

THREE-A RESOURCES BERHAD (481559-M)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Ninth Annual General Meeting of the Company will be held at Ballroom Level 1, Tropicana Golf & Country Resort, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday 18 May 2011 at 11.00 a.m. for the following purposes:-

A G E N D A

1. To receive the audited Financial Statements for the financial year ended 31st December 2010 and the Reports of the Directors and Auditors thereon. (Resolution 1)
2. To re-elect the following Directors who retire by rotation pursuant to Article 86 of the Company's Articles of Association:-
 - 2.1 Ms Fang Siew Ping (Resolution 2)
 - 2.2 Mr. Liew Kuo Shin (Resolution 3)
 - 2.3 Mr. Khoo Wee Boon (Resolution 4)
3. To consider and if thought fit, pass the following Resolutions in accordance with Section 129(6) of the Companies Act 1965:-
 - 3.1 "That Mr. Foong Chiew Fatt, retiring pursuant to Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." (Resolution 5)
 - 3.2 "That Mr. Tan Chon Sing @ Tan Kim Tieng, retiring pursuant to Section 129(6) of the Companies Act 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." (Resolution 6)
4. To re-appoint Messrs. Ernst & Young as Auditors and to authorize the Directors to fix their remuneration. (Resolution 7)
5. As special business, to consider and if thought fit, to pass the following resolutions:-

5.1 As Special Resolution

Proposed Amendments to the Memorandum of Association of the Company

Sub Clause (57) Clause 3

That to enable the Company to buy back its own shares and to render the Memorandum of Association of the Company consistent with Section 67A of the Companies Act, 1965 ("the Act"), the Company's Memorandum of Association be and is hereby amended through the insertion of a new Sub Clause

(57) under Clause 3, which reads as follows:-

“(57) To purchase its own shares, subject to and in accordance with the Companies Act 1965, the rules, regulations and orders made pursuant thereto and the requirements of the Bursa Malaysia Securities Berhad and any other relevant authorities.”

(Resolution 8)

5.2 **As Ordinary Resolutions -**

Authority to Directors to Allot and Issue Shares

Pursuant to Section 132 D of the Companies Act 1965

“That subject to the approvals of the relevant authorities, the Directors be and are hereby authorised pursuant to Section 132 D of the Companies Act 1965 to allot and issue new ordinary shares of RM0.20 in the Company at any time and upon such terms and conditions and for such purposes as the Directors, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing and quotation of the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

(Resolution 9)

5.3 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

“THAT approval be and is hereby given for the renewal of the Existing Shareholders' Mandate for the Company and its subsidiaries (“Three-A Group”) to enter into transactions falling within the types of recurrent related party transactions of a revenue and trading nature which are necessary for the day to day operations of the Three-A Group from time to time, the nature and the contracting parties are set out in a table under Section 2.4 of the Circular to Shareholders dated 25 April 2011 PROVIDED THAT

- (i) the transactions are in ordinary course of business on an arms' length basis, on normal commercial terms and on terms not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company; and
- (ii) disclosure of the aggregate value of the transactions conducted pursuant to this shareholders' mandate during the financial year of the Company is made in the annual report by providing a breakdown of the aggregate value of the transactions, amongst others, based on the following information:-
 - (a) the type of transactions made; and

- (b) the names of the related parties involved in each type of transactions made and their relationships with the Company and its subsidiaries.

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the said Annual General Meeting, the authority is renewed;
- (b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Act but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoke or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

AND THAT authority be and is hereby given to the Directors of the Company to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and / or authorised by this Ordinary Resolution. (Resolution 10)

5.4 Proposed Authority for the Company to purchase its own shares

“THAT, subject always to the Companies Act, 1965 (“Act”), the provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements (“Listing Requirements”) of the Bursa Malaysia Securities Berhad and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorized to the fullest extent permitted by law, to buy-back and/or hold from time to time and at any time such amount of ordinary shares of RM02.0 each in the Company as may be determined by the Board of Directors from time to time as they deem fit and expedient in the best interests of the Company (“the Proposed Share Buy-Back”) provided that:-

- (i) The aggregate number of Shares bought back and/or held does not exceed ten per centum (10%) of the total issued and paid up share capital of the Company subject to the restrictions that the issued and paid up capital of the Company does not fall below the applicable minimum share capital requirement of the Listing Requirements;
- (ii) The maximum funds to be allocated for the buy-back of the Company’s own shares shall not exceed the total retained profits and the share premium account of the Company;
- (iii) As prescribed by the act, rules, regulations and orders made pursuant to the act and the requirements of Bursa

Securities and any other relevant authority for the time being in force; and

THAT the shares purchased by the Company pursuant to the Proposed Share Buy-Back be dealt with in all or any of the following manner:-

- (i) the shares so purchased may be cancelled; and/or
- (ii) the shares so purchased may be retained in treasury for distribution as dividend to the shareholders and/or resold on the market of Bursa Malaysia Securities Berhad and/or subsequently cancelled; and/or
- (iii) part of the shares so purchased may be retained as treasury shares with the remainder being cancelled.

The approval conferred by this resolution will commence immediately upon the passing of this resolution and will expire at the conclusion of the next annual general meeting of the Company at which time the authority shall lapse unless by ordinary resolution passed at a general meeting, the authority is renewed, either unconditionally or subject to conditions, or the expiration of the period within which the next annual general meeting after that date is required by law to be held, or the revocation or variation by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever is the earliest;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to give effect to the Proposed Share Buy Back (including without limitation, the appointment of stockbroking firm and the opening and maintenance of a Central Depository Account designated as a Share Buy-Back Account) with full powers to amend and/or assent to any conditions, modifications, variations or amendments (if any) as may be imposed by the relevant governmental / regulatory authorities from time to time and with full power to do all such acts and things thereafter in accordance with the Companies Act 1965, the provisions of the Company's Memorandum and Articles of Association and the requirements of Bursa Malaysia Securities Berhad and all other relevant governmental / regulatory authorities.

(Resolution 11)

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

BY ORDER OF THE BOARD

NG BEE LIAN (MAICSA 7041392)
TAN ENK PURN (MAICSA 7045521)
Company Secretaries

Kuala Lumpur
Date: 25 April 2011

EXPLANATORY NOTES TO SPECIAL BUSINESS:-

1. The proposed resolution No. 8 is to enable the Company to purchase its own shares in line with the enactment of Section 67A of the Companies Act 1965 which allows the Company to deal with its own shares.
2. The proposed resolution No. 9, if passed, is to empower the Directors to issue up to a maximum of ten (10) per centum of the total paid up share capital of the Company for the time being without convening a general meeting for such purposes as the Directors would be in the interest of the Company. This renewed authority unless revoked or varied by the Company at a general meeting will expire at the next Annual General Meeting. Save for the allotment of 24,000,000 ordinary shares of RM0.20 each on 13 July 2010 which approval has been obtained from the Shareholders at the last Annual General Meeting held on 29 June 2010. No shares had been issued by the Company since 13 July 2010. The renewal of 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 acquisition.
3. For further information on proposed resolution No.10, please refer to the Circular To Shareholders dated 25 April 2011 accompanying the Company's Annual Report for the financial year ended 31 December 2010.
4. The proposed resolution No.11 is primarily to empower the Board of Directors of the Company to purchase the Company's shares up to ten percent (10%) of the issued and paid up share capital of the Company by utilizing the funds allocated which shall not exceed the total retained profits and share premium account of the Company. Further information on the Proposed Share Buy-Back is set out in the Circular to Shareholders dated 25 April 2011 which is dispatched together with the Company's 2010 Annual Report.

NOTES :-

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.
2. 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 Seri Sungai Buloh, 47000 Selangor D.E. not less than 48 hours before the time for holding the meeting. Provided that in the event the member(s) duly executes the form of proxy but does not name any proxy, such member(s) shall be deemed to have appointed the Chairman of the meeting as his /their proxy, PROVIDED Always that the rest of the proxy form, other than the particulars of the proxy have been duly completed by the member(s)
3. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting provided that the provisions of Section 149(1)(c) of the Act are complied with.
4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy. Where the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or attorney duly authorized.