 billion) and 32.5% (RM6.4 billion) respectively.

On the other hand, the value of work done owned by the public sector stood at RM12.4 billion or 38.6% of the total value, which rose by 7.4% in this quarter (Q4 2022: 4.7%). The Civil engineering sub-sector was the major contributor with a share of 69.4% (RM8.6 billion).

4. INDUSTRY OVERVIEW, OUTLOOK AND FUTURE PROSPECTS OF MINETECH GROUP (CONT'D)

Analysing the performance of the Construction sector by state, more than one-third of the work done value in the first quarter of 2023 was concentrated in Selangor (RM8.1 billion or 25.1%); and Wilayah Persekutuan (RM4.1 billion or 12.7%). Sarawak and Johor ranked next, with both recording the value of work done at RM3.4 billion (10.6%).

(Source: Construction Statistics First Quarter 2023, Department of Statistics Malaysia)

(d) Future Plans and Prospects of Minetech Group

As at the LPD, Minetech Group is principally involved in manufacturing and trading of bituminous products and civil engineering works as well as providing goods and services to the property and infrastructure construction industry sector.

The Group will continue to remain vigilant on its capital expenditure and spending in facing challenges in these uncertain times. Greater focus will be placed on various cost control measures, increasing efforts in replenishing order books and improvement in productions. The Group aims to strengthen its resilience and financial position by exploring strategic restructuring initiatives that have seen us embarking in diversified businesses which have helped the Group towards a sustainable growth.

Civil Engineering

Minetech Construction Sdn Bhd ("**MCSB**"), a wholly-owned subsidiary of Minetech provides civil engineering and construction services such as infrastructure works including excavation works, underground excavation, building construction works, drilling works and controlled rock blasting works.

Our Construction and Manufacturing Quality Management System carries the ISO 9001:2015 certification from the British Assessment Bureau and General Society of Surveillance. This is a testament to Minetech's focus on ensuring Minetech's civil engineering and construction services meet the regulatory requirement. MCSB's major customers are Selinsing Gold Mine and Guoco Land, which represent FYE2023: 66.13% and 21.70% of total construction revenue, respectively.

In FYE 2023, Minetech successfully secured total jobs worth RM7.1 million, for the execution and completion of external link bridge, covered walkway and associated works for the proposed Emerald 9 Cheras Development, which are currently on-going. Premised on the above, the Group intends to grow its construction segment, which is a field where the Group has vast experience in, particularly to utilise the Balance Proceeds for funding of future projects as the Group envisages the construction segment will be able to contribute positively to the Group's moving forward.

Manufacturing

Minetech Asphalt Man International Sdn Bhd ("**MAMI**"), manufactures and exports high quality Asphalt and Bituminous products for road surfacing and general industrial use such as construction, pipe coating, sealants and waterproofing. MAMI is carrying IKRAM Product Certificate of Conformity for Coating Enamel, Bituminous Prime and Synthetic Primer.

In FYE 2023, MAMI secured RM6.88 million contract value of Coating Enamel with local customer and RM10.24 million contract value of Emulsion with the distributor, respectively. As revenue from MAMI increased, the Group intends to expand its bituminous segment by adding more headcounts for the quality control and operation department and upgrading its equipments to ensure quality and smooth operation flow.

The Board will continuously review on the strategy and future business direction of the Group in order to remain competitive and improve the Group's financial performance.

(Source: The management of Minetech)

5. FINANCIAL EFFECTS OF THE PROPOSED VARIATION

(a) Issued share capital and substantial shareholders' shareholdings

The Proposed Variation will not have any effect on the issued share capital and substantial shareholders' shareholdings in the Company as the Proposed Variation does not involve any issuance of new shares.

(b) NA and gearing level

Purely for illustration purposes only, the effect of the Proposed Variation on Minetech Group's gearing ratio based on the latest audited consolidated financial statements for the FYE 31 March 2023, assuming the Proposed Variation had been effected at the end of that financial period is set out below:-

	Audited as at 31 March 2023 (RM)	Pro Forma 1 after Proposed Variation (RM)
Share capital	105,518,093	105,518,093
Reserves	(18,868,276)	(18,868,276)
Treasury shares	(47,990)	(47,990)
Shareholders' funds/ NA	86,601,827	86,601,827
Non-controlling interests	(3,940,604)	(3,940,604)
Total Equity	82,661,223	82,661,223
Number of shares in issue	1,526,536,600	1,526,536,600
NA per share (RM)	0.05	0.05
Total borrowings	40,557,307	40,557,307
Gearing level (times)	0.49	0.49

(c) Earnings and EPS

The Proposed Variation is not expected to have any immediate material effect on the earnings of Minetech Group for the FYE 31 March 2024. Nevertheless, barring any unforeseen circumstances, the Board anticipates that:-

- (i) Potential increase in revenue from bituminous products; and
- (ii) Potential increase in revenue from construction projects;

may contribute positively to the future earnings of Minetech Group as and when the benefits of the revised utilisation of the proceeds are realised.

6. APPROVALS REQUIRED

The Proposed Variation is subject to the following approvals being obtained:-

- (a) Shareholders of Minetech at the EGM to be convened; and
- (b) Any other relevant authorities/ parties, if required.

7. INTER-CONDITIONALITY

The Proposed Variation is not conditional upon any other corporate proposal undertaken or to be undertaken by the Company.

8. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVE AND/ OR PERSONS CONNECTED TO THEM

None of the Directors and/or major shareholders, chief executive of Minetech and/ or persons connected to them have any interest, whether direct or indirect, in the Proposed Variation.

9. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposed Variation, including the rationale and effects of the Proposed Variation and after careful deliberation, is of the opinion that the Proposed Variation is in the best interest of the Company. Accordingly, the Board recommends that you vote in favour of the resolution relating to the Proposed Variation to be tabled at the forthcoming EGM.

10. ESTIMATED TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposed Variation is expected to be completed by third quarter of 2023.

11. CORPORATE EXERCISE ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed Variation, there is no other outstanding corporate exercise, which has been announced but pending completion as at the LPD.

12. EGM

The EGM will be conducted as a fully virtual meeting through live streaming and online remote voting using 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 12.00 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company, scheduled to be held on the same date at 10.00 a.m. whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Variation.

A member entitled to attend and vote at the EGM is entitled to appoint a proxy/ proxies to attend and vote on his/ her behalf. The Form of Proxy must be completed and deposited at 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. Alternatively, to be submitted electronically, vide TIIH Online website at <https://tiih.online> not less than forty-eight (48) hours before the time set for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so. However, you will not be allowed to participate in the EGM together with a proxy appointed by you.

13. FURTHER INFORMATION

Shareholders are advised to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board of
MINETECH RESOURCES BERHAD

Ahmad Rahizal Bin Dato' Ahmad Rasidi
Non-Independent Non-Executive Chairman

FURTHER INFORMATION

1. Directors' responsibility statement

This Circular has been seen and approved by the Directors of Minetech and they collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. Material Litigations, Claims and Arbitration

Save as disclosed below, as at the LPD, the Board is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant or otherwise, and the Board is not aware of any proceedings pending or threatened against Minetech, or our subsidiaries or of any facts likely to give rise to any proceedings which may materially or adversely affect the position or business of Minetech and/or any of our subsidiaries as at the LPD:-

i. Kuala Lumpur High Court Suit No. 22NCVC-288-04/2016 ("Suit 288")

The Trial for Suit 288 and the below stated Suit 433 had proceeded at the Kuala Lumpur High Court before Y.A. Datin Hajah Azizah on 23, 24, 25 and 26 October 2017, 13 and 23 November 2017.

On 20 April 2018, the Judge found the termination by Sri Manjung Granite Quarry Sdn Bhd ("**SMGQ**") to be unlawful and had ordered SMGQ to pay damages to Optimis Dinamik Sdn Bhd ("**ODSB**") (the quantum of damages is to be assessed by the Court Registrar) together with interest thereon at the rate of 5% per annum from the date of the Writ of Summon dated 1 April 2013 until full payment and costs of RM80,000.

As regards to SMGQ's counterclaim, the High Court allowed SMGQ's counterclaim for the outstanding tribute payment of RM256,300 owing by ODSB which is to be deducted (set-off) from the damages assessed to be paid by SMGQ to ODSB.

On 15 May 2018, SMGQ filed their appeal against the High Court's decision in Suit 288 ("**SMGQ's Appeal**").

ODSB had filed a Notice of Direction to the High Court for the assessment of damages. The Judge ordered that the assessment of damages proceedings be stayed pending the disposal of SMGQ's Appeal.

SMGQ's Appeal was heard on 31 March 2021. The Court of Appeal dismissed SMGQ's Appeal and upheld the High Court's decision in deciding that SMGQ has unlawfully terminated ODSB's contract and the damages should only be given to ODSB.

On 29 April 2021, SMGQ filed a leave application at the Federal Court. On 15 September 2021, the Federal Court dismissed SMGQ's application for leave to appeal with cost of RM15,000. Therefore, the High Court's decision in deciding that SMGQ has unlawfully terminated ODSB's contract and the damages should only be given to ODSB is upheld.

The Court has fixed 20 September 2022 for Case Management on Notice of Assessment of Damages.

On 18 October 2022, ODSB has submitted the Independent Report on Assessment Damages to the Court. The Court has fixed 22 November 2022 for Case Management for Defendant's Rebuttal.

On 22 November 2022 Case Management, the Defendant's Solicitor has requested for more time to finalise and submit their Rebuttal. The Court fixed 13 January 2023 for the next Case Management date. On 13 January 2023, the Defendant's Solicitor has required

a further time extension. The Court fixed the next Case Management date on 16 August 2023.

3. Material contracts

Save as disclosed below, the Minetech Group has not entered into any material contracts (not being contracts entered into in the ordinary course of business) within 2 years immediately preceding the date of this Circular:-

- (i) Conditional Sale and Purchase Agreement dated 19 November 2021 between MRBPSB and MGSB for the 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 RM60,000,000, which will be satisfied entirely in cash. MRBPSB had also on even date, entered into a Supplemental Agreement with MGSB to set out further conditions on the plot ratio of the Subject Land. On 2 December 2022, MRBPSB and MGSB have mutually agreed to terminate both the agreements as the conditional precedent stipulated in the agreements were not satisfied within the stipulated period.
- (ii) Teaming Agreement dated 7 January 2022 between Minetech Commerce Sdn Bhd and Vitamin 2U Sdn Bhd to work together for a project that involves importing and trading of processed food in Malaysia from a South Korean food manufacturer, namely Samyang Food Co Ltd. In conjunction with the Teaming Agreement, the Company had on 22 April 2022 sought approval from the shareholders to diversify the existing principal activities of Minetech and its subsidiaries to include the trading business of food and beverage. The business of importing and trading of Korean processed food in Malaysia was commenced in 2022.
- (iii) Sale and Purchase Agreement dated 10 May 2022 between Medium Visa Sdn Bhd, Harapan Irian Sdn Bhd and Alliance EV Sdn Bhd for the disposal of three (3) pieces of ninety-nine (99) years leasehold land expiring on 8 December 2107 in Mukim Hulu Bernam Timor, Daerah Muallim, Negeri Perak for a total sale consideration of RM12,000,000.00 only. The disposal was completed on 22 December 2022.
- (iv) Shares Sale Agreement ("**SSA**") dated 15 June 2023 between Minetech Resources Berhad and Shia Fui Kin for the purpose of acquisition of 720,000 ordinary shares in Minetech Asphalt Man International Sdn Bhd ("**MAMI**"), representing 15% of the issued and paid-up share capital of MAMI, for a total purchase consideration of RM3,550,000.00. The execution and delivery of documents which indicated in the SSA as part of the conditional precedents are currently in the process to complete the shares transfer.

4. Material Commitments

As at the LPD, the Board is not aware of any material commitments incurred or known to be incurred by Minetech Group which have not been provided for, which upon becoming enforceable may have a material impact on the financial position of Minetech Group.

5. Contingent Liabilities

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by Minetech Group which, upon becoming enforceable, may have a material impact on the financial results/position of Minetech Group.

6. Documents available for inspection

Copies of the following documents are available for inspection at the registered office of the Company at 12th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia during normal business hours from Mondays to Fridays (excluding public holidays) for the period commencing from the date of this Circular up to and including the date of the forthcoming EGM of the Company:-

APPENDIX I

- (a) the Constitution of Minetech;
- (b) the audited consolidated financial statements of Minetech for the financial year ended 31 March 2022 and 31 March 2023;
- (c) the relevant cause papers in respect of material litigation referred to in Section 2 of this Appendix I; and
- (d) the material contract referred to in Section 3 of this Appendix I.

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

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) 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 12.00 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company, scheduled to be held on the same date at 10.00 a.m. whichever is later, or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolution, with or without modifications:-

ORDINARY RESOLUTION

PROPOSED VARIATION FOR THE UTILISATION OF PROCEEDS ARISING FROM THE RIGHTS ISSUE OF IRREDEEMABLE CONVERTIBLE PREFERENCE SHARES (“RIGHTS ISSUE”) AND PRIVATE PLACEMENT (“PROPOSED VARIATION”)

“THAT approval be and is hereby given to the Company for the variation for the utilisation of proceeds arising from the Rights Issue and Private Placement, the details of which are set out in the Circular to Shareholders of the Company dated 11 August 2023.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things, and execute all necessary documents as they may consider necessary or expedient or in the best interest of the Company with full powers 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 such steps and 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 Variation.”

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: 11 August 2023

NOTES:

1. The EGM will be conducted on a fully virtual basis via TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the 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 the fully virtual EGM 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.
3. 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.
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 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 TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the EGM 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.

8. The members, proxies or corporate representatives may submit questions in relation to the resolutions to be tabled at the EGM at <https://tiih.online> prior to the EGM 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 Malaysia Securities Berhad, all the resolutions 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 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.

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.*



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

PROXY FORM

CDS account no.	No. of ordinary shares held

I/ We _____ NRIC/Passport/Company No: _____
[Full name in block]

Tel: _____ of _____
_____ (full address) with

email address _____ being member(s) of **MINETECH RESOURCES BERHAD [Registration No. 200201007880 (575543-X)]** hereby appoint * THE CHAIRMAN OF THE MEETING or failing him/her

Full Name (in Block)	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Telephone no./ Email address			

And (if more than one (1) proxy)

Full Name (in Block)	NRIC No./Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Telephone no./ Email address			

as my/our proxy(ies) to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company which 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 number with MYNIC: D1A282781) on Monday, 28 August 2023 at 12.00 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Twenty-First Annual General Meeting of the Company, scheduled to be held on the same date at 10.00 a.m. whichever is later, or at any adjournment thereof.

** if you wish to appoint other person(s) to be your proxy/proxies, kindly delete the words "the Chairman of the Meeting or failing him/her" and insert the name(s) of the person(s) desired.*

My/our proxy/proxies is/are to vote as indicated below.

	RESOLUTION		FOR	AGAINST
1.	Proposed Variation for the Utilisation of Proceeds arising from the Rights Issue of Ireedemable Convertible Preference Shares and Private Placement	Ordinary Resolution		

(Please indicate with an "X" in the appropriate box against the resolutions on how you wish your proxy to vote. The proxy is to vote on the resolutions set out in the Notice of Meeting as you have indicated. If no specific instruction as to voting is given, this form will be taken to authorise the proxy to vote at his/her discretion.)

Signature/Common Seal of Shareholder

Date: _____

Notes:

1. The EGM will be conducted on a fully virtual basis via TIH Online website at <https://tiah.online>. Please refer to the Administrative Guide of the 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 the fully virtual EGM 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.
3. 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.
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 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 TIIH Online website at <https://tiih.online>. Please refer to the Administrative Guide of the EGM 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.

8. The members, proxies or corporate representatives may submit questions in relation to the resolutions to be tabled at the EGM at <https://tiih.online> prior to the EGM 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 Malaysia Securities Berhad, all the resolutions 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 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.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 11 August 2023.

Please fold here

**AFFIX
STAMP**

MINETECH RESOURCES BERHAD

Registration No.: 200201007880 (575543-X)

C/O Tricor Investor & Issuing House Services Sdn Bhd
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

Please fold here