



KIM LOONG
RESOURCES BERHAD
(2270-K)
錫隆資源有限公司

KIM LOONG RESOURCES BERHAD

(Company No. 22703-K)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Kim Loong Resources Berhad ("KLRB" or the "Company") will be held at the Lido Room, Level 6, Amari Johor Bahru, No. 82C, Jalan Trus, 80000 Johor Bahru, Johor Darul Takzim on Tuesday, 20 March 2018 at 2.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without modifications -

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 EXISTING ORDINARY SHARE IN KLRB INTO 3 ORDINARY SHARES IN KLRB ("SUBDIVIDED SHARE(S)"), HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED SHARE SPLIT")

"**THAT** subject to the approvals of all the relevant authorities being obtained, the Board of Directors of the Company ("Board") be and is hereby authorised to subdivide every 1 existing ordinary share in the Company into 3 Subdivided Shares, held by the shareholders of the Company whose names appear in the Record of Depositors of the Company on the Entitlement Date;

THAT fractional entitlements of the Subdivided Shares arising from the Proposed Share Split, if any, shall be dealt with in such manner as the Board shall in its absolute discretion deem fit, expedient and in the best interests of the Company;

THAT the Subdivided Shares shall, upon allotment and issuance, rank *pari passu* in all respects with each other, save and except that the shareholders of the Subdivided Shares will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company where the entitlement date precedes the date of allotment of Subdivided Shares;

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all acts and things as may be required to give full effect to the aforesaid Proposed Share Split with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in such manner as may deem fit, expedient and in the best interest of the Company, to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF UP TO 46,770,535 FREE WARRANTS IN KLRB ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 20 SUBDIVIDED SHARES HELD AFTER THE PROPOSED SHARE SPLIT ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("BONUS ENTITLEMENT DATE") ("PROPOSED BONUS ISSUE OF WARRANTS")

"**THAT** subject to passing of the Ordinary Resolution 1 and the approvals of all the relevant authorities being obtained, the Board be and is hereby authorised to implement the Proposed Bonus Issue of Warrants through the listing of and quotation for up to 46,770,535 Warrants in the Company on the basis of 1 Warrant for every 20 Subdivided Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company on the Bonus Entitlement Date. The exercise period for the Warrants shall be 7 years from the date of issuance of the Warrants and each Warrant entitles the registered holder to subscribe for 1 new ordinary share in KLRB ("KLRB Share(s)") at any time during the exercise period at the exercise price to be determined and fixed by the Board later subject to the provisions of a deed poll constituting the Warrants to be executed by the Company ("Deed Poll");

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 deem fit, expedient and in the best interests of the Company;

THAT the Board be and is hereby authorised to issue and allot such appropriate additional Warrants as may be required or permitted to be issued as a consequence of any adjustments under the provisions of the Deed Poll;

THAT the new KLRB Shares to be issued pursuant to the exercise of Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the then existing KLRB Shares, save and except that the respective registered holders of the new KLRB Shares arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid to the shareholders of the Company where the entitlement date precedes the date of allotment and issuance of the new KLRB Shares arising from the exercise of Warrants;

AND THAT the Board be and is hereby authorised to sign and execute all documents including the Deed Poll, do all acts and things as may be required to give full effect to the aforesaid Deed Poll and Proposed Bonus Issue of Warrants with full power to assent to any condition, variation, modification and/or amendment in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all steps and do all acts and things in such manner as may deem fit, expedient and in the best interests of the Company, to implement, finalise and give full effect to the Deed Poll and the Proposed Bonus Issue of Warrants."

By Order of the Board

CHONG FOOK SIN (MACS 00681)
KAN CHEE JING (MAICSA 7019764)
CHUA YOKE BEE (MAICSA 7014578)
Company Secretaries

Petaling Jaya
1 March 2018

NOTES:

- (1) A member whose name appears in the Record of Depositors as at 13 March 2018 shall be regarded as a member entitled to attend, speak and vote at the meeting.
- (2) Proxy -

A member entitled to attend and vote at the meeting is entitled to appoint any person as his proxy to attend, speak and vote instead of him. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

To be valid, the Form of Proxy duly completed must be deposited at the Registered Office of the Company not less than twenty-four (24) hours before the time set for holding the meeting or any adjournment thereof. If the appointor is a corporation, this Form must be executed under its common seal or under the hand of its attorney.

Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. 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.