

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting of MINETECH RESOURCES BERHAD (the "Company") will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Berjaya Golf Resort Berhad, Jalan Jalil Perkasia 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 25 August 2016 at 10.00 a.m. for the following purposes:

A G E N D A

As Ordinary Business

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2016 together with the Directors' and Auditors' Reports thereon. | (Please refer to Note 1 of the Explanatory Notes) |
| 2. To re-elect the following Directors of the Company who are retiring pursuant to Article 125 of the Company's Articles of Association:-
i) Mr Chin Leong Choy
ii) Encik Ahmad Ruslan Zahari Bin Zakaria | Ordinary Resolution 1
Ordinary Resolution 2 |
| 3. To re-elect the following Directors of the Company who are retiring pursuant to Article 130 of the Company's Articles of Association:-
i) Mr Chan Toong San
ii) Mr Chong Jun Heng | Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5 |
| 4. To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

As Special Business

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

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| 5. AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ALLOT AND ISSUE SHARES | Ordinary Resolution 6 |
| "THAT, pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and 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 ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory authorities being obtained for such allotment and issuance." | |
| 6. 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 Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authorities, the Company be and is hereby authorised to utilise an amount not exceeding the total retained profits and/or share premium account of the Company, for the purpose of purchasing such amount of ordinary shares of RM0.15 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 by the Company pursuant to this resolution does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company for the time being.

THAT the Directors of the Company be and are hereby authorised to deal with the shares purchased at their absolute discretion, either partially or fully, in the following manner:

- (i) cancel all the shares so purchased;
- (ii) retain the shares so purchased as treasury shares;
- (iii) distribute the treasury shares as share dividends to shareholders;
- (iv) resell the treasury shares on Bursa Securities in accordance to the Main Market Listing Requirements of Bursa Securities; and
- (v) any combination of (i), (ii), (iii) and (iv) above.

THAT the authority conferred by this resolution shall continue to be in force until:

- (a) the conclusion of the next Annual General Meeting of the Company following the forthcoming Annual General Meeting, at which time the said authority will lapse, unless the authority is renewed at that meeting, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next Annual General Meeting of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting, whichever occurs first.

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."

7. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

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| "THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix A of the Notice of Annual General Meeting be and is hereby approved AND THAT the Directors of the Company be and are hereby authorised to do all things and acts necessary to effect the amendments to the Articles of Association of the Company." | Special Resolution |
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BY ORDER OF THE BOARD

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

Selangor Darul Ehsan
Date: 29 July 2016

NOTES:

- 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.
- 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.
- 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 ("ombibus 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 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.
- 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.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 August 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.

Explanatory Notes

- 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.
- Ordinary Resolution 6 on the Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares**
The Company had, during its Thirteenth Annual General Meeting ("AGM") held on 21 August 2015, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). As at the date of Notice, the Company had issued 30,000,000 ordinary shares of RM0.15 each at par pursuant to this mandate obtained. The proceeds of RM4,500,000.00 raised from the private placement would be utilised as working capital and defraying of expenses incidental to the private placement.
The Ordinary Resolution 6 proposed under item 5 of the Agenda is a renewal of the mandate obtained from its shareholders at the last AGM held on 21 August 2015. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding future investment, working capital or strategic development of the Group. 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. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.
- Ordinary Resolution 7 on Proposed Renewal of Authority for Share Buy-Back**
The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase the Company's shares of up to 10% of the issued and paid-up share capital of the Company at any point in time, by utilising the funds allocated which shall not exceed the total retained profits and share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting.
Please refer to the Statement to Shareholders dated 29 July 2016 accompanying the Annual Report of the Company for the financial year ended 31 March 2016 for further information.
- Special Resolution on Proposed Amendments to the Articles of Association of the Company**
The Special Resolution, if passed, will allow the Chairman the prerogative to promote orderly conduct of general meetings and render the Articles of Association of the Company to be in line with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.