

SUPPLEMENTARY PROSPECTUS



THREE-A RESOURCES BERHAD

(481559-M)

(Incorporated in Malaysia under the Companies Act, 1965)

THIS SUPPLEMENTARY PROSPECTUS IS INTENDED TO BE READ WITH THE PROSPECTUS DATED 29 JUNE 2002, RELATING TO THE ISSUE OF 39,500,000 NEW ORDINARY SHARES OF RM0.20 EACH IN THREE-A RESOURCES BERHAD BY WAY OF PRIVATE PLACEMENT AND PUBLIC ISSUE AT AN ISSUE PRICE OF RM0.25 PER ORDINARY SHARE PAYABLE IN FULL ON APPLICATION

Adviser, Managing Underwriter, Placement Agent and Sponsor

 **AmMerchant Bank Berhad**

(Formerly known as Arab-Malaysian Merchant Bank Berhad) (23742-V)
A member of the AmBank Group

IMPORTANT NOTICE

This Supplementary Prospectus is intended to be read with the Prospectus dated 29 June 2002, relating to the issue of 39,500,000 new ordinary shares of RM0.20 each in Three-A Resources Berhad by way of Private Placement and Public Issue at an issue price of RM0.25 per ordinary share payable in full on application.

This Supplementary Prospectus has been seen and approved by the directors and promoters of TARB and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement herein false or misleading.

The Adviser and Managing Underwriter acknowledge that, based on all available information and to the best of its knowledge and belief, this Supplementary Prospectus constitutes a full and true disclosure of all material facts herein.

A copy of this Supplementary Prospectus has been registered by the SC and lodged with the Companies Commission of Malaysia who takes no responsibility for its contents.

The registration of the Supplementary Prospectus with the SC shall not be taken to indicate that the SC recommends the Issue or assumes any responsibility for the correctness of any statements made or opinions or reports expressed in this Supplementary Prospectus or the Prospectus. **INVESTORS SHOULD RELY ON THEIR OWN EVALUATION TO ASSESS THE MERITS AND RISKS OF THE INVESTMENT.**

The Kuala Lumpur Stock Exchange assumes no responsibility for the correctness of any of the statements made or opinions expressed in this Supplementary Prospectus or the Prospectus. Admission to the Official List is not to be taken as an indication of the merits of TARB or of its securities.

This Supplementary Prospectus can also be viewed or downloaded from the KLSE's website at www.klse.com.my.

DEFINITIONS

Words and expressions defined in the Prospectus have the same meaning when used in this Supplementary Prospectus, unless the context requires otherwise.

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This is a Supplementary Prospectus intended to be read with the Prospectus dated 29 June 2002, relating to the issue of 39,500,000 new ordinary shares of RM0.20 each in Three-A Resources Berhad by way of Private Placement and Public Issue at an issue price of RM0.25 per ordinary share payable in full on application.

1. PURPOSE

The purpose of this Supplementary Prospectus is to:-

- (a) notify investors of developments which have occurred since the date of the registration of the Prospectus with the SC on 26 June 2002; and
- (b) correct matters which could be misleading or considered as omissions from the Prospectus.

2. CORRECTIONS

2.1 Resignation of Chairman and Independent Non-Executive Director

Dato' Seri Utama Tan Sri Abdul Samad Idris is a director of two companies which were wound up and another company which had 3 petitions for winding-up filed against it. He has resigned as Chairman and Independent Non-Executive Director of TARB with effect from 27 June 2002. Accordingly, all his information as contained in the Prospectus dated 29 June 2002 is to be disregarded and no reliance is to be placed thereon by investors and their professional advisers. Hence, the Board of Directors of TARB shall have two (2) independent directors namely Mr Chew Eng Chai and Mr Tan Chon Sing @ Tan Kim Tieng, the appointment of which were noted by the KLSE vide their letter dated 28 June 2002. Following the resignation, the Board has made the following changes on 27 June 2002:-

- (a) Dato' Mohd Nor Abdul Wahid and Mr Fang Chew Ham were appointed the Executive Chairman and Deputy Executive Chairman of TARB respectively; and
- (b) Mr Chew Eng Chai was appointed the Chairman of the Audit Committee and Dato' Mohd Nor Abdul Wahid and Mr Tan Chon Sing @ Tan Kim Tieng were appointed members of the Audit Committee.

2.2 Substantial Shareholdings of Directors in Other Public Corporations

The disclosure in Section 10.4 of the Prospectus on substantial shareholding of the Directors of TARB in other public corporations is to be amended as follows:-

"None of the Directors of TARB has major shareholdings (more than 5%) direct or indirect in other *public* corporations as at the date of this Prospectus save for Mr Tan Chon Sing @ Tan Kim Tieng who holds 11,302,000 RM1.00 Shares (15.07%) in Malpac Holdings Berhad."

3. DIRECTORS' STATEMENT

This Supplementary Prospectus has been seen and approved by the Directors of TARB and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after having made all reasonable enquiries, and to the best of their knowledge and belief, there are no false or misleading statements or other facts the omission of which would make any statement herein false or misleading. This Supplementary Prospectus is issued by TARB and is authorised by each Director of TARB who consent to its registration with the SC and lodgement with the Companies Commission of Malaysia.

This is a Supplementary Prospectus intended to be read with the Prospectus dated 29 June 2002, relating to the issue of 39,500,000 new ordinary shares of RM0.20 each in Three-A Resources Berhad by way of Private Placement and Public Issue at an issue price of RM0.25 per ordinary share payable in full on application.