



PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD

Registration No. 197901005687 (49971-D)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of Perusahaan Sadur Timah Malaysia (PERSTIMA) Berhad (“Perstima” or the “Company”) will be conducted entirely on a virtual basis at the Broadcast Venue at Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Tuesday, 18 August 2020 at 3:30 p.m., or immediately following the conclusion or the adjournment (as the case may be) of the Forty-Second Annual General Meeting which will be conducted entirely on a virtual basis at the same Broadcast Venue and on the same day at 2:30 p.m., whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 19,860,944 NEW ORDINARY SHARES IN PERSTIMA (“RIGHTS SHARE(S)”) ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FIVE (5) EXISTING ORDINARY SHARES IN PERSTIMA (“PERSTIMA SHARE(S)”) HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE”);

“THAT, subject to the passing of Ordinary Resolution 2 and the approvals of all relevant authorities and/or parties for the Proposed Rights Issue and Proposed Bonus Issue, approval be and is hereby given to the Board of Directors (“Board”) to undertake the Proposed Rights Issue to provisionally issue and allot by way of renounceable rights issue of 19,860,944 Rights Shares to the registered shareholders of the Company whose names appear in the Record of Depositors of the Company at the close of business on the entitlement date to be determined later by the Board, on the basis of one (1) Rights Share for every five (5) existing Perstima Shares held on the said entitlement date and at an issue price to be determined and announced by the Board at a later date;

“THAT the Board be and is hereby authorised to allocate the excess Rights Shares which are not subscribed or validly subscribed, if any, for excess application, in a fair and equitable manner on a basis to be determined by the Board and announced later by the Company;

“THAT the Board be and is hereby authorised to disregard and deal with any fractional entitlements of the Rights Shares arising from the Proposed Rights Issue, if any, in such manner as the Board may in its sole and absolute discretion deems fit and expedient, and in the best interest of the Company;

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

“THAT all the Rights Shares shall be entitled to the Bonus Shares under the Proposed Bonus Issue;

“THAT the proceeds from the Proposed Rights Issue be utilised for such purposes as set out in the Circular to Shareholders dated 28 July 2020 and that the Board be authorised with full power to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary or expedient, subject to (where applicable) the approval of the relevant authorities;

“AND THAT the Board be and is hereby empowered and authorised with full power to do all such acts, to take all such steps and to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Rights Issue, with full powers to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments as the Board in its absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Rights Issue.”

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE OF 9,930,472 PERSTIMA SHARES (“BONUS SHARE(S)”) ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) RIGHTS SHARES SUBSCRIBED (“PROPOSED BONUS ISSUE”)

“THAT, subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities and/or parties for the Proposed Rights Issue and Proposed Bonus Issue, the Board of Directors (“Board”) be and is hereby authorised to issue 9,930,472 Bonus Shares on the basis of one (1) Bonus Share for every two (2) Rights Shares subscribed;

“THAT fractional entitlements of Bonus Shares arising from the Proposed Bonus Issue, if any, shall be dealt with in such manner as the Board may in its sole and absolute discretion deems fit and expedient in the best interest of the Company;

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

“AND THAT the Board be and is hereby empowered and authorised with full power to do all such acts, to take all such steps and to execute, enter into, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, to give full effect to and to complete the Proposed Bonus Issue, with full power to assent to and/or accept any conditions, modifications, variations, arrangements and/or amendments in any manner as may be required or imposed by the relevant authorities or deemed necessary by the Board in its absolute discretion may deem fit and/or as may be imposed by any relevant authorities and/or parties in connection with the Proposed Bonus Issue.”

BY ORDER OF THE BOARD

Tai Yit Chan

Membership No.: MAICSA 7009143

SSM Practising Certificate No.: 202008001023

Chan Yoke Peng

Membership No.: MAISCA 7053966

SSM Practising Certificate No.: 202008001791

Company Secretaries

Kuala Lumpur

28 July 2020

Notes:

- As part of the initiatives to curb the spread of COVID-19 and Government of Malaysia's official guidance on social distancing, the EGM of the Company will be conducted entirely on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities. Please follow the procedures provided in the Administrative Guide for the EGM in order to register, participate and vote remotely.
- The venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. The venue of the EGM is to inform shareholders where the electronic EGM production and streaming would be conducted from. **NO SHAREHOLDER(S)/PROXY(IES) from the public will be allowed to be physically present at the Broadcast Venue.**
- A member of the Company who is entitled to attend, participate, speak and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and to vote in his/her stead at the same meeting. A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar.
- Where a member of the Company appoints two (2) proxies, the member shall specify the proportions of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid. If the appointer is a corporation, either under its common seal or under the hand of an officer or an attorney duly authorised in writing.
- 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 (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.
- Notwithstanding the above, 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 appointment of proxy may be made in a hard copy form or by electronic means, not less than forty-eight (48) hours before the time for holding the EGM or at any adjournment thereof, as follows:-
 - In hard copy form**

The original instrument appointing a proxy (“**Proxy Form**”) must be deposited at the Company's Share Registrar's office at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - By electronic means**

The Proxy Form can also be lodged electronically with the Share Registrar of the Company through Boardroom Smart Investor Online Portal at www.boardroomlimited.my or email to bsr.helpdesk@boardroomlimited.com. Please follow the procedures provided in the Administrative Guide for the EGM in order to deposit the Proxy Form electronically.
- For the purpose of determining a member who shall be eligible to attend, participate, speak and vote at the EGM of the Company, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available a Record of Depositors as at **10 August 2020** and only a depositor whose name appears on such Record of Depositors shall be eligible to attend, participate, speak and vote at the EGM or appoint proxy(ies) to attend, participate, speak and vote on his/her stead.
- If you have submitted Proxy Form(s) and subsequently decide to appoint another person or wish to participate in our electronic EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before this meeting.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of EGM will be put to vote by way of poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the 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.



PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD

(Registration No. 197901005687 (49971-D))

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING

Day and Date	: Tuesday, 18 August 2020
Time	: 3:30 p.m. or immediately following the conclusion or the adjournment (as the case may be) of the Forty-Second Annual General Meeting (" 42nd AGM ") which will be conducted entirely on a virtual basis at the same Broadcast Venue and on the same day at 2:30 p.m., whichever is later
Broadcast Venue	: Meeting Room TR12-R02, 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia
Meeting Platform	: https://web.lumiagm.com/

MODE OF MEETING

Due to the unprecedented circumstances arising from the measures that have been implemented nationally to limit the spread of the COVID-19, and in particular, the Government of Malaysia's official guidance for practising social distancing, the Company will conduct its forthcoming Extraordinary General Meeting ("**EGM**") entirely on a virtual basis via remote participation and electronic voting facilities (collectively referred hereinafter as "**Virtual EGM**").

The above decision is made pursuant to Section 327 of the Companies Act 2016 and Clause 66 of the Constitution of the Company.

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a virtual EGM would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the Virtual Meeting Facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the EGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the EGM.

BROADCAST VENUE

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires that the Chairman of the meeting to be present at the main venue. Shareholders or proxies are not allowed to be physically present at the Broadcast Venue as the venue is only meant to facilitate the conduct of the Virtual EGM. Shareholders or proxies who turn up at the Broadcast Venue would be requested to leave the venue politely.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on **10 August 2020** (General Meeting Record of Depositors) shall be eligible to participate the EGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

Perusahaan Sadur Timah Malaysia (Perstima) Berhad

(Registration No. 197901005687 (49971-D))

- *Administrative Guide for EGM*

FORM(S) OF PROXY

Shareholders are encouraged to go online, participate and vote at the EGM using remote participation and electronic voting facilities.

Shareholders who are unable to participate in our online EGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form(s) of Proxy. Alternatively, you may use Boardroom Smart Investor Portal proxy appointment service to submit your proxy appointment.

Please take note that you **must** complete the Form(s) of Proxy for the EGM should you wish to appoint a proxy(ies).

Please ensure that the original Form(s) of Proxy is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the meeting at the following address:-

Boardroom Share Registrars Sdn. Bhd.

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

General Line : 603-7890 4700

Alternatively, you may deposit your Form(s) of Proxy by electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at www.boardroomlimited.my to log in and deposit your Form(s) of Proxy electronically forty-eight (48) hours before the meeting.

REVOCAION OF PROXY

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our EGM by yourself, please write in to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy forty-eight (48) hours before the meeting.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom Share Registrars Sdn. Bhd. ("**Boardroom**") as Poll Administrator to conduct the poll by way of electronic voting ("**e-voting**") and Boardroom Corporate Services Sdn. Bhd. as Independent Scrutineer to verify and validate the poll results.

During the EGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purposes of the Virtual EGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

There are three (3) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are as follows:-

- (i) Download the free **Lumi AGM** from Apple App Store or Google Play Store prior to the meeting; **OR**
- (ii) Use the QR Scanner Code given in the email received after successful registration; **OR**
- (iii) Navigate to the website URL <https://web.lumiagm.com/>.

Upon the conclusion of the poll session, the Independent Scrutineer will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Perusahaan Sadur Timah Malaysia (Perstima) Berhad

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- Administrative Guide for EGM

REMOTE PARTICIPATION AND E-VOTING

Please note that the remote participation and e-voting is available to individual member, corporate shareholder, authorised nominee and exempt authorised nominee.

You will be able to view a live webcast of the EGM proceeding, ask questions and submit your votes in real time whilst the meeting is in progress.

Kindly follow the steps below on how to request for login ID and password:-



Before the day of the EGM	
Step	Action
1. Register Online with Boardroom Smart Investor Portal (for first time registration)	<p>[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2.]</p> <ol style="list-style-type: none">Access website www.boardroomlimited.my.Click <<Login>> and click <<Register>> to sign up as a user.Complete registration and upload softcopy of MyKad (front and back) or Passport.Please enter a valid email address and wait for Boardroom's email verification.Your registration will be verified and approved within one (1) business day and an email notification will be provided.
2. Submit Request for Remote Participation User ID and Password	<p>[Note: The registration for remote access will be opened on Tuesday, 28 July 2020.]</p> <p>Individual Members</p> <ol style="list-style-type: none">Log in to www.boardroomlimited.mySelect "Virtual Meeting" from main menu and select the correct Corporate Event "PERUSAHAAN SADUR TIMAH MALAYSIA (PERSTIMA) BERHAD VIRTUAL EXTRAORDINARY GENERAL MEETING".Enter your CDS Account.Read and agree to the terms & conditions and thereafter submit your request. <p>Corporate Shareholders</p> <ol style="list-style-type: none">Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form(s) of Proxy to submit the request.Please provide a copy of Corporate Representative's MyKad (Front and Back) or Passport as well as his/her email address. <p>Authorised Nominee and Exempt Authorised Nominee</p> <ol style="list-style-type: none">Write in to bsr.helpdesk@boardroomlimited.com by providing the name of Member, CDS Account Number accompanied with the Form(s) of Proxy to submit the request.Please provide a copy of Proxy Holder's MyKad (Front and Back) or Passport as well as his/her email address. <ul style="list-style-type: none">✓ You will receive notification(s) from Boardroom that your request(s) has/have been received and is/are being verified.✓ Upon system verification against the General Meeting Record of Depositories as at 10 August 2020, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.✓ You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.✓ Please note that the closing time to submit your request for remote participation User ID and Password is on Sunday, 16 August 2020 at 3:30 p.m. (48 hours before the commencement of the EGM)

Perusahaan Sadur Timah Malaysia (Perstima) Berhad

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- Administrative Guide for EGM

REMOTE PARTICIPATION AND E-VOTING (cont'd)

On the day of the EGM (18 August 2020)		
Step		Action
3.	Login to Virtual Meeting Portal	<p><i>[Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]</i></p> <p>a. The Virtual Meeting Portal will be open for login starting an hour (1 hour) before the commencement of EGM on Tuesday, 18 August 2020 at 3:30 p.m.</p> <p>b. Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal (<i>Refer to Step 2 above</i>).</p>
4.	Participate	<p><i>[Note: Questions submitted online will be moderated before being sent to the Chairman to avoid repetition. All questions and messages will be presented with the full name and identity of the participant raising the question.]</i></p> <p>a. If you would like to view the live webcast, select the broadcast  icon.</p> <p>b. If you would like to ask a question during the EGM, select the messaging icon. </p> <p>c. Type your message within the chat box, once completed click the send button.</p>
5.	Online Remote Voting	<p>a. Once voting has been opened, the polling page will appear with the resolutions and your voting choices.</p> <p>b. To vote simply select your voting direction from the options provided.</p> <p>c. To change your vote, simply select another voting direction.</p> <p>d. If you wish to cancel your vote, please press "Cancel".</p>
6.	End of Remote Participation	<p>a. Upon the announcement by the Chairman on the closure of the EGM, the live webcast will end.</p> <p>b. You can now logout from Virtual Meeting Portal.</p>

NO VOUCHERS/DOOR GIFTS

There will be **NO VOUCHER(S) OR ANY DOOR GIFT(S)** for shareholders/proxies who participate in the EGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The shareholders may submit questions to the Company via e-mail to corporateinquiry@perstima.com.my prior to the EGM to transmit questions to Board of Directors. The Chairman and the Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the EGM.

RECORDING OR PHOTOGRAPHY AT THE EGM

Strictly no recording or photography of the EGM proceedings is allowed.

Perusahaan Sadur Timah Malaysia (Perstima) Berhad

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- *Administrative Guide for EGM*

ENQUIRY

If you have any enquiries prior to the EGM, please contact the following during office hours on Mondays to Fridays (except on public holidays):-

Boardroom Share Registrars Sdn. Bhd.

General Line : 603-7890 4700
Fax No. : 603-7890 4670
Email : bsr.helpdesk@boardroomlimited.com

Perusahaan Sadur Timah Malaysia (Perstima) Berhad

General Line : 607-254 1200
Fax No. : 607-251 4618
Email : rkume@perstima.com.my
garyoh@perstima.com.my

PERSONAL DATA POLICY

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.