



## 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, 17 October 2019 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

#### ORDINARY RESOLUTION 1

##### **PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF PARB (“PROPOSED PRIVATE PLACEMENT”)**

“**THAT** subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to PARB to allot and issue up to 525,529,762 ordinary shares in PARB (“**PARB Share(s)**”) (“**Placement Share(s)**”), representing up to 20% of the issued shares of PARB.

**THAT** the Board of Directors of PARB (“**Board**”) be and is hereby authorised to determine and vary if deemed fit, necessary and/ or expedient, the issue price of the remaining 436,638,762 Placement Shares provided that the issue price is at a discount of not more than 20% to the 5-day volume weighted average market price of PARB Shares immediately preceding the price fixing date.

**THAT** the Placement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing PARB Shares, save and except that the Placement Shares will not be entitled to any distribution that may be declared, made or paid for which the entitlement date precedes the date of allotment and issuance of the Placement Shares.

**THAT** the proceeds of the Proposed Private Placement be utilised for the purpose as set out in the circular to shareholders dated 2 October 2019 (“**Circular**”), and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Board deem fit, necessary and/ or expedient or in the best interest of the Company, subject (where required) to the approval of the relevant authorities. Pursuant to Paragraph 9.19(32) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”) (“**Bursa Securities**”), the Company will make an immediate announcement to Bursa Securities should there be any deviation by 5% or more from the original utilisation of proceeds as set out in Section 2.6 of the Circular. Further, pursuant to Paragraph 8.22 of the Listing Requirements, in the event that the deviation from the original utilisation of proceeds is deemed as a material variation, the Company will seek its shareholders’ approval for the variation at an extraordinary general meeting to be convened.

**THAT** the Placement Shares shall be listed on the Main Market of Bursa Securities.

**AND THAT** the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement 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 to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or parties and to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement.”

#### ORDINARY RESOLUTION 2

##### **PROPOSED SUBSCRIPTIONS OF AN AGGREGATE OF 88,891,000 PLACEMENT SHARES AT AN ISSUE PRICE OF RM0.045 PER PLACEMENT SHARE BY DATUK SERI LAU KUAN KAM, WANG SZE YAO @ WANG MING WAY AND HOE THIAM SOON (COLLECTIVELY, THE “INTERESTED DIRECTORS”) TO BE SATISFIED ENTIRELY VIA CASH (“PROPOSED SUBSCRIPTIONS”)**

“**THAT** subject to the passing of Ordinary Resolution 1, and approvals of all relevant authorities being obtained, approval be and is hereby given to the non-interested Directors to allot and issue 88,891,000 Placement Shares to the Interested Directors pursuant to their respective subscription agreement dated 1 August 2019 entered into between PARB and the Interested Directors in the following manner:-

| Interested Directors            | Designation                                    | Number of Placement Shares | Funding requirement RM |
|---------------------------------|------------------------------------------------|----------------------------|------------------------|
| Datuk Seri Lau Kuan Kam         | Group Managing Director/<br>Executive Director | 33,334,000                 | 1,500,030              |
| Wang Sze Yao @<br>Wang Ming Way | Independent Non-<br>Executive Director         | 44,445,000                 | 2,000,025              |
| Hoe Thiam Soon                  | Executive Director                             | 11,112,000                 | 500,040                |
|                                 |                                                | <b>88,891,000</b>          | <b>4,000,095</b>       |

**AND THAT** such Placement Shares shall, upon allotment and issuance, rank equally in all respects with then existing PARB Shares, save and except that the Placement Shares shall not be entitled to any dividend, rights allotment and/ or other form of distributions that may be declared, made or paid by the Company prior to the date of allotment and issuance of the said Placement Shares.”

#### By Order of the Board

**Tia Hwei Ping (MAICSA 7057636)**

Company Secretary

Selangor Darul Ehsan

2 October 2019

#### Notes:-

- In respect of deposited securities, only members whose names appear in the Company’s Record of Depositors as at 10 October 2019 shall be eligible to attend, participate, speak and vote at this meeting.*
- A member of the Company who is entitled to attend, participate, speak and vote at this meeting is entitled to appoint not more than 2 proxies, and in the case of a corporation, a duly authorised representative to attend, participate, speak and vote in its stead.*
- 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 2 proxies, the appointment shall be invalid unless he specify the proportions of his shareholdings to be represented by each proxy.*
- 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.*
- Where a member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least 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.*
- 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.*
- The original instrument appointing a proxy must be deposited at Ground Floor, Block D13, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding this meeting.*
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, the resolutions set out in this Notice will be put to vote by way of poll.*