



NI H SIN

NI H SIN RESOURCES BERHAD

(Company No. 653353-W)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Ni Hsin Resources Berhad ("Ni Hsin" or the "Company") will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Thursday, 22 January 2015 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED BONUS ISSUE OF UP TO 118,300,005 WARRANTS IN NI H SIN ("WARRANT(S)") ON THE BASIS OF ONE (1) WARRANT FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM0.20 EACH HELD IN NI H SIN ("NI H SIN SHARE(S)") ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT** subject to the approvals of all relevant authorities or parties (where required) being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised to issue up to 118,300,005 Warrants in registered form and constituted by a deed poll to be executed by the Company constituting the Warrants ("Deed Poll") to the shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date"), on the basis of one (1) Warrant for every two (2) existing Ni Hsin Shares held;

THAT fractional entitlements of the Warrants arising from the Proposed Bonus issue of Warrants, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deems fit and expedient in the best interest of the Company;

THAT the Board be and is hereby authorised to fix the exercise price of the Warrants prior to the Entitlement Date;

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and subject to all provisions and adjustments contained in the Deed Poll, to assent to any modifications and/or amendment to the exercise price, exercise period and/or number of Warrants as may be required or permitted to be revised as a consequence of any adjustments under the provisions of the Deed Poll, with full power to implement and to give effect to the terms and conditions of the Deed Poll, and to take all steps as the Board deems fit or expedient in order to implement, finalise and give full effect to the Deed Poll;

THAT the Board be and is hereby authorised to issue and allot such appropriate number of new Ni Hsin Shares arising from the exercise of the Warrants or pursuant to any adjustment in the number of Warrants which may be carried out in accordance with the provisions of the Deed Poll;

THAT the new Ni Hsin Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment and issue, rank *pari passu* in all respects with the then existing Ni Hsin Shares in issue, save and except that they will not be entitled to any dividends, rights, allotments and/or other forms of distributions which may be declared, made or paid to the shareholders of the Company, the entitlement date of which is prior to the date of allotment of the said new Ni Hsin Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents to give effect to the Proposed Bonus Issue of Warrants with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board, and to take all steps and do all such acts and matters in the manner as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue of Warrants."

BY ORDER OF THE BOARD

Tai Yit Chan (MAICSA 7009143)
Chan Su San (MAICSA 6000622)

Company Secretaries

Selangor Darul Ehsan
7 January 2015

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 15 January 2015 shall be eligible to attend the meeting.
2. A member of the Company entitled to attend and vote at the abovementioned meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
3. The Proxy Form must be signed by the appointer or his/her attorney duly authorised in writing or in the case of a corporate member, the instrument appointing a proxy shall be under its Common Seal or under the hand of a duly authorised officer or attorney.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
5. 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.
6. Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the Company's Registered Office at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, not less than forty eight (48) hours before the time fixed for the EGM or any adjournment thereof.