



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Fourteenth Annual General Meeting ("14<sup>th</sup> AGM") of P.A. Resources Berhad ("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 December 2019 at 10.00 a.m. to transact the following businesses, with or without modifications:-

**AGENDA**

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Directors and Auditors' Reports thereon. Please refer to (Explanatory Note 1)
2. To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors up to an amount of RM320,000.00 from 6 December 2019 until the next AGM of the Company. **Resolution 1** (Explanatory Note 2)
3. To re-elect the following Directors who retire by rotation in accordance with Article 128 of the Company's Constitution and who being eligible offer themselves for re-election:- **Resolution 2**  
**Resolution 3**
  - (1) YBhg. Datuk Seri Lau Kuan Kam
  - (2) Wong Chee Heng
4. To re-elect the following Director who retires by rotation in accordance with Article 133 of the Company's Constitution and who being eligible offers himself for re-election:- **Resolution 4**
  - (1) Hoe Thiam Soon
5. To re-appoint Messrs Moore Stephens Associates PLT, the retiring auditors, as the auditors of the Company for the financial year ending 30 June 2020. **Resolution 5**

**SPECIAL BUSINESS**

To consider and if thought fit, to pass the following Ordinary Resolutions:-

6. **Retention of Independent Director** **Resolution 6**  
"THAT Mr. Yap Fatt Lam who has served for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company." Please refer to (Explanatory Note 1 on special business)
7. **Authority for Directors to issue and allot shares in the Company pursuant to Section 75 of the Companies Act 2016** **Resolution 7** (Explanatory Note 2 on special business)  
"THAT subject to Section 75 of the Companies Act, 2016 and approvals of the relevant government/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT that such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting of the Company in accordance with Section 76 of the Companies Act 2016."
8. **Special Resolution Adoption of New Constitution of the Company** **Special Resolution**  
"THAT the proposed new Constitution as set out in Appendix A be and is hereby adopted as the Constitution of the Company in place of the existing Memorandum and Articles AND THAT the Directors of the Company be and is hereby authorised to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities, and to do all acts and things and take such steps as may be considered necessary to give full effect to the foregoing." Please refer to (Explanatory Note 3 on special business)
9. To transact any other business of which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN THAT** for the purpose of determining a member who shall be entitled to attend this 14<sup>th</sup> AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Article 77 of the Company's Constitution and Paragraph 7.16(2) of the Main Market Listing Requirements of Bursa Securities, to issue a General Meeting Record of Depositors as at 29 November 2019. Only a depositor whose name appears on the Record of Depositors as at 29 November 2019 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

**BY ORDER OF THE BOARD**  
**TIA HWEI PING** (MAICSA 7057636)  
Company Secretary

Selangor Darul Ehsan  
31 October 2019

**Notes:-**

**Proxy**

1. A member entitled to attend, participate, speak and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholding to be represented by each proxy.
2. (a) Where a member is an authorised nominee ("AN") as defined under the Securities Industry (Central Depositories) Act 1991 (SICDA), the AN may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.  
(b) Where a member is an exempt authorised nominee (EAN) as defined under SICDA which holds ordinary shares in the Company for multiple owners in one securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
3. 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, under its common seal or in such other manner approved by its Directors.
4. The instrument appointing a proxy must be deposited at Ground Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

**EXPLANATORY NOTES ON ORDINARY BUSINESS**

1. **Audited Financial Statements for financial year ended 30 June 2019**  
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act, 2016 ("CA 2016") for discussion only under Agenda 1. They do not require shareholders' approval and hence, is not put forward for voting.
2. **Ordinary Resolution 1: Directors' fees and benefits payable to the Non-Executive Directors**  
Section 128(1) of the CA 2016 provides amongst others that "the fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board agreed that the shareholders' approval shall be sought at the 14<sup>th</sup> AGM under Ordinary Resolution 1.  
The Remuneration Committee ("RC") has conducted a review on the remuneration policy for the members of the Board with the view to determine its competitiveness and sufficiency to attract and retain individuals with strong credentials and high calibre to serve on the Board of the Company. The Board has approved the RC recommendation for the Directors' fees and benefits payable to the Non-Executive Directors. The Directors' benefits comprise meeting allowances, travelling allowances and other claimable benefits.

**EXPLANATORY NOTES ON SPECIAL BUSINESS**

1. **Ordinary Resolution 6 : Retention of Independent Director**  
The independence of Mr. Yap Fatt Lam who has served as Independent Non-Executive Director of the Company has been assessed by the Nominating Committee and affirmed by the Board with the following justifications:-
  - a) He was appointed on 9 February 2006 as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. As such he understands the Company's business operations and is able to participate and contribute actively during deliberations and discussions at the meetings of the Board and Board Committees;
  - b) He fulfils the criteria under the definition of independent Director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore, is able to bring independent and objective judgement to the Board;
  - c) He has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professionally duties in good faith and in the interest of the Company and shareholders; and
  - d) He has contributed sufficient time and efforts and attended the meetings of the Board and Board Committees held during the financial year ended 30 June 2019, as and when required, for informed and balanced decision making.
2. **Ordinary Resolution 7 : Authority for Directors to issue and allot shares in the company pursuant to Section 75 of the Companies Act, 2016**  
The proposed Ordinary Resolution 7 is a general mandate to be obtained from the shareholders of the Company for the purpose of renewing the general mandate for issuance of Shares. If passed, it will give the Directors of the Company authority to issue ordinary shares in the Company at any time in their absolute discretion without the need to convene a general meeting. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.  
The general mandate, if granted, will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisitions(s).  
The Company did not exercise the mandate obtained at the last Annual General Meeting and thus no proceeds were raised from the previous mandate.
3. **Special Resolution : Adoption of New Constitution of the Company**  
The proposed Special Resolution will bring the Company's Constitution to be in line with the Companies Act, 2016 and the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The proposed new Constitution shall take effect once the Special Resolution has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 14<sup>th</sup> Annual General Meeting.