



FORMIS RESOURCES BERHAD

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(Company No. 530701-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Formis Resources Berhad ("FRB" or the "Company") will be held at Banquet Hall, The Royal Selangor Golf Club, Jalan Kelab Golf, Off Jalan Tun Razak, 55000 Kuala Lumpur on Tuesday, 24 September 2013 at 10.30 a.m. or immediately after the conclusion of the Thirteenth Annual General Meeting of the Company which will be held on the same date at the same venue, whichever shall be the later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following special resolution, with or without any modifications as shall be determined upon at such meeting:

SPECIAL RESOLUTION

PROPOSED AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY ("PROPOSED AMENDMENT")

"THAT, Clause III (35) of the Memorandum of Association be amended as follows:

Existing Clause III (35)	Proposed new Clause III (35)
<i>"To grant pensions, allowances, gratuities, provident funds and bonuses to employees of the Company or the dependents of such person or any other persons."</i>	To grant pensions, allowances, gratuities, provident funds, bonuses and allot and issue and/or transfer shares or securities to employees of the Company or to employees of any subsidiaries of the Company or to the dependents, heirs or personal representatives of such person and establish, maintain and/or support (financially or otherwise) share or share option/incentive scheme and trust for the benefit of such persons.

AND THAT the Board of Directors be and is hereby authorised to give effect to the Proposed Amendment with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all 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 Amendment."

By Order of the Board
FORMIS RESOURCES BERHAD

LIM SHOOK NYEE (MAICSA No. 7007640)
Company Secretary

Kuala Lumpur
2 September 2013

Notes:

1. A member of the Company may appoint more than two (2) proxies to attend at the same meeting but only one (1) proxy shall be entitled to vote on a show of hands. Where a member appoints two (2) or more proxies, he shall specify in each Form of Proxy the proportion of his shareholdings to be represented by each proxy.

2. 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation under Seal or the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company and need not be a person prescribed by Section 149 (1)(b) of the Companies Act, 1965. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
4. 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 the power or authority shall be deposited at the Registered Office of the Company at 16th Floor, KH Tower, 8 Lorong P. Ramlee, 50250 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time for holding the meeting or adjournment meeting at which the person named in the instrument propose to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for taking of the poll, and in default the instrument of proxy shall not be treated as valid.

Explanatory notes:

On 22 August 2013, TA Securities Holdings Berhad had, on behalf of the Board of Directors of FRB, announced that the Company proposes to undertake the following:-

- (i) proposed share buy-back of its ordinary shares of RM0.50 each by FRB of up to ten percent (10%) of its issued and paid-up share capital;
- (ii) proposed establishment of a long-term incentive plan of up to fifteen percent (15%) of the issued and paid-up share capital of FRB for the eligible employees and Executive and Non-Executive Directors of FRB and its subsidiaries which are not dormant ("Proposed LTIP"); and
- (iii) proposed amendment to the Memorandum of Association of FRB to facilitate the implementation of the Proposed LTIP ("Proposed Amendment").

The Proposed Amendment is undertaken to facilitate the implementation of the Proposed LTIP.