



## NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

**THREE-A RESOURCES BERHAD**  
(Company No. 481559-M) (Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Seventeenth Annual General Meeting of the Company will be held at Ballroom, Level 1, Tropicana Golf and Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 17 June 2019 at 11.00 a.m. for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 31 December 2018 together with the Reports of the Directors and Auditors thereon. **(Please see Note 2)**
- To approve the payment of Directors' fees of RM272,000 for the financial year ended 31 December 2018. **(Please see Note 3)**

### (Resolution 1)

- To re-elect the following Directors who retire by rotation pursuant to Article 86 of the Company's Articles of Association:- **(Please see Note 4)**
  - Fong Chu King @ Tong Chu King; **(Resolution 2)**
  - Fang Siew Yee; and **(Resolution 3)**
  - Khoo Wee Boon. **(Resolution 4)**

- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration **(Resolution 5)**

### AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION AUTHORITY TO ALLOT AND ISSUE SHARES** **(Please see Note 6)**

"THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company [and the Constitution of the Company being adopted upon the passing of the Special Resolution below], Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirement and the approvals of the relevant governmental/regulatory authorities (if any), the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes and to such person or persons whomsoever 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 ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being and THAT the Directors be and are hereby also authorised to obtain the approval from Bursa Securities for the listing and quotation for the additional shares so issued on the Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting." **(Resolution 6)**

- ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY** **(Please see Note 7)**

"THAT, subject always to the Companies Act 2016 ("Act"), the provision of the Articles of Association of the Company [and the Constitution of the Company being adopted upon the passing of the Special Resolution below], Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued 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 and expedient in the interest of the Company provided that:-

- the aggregate number of issued shares in the Company ("Shares") purchased ("Purchased Shares") and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of the purchase,

("Proposed Share Buy-Back").

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by 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 Annual General Meeting of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- To cancel all or part of the Purchased Shares;
- To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- To resell all or part of the treasury shares;
- To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;
- To transfer all or part of the treasury shares as purchase consideration;
- To sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities." **(Resolution 7)**

- ORDINARY RESOLUTION PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Please see Note 8)**

"THAT subject to the provisions of the Bursa Malaysia Securities Berhad Main Market Listing Requirements, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 26 April 2019, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company [hereinafter referred to as the "Proposed Shareholders' Mandate"].

THAT the Proposed Shareholders' Mandate shall only continue to be in full force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting, whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate." **(Resolution 8)**

- ORDINARY RESOLUTION CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS** **(Please see Note 9)**

- "THAT approval be and is hereby given to Encik Mohd Zaki Bin Hamzah who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 9)**
- "THAT approval be and is hereby given to Mr. Tan Chon Sing @ Tan Kim Tieng who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 10)**
- "THAT approval be and is hereby given to Mr. Chew Eng Chai who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 11)**
- "THAT subject to the passing of the resolution 4 above approval be and is hereby given to Mr. Khoo Wee Boon who has served as an Independent Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 12)**

- SPECIAL RESOLUTION Proposed Alteration of the Existing Memorandum and Articles of Association by Replacing with a New Constitution ("Proposed Alteration")** **(Please see Note 10)**

"THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Annexure A attached herewith with effect from the date of passing this special resolution.

AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities." **(Resolution 13)**

- To consider any other business of which due notice shall have been given.

By Order of the Board,

**Wong Wai Foong (MAICSA 7001358)**  
**Ng Bee Lian (MAICSA 7041392)**  
**Yap Sit Lee (MAICSA 7028098)**  
Company Secretaries

Kuala Lumpur  
26 April 2019

### Notes:-

#### 1. APPOINTMENT OF PROXY

- A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
- To be valid, the proxy form must be duly completed and deposited at the registered office of the Company at AL 308, Lot 590 & Lot 4196, Jalan Industri, U19, Kampung Baru Sungai Buloh, 40160 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for the Meeting or any adjourned thereof.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each omnibus account it holds.
- Where a member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Only members whose name appear in the Record of Depositors as at 10 June 2019 will be entitled to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak on their behalf.

#### 2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

The Audited Financial Statements are laid in accordance with Section 340(1) of the Companies Act, 2016 for discussion only. They do not require shareholders' approval and hence, will not be put forward for voting by shareholders of the Company.

#### 3. PAYMENT OF DIRECTORS' FEES

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the directors payable to the directors shall be approved at a general meeting.

The proposed Resolution 1 is to facilitate the payment of Directors' fees to Non-Executive Directors.

#### 4. RE-ELECTION OF DIRECTORS

The following Directors who are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Seventeenth Annual General Meeting:-

- Fong Chu King @ Tong Chu King;
- Fang Siew Yee; and
- Khoo Wee Boon.

The Board has through the Nomination Committee, assessed the said Directors and recommended for their re-election.

The Board has also through the Nomination Committee assessed the independence of Mr. Khoo Wee Boon and satisfied that he has complied with the criteria on independence as prescribed by the Main Market Listing Requirements of Bursa Securities.

#### 5. RE-APPOINTMENT OF AUDITORS

Messrs BDO PLT was registered on 2 January 2019 and with effect from that date, Messrs BDO, a conventional partnership was converted to a limited liability partnership.

The Audit Committee had at its meeting held on 20 February 2019 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs BDO PLT as External Auditors of the Company for the financial year ending 31 December 2019. The Board has in turn reviewed the recommendation of the Audit Committee and recommended the same be tabled to the shareholders for approval at the forthcoming Seventeenth Annual General Meeting of the Company under Resolution 5.

#### 6. AUTHORITY TO ALLOT AND ISSUE SHARES

The proposed Resolution 6 is the renewal of the mandate obtained from the members at the last Annual General Meeting. As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Sixteenth Annual General Meeting held on 25 June 2018 as there were no requirements for such fund raising activities.

The proposed Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.

#### 7. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY

The proposed Resolution 7, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 26 April 2019 in relation to the Proposed Renewal of Authority to Purchase its own Shares by the Company for further details.

#### 8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The proposed Resolution 8, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.

Please refer to the Circular to Shareholders dated 26 April 2019 for further information.

#### 9. CONTINUATION IN OFFICE AS AN INDEPENDENT DIRECTOR

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine years.

The Board has through the Nomination Committee assessed the independence of Mr. Tan Chon Sing @ Tan Kim Tieng, Mr. Chew Eng Chai, Mr. Khoo Wee Boon and Encik Mohd Zaki Bin Hamzah and recommended them to continue to act as Independent Directors of the Company based on the following justifications:-

- they have fulfilled the criteria under the definition on Independent Director as stated in the Bursa Malaysia Securities Berhad Main Market Listing Requirements and, therefore, are able to bring independent and objective judgement to the Board;
- they have been with the Company for many years and are familiar with the Company's business operations and the food manufacturing industry, thus enabling them to contribute actively and effectively during deliberations or discussions at Board meetings;
- their length of services on the Board does not in any way interfere with their exercise of independent judgement. They have remained objective and independent in expressing their views and participating in deliberation and decision making of the Board and Board Committees;
- their vast experience in finance, manufacturing industry and securities market enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence;
- they have continued to exercise their independence and due care during their tenure as an Independent Non-Executive Directors of the Company and carried out their duties in the interest of the Company and shareholders; and
- they have devoted sufficient time and commitment to discharge their responsibilities as Independent Directors.

The proposed Resolutions 9, 10, 11 and 12 if passed, will enable Encik Mohd Zaki Bin Hamzah, Mr. Tan Chon Sing @ Tan Kim Tieng, Mr. Chew Eng Chai and Mr. Khoo Wee Boon to continue to act as Independent Directors of the Company.

#### 10. SPECIAL RESOLUTION ON PROPOSED ALTERATION

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act 2016, relevant amendments of Chapter 7 and other Chapters of the Bursa Malaysia Securities Berhad Main Market Listing Requirements and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to the Annexure A.