



NI HSIN RESOURCES BERHAD

Registration No. 200401014850 (653353-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Ni Hsin Resources Berhad ("Ni Hsin" or the "Company") will be convened and held at Tioman Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur, Malaysia on Wednesday, 18 November 2020 at 9.30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, to pass the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 960,100,350 REDEEMABLE CONVERTIBLE PREFERENCE SHARES ("RCPS") AT AN ISSUE PRICE OF RM0.01 PER RCPS ON THE BASIS OF 2 RCPS FOR EVERY 1 EXISTING ORDINARY SHARE IN NI HSIN ("NI HSIN SHARES") HELD BY THE ENTITLED SHAREHOLDERS OF NI HSIN ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE OF RCPS")

"**THAT** subject to the passing of the Special Resolution, the approvals granted by Bursa Malaysia Securities Berhad ("Bursa Securities") for the admission of the RCPS to the Official List of Bursa Securities and the listing of and quotation for the RCPS and new Ni Hsin Shares to be issued pursuant to conversion of the RCPS, and any other relevant authorities/parties (if required), approval be and is hereby given to the Board of Directors of Ni Hsin ("**Board**") for the following:-

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 960,100,350 new RCPS at an issue price to be determined later by the Board on the basis of 2 RCPS for every 1 existing Ni Hsin Share held by the shareholders whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board; and
- (ii) to allot and issue such number of new Ni Hsin Shares credited as fully paid-up pursuant to any conversion of the RCPS and that such approval shall remain in full force and effect for the duration of the conversion period;

THAT the RCPS shall, upon allotment and issue, rank equally amongst themselves and that the new Ni Hsin Shares to be issued upon conversion of the RCPS shall rank equally in all respects with the then existing Ni Hsin Shares, except that the new Ni Hsin Shares shall not be entitled to participate in any dividends, rights, allotments and/or any other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of conversion of the RCPS into new Ni Hsin Shares;

THAT any fractional entitlements under the Proposed Rights Issue of RCPS will be disregarded and will be dealt with in such manner as the Board shall in its absolute discretion deem fit and/or expedient and in the best interest of the Company;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary, expedient and/or appropriate, in the best interests of the Company, with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and/or parties, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Rights Issue of RCPS."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF NI HSIN AND ITS SUBSIDIARIES TO INCLUDE FOOD AND BEVERAGE BUSINESS ("PROPOSED DIVERSIFICATION")

"**THAT** subject to the provisions of the Constitution of the Company, the Main Market Listing Requirements ("**Listing Requirements**") of Bursa Securities and the approvals of all relevant authorities (if any), approval be and is hereby given to the Company to diversify its operations into food and beverage business, which might reasonably be expected to result in:

- (a) the diversion of 25% or more of the net assets of the listed issuer to an operation which differs widely from those operations previously carried on by the listed issuer; or
- (b) the contribution from such an operation of 25% or more of the net profits of the listed issuer, pursuant to Paragraph 10.13(1) of the Listing Requirements of Bursa Malaysia;

THAT the Board be and is hereby authorised and empowered to carry out, do all such acts, deeds and things and take all such steps it may consider necessary, and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary or required to give effect to the Proposed Diversification;

AND THAT the Directors of the Company be and are authorised to do all acts, deeds and things and execute all documents as they may deem fit or expedient in order to carry out, finalise and give effect to the Proposed Diversification with full powers to assent to any conditions, modifications, variations and/or amendments as may be required or permitted by any relevant authorities and to take all steps as they may consider necessary or expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Diversification."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE CONSTITUTION OF NI HSIN TO FACILITATE THE CREATION OF THE RCPS PURSUANT TO THE PROPOSED RIGHTS ISSUE OF RCPS AND TO ENHANCE ADMINISTRATIVE EFFICIENCY ("PROPOSED AMENDMENTS")

"**THAT** subject to the passing of Ordinary Resolution 1, the Constitution of Ni Hsin be amended in the manner set out in Appendix I of the Circular to Shareholders dated 13 October 2020;

THAT the Board be and is hereby authorised to give effect to the amendments to the Constitution of Ni Hsin;

AND THAT the Board be and is hereby authorised to do all acts, deeds and things and execute all necessary documents as they may consider necessary, expedient and/or appropriate in the best interests of the Company, with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities and/or parties, and to take all steps and actions as the Board may deem fit or expedient in order to carry out, finalise and give full effect to the Proposed Amendments."

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)

TAN AI NING (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

13 October 2020

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, participate, speak and vote instead of him. A proxy may but need not be a member of the Company.
- (2) A member of the Company 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 proportion of his shareholding to be represented by each proxy.
- (3) 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 in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (4) 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. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (5) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- (6) The instrument appointing a proxy or proxies and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited at the Company's Share Registrar Office, Bina Management (M) Sdn Bhd at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the commencement of the EGM or Adjourned EGM.
- (7) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of the general meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineer will be appointed to conduct the polling process and verify the results of the poll respectively.
- (8) For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 11 November 2020 and only a Depositor whose name appears on such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.
- (9) The EGM of the Company will be conducted in compliance with the General Standard Operating Procedures to Government and Private Sector ("**SOP**") issued by Malaysian National Security Council. The attendance of members/proxies and invited guests may be denied if failure to fulfill the requirements of participants in accordance with the SOP.
- (10) The Board wishes to highlight that the EGM may be re-scheduled and/or postponed in view of the current COVID-19 Outbreak and the Malaysian Government's announcements or guidelines made from time to time. Rest assured, all members/proxies including attendees shall be kept informed of any unexpected changes.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak 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.