



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting (AGM) of P.A. Resources Berhad ("the Company") will be held at Nouvelle Hotel, Kuala Lumpur, 8th KM, Kuala Lumpur - Seremban Highway, Sungai Besi, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 25 September 2014 at 10.00 a.m. for the purpose of transacting the following businesses :-

### AGENDA

#### ORDINARY BUSINESS

1. To receive the statutory financial statements for the financial year ended 31 March 2014 together with the Directors' and Auditors' Reports thereon. **Please refer to Explanatory Notes A**
2. To approve the payment of Directors' fees of RM 78,000 in respect of the financial year ended 31 March 2014. **Resolution 1**
3. To re-elect Mr Yap Fatt Lam who retires in accordance to Article 128 of the Company's Articles of Association. **Resolution 2**
4. To re-elect Dato' Ng Tong Hai who retires in accordance to Article 128 of the Company's Articles of Association. **Resolution 3**
5. To re-elect Dato' Lau Kuan Kam who retires in accordance to Article 133 of the Company's Articles of Association. **Resolution 4**
6. To re-elect Mr Ho Puay Koa who retires in accordance to Article 133 of the Company's Articles of Association. **Resolution 5**
7. To re-appoint Messrs WHLK (formerly Known as SC Associates) as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 6**

#### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution.

##### Ordinary Resolution

8. **Authority to Allot Shares pursuant to Section 132D of the Companies Act, 1965 ("the Act")** **Resolution 7 (Explanatory Notes B)**

"THAT pursuant to Section 132D of the Act, and subject to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time 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 to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next AGM of the Company."

#### ANY OTHER BUSINESS

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

BY ORDER OF THE BOARD

**SHAHNIZA ANOM BINTI ELIAS** (LS 0006472)

**TIA HWEI PING** (MAICSA 7057636)

Company Secretaries

Selangor Darul Ehsan

3 September 2014

#### NOTES :

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. A member may appoint up to two (2) proxies to attend and vote at the same meeting. Where a member appoints two (2) proxies, the proxies shall not be valid unless the member specifies the proportions of his shareholdings to be represented by each proxy.
3. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or his attorney and in the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Level 8, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan at least forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
5. Only a depositor whose name appears on the Record of Depositors as at 19 September 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

#### EXPLANATORY NOTES A:

The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the members and hence is not put for voting.

#### EXPLANATORY NOTES B:

The Company is seeking a renewal of mandate to allot and issue shares in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for such purposes as the Directors consider would be in the best interest of the Company.

The proposed Ordinary Resolution 8, if passed, will provide flexibility to the Company for any possible fund raising activities including but not limited to any placing of shares for purposes of funding future investments, working capital and/or acquisition or such other purposes as the Directors consider would be in the interest of the Company without incurring additional costs by convening an Extraordinary General Meeting.

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