



P.A. RESOURCES BERHAD

(Company No.: 664612-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of P.A. Resources Berhad ("PARB" or the "Company") will be held at Kelab Rahman Putra Malaysia, Jalan BRP 2/1, Bukit Rahman Putra, 47000 Sungai Buloh, Selangor Darul Ehsan on Thursday, 5 October 2017 at 10.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 757,225,327 NEW ORDINARY SHARES IN PARB ("PARB SHARE(S)" OR "SHARE(S)") ("RIGHTS SHARE(S)") ON THE BASIS OF 4 RIGHTS SHARES FOR EVERY 5 EXISTING PARB SHARES HELD TOGETHER WITH UP TO 757,225,327 FREE DETACHABLE WARRANTS ("WARRANT(S)") ON THE BASIS OF 1 WARRANT FOR EVERY 1 RIGHTS SHARE SUBSCRIBED FOR, BASED ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("PROPOSED RIGHTS ISSUE WITH WARRANTS")

"**THAT**, subject to the approvals of all relevant authorities being obtained, where required, approval be and is hereby given to the Board of Directors of the Company ("Board") for the following:-

- i. to provisionally allot and issue by way of a renounceable rights issue of up to 757,225,327 Rights Shares at an indicative issue price of RM0.05 per Rights Share on the basis of 4 Rights Shares for every 5 existing PARB Shares held, together with up to 757,225,327 free detachable Warrants on the basis of 1 free Warrant for every 1 Rights Share subscribed for, by the entitled shareholders of the Company whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board ("Entitlement Date");
- ii. to determine the final issue price of the Rights Shares and the exercise price of the Warrants after taking into consideration the basis and justification for determining such prices, as set out in the Circular;
- iii. wherein each of the Warrant will carry the right to subscribe, subject to any adjustment in accordance with the Deed Poll, at any time during the exercise period, for 1 new PARB Share at an exercise price to be determined and fixed at a later date by the Board;
- iv. to allot and issue such number of new PARB Shares arising from the exercise of the Warrants, from time to time during the tenure of the Warrants, in accordance with the provisions of the Deed Poll;
- v. to allot and issue such further Warrants and new PARB Shares arising from the exercise of such further Warrants as a consequence of any adjustment in accordance with the provisions of the Deed Poll and/ or as may be required by the relevant authorities; and
- vi. to do all such acts and things including but not limited to the application to Bursa Malaysia Securities Berhad for the listing of and quotation for the new PARB Shares which may from time to time be allotted and issued arising from the exercise of the Warrants.

THAT any fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue with Warrants shall be dealt with in such manner as the Board shall in their absolute discretion deem fit and expedient, and to be in the best interest of the Company;

THAT the Rights Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing PARB Shares, save and except that the Rights Shares will not be entitled to any dividends, rights, allotment and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Rights Shares;

THAT the new PARB Shares arising from the exercise of the Warrants will, upon allotment and issuance, rank *pari passu* in all respects with the existing PARB Shares, save and except that the new PARB Shares to be issued arising from the exercise of the Warrants will not be entitled to any dividends, rights, allotments and/ or other forms of distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the said new PARB Shares;

THAT the Directors of the Company be and are hereby authorised to enter into and execute the Deed Poll with full powers to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required by the relevant authorities or deemed necessary by the Directors of the Company, and with full powers to implement and give effect to the terms and conditions of the Deed Poll;

AND THAT, the Directors of the Company be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Rights Issue with Warrants 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 and do all such acts and things in any manner as they may deem fit, necessary and/ or expedient to implement, finalise and give full effect to the Proposed Rights Issue with Warrants."

By Order of the Board

SHAHNIZA ANOM BINTI ELIAS (LS 0006472)

TIA HWEI PING (MAICSA 7057636)

Company Secretaries

Petaling Jaya

18 September 2017

Notes:-

1. In respect of deposited securities, only members whose names appear in the Company's Record of Depositors as at 28 September 2017 shall be eligible to attend, participate, speak and vote at this meeting.
2. A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than two (2) proxies, and in the case of a corporation, a duly authorised representative to attend, participate, speak and vote in its stead.
3. A proxy may but need not be a member of the Company. There shall be no restrictions as to the qualification of the proxy. Where a member appoints two (2) proxies, the appointment shall be invalid unless he specify the proportions of his shareholdings to be represented by each proxy.
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.
5. Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, 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.
6. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised in writing.
7. The original instrument appointing a proxy must be deposited at the Registered Office of the Company situated at Level 8, Block D13, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for holding this meeting.
8. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in this Notice will be put to vote by way of poll.