

NOTICE OF ANNUAL GENERAL MEETING



全利資源有限公司
Resources Berhad
(Company No. 428915-X)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting has been scheduled on Tuesday, 28 August 2018 at 10.00 a.m. to be held at Saujana Ballroom, Saujana Resort, Jalan Lapangan Terbang SAAS, 40150 Shah Alam, Selangor Darul Ehsan.

AGENDA

As Ordinary Business:

- (1) To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Directors' and Auditors' Report thereon. **Refer to Explanatory Note 1**
- (2) To approve the payment of a final single tier dividend of 4.50 sen per ordinary share in respect of the financial year ended 31 March 2018. **Ordinary Resolution 1**
- (3) To re-elect the following Directors who retire in accordance with Article No. 97 of the Company's Articles of Association and being eligible, offers themselves for re-election:-
Chia Song Kun **Ordinary Resolution 2**
Chia Seong Fatt **Ordinary Resolution 3**
Chia Song Kooi **Ordinary Resolution 4**
- (4) To re-elect the following Directors who retire in accordance with Article No. 103 of the Company's Articles of Association and being eligible, offers themselves for re-election:-
Kow Poh Gek **Ordinary Resolution 5**
Chan Wai Yen **Ordinary Resolution 6**
Cynthia Toh Mei Lee **Ordinary Resolution 7**
- (5) To approve the proposed payment of Directors' fees and benefits amounting to RM1,062,000 and RM42,000 respectively, commencing the conclusion of this meeting up till the conclusion of the next Annual General Meeting in 2019, and further, to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine. **Ordinary Resolution 8**
- (6) To approve the additional payment of Directors' benefits of RM5,000 for the period from 1 February 2018 to 31 August 2018. **Ordinary Resolution 9**
- (7) To re-appoint Messrs. KPMG PLT as the auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**

As Special Business:

To consider and if thought fit, pass the following resolutions:-

- (8) **Retention of Independent Non-Executive Director**
"THAT approval be and is hereby given to Chieng Ing Huong, Eddy who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than sixteen years, to continue to act as an Independent Non-Executive Director of the Company." **Ordinary Resolution 11**
- (9) **Authority to Directors to allot and issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016**
"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016, and subject to the approval of all relevant authorities being obtained, the Directors be and are hereby empowered to issue shares in the Company at any time 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 of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company." **Ordinary Resolution 12**
- (10) **Proposed Renewal for the Company to purchase its own shares of up to 10% of the total number of issued shares ("Proposed Renewal of Share Buy Back Authority")**
"THAT approval be and is hereby given to the Company to, from time to time, purchase through Bursa Malaysia Securities Berhad ("Bursa Securities") such number of ordinary shares in the Company ("Share(s)") and/or retain such Shares so purchased as treasury shares ("Treasury Share(s)") as may be determined by the Directors of the Company upon such terms and conditions as the Directors may deem fit and expedient in the best interests of the Company provided that the aggregate number of Shares purchased and/or retained as Treasury Shares shall not exceed 10% of the total number of issued shares of the Company at the time of purchase ("Proposed Renewal of Share Buy Back Authority");
THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy Back Authority shall not exceed the Company's aggregate retained profits;
THAT upon the purchase by the Company of its own Shares, the Directors of the Company be and are hereby authorised to:-
(a) cancel all or part of the Shares so purchased;
(b) retain all or part of the Shares so purchased as Treasury Shares;
(c) distribute the Treasury Shares as share dividends to the Company's shareholders for the time being;
(d) transfer the Treasury Shares or any part thereof as purchase consideration and/or for the purposes of or under an employees' share scheme; and/or
(e) to resell the Treasury Shares on Bursa Securities;
THAT such authority upon shareholders of the Company will be effective immediately upon passing of this ordinary resolution and will continue to be in force until:-
(i) the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the authority shall lapse unless by ordinary resolution passed at that meeting the authority is renewed either unconditionally or subject to conditions; or
(ii) the expiration of the period within which the next AGM is required by law to be held; or
(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;
whichever occurs first, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities or any other relevant authority;
AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary, including the opening and maintaining of a central depositories account(s) and entering into all other agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to and to implement the Proposed Renewal of Share Buy Back Authority with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be required or imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company." **Ordinary Resolution 13**
- (11) **Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of RRPT Mandate")**
"THAT approval be and is hereby given to the Company and its subsidiaries to renew the shareholders' mandate for the recurrent related party transactions of a revenue or trading nature as set out in Part B, Section 2.4 of the Circular to Shareholders dated 27 July 2018 with the related parties described therein which are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not detrimental of the minority shareholders;

THAT such approval shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next annual general meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting;

whichever is the earlier, AND THAT the Directors of the Company be authorised to complete and do all such acts and things (including all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of RRPT Mandate."

- (12) To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act 2016.

Notice of Dividend Entitlement and Payment

NOTICE IS ALSO HEREBY GIVEN that the final single tier dividend, if approved, will be paid on 20 September 2018 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 12 September 2018.

A Depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 12 September 2018 in respect of transfers; and
- (b) Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

Ng Geok Ping
(MAICSA 7013090)
Company Secretary

Shah Alam, Selangor Darul Ehsan
27 July 2018

NOTES:-

PROXY:

1. A member of the Company entitled to attend and vote at the Meeting may appoint up to two proxies to attend and vote in his place. Where a member appoints two proxies, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy can be any person and there shall be no restriction as to the qualification of the proxy.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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.
3. Only members whose name appears on the Register of Depositors as at 20 August 2018 shall be entitled to attend the said meeting or appoint proxy(ies) to attend and/or vote on his behalf.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at No. 16A, Jalan Astaka U8/83, Bukit Jelutong, 40150 Shah Alam, Selangor Darul Ehsan, at least 48 hours before the appointed time of holding the Meeting.
5. In the case of a corporation, the instrument appointing a proxy or proxies must be under seal or under the hand of an officer or attorney duly authorised.

EXPLANATORY NOTES ON ORDINARY / SPECIAL BUSINESS:-

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

2. Ordinary Resolution 1

With reference to Section 131 of the Companies Act 2016, a company may only make a distribution to the shareholders out of profits of the Company available if the Company is solvent. On 24 May 2018, the Board had considered the amount of dividend and decided to recommend the same for the shareholders' approval.

The Directors of the Company are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve months immediately after the distribution is made on 20 September 2018 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.

3. Ordinary Resolution 8

The actual payment of Directors' fees incurred for the financial year 2018 was RM1,008,000.

Following the restructuring of the Board and assuming that the total number of Directors remain the same, the proposed payment of Directors' fees and benefits is amounting to RM1,062,000 and RM42,000 respectively, commencing the conclusion of this meeting up till the conclusion of the next Annual General Meeting in 2019. This resolution, if passed, will facilitate the payment of Directors' fees and benefits on current financial year basis.

4. Ordinary Resolution 9

Following the restructuring with additional Independent Non-Executive Directors on the Board, the actual payment of Directors' benefits was at RM31,000 for the period from 1 February 2018 to 31 August 2018.

The proposed Directors' benefits payable comprises of meeting allowances only.

5. Ordinary Resolution 11

Mr Chieng Ing Huong, Eddy was appointed as an Independent Non-Executive Director of the Company on 24 December 2001, and has, therefore served the Company for more than sixteen years. He meets the criteria of an Independent Director as defined in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has performed his duty diligently and in the best interest of the Company and has provided independent judgement and broader views and balanced assessments to the proposals from the Management with his diverse experience and expertise. The Board, therefore recommends that he should be retained as an Independent Non-Executive Director.

6. Ordinary Resolution 12

The proposed resolution is a renewal of the general authority for the Directors to issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016. If passed will empower the Directors from the date of the above AGM until the next AGM to allot and issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interests of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM.

The Company has not issued any new shares pursuant to Section 75 and Section 76 of the Companies Act 2016 under the general mandate which was approved at the 20th AGM of the Company held on 25 August 2017 and which will lapse at the conclusion of the 21st AGM. A renewal of this authority is being sought at the 21st AGM.

The general authority to issue shares will allow the Company to take advantage of any strategic opportunities, including but not limited to, issuance of new shares for purpose of funding investment project(s), working capital and/or acquisitions which require new shares to be allotted and issued. This would avoid any delay and costs in convening a general meeting to specifically approve such an issue of shares.

7. Ordinary Resolution 13

The proposed resolutions, if passed, will empower the Company to purchase and/or hold up to 10% of the total number of issued shares of the Company. This authority unless revoked or varied by the Company at a general meeting will expire at the next AGM of the Company. For further information, please refer to Part A of the Circular to Shareholders dated 27 July 2018.

8. Ordinary Resolution 14

The proposed resolutions pertains to the shareholders' mandate required under Part E, Chapter 10.09(2) of the Listing Requirements of the Bursa Malaysia Securities Berhad. The said Proposed Renewal of RRPT Mandate if passed, will mandate the Company and/or its subsidiaries to enter into categories of recurrent transactions of a revenue or trading nature and with those related parties as specified in Part B, Section 2.2 of the Circular to Shareholders dated 27 July 2018. The mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year. The interested director, interested major shareholder or interested person connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolutions approving the transactions. An interested director or interested major shareholder must ensure that persons connected to him abstain from voting on the resolutions approving the transactions.