



# NOTICE OF EIGHTEENTH ANNUAL GENERAL MEETING

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

**NOTICE IS HEREBY GIVEN** that the Eighteenth Annual General Meeting of the Company will be conducted entirely through live streaming from the broadcast venue at Auditorium, 3A Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia ("Broadcast Venue") on Monday, 29 June 2020 at 10.00 a.m. to transact the following business:-

## AGENDA

### ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 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 RM422,000 for the financial year ended 31 December 2019.  
(Resolution 1) (Please refer to Explanatory Note 2 on Ordinary Business)
- To approve the payment of Director's benefits of RM108,000 for the financial year ended 31 December 2019.  
(Resolution 2) (Please refer to Explanatory Note 2 on Ordinary Business)
- To re-elect Mr Tan Chon Sing @ Tan Kim Tieng who retires by rotation pursuant to Clause 76(3) of the Company's Constitution.  
(Resolution 3) (Please refer to Explanatory Note 3 on Ordinary Business)
- 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)

Dato' Jagjit Singh a/l Bant Singh; (Resolution 4)  
Liew Kuo Shin; and (Resolution 5)  
Fang Siew Ping. (Resolution 6)

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:-

### 7. ORDINARY RESOLUTION AUTHORITY TO ALLOT AND ISSUE SHARES (Please refer to Explanatory Note 1 on Special Business)

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirement and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to 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."  
(Resolution 8)

### 8. ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY (Please refer to Explanatory Note 2 on Special Business)

"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:-

- 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."  
(Resolution 9)

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

- "THAT 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 subject to the passing of the Resolution 3 above 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 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 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)

### 10. ORDINARY RESOLUTION PROPOSED GRATUITY PAYMENT TO FORMER INDEPENDENT NON-EXECUTIVE CHAIRMAN (Please refer to Explanatory Note 4 on Special Business)

"THAT approval be and is hereby given for the Company to pay a gratuity amounting to RM1,000,000/- to Dato' Mohd Nor Bin Abdul Wahid, the former Independent Non-Executive Chairman of the Company, in recognition of his 20 years of service and contribution to the Company and its subsidiaries AND THAT authority be and is hereby given to the Directors of the Company to take all such actions as they may consider necessary to give full effect to this resolution."  
(Resolution 14)

- 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 701358)]  
NG BEE LIAN [SSM PC NO. 201908003459 (MAICSA 7041392)]  
YAP SIT LEE [SSM PC NO. 202008001865 (MAICSA 7028098)]  
Company Secretaries

Kuala Lumpur  
29 May 2020

## 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.

Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at this AGM via the Remote Participation and Voting ("RPV") facilities provided by Boardroom Share Registrars Sdn. Bhd. ("Boardroom") via its Boardroom Smart Investor Portal at <https://boardroomlimited.my>.

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

### APPOINTMENT OF PROXY

For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of

Depositors as at 22 June 2020. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.

(b) A member who is entitled to participate in this AGM via RPV 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.

(c) 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.

(d) If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.

(e) Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories 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.

(f) 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.

(g) 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.

(h) The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and 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:-

(i) In hard copy form

In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor.

(ii) By electronic means via facsimile

In the case of an appointment made by facsimile transmission, this proxy form must be received via facsimile at 03-7890 4670.

For option (ii), the Company may request any member to deposit original executed proxy form to the Company's Share Registrar before or on the day of meeting for verification purpose.

(i) 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 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.

(j) Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.

(k) Last date and time for lodging this proxy form is Saturday, 27 June 2020 at 10 a.m.

(l) 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 2019

The Audited Financial Statements are laid in accordance with Section 340(1) of the Companies Act, 2016 for discussion only. They do not require shareholders' approval and hence, will not be put forward for voting by shareholders of the Company.

### 2. PAYMENT OF DIRECTORS' FEES AND BENEFITS

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The proposed Resolutions 1 and 2 are to facilitate the payment of Directors' fees and benefits to Non-Executive Directors of the Company.

### 3. RE-ELECTION OF DIRECTORS

Mr Tan Chon Sing @ Tan Kim Tieng, Dato' Jagjit Singh a/l Bant Singh, Liew Kuo Shin and Fang Siew Ping are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Eighteenth 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 Mr Tan Chon Sing @ Tan Kim Tieng and Dato' Jagjit Singh a/l Bant Singh and satisfied that they have complied with the criteria on independence as prescribed by the Listing Requirements of Bursa Securities.

Mr. Loo Cheau Leong who is retiring pursuant to Clause 76(3) of the Constitution of the Company had indicated to the Company that he would not be seeking for re-election at the Eighteenth Annual General Meeting. Therefore, Mr. Loo Cheau Leong shall retire as Director at the conclusion of the Eighteenth Annual General Meeting.

### 4. RE-APPOINTMENT OF AUDITORS

The Audit Committee had at its meeting held on 25 February 2020 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 2020. 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 Eighteenth Annual General Meeting of the Company under Resolution 7.

## EXPLANATORY NOTES ON SPECIAL BUSINESS

### 1. AUTHORITY TO ALLOT AND ISSUE SHARES

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 Seventeenth Annual General Meeting held on 17 June 2019 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 TO PURCHASE ITS OWN SHARES BY THE COMPANY

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 29 May 2020 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 Listing Requirements of Bursa Securities and, therefore, are able to bring independent and objective judgement to the Board;
- they have been with the Company for many years and are familiar with the Company's business operations and the food manufacturing industry, thus enabling them to contribute actively and effectively during deliberations or discussions at Board meetings;
- their length of services on the Board does not in any way 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;
- their vast experience in finance, manufacturing industry and securities market enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence;
- they have continued to exercise their independence and due care during their tenure as an Independent Non-Executive Directors of the Company and carried out their duties in the interest of the Company and shareholders; and
- they have devoted sufficient time and commitment to discharge their responsibilities as Independent Directors.

The proposed Resolutions 10, 11, 12 and 13, if passed, will enable Mr Tan Chon Sing @ Tan Kim Tieng, Mr Chew Eng Chai, Mr Khoo Wee Boon and Encik Mohd Zaki Bin Hamzah to continue serving as Independent Directors of the Company.

### 4. PROPOSED GRATUITY PAYMENT TO MOHD NOR BIN ABDUL WAHID, THE FORMER INDEPENDENT NON-EXECUTIVE CHAIRMAN OF THE COMPANY

Dato' Mohd Nor Bin Abdul Wahid, the former Independent Non-Executive Chairman of the Company, was appointed to the Board of Directors of the Company on 10 May 2002 and its subsidiaries on 28 September 1998. Dato' Mohd Nor Bin Abdul Wahid had served the Company and its subsidiaries ("Three-A Group") for 20 years prior to his departure from Three-A Group on 14 March 2019.

The proposed gratuity payment to Dato' Mohd Nor Bin Abdul Wahid is in recognition and appreciation of his long service, dedication and contribution to Three-A Group.

The proposed resolution 14, if passed, will give approval to the Company to make payment of gratuity amounting to RM1,000,000 to Dato' Mohd Nor Bin Abdul Wahid, the former Independent Non-Executive Chairman of the Company, in recognition and appreciation of his long service, dedication and contribution to Three-A Group.