

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting of MINETECH RESOURCES BERHAD (the "Company" or "MRB") will be held at Tioman Room, Bukit Jalil Golf & Country Resort, Berjaya Golf Resort Berhad, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur, Wilayah Persekutuan on Thursday, 24 August 2017 at 9.00 a.m. for the following purposes:

**A G E N D A**

- As Ordinary Business**
- To receive the Audited Financial Statements for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
  - To approve the payment of Directors' Fees and benefits payable to the Directors for the financial year ended 31 March 2017. Ordinary Resolution 1
  - To approve the payment of Directors' Fees and benefits payable to the Directors up to an aggregate amount of RM750,000.00 for the financial year ending 31 March 2018. Ordinary Resolution 2
  - To re-elect Mr Chin Kong Yaw who is retiring pursuant to Article 125 of the Company's Articles of Association. Ordinary Resolution 3
- Mr Peter Ling Sie Wuong who retires by rotation pursuant to Article 125 of the Company's Articles of Association, has expressed his intention not to seek for re-election and hence, he will retain office until the conclusion of the Fifteenth Annual General Meeting. (Please refer to Note 2 of the Explanatory Notes)
- To re-elect the following Directors of the Company who are retiring pursuant to Article 130 of the Company's Articles of Association:-
    - Encik Ahmad Rahizal Bin Dato' Ahmad Rasidi Ordinary Resolution 4
    - Dato' Sri Chai Chow Sang Ordinary Resolution 5
  - To re-appoint Messrs UHY as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 6
- As Special Business**
- To consider and, if thought fit, to pass the following resolutions:
- Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares** Ordinary Resolution 7
 

"THAT pursuant to Section 76 of the Companies Act 2016, 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 total number of issued shares of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance."
  - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares** Ordinary Resolution 8
 

"THAT subject to the Companies Act 2016 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to purchase such amount of ordinary shares in the Company ("Proposed Renewal of Share Buy-Back Authority") 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 best 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 number of issued shares of the Company and an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

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 127 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:-

    - the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
    - the expiration of the period within which the next AGM of the Company is required by law to be held; or
    - revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first, 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 Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."
  - Proposed Amendments to the By-Laws Governing the Share Issuance Scheme** Ordinary Resolution 9
 

"THAT the proposed amendments to the By-Laws governing the Share Issuance Scheme 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 By-Laws governing the Share Issuance Scheme"
  - Proposed Granting of Share Issuance Scheme ("SIS") Options to Dato' Sri Chai Chow Sang** Ordinary Resolution 10
 

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Dato' Sri Chai Chow Sang, being the Non-Independent Non-Executive Director of the Company, options to subscribe for new ordinary shares in MRB ("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 SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of shares available under the SIS shall be allocated to Dato' Sri Chai Chow Sang, as long as Dato' Sri Chai Chow 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 total number of issued shares (excluding treasury shares) of MRB subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."
  - Proposed Granting of SIS Options to Chan Toong San** Ordinary Resolution 11
 

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Chan Toong San, being the Non-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 SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of shares available under the SIS shall be allocated to Chan Toong San, as long as Chan Toong San 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 total number of issued shares (excluding treasury shares) of MRB subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."
  - Proposed Granting of SIS Options to Chong Jun Heng** Ordinary Resolution 12
 

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Chong Jun Heng, being the Non-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 SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of shares available under the SIS shall be allocated to Chong Jun Heng, as long as Chong Jun Heng 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 total number of issued shares (excluding treasury shares) of MRB subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."
  - Proposed Granting of SIS Options to Ahmad Rahizal Bin Dato' Ahmad Rasidi** Ordinary Resolution 13
 

"THAT the Board be and is hereby authorised, at any time and from time to time during the existence of the SIS, to offer and grant to Ahmad Rahizal Bin Dato' Ahmad Rasidi, 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 SIS, in accordance with the provisions of the By-Laws, provided that not more than ten percent (10%) of the total number of shares available under the SIS shall be allocated to Ahmad Rahizal Bin Dato' Ahmad Rasidi, as long as Ahmad Rahizal Bin Dato' Ahmad Rasidi 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 total number of issued shares (excluding treasury shares) of MRB subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws."
  - Proposed Amendments to Article 107 of the Articles of Association of the Company** Special Resolution
 

"THAT the existing Article 107 be deleted in its entirety and replaced with the new Article 107 which shall be read as follows:-

The number of Directors shall be at least two (2) (unless otherwise determined by the Company in general meeting).

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."

BY ORDER OF THE BOARD

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

Selangor Darul Ehsan  
Date: 31 July 2017

**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. There shall be no restriction as to the qualification of the proxy.
- 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 ("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 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 notariably certified copy of that power or authority shall be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMC Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, otherwise the instrument of proxy shall not be treated as valid.
- In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 August 2017 (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 ON SPECIAL BUSINESS**

- To receive the Audited Financial Statements**

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Mr Peter Ling Sie Wuong 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 Fifteenth Annual General Meeting.
- Ordinary Resolution 7 on the Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares**

The Company had, during its Fourteenth Annual General Meeting held on 25 August 2016, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965. As at the date of this Notice, the Company had issued 36,480,900 ordinary shares at the subscription price of RM0.15 per share pursuant to this mandate obtained. The proceeds of RM45,472,135.00 raised from the private placement would be utilised as working capital and defraying of expenses incidental to the private placement.

The Ordinary Resolution 7 proposed under item 7 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 76 of the Companies Act 2016. 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 total number of issued shares of the Company for purpose of funding the 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 Annual General Meeting.

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 8 on Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**

The proposed Ordinary Resolution 8, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting of the Company is required by law to be held.

For further information on Ordinary Resolution 8, please refer to the Statement to Shareholders dated 31 July 2017 accompanying the Annual Report of the Company for the financial year ended 31 March 2017.
- Ordinary Resolution 9 on Proposed Amendments to the By-Laws Governing the Share Issuance Scheme**

The proposed Ordinary Resolution 9, if passed, will render the By-Laws governing the Share Issuance Scheme to be in line with the Companies Act 2016 and Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- Ordinary Resolutions 10 to 13**

**Proposed Granting of SIS Options to Dato' Sri Chai Chow Sang**  
**Proposed Granting of SIS Options to Chan Toong San**  
**Proposed Granting of SIS Options to Chong Jun Heng**  
**Proposed Granting of SIS Options to Ahmad Rahizal Bin Dato' Ahmad Rasidi**

In accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, Ordinary Resolutions 10 to 13 are to seek shareholders' approval for the Company to offer and grant Options to the Directors of the Company, to participate in the SIS.

The Directors of the Company namely Dato' Sri Chai Chow Sang, Chan Toong San, Chong Jun Heng and Ahmad Rahizal Bin Dato' Ahmad Rasidi are deemed interested in the respective resolutions pertaining to the grant of SIS Options to each of them and accordingly have abstained and shall continue to abstain from deliberation and voting in respect of their direct and indirect interest in the Company and will ensure that persons connected with them will abstain from voting in respect of their direct and indirect interest in the Company, in the respective allocation to them.
- Special Resolution on Proposed Amendments to Article 107 of the Articles of Association of the Company**

The proposed Special Resolution, if passed, will enable the Directors to appoint an additional Director(s) as and when they deem necessary, to ensure that the Board continues to have the right balance of skills, knowledge and experience.

**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 of 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.