



MRB
MINETECH RESOURCES BERHAD
(Company No. 575543-X)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Minetech Resources Berhad ("MRB" or "Company") will be held at GT Sports Club, Ground Floor, Lot 345761 Lebuhraya Bercham Selatan, Taman Bercham Jaya, 31400 Ipoh, Perak Darul Ridzuan on Wednesday, 16 March 2016 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY MRB OF TWO (2) ORDINARY SHARES OF RM1.00 EACH IN MEDIUM VISA SDN BHD ("MVSBD") ("MVSBD SHARES"), REPRESENTING 100% OF THE EQUITY INTEREST IN MVSBD, FROM CHOY SEN @ CHIN KIM SANG AND LOW CHOON LAN FOR A CASH CONSIDERATION OF RM9,430,000 ("PROPOSED ACQUISITION OF MVSBD")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to acquire two (2) MVSBD Shares from Choy Sen @ Chin Kim Sang and Low Choon Lan for a cash consideration of RM9,430,000 upon the terms and conditions as stipulated in the conditional shares sale agreement dated 5 October 2015.

THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Acquisition of MVSBD by MRB with full powers to assent to any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the Proposed Acquisition of MVSBD as they may deem fit and in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as they may deem fit or expedient and in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed Acquisition of MVSBD."

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY MRB OF TWO (2) ORDINARY SHARES OF RM1.00 EACH IN HARAPAN IRINGAN SDN BHD ("HISB") ("HISB SHARES"), REPRESENTING 100% OF THE EQUITY INTEREST IN HISB, FROM LEE KWAN MING AND SHIA FUI KIN FOR A CASH CONSIDERATION OF RM7,510,000 ("PROPOSED ACQUISITION OF HISB")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to acquire two (2) HISB Shares from Lee Kwan Ming and Shia Fui Kin for a cash consideration of RM7,510,000 upon the terms and conditions as stipulated in the conditional shares sale agreement dated 5 October 2015.

THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Acquisition of HISB by MRB with full powers to assent to any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the Proposed Acquisition of HISB as they may deem fit and in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as they may deem fit or expedient and in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed Acquisition of HISB."

ORDINARY RESOLUTION 3

PROPOSED ACQUISITION BY MRB OF A PART OF A PARCEL OF LEASEHOLD LAND HELD UNDER PN 349139, LOT 345761, MUKIM HULU KINTA, DISTRICT OF KINTA, STATE OF PERAK DARUL RIDZUAN ("KINTA LAND") FROM GLAMOUR HEIGHTS SDN BHD ("GHSB") FOR A CASH CONSIDERATION OF RM6,000,000 ("PROPOSED ACQUISITION OF KINTA LAND")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to acquire the Kinta Land from GHSB for a cash consideration of RM6,000,000 upon the terms and conditions as stipulated in the conditional sale and purchase agreement dated 5 October 2015 and as amended by the supplemental agreement dated 5 January 2016.

THAT the Directors of the Company be and are hereby authorised to give full effect to the Proposed Acquisition of Kinta Land by MRB with full powers to assent to any modifications, revaluation, variations, arrangement, conditions and/or amendments in relation to the Proposed Acquisition of Kinta Land as they may deem fit and in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised to take all steps as they may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as they may deem fit or expedient and in the best interest of the Company (including to execute, sign and deliver on behalf of the Company all such documents as may be necessary) so as to give full effect to the Proposed Acquisition of Kinta Land."

ORDINARY RESOLUTION 4

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESS OF MRB AND ITS SUBSIDIARIES ("MRB GROUP" OR "GROUP") TO INCLUDE PROPERTY DEVELOPMENT BUSINESS ("PROPOSED DIVERSIFICATION")

"THAT subject to the approvals from all the relevant authorities being obtained (if any), approval be and is hereby given to the MRB Group to diversify its principal activities to include property development business.

AND THAT the Board be and is hereby authorised to do all such acts and things that they may consider necessary or expedient in the best interest of the Company to give effect to the Proposed Diversification with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or required by the relevant authorities."

ORDINARY RESOLUTION 5

PROPOSED ESTABLISHMENT OF A SHARE ISSUANCE SCHEME ("SIS") OF UP TO FIFTEEN PERCENT (15%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SCHEME FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF THE MRB GROUP (EXCLUDING DORMANT SUBSIDIARIES) ("PROPOSED SIS")

"THAT subject to the provisions of the Companies Act, 1965, approval be and is hereby given for the Company and the Directors of the Company to:

- (i) establish and administer the Proposed SIS which involves the granting of options to all eligible persons of the MRB Group including Directors of the Group (excluding dormant subsidiaries) who meet the criteria of eligibility for participation of the Proposed SIS ("Eligible Persons") as set out in the By-Laws, a draft of which is set out in Appendix VII of the circular to shareholders dated 26 February 2016 ("Circular") ("By-Laws");
- (ii) allot and issue from time to time such number of new ordinary shares of RM0.15 each in the Company ("MRB Shares") as may be required to be issued pursuant to the exercise of the options under the Proposed SIS provided that the aggregate number of MRB Shares to be allotted and issued shall not exceed fifteen percent (15%) of the issued and paid-up share capital of the Company (excluding treasury shares) at any point in time throughout the duration of the scheme;
- (iii) make necessary applications, and to do all things necessary at the appropriate time or times, to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the new MRB Shares which may from time to time be allotted and issued pursuant to the Proposed SIS and such new MRB Shares will, upon issuance, allotment and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company save and except that the new MRB Shares will not be entitled to any dividends, rights, allotments or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of such new MRB Shares; and
- (iv) modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the provision of the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed SIS with full power to modify and/or amend the By-Laws from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws relating to modifications and/or amendments and to assent to any terms, conditions, modifications, variations and/or amendments as may be necessary or expedient and/or imposed by and/or agreed with the relevant authorities."

ORDINARY RESOLUTIONS 6 TO 14
(PROPOSED GRANTING OF SIS OPTIONS (AS DEFINED HEREIN) TO THE DIRECTORS OF MRB AND PERSONS CONNECTED WITH THEM)

ORDINARY RESOLUTION 6

PROPOSED GRANTING OF OPTIONS TO CHOY SEN @ CHIN KIM SANG

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Choy Sen @ Chin Kim Sang, being the Executive Chairman cum Group Managing Director of the Company, options to subscribe for new MRB Shares ("SIS Options") and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Choy Sen @ Chin Kim Sang, as long as Choy Sen @ Chin Kim Sang either singly or collectively through persons connected with him (as defined in the Main Market Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 7

PROPOSED GRANTING OF OPTIONS TO CHIN LEONG CHOY

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chin Leong Choy, being the Group Executive Director of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Chin Leong Choy, as long as Chin Leong Choy either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 8

PROPOSED GRANTING OF OPTIONS TO NG KOK HOK

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ng Kok Hok, being the Finance Director of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Ng Kok Hok, as long as Ng Kok Hok either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 9

PROPOSED GRANTING OF OPTIONS TO AHMAD RUSLAN ZAHARI BIN ZAKARIA

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ahmad Ruslan Zahari Bin Zakaria, being the Independent Non-Executive Director of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Ahmad Ruslan Zahari Bin Zakaria, as long as Ahmad Ruslan Zahari Bin Zakaria either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 10

PROPOSED GRANTING OF OPTIONS TO CHIN KONG YAW

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chin Kong Yaw, being the Independent Non-Executive Director of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Chin Kong Yaw, as long as Chin Kong Yaw either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 11

PROPOSED GRANTING OF OPTIONS TO PETER LING SIE WUONG

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Peter Ling Sie Wuong, being the Independent Non-Executive Director of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Peter Ling Sie Wuong, as long as Peter Ling Sie Wuong either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 12

PROPOSED GRANTING OF OPTIONS TO LOW CHOON LAN

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Low Choon Lan, being the Alternate Director to Choy Sen @ Chin Kim Sang of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to her under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Low Choon Lan, as long as Low Choon Lan either singly or collectively through persons connected with her (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 13

PROPOSED GRANTING OF OPTIONS TO CHIN SHEONG CHOY

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chin Sheong Choy, being the Executive Director of Minetech Construction Sdn Bhd, a wholly-owned subsidiary of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Chin Sheong Choy, as long as Chin Sheong Choy either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 14

PROPOSED GRANTING OF OPTIONS TO CHIN JET CHOY

"THAT, subject to the passing of Ordinary Resolution 5 above, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chin Jet Choy, being the Sales and Marketing Manager of the Company, options to subscribe for new MRB Shares and if such options are accepted and exercised, to allot and issue such number of new MRB Shares as may be required to be issued to him under the Proposed SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of SIS Options shall be allocated to Chin Jet Choy, as long as Chin Jet Choy either singly or collectively through persons connected with him (as defined in the Listing Requirements of Bursa Securities), holds twenty percent (20%) or more of the issued and paid-up share capital of MRB (excluding treasury shares) subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 15

PROPOSED REVISION OF INTENDED UTILISATION OF PROCEEDS ARISING FROM MRB'S RIGHTS ISSUE OF 332,404,500 NEW ORDINARY SHARES OF RM0.15 EACH IN MRB TOGETHER WITH 332,404,500 WARRANTS 2014/2019 IN MRB COMPLETED ON 8 DECEMBER 2014 ("RIGHTS ISSUE 2014") ("PROPOSED REVISION OF PROCEEDS UTILISATION")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Company to reallocate RM20.00 million of the gross proceeds of RM49.86 million from the Rights Issue 2014, originally allocated for purchase of quarry sites, to be used to fund the Group's distribution of heavy machineries and working capital requirements as set out in Section 2.6 of Part A of the Circular.

AND THAT the Board be and is hereby authorised to do all such acts and things that they may consider necessary or expedient in the best interest of the Company to give full effect to the Proposed Revision of Proceeds Utilisation with full power to assent to any term, condition, modification, variation and/or amendment as may be imposed or required by the relevant authorities."

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)
TE HOCK WEE (MAICSA 7054787)
Company Secretaries

Selangor Darul Ehsan
26 February 2016

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. 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.
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 (1) 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 Registered Office of the Company at 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.
6. In respect of deposited securities, only members whose names appear on the Record of Depositors on 10 March 2016 (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) to attend, speak and vote at the Extraordinary General Meeting ("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.