



**JOHORE TIN BERHAD**  
(532570-V)

## Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the Ninth Annual General Meeting of Johore Tin Berhad will be held at Mercure Johor Palm Resort & Golf, Jalan Persiaran Golf, Off Jalan Jumbo, 81250 Senai, Johor on Monday, 28 June 2010 at 9.30 a.m. for the following purposes:

**ORDINARY BUSINESS:**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2009 and the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To declare a Single Tier Final Dividend of 2.5% for the financial year ended 31 December 2009. (Resolution 1)
3. To approve the payment of Directors' fees of RM220,500.00 for the year ended 31 December 2009. (Resolution 2)
4. To re-elect the following Directors who retire pursuant to Article 120 of the Company's Articles of Association:
  - (a) Mr. Edward Goh Swee Wang (Resolution 3)
  - (b) Mr. Yeow Ah Seng @ Yow Ah Seng (Resolution 4)
5. To re-appoint Messrs Crowe Horwath as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 5)

**SPECIAL BUSINESS**

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

6. **ORDINARY RESOLUTION** (Resolution 6)  
**AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

"THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue not more than ten percent (10%) of the issued capital of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof AND THAT authority be and is hereby given to the Directors to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

7. **SPECIAL RESOLUTION**  
**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

(Resolution 7)

"THAT the existing Article 147 be deleted in its entirety and that the following new Article 147 be adopted:

Article 147

**Payment of dividend, interest or other money payable in cash, by cheque or electronic transfer.**

Any dividend, interest or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or paid via electronic transfer of remittance to the account provided by the holder who is named on the Register of Members and/or Record of Depositors. Every such cheque or warrant or electronic transfer of remittance shall be made payable to the order of the person to whom it is sent or remitted, and the payment of any such cheque or warrant or electronic transfer of remittance shall operate as a good discharge to the Company in respect of the dividend, interest or other money payable in cash represented thereby notwithstanding that it may subsequently appear that the same has been stolen or that the endorsement thereon, or the instruction for the electronic transfer of remittance, has been forged. Every such cheque or warrant or electronic transfer of remittance shall be sent or remitted at the risk of the person entitled to the money thereby represented."

8. To transact any other business of which due notice shall have been given.

**NOTICE OF ENTITLEMENT DATE AND DIVIDEND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** the proposed Single Tier Final Dividend of 2.5% in respect of the financial year ended 31 December 2009, if approved, will be paid on 26 July 2010 to depositors registered in the Record of Depositors at the close of business on 29 June 2010.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 29 June 2010 in respect of ordinary transfers; and
- (b) Shares bought on the Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

**BY ORDER OF THE BOARD**

YONG MAY LI (f)  
Company Secretary

Johor Bahru,  
4 June 2010

**NOTES**

- 1. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote in his/her stead. A proxy may but need not be a member of the Company.
- 2. Where a member appoints two or more proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her holding to be represented by each proxy.
- 3. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, is allowed to 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. The instrument appointing a proxy, in the case of an individual shall be signed by the appointor or his/her attorney duly authorised in writing and in the case of a corporation, either under seal or under the hand of an attorney or an officer duly authorised. If no name is inserted in the space for the name of your proxy, the Chairman of the Meeting will act as your proxy.
- 5. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Suite 1301, 13<sup>th</sup> Floor, City Plaza, Jalan Tebrau, 80300 Johor Bahru, Johor, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

## EXPLANATORY NOTES

1. **Item 1 of the Agenda**

This Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. **Item 6 of the Agenda**

**ORDINARY RESOLUTION**

**AUTHORITY TO DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965**

The purpose of this Ordinary Resolution proposed under item 6 will give powers to the Directors to issue up to a maximum ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors would consider in the best interest of the Company. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The general mandate sought for issue of securities is a renewal of the mandate that was approved by the shareholders on 30 June 2009. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund arising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.

3. **Item 7 of the Agenda**

**SPECIAL RESOLUTION**

**PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

The purpose of this Special Resolution proposed under item 7 is to amend the Company's Articles of Association in line with the amendments in the Listing Requirements of Bursa Malaysia Securities Berhad in relation to e-dividend.