



NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

THREE-A RESOURCES BERHAD
199901006659 (481559-M) (Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Nineteenth Annual General Meeting of the Company will be conducted on a fully virtual basis through live streaming from the broadcast venue at 12th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("**Broadcast Venue**") on Monday, 21 June 2021 at 10 a.m. to transact the following business:

AGENDA

ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1 on Ordinary Business)**
- To approve the payment of Directors' fees of RM499,000 for the financial year ended 31 December 2020. **(Resolution 1) (Please refer to Explanatory Note 2 on Ordinary Business)**
- To re-elect the following Directors who retire by rotation pursuant to Clause 76(3) of the Company's Constitution: **(Please refer to Explanatory Note 3 on Ordinary Business)**
 - Encik Mohd Zaki Bin Hamzah; **(Resolution 2)**
 - Mr Chew Eng Chai; and **(Resolution 3)**
 - Mr Khoo Wee Boon. **(Resolution 4)**
- To re-elect the following Directors who retire pursuant to Clause 78 of the Company's Constitution: **(Please refer to Explanatory Note 3 on Ordinary Business)**
 - Mr Kee Thuan Chai; and **(Resolution 5)**
 - Ms Lim Yee Mein. **(Resolution 6)**
- To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7) (Please refer to Explanatory Note 4 on Ordinary Business)**

SPECIAL BUSINESS

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

6. ORDINARY RESOLUTION AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 **(Resolution 8)**

"THAT subject always to the Companies Act, 2016 ("**the Act**"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("**Bursa Securities**") Main Market Listing Requirements ("**Listing Requirements**") 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 issue and 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 of 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." **(Please refer to Explanatory Note 1 on Special Business)**

7. ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK **(Resolution 9)**

"THAT subject always to the Companies Act 2016 ("**the Act**"), the Constitution of the Company, 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: **(Please refer to Explanatory Note 2 on Special Business)**

- 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 the 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."

8. ORDINARY RESOLUTIONS CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS **(Please refer to Explanatory Note 3 on Special Business)**

- "THAT subject to the passing of the Resolution 2 above 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 10)**
- "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 11)**
- "THAT subject to the passing of the Resolution 3 above 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 12)**
- "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 13)**

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

By Order of the Board,

WONG WAI FOONG [SSM PC NO. 202008001472 (MAICSA 7001358)]
NG BEE LIAN [SSM PC NO. 201908003459 (MAICSA 7041392)]
YAP SIT LEE [SSM PC NO. 202008001865 (MAICSA 7028098)]
Company Secretaries

Kuala Lumpur
30 April 2021

NOTES: IMPORTANT NOTES

The broadcast venue is **strictly for the purpose of complying with section 327(2) of the Companies Act 2016** which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders **will not be allowed** to attend this Annual General Meeting ("**AGM**") in person at the broadcast venue on the day of the meeting. Therefore, shareholders are strongly advised to participate and vote remotely at this AGM through live streaming and online remote voting using the Remote Participation and Electronic Voting ("**RPEV**") facilities provided by Boardroom Share Registrars Sdn Bhd ("**Boardroom**") via <https://web.lumiagm.com>.

Please read these notes carefully and follow the procedures in the Administrative Guide for the AGM in order to participate remotely via the RPEV.

APPOINTMENT OF PROXY

- For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 14 June 2021. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM.
- A member who is entitled to participate in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to participate instead of the member at the General Meeting.
- Where a member of the Company is an authorised nominee as defined in the Securities Industries (Central Depositories) Act 1991 ("Central Depository Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the 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 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The appointment of a proxy may be made in hard copy form or by electronic form. In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor. In the case of the appointment of a proxy made in electronic form, the proxy form must be deposited through the Share Registrar's website, Boardroom Smart Investor Online Portal at <https://boardroomlimited.my>. Please refer to the procedures as set out in the Administrative Guide for the electronic lodgement of proxy form. All proxy form submitted must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote.
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company at Ground Floor or 11th 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 appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
- Last date and time for lodging this proxy form is Saturday, 19 June 2021 at 10 a.m.
- For a corporate member who has appointed an authorised representative instead of a proxy to attend this meeting, please deposit the **ORIGINAL** certificate of appointment executed in the manner as stated in this proxy form if this has not been lodged at the Company's registered office earlier.

EXPLANATORY NOTES ON ORDINARY BUSINESS

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Audited Financial Statements is meant for discussion only as an approval from Shareholders is not required pursuant to the provision of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting by shareholders of the Company.

2. PAYMENT OF DIRECTORS' FEES

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors shall be approved at a general meeting. The proposed Resolution 1 is to facilitate the payment of Directors' fees of the Company.

3. RE-ELECTION OF DIRECTORS

Encik Mohd Zaki Bin Hamzah, Mr Chew Eng Chai, Mr Khoo Wee Boon, Mr Kee Thuan Chai and Ms Lim Yee Mein are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Nineteenth Annual General Meeting of the Company.

The Board has through the Nomination Committee, considered the assessed of the said Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Listing Requirement of Bursa Securities on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

The Board has also through the Nomination Committee assessed the independence of Encik Mohd Zaki Bin Hamzah, Mr Chew Eng Chai, Mr Khoo Wee Boon and satisfied that they have complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.

4. RE-APPOINTMENT OF AUDITORS

The Audit Committee had at its meeting held on 23 February 2021 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 2021. 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 Nineteenth Annual General Meeting of the Company under Resolution 7.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The proposed Resolution 8 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 Eighteenth Annual General Meeting held on 29 June 2020 as there were no requirements for such fund raising activities.

The proposed Resolution 8, 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.

2. PROPOSED RENEWAL OF AUTHORITY FOR SHARE-BUY-BACK

The proposed Resolution 9, 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 30 April 2021 in relation to the Proposed Renewal of Authority to Purchase its own Shares by the Company for further details.

3. 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.

Mr Chew Eng Chai and Mr Tan Chon Sing @ Tan Kim Tieng were appointed to the Board on 17 June 2002 while Mr Khoo Wee Boon and Encik Zaki Bin Hamzah were appointed to the Board on 27 September 2004 and 9 January 2007 respectively and have therefore served as the Independent Directors of the Company for a cumulative term of more than nine (9) 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 Main Market Listing Requirements of Bursa Securities and therefore, are able to bring independent and objective judgement to the Board;
- They have an acute understanding of the Group's business operation, and have continued to critically and constructively challenge and contribute to the development of effective business strategy and direction of the Group during Board and Board Committees' meetings;
- Their long tenure of services on the Board and Board Committees have neither impaired nor compromised their exercise of independent judgement, and they are free from any business or relationships which could 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 in the best interest of the Group;
- Their vast experience and exposure in the fields of food manufacturing, auditing, accountancy, corporate finance and financial market provide diverse set of expertise which bring valuable contribution to the Board;
- They have ensured effective checks and balances in Board proceedings and have exercised due care during their tenure as Independent Non-Executive Director to carry out their duties in the best interest of the Company and shareholders; and
- They have exhibited high commitment and devoted sufficient time and attention to their responsibilities as Independent Non-Executive Directors of the Company.

The proposed Resolutions 10, 11, 12 and 13, 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 serving as Independent Directors of the Company.