

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twelfth Annual General Meeting of MINETECH RESOURCES BERHAD (the "Company") will be held at Perdana 3 Room, Bukit Jalil Golf & Country Resort, Berjaya Golf Resort Berhad, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Wednesday, 28 May 2014 at 10.00 a.m. for the following purposes:

A G E N D A

As Ordinary Business

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| | (Please refer to
Note 1 of the
Explanatory Notes) |
| 1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 together with the Directors' and Auditors' Reports thereon. | Ordinary Resolution 1 |
| 2. To re-elect Madam Phoon Sow Cheng who is retiring pursuant to Article 125 of the Company's Articles of Association. | Ordinary Resolution 2 |
| 3. To re-elect Mr Ng Kok Hok who is retiring pursuant to Article 130 of the Company's Articles of Association. | Ordinary Resolution 3 |
| 4. To re-elect Encik Ahmad Ruslan Zahari Bin Zakaria who is retiring pursuant to Article 130 of the Company's Articles of Association. | Ordinary Resolution 4 |
| 5. To approve the payment of Directors' Fees not exceeding RM250,000.00 for each financial year. | Ordinary Resolution 5 |
| 6. To appoint Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | |
- Notice of Nomination from a shareholder pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is attached with the Annual Report as "Appendix I" has been received by the Company for the nomination of Messrs UHY for appointment as Auditors in place of retiring Auditors, Messrs RSM Robert Teo, Kuan & Co. and of the intention to propose the following ordinary resolution:-
- "That Messrs UHY be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors, Messrs RSM Robert Teo, Kuan & Co. and to hold office until the conclusion of the next Annual General Meeting of the Company and that the Directors be authorised to fix their remuneration."

As Special Business

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

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| 7. RENEWAL OF AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES | Ordinary Resolution 6 |
| "THAT, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10 per centum of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issue." | |
| 8. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK") | Ordinary Resolution 7 |
| "THAT subject to the Companies Act, 1965 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approval of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the total retained profits available for dividend and the share premium account of the Company, for the purpose of and to purchase such amount of ordinary shares of RM0.20 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company; | |
| THAT an amount not exceeding the share premium account of the Company and/or retained profits account be allocated by the Company for the Proposed Renewal of Authority for Share Buy-Back; | |
| THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them; | |
| THAT the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will expire at:- | |
| (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Renewal of Authority for Share Buy-Back was passed, at which time it will lapse unless by a resolution passed at a general meeting of the Company, the authority is renewed; | |
| (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 143(1) of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or | |
| (iii) revoked or varied by resolution passed by the shareholders in a general meeting; | |
| whichever is the earlier but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any); | |
| AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Authority for Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authorities." | |
| 9. AUTHORITY FOR MADAM PHOON SOW CHENG TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR | |
| "THAT authority be and is hereby given to Madam Phoon Sow Cheng who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine years on 28 January 2014, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012." | |

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

TAN WEE SIN (MAICSA 7044797)

Company Secretaries

Date: 2 May 2014

NOTES:

- Every member entitled to attend and vote at the meeting is entitled to appoint a proxy/proxies to attend and vote for him/her but his attendance shall automatically revoke the proxy's authority. A proxy may but need not be a member of the Company. If the proxy is not a member, the proxy need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- A member shall be entitled to 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.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- 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 must be deposited at the Registered Office of the Company at Boardroom Corporate Services (KL) Sdn Bhd, Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 May 2014 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his behalf.

Explanatory Notes

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 169(1) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Ordinary Resolution 6 on the Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Ordinary Resolution 6 proposed, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting.

This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding investment project(s), working capital and/or acquisition.

The Company is seeking a renewal of mandate to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued and paid-up share capital of the Company. This mandate is a renewal of the last mandate granted to the Directors at the Eleventh Annual General Meeting held on 20 June 2013 and will lapse at the conclusion of the Twelfth Annual General Meeting.

On 8 October 2013, the Company had issued 30,218,000 new ordinary shares of RM0.20 each in the capital of the Company at an issue price of RM0.20 per share by way of private placement pursuant to the general mandate granted to the Directors at the Tenth Annual General Meeting held on 21 June 2012. The proceeds of RM6,043,600.00 arising from the private placement is mainly for financing the leasing, development, operation and maintenance of potential new quarry site(s) and to defray expenses incidental to the private placement.

3. Ordinary Resolution 7 on Proposed Renewal of Authority for Share Buy-Back

The Ordinary Resolution 7 proposed, if passed, will empower the Company to purchase and/or hold up to ten per centum (10%) of the issued and paid-up share capital of the Company. This authority unless revoked or varied by the Company at a General Meeting will expire at the next Annual General Meeting.

4. Ordinary Resolution 8 on Authority for Madam Phoon Sow Cheng to Continue in Office as Independent Non-Executive Director

In respect of Ordinary Resolution 8, the Board of Directors ("Board") has via the Nomination Committee conducted an evaluation on the re-appointment of Madam Phoon Sow Cheng who has served as an Independent Non-Executive Director of the Company for a cumulative term of nine years on 28 January 2014, and recommended her to continue to act as Independent Non-Executive Director of the Company based on the following justifications:-

- She fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgment to the Board.
- She has contributed sufficient time and effort and attended all the Committee meetings and Board meetings.
- The length of her service on the Board does not in any way interfere with her exercise of independent judgement and ability to act in the best interests of the Company.
- As she has been with the Company for 9 years, she therefore understands the Company's business operations which enable her to participate actively and contribute during deliberations or discussions at Committee and Board meetings without compromising her independent and objective judgement.

5. Mr Chai Woon Chew who is retiring pursuant to Article 125 of the Company's Articles of Association has expressed his intention not to seek for re-election. Hence, he will retire upon the conclusion of the Twelfth Annual General Meeting.

6. Mr Ma JinLiang who is retiring pursuant to Article 130 of the Company's Articles of Association has expressed his intention not to seek for re-election. Hence, he will retire upon the conclusion of the Twelfth Annual General Meeting.