

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") has perused this Circular prior to its issuance on a limited review basis pursuant to Practice Note 18 of the Main Market Listing Requirements.

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CIRCULAR TO SHAREHOLDERS

IN RELATION TO:

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE**

Notice of the Extraordinary General Meeting ("**EGM**") of Minetech Resources Berhad to be held at Ballroom 3, Level 2, New World Petaling Jaya Hotel, Paradigm, 1 Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 28 June 2021 at 11.30 a.m. or immediately following the conclusion of the EGM of the Company to be held at the same venue at 10.00 a.m. on the same day or at any adjournment thereof, whichever is later.

The Form of Proxy are enclosed in this Circular. Please complete the Form of Proxy and lodge the same at the Share Registrar of the Company at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the EGM or at any adjourned 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.

Last date and time for lodging the : Saturday, 26 June 2021 at 11.30 a.m.
Form of Proxy

Date and time of the EGM : Monday, 28 June 2021 at 11.30 a.m.

This Circular is dated 11 June 2021

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 |
| “AGM” | : Annual General Meeting |
| “ARMC” | : Audit and Risk Management Committee of Minetech |
| “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 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 |
| “Empada” | : Empada Sdn Bhd [Registration No. 201301041889 (1071714-T)] |
| “EPS” | : Earnings per Share |
| “LPD” | : 3 June 2021, being the latest practicable date prior to the printing and despatch of this Circular |
| “Listing Requirements” | : Main Market Listing Requirements of Bursa Securities, including any amendment thereto that may be made from time to time |
| “Major Shareholder” | : A person who has an interest(s) in voting share(s) in the Company and the number or aggregate number of those shares is:- (i) 10% or more of the total number of voting shares in the Company; or (ii) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company; and shall include any person who is or was within the preceding six (6) months of the date on which the terms of the transaction was agreed upon, a major shareholder of Minetech, its subsidiary or holding company “Interest” shall have the meaning of “interest in shares” given in Section 8 of the Act |

DEFINITIONS (cont'd)

Except where the context otherwise requires, the following definitions (in alphabetical order) shall apply throughout 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 |
| “Person(s) Connected” | : Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements |
| “Proposed New Shareholders’ Mandate” | : The proposed new shareholders’ mandate for Minetech Group to enter into recurrent related party transactions of a revenue or trading nature with Related Party or Parties in the ordinary course of business which are necessary for Minetech Group’s day-to-day operations |
| “Related Party” or “Related Parties” | : Director(s), major shareholder(s) or person(s) connected with such Director(s) or major shareholder(s) |
| “RPT(s)” | : Related party transaction(s) entered into by the Minetech Group which involves the interest, direct or indirect, of a related party |
| “RRPT(s)” | : Recurrent related party transactions of a revenue or trading nature, which are necessary for day-to-day operations and are in the ordinary course of business of Minetech Group |
| “RM” and “sen” | : Ringgit Malaysia and sen, respectively |

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.

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Registered Office

12th Floor, Menara Symphony,
No. 5, Jalan Professor Khoo Kay Kim,
Seksyen 13,
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Date: 11 June 2021

Directors:

Dato' Awang Daud Bin Awang Putera (*Executive Chairman*)
Choy Sen @ Chin Kim Sang (*Executive Director*)
Chin Leong Choy (*Executive Director*)
Awgku Mohd Reza Farzak Bin Awg Daud (*Executive Director*)
Azlan Shah Bin Zainal Arif (*Executive Director*)
Ahmad Rahizal Bin Dato' Ahmad Rasidi (*Executive Director*)
Abdul Farid Bin Abdul Kadir (*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*)

To: The shareholders of Minetech Resources Berhad

Dear Sir/Madam,

PROPOSED NEW SHAREHOLDERS' MANDATE

1. Introduction

On 4 June 2021, the Board of Minetech announced that the Company proposes to seek for approval from its shareholders for a Proposed New Shareholders' Mandate in relation to recurrent related party transaction of a revenue or trading nature with the Related Party(ies) in the ordinary course of business which are necessary for Minetech Group's day-to-day operations.

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

WE ADVISE YOU TO READ AND CAREFULLY CONSIDER THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE ATTACHED APPENDIX BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED NEW SHAREHOLDERS' MANDATE AT THE FORTHCOMING EGM OF MINETECH.

2. Details of the Proposed New Shareholders' Mandate

2.1 Provision under the Listing Requirements

Pursuant to Paragraph 10.09(2), Part E of Chapter 10 of the Listing Requirements, the Company may seek shareholders' mandate for RRPT which are necessary for Minetech Group's day-to-day operations subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
 - (i) the consideration, value of the assets, capital outlay or costs of the RRPT is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more,whichever is the higher;
- (c) the issuance of a circular to shareholders by the Company for the shareholders' mandate shall include the information as may be prescribed by the Bursa Securities;
- (d) the interested director, interested Major Shareholder or Person Connected with a director or Major Shareholder; and where it involves the interest of an interested Person Connected with a director or Major Shareholder, such director or Major Shareholder, must not vote on the resolution approving the transactions. An interested director or interested Major Shareholder must ensure that Persons Connected with him abstain from voting on the resolution approving the transactions;
- (e) the Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement;
- (f) the transactions are conducted on normal commercial terms;
- (g) the transactions are not detrimental to the interest of the minority shareholders; and
- (h) the transactions are conducted on arm's length basis.

2.2 Principal activities of Minetech Group

The principal activity of Minetech is that of investment holding and provision of managerial services while its subsidiaries are involved in the following:

- (i) Sales and marketing of quarry products;
- (ii) Provision of specialised civil engineering services and rental of machinery;
- (iii) Manufacturing and trading of premix products and bituminous products;
- (iv) Information technology related services; and
- (v) Property investment.

2.3 Information on Empada

Empada was incorporated in Malaysia on 27 November 2013 as a private limited company and has been principally engaged in the business of provision of construction, energy and oil and gas related services. The Directors of Empada are Encik Azlan Shah Bin Zainal Arif and Encik Mohd Yusoff Bin Abdullah. As at the LPD, the total share capital of Empada is RM6,000,000 comprising of 6,000,000 ordinary shares and the shareholders of Empada are as follows:-

| Shareholders | No. of shares | % of issued shares |
|----------------------------------|---------------|--------------------|
| Encik Azlan Shah Bin Zainal Arif | 2,940,000 | 49% |
| Puan Norain Binti Samson | 3,060,000 | 51% |

2.4 Nature of RRPT and estimated value

Should Empada successfully tendered the contract(s) on provision of construction, energy and oil and gas and/or other related services, Empada will be collaborating with Minetech Group to execute and complete such contracts to Empada's clients.

The RRPTs detailed below are in the ordinary course of business. They are recurring transactions of a revenue and/or trading nature which occur with some degree of frequency and arise at any time and from time to time. The details of the RRPTs which will be entered into by Minetech Group and the Related Party after taking into consideration the benefits of the RRPTs attributable to the Minetech Group:-

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2.4 Nature of RRPT and estimated value (cont'd)

| No. | Company | Transacting Related Party | Related Party and Nature of Relationship | Nature of Transactions | Estimated Value of the RRPTs ** |
|-----|----------------|---------------------------|---|---|---------------------------------|
| 1. | Minetech Group | Empada | Encik Azlan Shah Bin Zainal Arif is the director of Minetech Group and shareholder with direct interest of 0.435% in Minetech. He is also the director and shareholder with direct interest of 49% in Empada. | Empada will be collaborating with Minetech Group to provide scaffolding services and other related services to clients award contracts to Empada. | RM4,600,000.00 |
| 2. | | | | Empada will be collaborating with Minetech Group to provide storage tank maintenance services and other related services to clients award contracts to Empada. | RM16,554,000.00 |
| 3. | | | | Empada will be collaborating with Minetech Group to provide supply manpower, equipment, transportation & yard facilities and other related services in any contracts awarded to Empada. | RM1,800,000.00 |
| 4. | | | | Empada will be collaborating with Minetech Group to provide integrated hook-up & commissioning (IHUC) services and other related services to clients award contracts to Empada. | RM7,500,000.00 |

Notes:

** The estimated transaction value as stated above is based on our Management's estimates after taking into consideration of the transactions which will be entered into in the foreseeable future, and hence may be subject to changes

2.5 Rationale and Benefit of Proposed New Shareholders' Mandate

The nature of transactions as stated in Section 2.3 of this Circular is in line with Minetech Group's long term strategy to expand or embark existence its businesses into the field of construction, energy and oil and gas. The new businesses are expected to be synergistic to the existing portfolio of Minetech Group by leveraging on its existing resources, experience and competencies. Should Empada successfully tendered projects in relation to the field of construction, energy and oil and gas, Empada will be collaborating with Minetech Group to execute and complete such projects and it will contribute positively to Minetech Group's revenue in the future.

The RRPTs entered or to be entered into by Minetech Group are all in the ordinary course of business and reflect a long term commercial relationship between the parties. They are recurring transactions of revenue or trading nature, which are likely to occur with some degree of frequency and arise from time to time. These transactions may be constrained by the time sensitive nature and confidentiality of such transactions and it may be impractical to seek shareholders' approval on a case-to-case basis before entering into such RRPTs.

The Proposed New Shareholders' Mandate would also reduce substantial administrative time, inconvenience and expenses of having to frequently convene a separate general meeting for approval of each transaction while still maintaining the objective of informing shareholders on the extent of related party transaction occurring within Minetech Group and allow manpower resources and time to be channelled towards attaining other corporate objectives.

Therefore, the Board is seeking a shareholders' mandate pursuant to Paragraph 10.09 of Chapter 10 of the Listing Requirements to allow Minetech Group to enter into such RRPTs with the related party, provided that they are carried out on arm's length basis, on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

The RRPTs entered into by Minetech Group as detailed in Section 2.3 above will be entered into in the best interest of the Company.

2.6 Amount due from Empada

There was no amount owing by Empada to Minetech Group pursuant to the RRPTs as at LPD.

2.7 Validity period of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate, if approved by the shareholders at the forthcoming EGM, shall take effect from the date of passing of the proposed ordinary resolution at the EGM and subject to annual renewal, and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company following the EGM at which such ordinary resolution for the Proposed New Shareholders' Mandate will be passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or

- (ii) the expiration of the period within which the next AGM of the Company after the date it 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
- (iii) revoked or varied by a resolution passed by the shareholders in a general meeting,

whichever is the earlier.

2.8 Review procedures

The Minetech Group has established the following procedures to ensure that the RRPT, where possible, are undertaken at arms' length basis and on normal commercial terms consistent with the Group's usual business practices and policies, which are generally not more favourable to the related parties than those generally available to the public and are not detrimental to Minetech's minority shareholders.

The Minetech Group has established the following procedures to monitor the RRPT:-

- (i) the relevant employees of the Minetech Group are notified of the identities of the related parties and will be required, prior to entering into such transaction, to ensure that all the RRPT are consistent with the Minetech Group's normal business practices and policies, on terms not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company;
- (ii) the consideration and terms are determined based on the prevailing market rates which are determined by market forces and other relevant factors. Where practical and feasible, quotations and/or tenders will be obtained from unrelated parties for the same or substantially similar products or services for at least two (2) other contemporaneous transactions with unrelated third parties for similar services will be used as a comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of services. Where it is impractical or impossible for quotes and/or tenders to be obtained from unrelated parties, or where there have not been any similar transactions between the Minetech Group and unrelated third parties, the terms of the transactions for the products or services will be in accordance with applicable industry norms, prevailing commercial rates and at rates not more favourable to the related parties than those generally available to the public and is not detrimental to the Minetech Group;
- (iii) all RRPT will be reviewed monthly by the management of Minetech to ensure that they are within the shareholders' mandate obtained;
- (iv) records will be maintained by the management of Minetech to capture all RRPT entered into pursuant to the Proposed New Shareholders' Mandate;
- (v) additional information pertaining to the RRPT may be requested from independent sources or advisers, if required;
- (vi) the ARMC will review all RRPT every quarter, with a detailed review of RRPT exceeding RM1.0 million; and

- (vii) the ARMC will consider, from time to time, whether the established guidelines and procedures for RRPT have become inappropriate and/or it is unable to ensure that the transactions will be on normal commercial terms and/or will prejudice the interests of shareholders generally. Notwithstanding that, the guidelines and procedures for RRPT will be reviewed by the ARMC at least once in a financial year.

2.9 Statement by the ARMC

The ARMC has reviewed the procedures mentioned in Section 2.6 of this Circular and is of the view that the procedures are sufficient to ensure that the RRPTs 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 that the Minetech Group has in place adequate procedures and processes to monitor, track and identify the RRPTs in a timely and orderly manner. Such procedures and processes are reviewed by the ARMC on yearly basis.

2.10 Directors' and Major Shareholders' interests

As at LPD, save as disclosed in this Circular and below, none of the Directors and/or Shareholders of Minetech and/or persons connected to them have any interest, direct or indirect, in the Proposed New Shareholders' Mandate.

| Name of Director and Shareholders | Direct | | Indirect | |
|-----------------------------------|--------------------------|----------------|--------------------------|----------------|
| | No. of Minetech's Shares | % [#] | No. of Minetech's Shares | % [#] |
| Azlan Shah Bin Zainal Arif | 4,170,000 | 0.358 | - | - |

Notes:

Based on Minetech's total issued share capital of 1,165,328,800 of Minetech's Shares (excluding 285,000 treasury shares) as at the LPD.

Encik Azlan Shah Bin Zainal Arif, being the Director and shareholder of Minetech, has abstained and will continue to abstain from all deliberations and voting at relevant board meetings in relation to the Proposed New Shareholders' Mandate. He will also abstain from voting and will ensure that persons connected with him will abstain from voting in respect of their direct and/ or indirect shareholdings on the resolution pertaining to the Proposed New Shareholders' Mandate at the forthcoming EGM.

2.11 Directors' Statement and Recommendation

The Board, save for Encik Azlan Shah Bin Zainal Arif, having considered all aspects of the Proposed New Shareholders' Mandate, is of the opinion that the Proposed New Shareholders' Mandate is in the best interest of the Company. Accordingly, the Board, save for Encik Azlan Shah Bin Zainal Arif, recommends that you vote in favour of the resolution relating to the Proposed New Shareholders' Mandate to be tabled at the forthcoming EGM.

3. Approval Required

The Proposed New Shareholders' Mandate is subject to approval being obtained from the shareholders of the Company at the forthcoming EGM.

4. Financial Effects of the Proposed New Shareholders' Mandate

The Proposed New Shareholders' Mandate is not expected to have any material effect on the consolidated earnings, earnings per share, net assets per share and gearing of Minetech Group. The Proposed New Shareholders' Mandate will have no effect on the share capital and substantial shareholders' shareholdings of Minetech.

5. EGM

The EGM will be held at Ballroom 3, Level 2, New World Petaling Jaya Hotel, Paradigm, 1 Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 28 June 2021 at 11.30 a.m. or immediately following the conclusion of the EGM of the Company to be held at the same venue at 10.00 a.m. on the same day or at any adjournment thereof, whichever is later, for the purpose of considering and, if thought fit, passing the resolution to give effect to the Proposed New Shareholders' Mandate.

If you are entitled but unable to attend and vote at the forthcoming EGM, you are requested to complete, sign and return the enclosed Form of Proxy enclosed in accordance with the instructions printed therein as soon as possible, so as to arrive at the Share Registrar of the Company at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not later than forty-eight (48) hours before the time appointed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending, speaking, and voting in person at the EGM, should you subsequently wish to do so.

6. 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

Dato' Awang Daud Bin Awang Putera
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 given 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, our Board is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant or otherwise, and our 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 RM256,300.24 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, and on 5 July 2018, the Judge, by consent, ordered that the assessment of damages proceedings be stayed pending the disposal of SMGQ's Appeal.

The Deputy Registrar of the Court of Appeal had fixed both ODSB's Appeal and SMGQ's Appeal to be heard together on 31 March 2021. Hearing of the appeals was completed on 31 March 2021. The Court of Appeal has rejected ODSB's appeals as well as SMGQ's appeal. The Court of Appeal upheld the High Court's decision in deciding that SMGQ has unlawfully terminated ODSB's contract and that the damages should only be awarded to ODSB.

Hearing for assessment of damages will be resumed at the High Court wherein the date of hearing will be notified by the High Court at a later date. Meanwhile, SMGQ has subsequently filed their appeal to the Federal Court whereby the hearing for the leave to appeal application has been fixed on 15 September 2021 via Zoom and ODSB is required to file its Affidavit in Reply on or before 28 June 2021.

2. Material Litigations, Claims and Arbitration (cont'd)

ii. Kuala Lumpur High Court Suit No. 22NCVC-433-09/2014 ("Suit 433")

Optimis Dinamik Sdn Bhd & 2 Others v Sri Manjung Granite Quarry Sdn Bhd & 3 Others

Suit 433 and Suit 288 were tried together. The Judge had on 20 April 2018 dismissed ODSB, Minetech Quarries Sdn Bhd and K.S. Chin Minerals Sdn Bhd's claim against SMGQ and its 3 Directors, namely Mr. Moo Khean Choong @ Mu Kan Chong, Ms. Low Sow Fong and Mr. Atma Singh @ Atma Singh Lahre s/o Keer Singh, with costs of RM50,000.

ODSB, Minetech Quarries Sdn Bhd and K.S. Chin Mineral Sdn Bhd had on 18 May 2018 filed an appeal to the Court of Appeal against the High Court's decision in Suit 433 ("**ODSB's Appeal**").

The Deputy Registrar of the Court of Appeal had fixed both ODSB's Appeal and SMGQ's Appeal to be heard together on 31 March 2021. Hearing of the appeals was completed on 31 March 2021. The Court of Appeal has rejected ODSB's appeals as well as SMGQ's appeal whereby the decisions of the High Court as set out above were affirmed.

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) Shares Sale Agreement dated 5 August 2019 between K.S. Chin Minerals Sdn Bhd and East Rock Sdn Bhd for the disposal of 51% of the total issued share capital of Gebeng Quarry Sdn Bhd (representing 4,340,100 shares in Gebeng Quarry) for a total cash consideration of RM7,000,000. The disposal was completed on 09 October 2020; and
- (ii) Shares Sale Agreement dated 18 May 2021 between the Company and Bertam Roadbase Sdn Bhd ("**BRSB**") for the disposal of the entire investment of 1,200,000 ordinary shares in Bertam Capital Sdn Bhd ("**BCSB**"), representing 60% equity interest in BCSB to BRSB for a total consideration of RM10,200,000.00 only.

4. 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:

- (i) the Constitution of Minetech;
- (ii) the audited financial statements of Minetech Group for the financial years ended 31 March 2019 and 31 March 2020 and the latest unaudited quarterly results for the financial period ended 31 December 2020;

4. Documents available for inspection (cont'd)

- (iii) the cause papers referred to in Section 2 above; and
- (iv) the material contracts referred to in Section 3 above.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Minetech Resources Berhad (“**Minetech**” or “**Company**”) (“**EGM**”) will be held at Ballroom 3, Level 2, New World Petaling Jaya Hotel, Paradigm, 1 Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 28 June 2021 at 11.30 a.m., or immediately following the conclusion of the EGM of the Company to be held at the same venue at 10.00 a.m. on the same day or at any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED NEW SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (“PROPOSED NEW SHAREHOLDERS’ MANDATE”)

“**THAT** subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (“**Minetech Group**”) to enter into the recurrent related party transactions of a revenue or trading nature as specified in Section 2.3 of the Circular to Shareholders dated 11 June 2021, which are necessary for the Minetech Group’s day-to-day operations and are in the ordinary course of business and are carried out at arm’s length basis on normal commercial terms which are not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

- (i) the conclusion of the next annual general meeting of the Company following the EGM at which such ordinary resolution for the Proposed New Shareholders’ Mandate will be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority is renewed;
- (ii) the expiration of the period within which the next annual general meeting of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) revoked or varied by a 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, deeds and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed New Shareholders’ Mandate.”

By Order of the Board

TAI YIT CHAN (MAICSA 7009143) SSM PRACTISING CERTIFICATE NO. 202008001023
TAN AI NING (MAICSA 7015852) SSM PRACTISING CERTIFICATE NO. 202008000067
Company Secretaries
Selangor Darul Ehsan
11 June 2021

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote for him but his attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
2. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
3. 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.
4. The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor or his 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.
5. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Share Registrar of the Company at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 June 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.



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

| | |
|-----------------------------|---------------------------|
| No. of ordinary shares held | CDS account no. of holder |
| | |

I/We, _____ (name of shareholder as per
NRIC/Passport, in capital letters) NRIC No./Passport No./Registration No.
of _____

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

| Full Name | NRIC No./Passport No. | Proportion of Shareholdings | |
|-----------|-----------------------|-----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

And/or (delete as appropriate)

| Full Name | NRIC No./Passport No. | Proportion of Shareholdings | |
|-----------|-----------------------|-----------------------------|---|
| | | No. of Shares | % |
| Address | | | |

as my/our proxy(ies) to vote for me/us on my/our behalf at the Extraordinary General Meeting (“EGM”) of the Company to be held at Ballroom 3, Level 2, New World Petaling Jaya Hotel, Paradigm, 1 Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Monday, 28 June 2021 at 11.30 a.m. or immediately following the conclusion of the EGM of the Company to be held at the same venue at 10.00 a.m. on the same day or at any adjournment thereof, whichever is later.

* 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.

The proportion of *my/our holdings to be represented by *my/our proxy(ies) are as follows:

| | |
|----------------------|-----------------------|
| First Proxy: _____ % | Second Proxy: _____ % |
|----------------------|-----------------------|

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

| | RESOLUTION | | FOR | AGAINST |
|----|------------------------------------|---------------------|-----|---------|
| 1. | PROPOSED NEW SHAREHOLDERS' MANDATE | 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

Number of shares held: _____

Date: _____

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote for him but his attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.
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6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 June 2021 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his 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 June 2021.

Fold this flap for sealing

Then fold here

AFFIX Stamp

The Share Registrar

MINETECH RESOURCES BERHAD

c/o Boardroom Share Registrars Sdn Bhd
11th Floor, Menara Symphony
No. 5 Jalan Professor Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan