

RESOURCES MINETECH RESOURCES BERHAD

(Registration No. 200201007880 (575543-X)) (Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Minetech Resources Berhad ("Minetech" or "Company") will be held at Ballroom 3, Level 2, New World Petaling Jaya Hotel, Paradigm, 1 Jalan SS7/26A, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan on Monday, 28 June 2021 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED PRIVATE PLACEMENT OF 349,598,600 NEW ORDINARY SHARES IN MINETECH RESOURCES BERHAD ("MINETECH" OR "COMPANY") ("MINETECH SHARES" OR "SHARES") ("PLACEMENT SHARES"), REPRESENTING UP TO 30% OF THE COMPANY'S EXISTING NUMBER OF ISSUED SHARES (EXCLUDING ANY TREASURY SHARES) ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the approvals of all relevant parties and/or authorities being obtained (where required), approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue 349,598,600 Placement Shares. The Placement Shares will be priced at not more than 20% discount to the 5-day volume weighted average market price ("5D-VWAP") immediately preceding the date on which the price of the Placement Shares will be fixed, for such purpose and use of proceeds as disclosed in the circular to shareholders dated 4 June 2021 ("Circular")."

THAT the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the existing Minetech Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/or any other distributions, the entitlement date of which is prior to the date of allotment and issuance of the Placement Shares.

Pracement snares.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Private Placement."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF 30,000,000 PLACEMENT SHARES TO DATO' AWANG DAUD BIN AWANG PUTERA ("PROPOSED ALLOCATION TO DATO' AWANG")

"THAT subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant regulators authorities and/or third parties being obtained, where required, approval be and approvals or an relevant regulatory authorities and/or third parties being obtained, where required, approval be and is hereby given to the Board to allot and issue 30,000,000 Placement Shares to Dato' Awang Daud Bin Awang Putera, being the Executive Chairman of the Company, pursuant to the Proposed Private Placement, at an issue price of not more than 20% discount to the 5D-WWAP immediately preceding the date on which the price of the Placement Shares will be fixed.

5D-WAP immediately preceding the date on which the price of the Placement Shares will be fixed.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as me required to give effect to the Proposed Allocation to Dato' Awang with full power to assent to any condition variations, modifications and/ or amendments in any manner as may be required or permitted by any releva authorities and to deal with all matters relating thereto and to take all such steps to enter into all such agreemen arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Allocation to Dato' Awang."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF 25,000,000 PLACEMENT SHARES TO CHOY SEN @ CHIN KIM SANG ("PROPOSED

"THAT subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant regulators authorities and/or third parties being obtained, where required, approval be and is hereby given to the Board to allot and issue 25,000,000 Placement Shares to Choy Sen @ Chin Kim Sang, being the Executive Director of the Company, pursuant to the Proposed Private Placement, at an issue price of not more than 20% discount to the 5D-WWAP immediately preceding the date on which the price of the Placement Shares will be fixed.

Immediately preceding the date on winch the price of the Placement Shares will be fixed.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Allocation to Choy Sen with full power to assent to any conditions, variations, modifications and/ or amendments 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 such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Allocation to Choy Sen."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF 12,500,000 PLACEMENT SHARES TO AWGKU MOHD REZA FARZAK BIN AWG DAUD ("PROPOSED ALLOCATION TO AWGKU")

("PROPOSED ALLUCATION TO AWGKU")
"THAT subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, approval be and is hereby given to the Board to allot and issue 12,500,000 Placement Shares to Awgku Mohd Reza Farzak Bin Awg Daud, being the Executive Director of the Company, pursuant to the Proposed Private Placement, at an issue price of not more than 20% discount to the 5D-WWAP immediately preceding the date on which the price of the Placement Shares will be fixed.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may have that the board be and is fleetely administed to sign and execute an occurrent, or all unings and acts as may be required to give effect to the Proposed Allocation to Awgku with full power to assent to any conditions, variations, modifications and/ or amendments 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 such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Allocation to Awaku

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF 12,500,000 PLACEMENT SHARES TO CHIN LEONG CHOY ("PROPOSED ALLOCATION TO CHIN LC")

TO CHIN LC")

"THAT subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant regulatory authorities and/or third parties being obtained, where required, approval be and is hereby given to the Board to allot and issue 12,500,000 Placement Shares to Chin Leong Choy, being the Executive Director of the Company, pursuant to the Proposed Private Placement, at an issue price of not more than 20% discount to the 5D-VWAP immediately preceding the date on which the price of the Placement Shares will be fixed.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Allocation to Chin LC with full power to assent to any conditions, variations, and/or amendments in any manner as may be required to required to relevant authorities and

modifications and/ or amendments 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 such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF 12,500,000 PLACEMENT SHARES TO AZLAN SHAH BIN ZAINAL ARIF ("PROPOSED ALLOCATION TO AZLAN SHAH")

**ALLOCATION TO AZLAN SHAH")

"THAT subject to the passing of Ordinary Resolution 1 and conditional upon the approvals of all relevant regulatory authorities and/ or third parties being obtained, where required, approval be and is hereby given to the Board to allot and issue 12,500,000 Placement Shares to Azlan Shah Bin Zainal Arif, being the Executive Director of the Company, pursuant to the Proposed Private Placement, at an issue price of not more than 20% discount to the 5D-WWAP immediately preceding the date on which the price of the Placement Shares will be fixed.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Allocation to Azlan Shah with full power to assent to any conditions, variations, modifications and/ or amendments 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 such steps to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Allocation to Azlan Shah."

ORDINARY RESOLUTION 7

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 582,664,400 NEW IRREDEEMABLE CONVERTIBLE Preference shares in minetech ("ICPS") on the basis of 1 ICPS for every 2 existing minetech shares held on an entitlement date to be determined later ("Proposed Right Issue of ICPS")

"THAT subject to the passing of the Special Resolution 2 as well as the approvals of the relevant authorities and/or parties having been obtained (if required), approval be and is hereby granted to the Board to:

- provisionally allot and issue by way of a renounceable rights issue of up to 582,664,400 ICPS on the basis of 1 ICPS for every 2 existing Minetech Shares, to the shareholders of Minetech whose names appear in the Record of Depositors of the Company as at the close of business on the Entitlement Date ("Entitled Shareholders") with a minimum subscription level of 256,201,310 ICPS; determine and fix the issue price of the ICPS which shall be announced later by the Board on the price-fixing
- (ii)
- disregard and deal with any fractional entitlements, if any, that may arise from the Proposed Rights Issue of ICPS in such manner as the Board in its absolute discretion deems fit and expedient, and in the best interest of the
- (iv) make available for excess applications by the other Entitled Shareholders and/or their renouncee(s)/ transferee(s), and to allocate the excess ICPS in a fair and equitable manner on a basis to be determined by the Board; and
- (v) use the proceeds to be derived from the Proposed Rights Issue of ICPS in the manner as set out in the Circular and vary the manner and/or purpose of utilisation of such proceeds as they may deem fit and in the best interest of the Company, subject to the approval of the relevant authorities (where required).

 THAT the new Minetech Shares to be issued pursuant to the conversion of the ICPS shall, upon allotment, issuance and/or full payment of the ICPS, rank equally in all respects with the then existing Minetech Shares, save and except in that they shall not be entitled to any dividender circles allotments end/or stork forms of dividentiations.

that they shall not be entitled to any dividends, rights, allotments and/or other forms of distributions, the entitlement date of which is prior to the dates of allotment;

AND THAT HE Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, AND That the boath be also is necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Rights Issue of ICPS."

ORDINARY RESOLUTION 8

PROPOSED SHARE ISSUANCE SCHEME OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED MINETECH SHARES (EXCLUDING ANY TREASURY SHARES) AT ANY ONE TIME DURING THE DURATION OF THE SHARE ISSUANCE

- SCHEME ("PROPOSED SIS")

 "THAT, approval be and is hereby given to the Board to:
 establish and administer the Proposed SIS which involves the granting of options ("SIS Options") to all eligible
 employees of the Minetech Group including Directors of the Group (excluding Minetech's subsidiaries which are
 dormant) who meet the criteria of eligibility for participation of the Proposed SIS ("Biglible Persons") as set out
 in the By-Laws, a draft of which is set out in Appendix II of the Circular ("By-Laws");
 (ii) allot and issue such number of new Minetech Shares to the Eligible Persons from time to time as may be
 required in connection with the implementation of the Proposed SIS while this approval is in force provided that
 the aggregate number of Minetech Shares to be allotted and issued shall not exceed 15% of the total number
 of issued Minetech Shares (excluding any treasury shares) at any one time throughout the duration of the
 Proposed SIS;
- Proposed SIS; such new Minetech Shares to be issued upon exercise of the SIS Options shall, upon allotment and issuant rank equally in all respects with the then existing Minetech Shares, save and except that the new Minete Shares to be issued pursuant to the exercise of SIS Options will not be entitled to any dividends, righ allotments or any other distributions, the entitlement date of which is prior to the date of allotment of such ne Minetech Shares and will be subject to all the provisions of the Constitution of the Company (including the relating to transfer and transmission);
- relating to delister and delistinssion), modify and/or amend the Proposed SIS from time to time provided that such modifications and/or amendments are effected in accordance with the By-Laws relating to modifications and/or amendments and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed SIS; and
- extend the duration of the Proposed SIS for a maximum period of an additional 5 years (the duration of the Proposed SIS would then be for a total period of 10 years from the effective date of the Proposed SIS), if the Board deems fit;

AND THAT the Board be and is hereby empowered and authorised to take all such steps and do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed SIS with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit and/or as may be imposed or permitted by any other relevant authorities in connection with the Proposed SIS OBDINARY RESOLUTION O

PROPOSED GRANTING OF SIS OPTIONS TO DATO' AWANG DAUD BIN AWANG PUTERA

PROPOSED GRANTING OF SIS OPTIONS TO DATO' AWANG DAUD BIN AWANG PUTERA
"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties
(where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during
the existence of the Proposed SIS, to offer and grant to Dato' Awang Daud Bin Awang Putera, being the Executive
Chairman of the Company, options to subscribe for such number of new Minetech Shares to be issued da adjusted
or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to
any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of
the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options
granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified,
varied and/or amended in accordance with the provisions of the By-Laws and the Main Market Listing Requirements
of Bursa Securities ("Listing Requirements"), or any prevailing guidelines issued by Bursa Securities or any other
relevant authorities, as amended from time to time.
AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to
be issued pursuant to the exercise of SIS Options to Dato' Awang Daud Bin Awang Putera pursuant to the exercise of
such options under the Proposed SIS."

ORDINARY RESOLUTION 10

ORDINARY RESOLUTION 10

PROPOSED GRANTING OF SIS OPTIONS TO CHOY SEN @ CHIN KIM SANG

PROPOSED GRANTING OF SIS OPTIONS TO CHOY SEM @ CHIN KIM SANG

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Choy Sen @ Chin Kim Sang, being the Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Choy Sen @ Chin Kim Sang pursuant to the exercise of such options under the Proposed SIS."

PROPOSED GRANTING OF SIS OPTIONS TO CHIN LEONG CHOY

PROPOSED GRANTING OF SIS OPTIONS TO CHIN LEONG CHOY

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chin Leong Choy, being the Executive Director' of the Company and son of Choy Sen @ Chin Kim Sang, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Chin Leong Choy pursuant to the exercise of such options under the Proposed SIS

ORDINARY RESOLUTION 12

POSED GRANTING OF SIS OPTIONS TO AWGKU MOHD REZA FARZAK BIN AWG DAUD

PROPOSED GRANTING OF SIS OPTIONS TO AWGKU MOHD REZA FARZAK BIN AWG DAUD

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Awgku Mohd Reza Farzak Bin Awg Daud, being the Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time. AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Awgku Mohd Reza Farzak Bin Awg Daud pursuant to the exercise of such options under the Proposed SIS."

ORDINARY RESOLUTION 13

ORDINARY RESOLUTION 13

PROPOSED GRANTING OF SIS OPTIONS TO AZLAN SHAH BIN ZAINAL ARIF

PROPOSED GRANTING OF SIS OPTIONS TO AZLAN SHAH BIN ZAINAL ARIF
"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties
(where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during
the existence of the Proposed SIS, to offer and grant to Azlan Shah Bin Zainal Arif, being the Executive Director of
the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified
from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible
participant who, either singly or collectively through person connected with him, holds 20% or more of the total
number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted,
and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied
and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing
guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Azlan Shah Bin Zainal Arif pursuant to the exercise of such options under the Proposed SIS."

ORDINARY RESOLUTION 15

PROPOSED GRANTING OF SIS OPTIONS TO ABOUL FARID BIN ABOUL KADIR

PROPUSED GRAPTING OF SIS OPTIONS TO ABOUT ARID BIN ABOUT AND IT.

"ITHAT subject to the passing of Ordinary Resolution 8 above, Ordinary Resolution 23 and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Aboul Farid Bin Aboul Kadir, being the Non-Independent Non-Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed Company of the Company, options for subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Abdul Farid Bin Abdul Kadir pursuant to the exercise of such options under the Proposed SIS."

PROPOSED GRANTING OF SIS OPTIONS TO AHMAD RAHIZAL BIN DATO' AHMAD RASIDI

PROPOSED GRANTING OF SIS OPTIONS TO AHMAD RAHIZAL BIN DATO' AHMAD RASIDI

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ahmad Rahizal bin Dato' Ahmad Rasidi, being the Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation or any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time. AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Ahmad Rahizal bin Dato' Ahmad Rasidi pursuant to the exercise of such options under the Proposed SIS."

ORDINARY RESOLUTION 16

PROPOSED GRANTING OF SIS OPTIONS TO AHMAD RUSI AN ZAHARI BIN ZAKARIA

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Ahmad Ruslan Zahari bin Zakaria, being the Independent

Non-Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

NON THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Ahmad Ruslan Zahari bin Zakaria pursuant to the exercise of such options under the Proposed SIS."

PROPOSED GRANTING OF SIS OPTIONS TO DATIN FERIDAH BINTI BUJANG ISMAIL

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Datin Feridah Binti Bujang Ismail, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed Sts, provided that the allocation to any eligible participant who, either singly or collectively through person connected with her, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the Sts Options granted, and subject always to such terms and conditions of the Proposed Sts as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time. AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of StS Options to Datin Feridah Binti Bujang Ismail pursuant to the exercise of such options under the Proposed Sts."

ORDINARY RESOLUTION 18

PROPOSED GRANTING OF SIS OPTIONS TO SITI AISHAH BINTI OTHMAN

PROPOSED GRANTING OF SIS OPTIONS TO SITI AISHAH BINTI OTHMAN

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Siti Aishah Binti Othman, being the Independent Non-Executive Director of the Company, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with her, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Siti Aishah Binti Othman pursuant to the exercise of such options under the Proposed SIS."

ORDINARY RESOLUTION 19

PROPOSED GRANTING OF SIS OPTIONS TO CHIN SHEONG CHOY

PROPOSED GRANTING OF SIS OPTIONS TO CHIN SHEONG CHOY
"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties
(where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during
the existence of the Proposed SIS, to offer and grant to Chin Sheong Choy, being the executive director of Minetech
Construction Soft Bhd (a wholly-owned subsidiary of the Company) and son of Choy Sen © Chin Kim Sang, options to
subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant
to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly
or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares
(excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms
and conditions of the Proposed SIS as may, from time to time, be modified, varied and/or amended in accordance with
the provisions of the By-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities
or any other relevant authorities, as amended from time to time.

AND THAT anonyval be and is beretey view to the Board to allot and issue such number of new Minetech Shares

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Chin Sheong Choy pursuant to the exercise of such options under the Proposed SIS.

ORDINARY RESOLUTION 20

PROPOSED GRANTING OF SIS OPTIONS TO CHIN JET CHOY

PROPOSED GRANTING OF SIS OPTIONS TO CHIN JET CHOY

"THAT subject to the passing of Ordinary Resolution 8 above and the approvals of all relevant authorities or parties (where required) being obtained, the Board be and is hereby authorised, at any time and from time to time during the existence of the Proposed SIS, to offer and grant to Chin Jet Choy, being the Chief Business Development Officer of the Company and son of Choy Sen © Chin Kim Sang, options to subscribe for such number of new Minetech Shares to be issued (as adjusted or modified from time to time pursuant to the By-Laws) pursuant to the Proposed SIS, provided that the allocation to any eligible participant who, either singly or collectively through person connected with him, holds 20% or more of the total number of issued Minetech Shares (excluding any treasury shares), does not exceed 10% of the SIS Options granted, and subject always to such terms and conditions of the Proposed SIS anay, from time to time, be modified, varied and/or amended in accordance with the provisions of the BY-Laws and the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authorities, as amended from time to time.

AND THAT approval be and is hereby given to the Board to allot and issue such number of new Minetech Shares to be issued pursuant to the exercise of SIS Options to Chin Jet Choy pursuant to the exercise of such options under the Proposed SIS."

ORDINARY RESOLUTION 21

UNDIVINARY RESULUTION 21
PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF THE COMPANY AND ITS SUBSIDIARIES
("MINETECH GROUP" OR "GROUP") TO INCLUDE RENEWABLE ENERGY BUSINESS ("PROPOSED
DIVINARISHICATION INTO RENEWABLE ENERGY")
"THAT approval be and is hereby granted to the Board to diversify Minetech Group's principal activities to include renewable energy business.

renewable energy business.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Diversification into Renewable Energy."

ORDINARY RESOLUTION 22

ORDINARY RESOLUTION 22 PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF MINETECH GROUP TO INCLUDE OIL AND GAS BUSINESS ("0&G") ("PROPOSED DIVERSIFICATION INTO 0&G")

"THAT approval be and is hereby granted to the Board to diversify Minetech Group's principal activities to include 0&G business.

OGG business.

AND THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient in the best interest of the Company with the full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreements, arrangements, undertakings, indemnities, transfer, assignments and guarantees with any party or parties and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Diversification into O&G."

PROPOSED REMOVAL OF ABDUL FARID BIN ABDUL KADIR AS DIRECTOR OF THE COMPANY ("PROPOSED REMOVAL OF DIRECTOR")

"THAT Abdul Farid Bin Abdul Kadir be and is hereby removed as Director of the Company with immediate effect."

SPECIAL RESOLUTION 1

SPECIAL RESOLUTION 1
PROPOSED REDUCTION OF THE ISSUED CAPITAL OF MINETECH BY RM90.0 MILLION PURSUANT TO SECTION 116 OF THE COMPANIES ACT 2016 ("ACT") ("PROPOSED SHARE CAPITAL REDUCTION")
"THAT subject to and conditional upon the confirmation by the High Court of Malaya pursuant to Section 116 of the Act, the Board be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the Issued share capital of RM90,000,000 and that the credit arising from such share capital reduction to be utilised to reduce/eliminate the accumulated losses of Minetech; and AND THAT the Board be and is hereby authorised to approve, sign and execute all documents, do all things and acts as the Board may consider necessary or expedient to implement, finalise and give full effect to the Proposed Share Capital Reduction in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities, the relevant and applicable laws or deemed necessary or desirable by the Board."

SPECIAL RESOLUTION 2

applicable laws or deemer SPECIAL RESOLUTION 2

PROPOSED AMENDMENTS TO THE CONSTITUTION OF MINETECH ("PROPOSED CONSTITUTION AMENDMENTS") 'THAT the proposed amendment to the Company's Constitution be and are hereby approved and adopted, w mmediate effect;

immediate effect;

AND THAT the Board be and is hereby authorised to take all such necessary steps to give full effect to the Proposed Constitution Amendments with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted by any relevant authorities or deemed necessary by the Board, and to take all steps and to do all such acts and matters as they may consider necessary or expedient to implement, finalise and give full effect to the Proposed Constitution Amendments." By Order of the Board

TAI YIT CHAN (MAICSA 7009143) SSM PRACTISING CERTIFICATE NO. 202008001023 TAN AI NING (MAICSA 7015852) SSM PRACTISING CERTIFICATE NO. 202008000067 Company Secretary

- 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 to attend and vote at the same meeting. Where a member appoints 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 anomine which holds ordinary shares in the Company is an 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. The instrument appointing a proxy and the power of 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 recrifiled copy of that power or authority shall be deposited at the Share Registrar of the Company at Ground Floor or 11th Floor. Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ebsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid.
- Made/Stal NO less than noty-eight (46) nouts before the time appointed to the modern of the modern o