



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of Ni Hsin Resources Berhad ("Ni Hsin" or "Company") will be held at Tioman Room, Bukit Jabil Golf & Country Resort, Jalan 3/155B, Bukit Jabil, 57000 Kuala Lumpur, Malaysia on Wednesday, 18 May 2016 at 10.30 a.m. or immediately following the conclusion or any adjournment thereof (as the case may be) of the twelfth (12<sup>th</sup>) Annual General Meeting of Ni Hsin, which will be held at the same venue and on the same day at 9.30 a.m., whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolutions, with or without modification:

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME FOR THE ELIGIBLE EMPLOYEES AND DIRECTORS OF NI Hsin RESOURCES BERHAD AND ITS SUBSIDIARIES (EXCLUDING ITS DORMANT SUBSIDIARIES) ("PROPOSED ESOS")**

"THAT, subject to and conditional upon the approvals of all relevant regulatory authorities, and persons (if required) being obtained, the approval be and is hereby given to the Directors of the Company to-

- establish, implement and administer the employees' share option scheme of up to fifteen percent (15%) of the total issued and paid-up share capital of the Company ("Proposed ESOS"), for the benefit of all eligible employees and Directors (including Non-Executive Directors) of the Company and all its subsidiaries (excluding its dormant subsidiaries) ("Ni Hsin Group") ("Eligible Persons"), in accordance with the provisions of the by-laws of the Proposed ESOS as set out in **Appendix I** of the Circular to Shareholders dated 25 April 2016 ("By-Laws"), under which, the ESOS options will be granted to such Eligible Persons to subscribe for new ordinary shares of RM0.20 each in Ni Hsin ("Ni Hsin Shares") ("ESOS Options"). All new Ni Hsin Shares to be allotted and issued upon the exercise of the ESOS Options will, upon allotment, issuance and full payment, rank *pari passu* in all respects with the then existing issued and paid-up shares of the Company, except that the new Ni Hsin Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid, the entitlement of which precedes the date of issuance of such new Ni Hsin Shares;
- amend and/or modify all or any part of the Proposed ESOS from time to time as may be required/permitted by the authorities or deemed necessary by the Board of Directors ("Board") or any committee of the Proposed ESOS established or appointed by the Board provided that such modifications and/or amendments are effected and permitted in accordance with the provisions of the By-Laws relating to the modification and/or amendments and to do all such acts, deeds and things and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to such modifications and/or amendments;
- allot and issue from time to time such a number of new Ni Hsin Shares as may be required to be issued pursuant to the exercise of the ESOS Options provided that the aggregate number of new Ni Hsin Shares to be offered pursuant to the Proposed ESOS shall not at any point in time in aggregate exceed fifteen percent (15%) of the total issued and paid-up share capital of the Company (excluding treasury shares) as permitted by Bursa Malaysia Securities Berhad or any other relevant regulatory authorities from time to time during the duration of the Proposed ESOS;
- make such applications as may be necessary at the appropriate time or times to Bursa Malaysia Securities Berhad and any other relevant authorities upon which the new ordinary shares of Ni Hsin may, for the time being, be listed, for permission to deal in and for quotation of any new ordinary shares of Ni Hsin in the capital of the Company which may hereafter from time to time be allotted and issued pursuant to the exercise of the Options to be granted under the Proposed ESOS; and
- do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds and undertakings and to make such rules or regulations or impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESOS and terms of the By-Laws.

**AND** the Board be and is hereby authorised and empowered to give effect to the Proposed ESOS with full power to consent to and to adopt such conditions, modifications, variations, and/or amendments as it may deem fit and/or as may be required by the relevant regulatory authorities.

**AND THAT** the By-Laws as set out in **Appendix I** of the Circular to Shareholders, be and is hereby approved."

**ORDINARY RESOLUTION 2**

**PROPOSED GRANTING OF ESOS OPTIONS TO MD NAZIR BIN MD KASSIM**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Md Nazir Bin Md Kassim, the Independent Non-Executive Chairman of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 3**

**PROPOSED GRANTING OF ESOS OPTIONS TO CHEN SHIEN YEE**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Chen Shien Yee, the Managing Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS ;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 4**

**PROPOSED GRANTING OF ESOS OPTIONS TO HSIAO TUNG MIN**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Hsiao Tung Min, an Executive Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares of the Company under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 11 May 2016 shall be eligible to attend the meeting.
- 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.
- The Proxy Form must be signed by the appointor 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.
- 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.
- 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.
- 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.

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 5**

**PROPOSED GRANTING OF ESOS OPTIONS TO NG SHWU CHING**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Ng Shwu Ching, an Executive Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- she must not participate in the deliberation or discussion of her own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to her from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 6**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATIN IDA SUZAINI BINTI ABDULLAH**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datin Ida Suzaini binti Abdullah, an Executive Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with her, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- she must not participate in the deliberation or discussion of her own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to her from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 7**

**PROPOSED GRANTING OF ESOS OPTIONS TO DATUK TAN CHOON HWA**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Datuk Tan Choon Hwa, a Non-Independent Non-Executive Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 8**

**PROPOSED GRANTING OF ESOS OPTIONS TO LEOW CHAN KHIANG**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Leow Chan Kiang, an Independent Non-Executive Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**ORDINARY RESOLUTION 9**

**PROPOSED GRANTING OF ESOS OPTIONS TO RIZVI BIN ABDUL HALIM**

"THAT, contingent upon the passing of Ordinary Resolution 1 above and for so long as this approval remains in force, approval be and is hereby given for the Company to offer and to grant to Rizvi bin Abdul Halim, an Independent Non-Executive Director of the Company, ESOS Options to subscribe for such number of Ni Hsin Shares under the Proposed ESOS **PROVIDED THAT:**

- not more than 10% of the new Ni Hsin Shares available under the Proposed ESOS shall be allocated to any individual eligible participant, who, either singly or collectively through persons connected with him, holds 20% or more of the issued and paid-up share capital of the Company (excluding treasury shares); and
- he must not participate in the deliberation or discussion of his own allocation of ESOS Options to be issued under the Proposed ESOS;

**AND** subject always to such terms and conditions of the Proposed ESOS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws governing and constituting the Proposed ESOS;

**AND THAT**, the authority be further given to the Company to allot and issue such number of new ordinary shares of RM0.20 each in Ni Hsin pursuant to the Proposed ESOS to him from time to time pursuant to the exercise of such ESOS Options."

**BY ORDER OF THE BOARD**

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

Company Secretaries

Selangor Darul Ehsan

25 April 2016