

NI HSIN GROUP RERHAD

(Formerly known as Ni Hsin Resources B [Registration No. 200401014850 (653353-W)] (Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

Please refer to Note 10

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

NOTICE IS HEREBY GIVEN THAT the Eighteenth Annual General Meeting of the Company will be conducted on a fully virtual basis through The streaming and online remote voting using Remote Participation and Voting ("RPV") facilities via the nonline meeting platform at https://web.vote2u.my (Domain Registration No. with MYNIC: D6A471702) on Monday, 23 May 2022 at 2.00 p.m. to transact the following businesses:

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' and Auditors' Reports thereon
- To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its to approve the payment of inections rees and benefits payane or the briectors of the Company and its subsidiaries up to an aggregate amount of RMS50,000.00 for the period from 24 May 2022 until the conclusion of the next Annual General Meeting ("AGM") of the Company.
- To re-elect Encil Rizvi Bin Abdul Halim who is retiring pursuant to Clause 95 of the Constitution of the
 - Mr Leow Chan Khiang is retiring pursuant to Clause 95 of the Constitution of the Company, has expressed his intention not to seek for re-election. Hence, he will retain office until the conclusion of the Eighteenth AGM.
- To re-elect the following Directors who are retiring pursuant to Clause 102 of the Constitution of t Company:
 - Ms Khoo Wuan Ru
 - Ms Poo Chii Miin @ Chermaine Poo ii)
 - iii) Dato' Seri Rosman Bin Mohamed
 - iv) Mr Ler Leong Keh
- To re-appoint KPMG PLT as Auditors of the Company and to authorise the Directors to fix their

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

- Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares
 - "THAT pursuant to Clause 10(d) of the Constitution of the Company and Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company to such persons, at any time until the conclusion of the next AGM 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 (excluding treasury shares) to be issued does not exceed twenty per centum (20%) of the total number regulatory bodies being obtained for such allotment and issuance.

AND THAT such authority shall commence immediately upon passing of this resolution and shall continue in force until the conclusion of the next AGM of the Company."

Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares ("Proposed Renewal of Share Buy-Back Authority")

"THAT subject to the Act, the provisions of the Constitution of the Company, the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority or approval for the time being in force or as may be amended from time to time the Directors of the Company be and are hereby authorised to utilise an amount not exceeding the audited retained profits of the Company to purchase such amount of ordinary shares in the Company 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, necessary and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares which may be purchased and/or held by the Company as treasury shares shall not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time of the said purchase(s);
- the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company at the time of purchase; and
- the authority conferred by this resolution shall continue to be in force until:-
 - (i) the conclusion of the next AGM of the Company following the general meeting at which such resolution was passed at which time the said authority shall lapse unless by an ordinary resolution passed at that meeting, 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 general m 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).

THAT upon completion of the purchase by the Company of its own ordinary shares, the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased in their absolute discretion in the following manner:

- (a) distribute the shares as share dividends to the shareholders; and/or
- resell the shares or any of the shares on Bursa Securities; and/or
- transfer the shares or any of the shares for the purposes of or under an employees' shares sche and/or
- transfer the shares or any of the shares as purchase consideration; and/o
- cancel all the ordinary shares so purchased; and/or
- (f) sell, transfer or otherwise use the shares for such other purposes as allowed by the Act.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary (including executing all such documents as may be required) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time or as the Directors may in their discretion deem necessary and to do all such acts and things as the said Directors may deem fit and expedient in the best interests of the Company

To transact any other business for which due notice shall have been given in accordance with the Act

BY ORDER OF THE BOARD

TALVIT CHAN (SSM PC No. 202008001023) (MAICSA 7009143) TAN AI NING (SSM PC No. 202008000067) (MAICSA 7015852)

Company Secretaries

Selangor Darul Ehsan

Date: 22 April 2022

NOTES:

- As part of the initiatives to curb the spread of Coronavirus Disease 2019 ("COVID-19"), the Fighteenth AGM will be conducted on a The part of the illindary to club the special of containing bissase 2019 (COURTY), the Engineerin Ham will be conducted in fully virtual basis through live streaming and online remote voting using Remote Participation and Voting ("RPU") facilities which are available on Vote2U online website provided by Agmo Digital Solutions Sdn. Bhd. at https://web.vote2u.my. Please refer to th Administrative Guide for Shareholders for the Eighteenth AGM on the procedures to register, participate and vote remotely via the RPV facilities.
- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. 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 of the Company may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.
- where a member of the company is an exempt authorize homine which hous building shares in the company for multiple defend owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authoris nominee may appoint in respect of each omnibus account it holds.
- 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.

- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially rectified or office copy of such opener or authority, shall be deposited at the office of the Company's Share Registrar, Bina Management (M) 5dn. 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 AGM or any adjournment thereof, otherwise the instrument of proxy should not be treated as valid. Any notice of termination of person's authority to act as a proxy must be forwarded to the Company prior to the ommencement of the AGM or Adjourned AGM.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolutions set out in the notice of the general meeting will be to usual to via display of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Son. Bhd. to make available to the Company a Record of Depositors as at 13 May 2022 and only a Depositor whose appears in such Record of Depositors shall be entitled to attend and vote at this meeting and entitled to appoint proxy or proxies.
- The Board wishes to highlight that the Eighteenth AGM 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.
- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required purs the provision of Section 340(1)(a) of the Act. Hence, this Agenda is not put forward for voting by shareholders of the Company.

11. EXPLANATORY NOTES ON SPECIAL BUSINESS

(i) Ordinary Resolution 1 on Directors' fees and benefits payable to Directors

Payment of Directors' fees and benefits under Section 230(1) of the Act provides amongst others, that the Directors' fees and any benefits payable to the Directors of the Company and its subsidiaries shall be approved at a general meeting. There is no revision to the amount proposed.

The amount of Directors' fees and benefits payable to each Director of the Company are as follows:

<u>Directors</u>	Amount (RM)
Encik Sofiyan Bin Yahya	84,000.00
Mr Ler Leong Keh	36,000.00
Dato' Seri Rosman Bin Mohamed	36,000.00
Ms Poo Chii Miin @ Chermaine Poo	36,000.00
Ms Ng Shwu Ching	36,000.00
Encik Rizvi Bin Abdul Halim	36,000.00
Mr Lai Kian Huat	36,000.00
Ms Khoo Wuan Ru	36,000.00

In determining the estimated total amount of Directors' fees and benefits payable to the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board and Board Committees, and general meeting and provisional sum as a contingency for future appointment of Director on the Board.

Ordinary Resolutions 2, 3, 4, 5 and 6 on Re-election of Directors

Pursuant to Malaysian Code of Corporate Governance 2021, the profiles of the Directors who Agenda items 3 and 4 are set out in the Board of Directors' profile of the Annual Report 2021. who are standing for re-election as per

Based on the recommendation of Nomination Committee, the Board supports the re-election of Encik Rizvi Bin Abdul Halim, Ms Khoo Wuan Ru, Ms Poo Chii Miin @ Chermaine Poo, Dato' Seri Rosman Bin Mohamed and Mr Ler Leong Keh as Directors of the Company based on the following justifications:

ary Resolution 2: Re-election of Encik Rizvi Bin Abdul Halim as Executive Director

Encik Rizvi Bin Abdul Halim is primarily responsible for electric vehicles business of the Group and has contributed significantly to the Group's business operation by providing valuable input to steer the Group forward in the past years during his tenure as an Executive Director of the Company.

Ordinary Resolution 3: Re-election of Ms Khoo Wuan Ru as Executive Director

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Ms Khoo Wuan Ru was appointed as a Director of the Company on 2 August 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered herself for re-election at the Eighteenth AGM. Ordinary Resolution 4: Re-election of Ms Poo Chii Miin @ Chermaine Poo as Indepen

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Ms Poo Chii Miin @ Chermaine Poo was appointed as a Director of the Company on 2 August 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered herself for re-election at the Eighteenth AGM.

Ordinary Resolution 5: Re-election of Dato' Seri Rosman Bin Mohamed as Indepe

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Dato' Seri Rosman Bin Mohamed was appointed as a Director of the Company on 9 September 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered himself for re-election at the Eighteenth AGM.

Ordinary Resolution 6: Re-election of Mr Ler Leong Keh as Independent Non-Executive Director

In accordance with Clause 102 of the Company's Constitution, a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall then be eligible for re-election. Mr Ler Leong Keh was appointed as a Director of the Company on 29 December 2021, retires pursuant to Clause 102 of the Company's Constitution and being eligible, has offered himself for re-election at the Fighteenth AGM

Ordinary Resolution 8 - Authority under Section 76 of the Act for the Directors to allot and issue shares

The Company had, during its Seventeenth AGM held on 23 June 2021, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to the Section 76 of the Act. As at the date of this notice, the Company did not issue any shares pursuant to this mandate obtained.

The Ordinary Resolution 8 proposed under item 6 of the Agenda is to seek shareholders' approval of the general mandate for issuance of shares by the Company under Section 76 of the Act.

Bursa Securities had vide its letter dated 16 April 2020 granted several additional temporary relief measures, amongst others, listed issuers are allowed to seek a higher general mandate under Paragraph 6.03 of the MMLR of not more than 20% of the total number of issued shares for issue of new securities ("20% General Mandate"), provided that the following are being complied with:

- (a) procure shareholders' approval for the 20% General Mandate at a general meeting; and
- complies with all relevant applicable legal requirements, including its Constitution or relevant constituent document.

On 23 December 2021, Bursa Securities vide its letter extended the implementation period of 20% General Mandate to 31 December 2022. This 20 % General Mandate may be utilised by the Company to issue new securities until 31 December 2022 and thereafter, the 10% general mandate pursuant to paragraph 6.03 of the MMLR will be reinstated unless extended by Bursa Securities pursuant to its letter dated 23 December 2021 to grant additional temporary relief measures to listed issuers.

The Board of Directors, having considered the current economic climate arising from the global COVID-19 pandemic and future financial needs of the Group, is of the opinion that this 20% General Mandate is in the best interests of the Company and its shareholders

This proposed Ordinary Resolution 8, if passed, will provide additional flexibility for the Company for fund raising and enable the Company, should it required to do so, to meet it is funding requirements for working capital or strategic development of the Group and operational expenditure, expeditiously and efficiently during this challenging time to ensure the long-term sustainability of the Company and safeguard the interest of the Company and the shareholders. 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 AGM.

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 9 - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares The explanatory notes on Ordinary Resolution 9 are set out in the Statement to Shareholders dated 22 April 2022.

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 by 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.



NI HSIN GROUP BERHAD

(Formerly known as Ni Hsin Resources Berhad)

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

ADMINISTRATIVE GUIDE OF EIGHTEENTH ANNUAL GENERAL MEETING FOR THE SHAREHOLDERS

Day, Date : Monday, 23 May 2022

Time : 2.00 p.m.

Meeting Venue : Online Meeting Platform of Vote2U at

https://web.vote2u.my

Domain Registration

number with MYNIC

D6A471702

In light of the coronavirus (COVID-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Eighteenth Annual General Meeting ("18th AGM") will be held virtually and online remote voting using the Remote Participation and Voting Facilities ("RPV").

According to the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers by Securities Commission Malaysia, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia.

We strongly encourage you to participate in the fully virtual 18th AGM via the Virtual Meeting Facilities provided to exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the 18th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 18th AGM.

Kindly ensure that you are connected to the internet at all times to participate and vote when our virtual 18th AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

ENTITLEMENT TO PARTICIPATE AND VOTE

Shareholders whose names appear in the Record of Depositors as at **13 May 2022**, or their appointed proxy(ies), shall be entitled to participate and vote remotely at the 18th AGM.

LODGEMENT OF FORM OF PROXY

If you are unable to attend the 18th AGM via RPV facilities on 23 May 2022 and wish to appoint a proxy(ies) or the Chairman of the meeting to vote on your behalf, please deposit the duly executed Form of Proxy at the office of Company's Share Registrar, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding of the meeting or adjourned meeting.

If you have submitted your Form of Proxy prior to the 18th AGM and subsequently decide to appoint another person or wish to participate in the Meeting yourself, please write in to our Share Registrar to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the 18th AGM. On revocation, your proxy(ies) will not be allowed to participate in the Meeting. In such event, you should advise your proxy(ies) accordingly.

REMOTE PARTICIPATION AND VOTING (RPV)

Please note that all members including (i) individual members; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPV facilities to participate and vote remotely at the 18th AGM.

If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.

Kindly follow the steps below to participate in RPV:-

BEFORE THE DAY OF 18TH AGM

A: REGISTRATION

Individual Shareholders

	Description	Procedure
i.	Description Shareholders to register with Vote2U online	 The registration will open from the day of notice a. Access website at https://web.vote2u.my b. Click "Sign Up" to sign up as a user. c. Read the 'Privacy Policy' and 'Terms & Conditions' and indicate your acceptance of the 'Privacy Policy' and 'Terms & Conditions' on a small box □. Then click "Next".
		 d. *Fill-in your details (note: create your own password). Then click "Continue". e. Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).

 f. Click "Submit" to complete the registration g. Your registration will be verified and an email notification will be sent to you. Please check your email.
Note: If you have registered as a user with Vote2U Online previously, you are not required to register again.
*Check your email address is keyed in correctly. *Remember the password you have keyed-in.

B: REGISTER PROXY

Individual Shareholder / Corporate Shareholder / Nominees Company

Description	Procedure
i. Submit Form of Prox (hardcopy)	The closing time to submit your hardcopy Form of Proxy is 2.00 p.m., Saturday, 21 May 2022.
	 a. *Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information: MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy *Email address of the Proxy b. Submit/Deposit the hardcopy Form of Proxy to the office of Company's Share Registrar, Bina Management (M) Sdn. Bhd. at Lot 10, The Highway Centre, Jalan 51/205, 46050 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
	Note:
	After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.
	*Check the email address of Proxy is written down correctly.

ON THE DAY OF 18TH AGM

A: WATCH LIVE STREAMING

Individual Shareholders & Proxies

	Description	Procedures
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	
		 a. Login with your email and password b. Select Ni Hsin 18th AGM. c. Check your details. d. Click "Watch Live" button to view the live streaming.

B: ASK QUESTION

Individual Shareholders & Proxies

	Description	Procedures
i.	Ask Question during AGM (real-time)	Questions submitted online using typed text will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.
		a. Click "Ask Question" button to post question(s).b. Type in your question and click "Submit".
		The Chairman / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the 18th AGM.

C: VOTING REMOTELY

Individual Shareholders & Proxies

	Description	Procedures
i.	Online Remote	Once the Chairman announces the opening of remote voting:
	Voting	a. Click "Confirm Details & Start Voting".
		b. To vote, select your voting choice from the options
		provided. A confirmation screen will appear to show your
		selected vote. Click " <i>Next</i> " to continue voting for all resolutions.
		c. To change your vote, click " <i>Back</i> " and select another voting choice.
		d. After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click " <i>Confirm</i> " to submit your vote.
		[Please note that you are <u>not able</u> to change your voting choices after you have confirmed and submitted your votes.]

NO RECORDING OR PHOTOGRAPHY

Photography and recording of the 18th AGM proceedings, vocal or audio-visual, are strictly prohibited.

Please ensure that you are connected to the internet at all times in order to participate and vote when the 18th AGM commences as the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants. It is your responsibility to ensure that the connectivity for the duration of the meeting is maintained.

VOTING PROCEDURE

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 18th AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

NO DOOR GIFT OR E-VOUCHER OR FOOD VOUCHER

There will be no door gift or e-Voucher or food voucher given at this 18th AGM.

ENQUIRY

a. If you have enquiry relating to the Administrative Guide of 18th AGM for Shareholders, please contact our **Investor Relation** during office hours from Mondays to Fridays, 9.00 a.m. to 5.00 p.m. (except public holidays):-

Tel: 03-8961 6815

Email: info@ni-hsin.com

b. If you have enquiry relating to appointment of proxy, please contact our **Share Registrar** during office hours from Mondays to Fridays, 9.00 a.m. to 5.00 p.m. (except public holidays):-

Tel: 03-7784 3922

Email: binawin@binamg168.com

c. If you have enquiry relating to the RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact **Vote2U helpdesk** during office hours from Mondays to Fridays, 9.00 a.m. to 5.00 p.m. (except public holidays):-

Tel: 03-7664 8520 / 03-7664 8521 Email: vote2u@agmostudio.com