



全利資源有限公司 Resources Berhad

(Company No. 428915-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 22nd Annual General Meeting has been scheduled on Thursday, 29 August 2019 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 2019 together with the Directors' and Auditors' Report thereon.
- (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 2019.
- (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:

Tan Bun Poo
Aini Binti Ideris

Mr. Chieng Ing Huong who also retires by rotation in accordance with Article No. 97 of the Company's Articles of Association, has expressed his intention not to seek re-election. Hence, he will remain in office until the close of the 22nd Annual General Meeting.

- (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:

Chia Seong Pow
Chia Song Swa
Chia Lik Khai

- (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 2020, and further, to authorise the Directors to apportion the fees and make payment in the manner as the Directors may determine.

- (6) To approve the additional payment of Directors' benefits of RM8,000 for the period from 1 September 2018 to 31 August 2019.

- (7) To re-appoint Messrs. KPMG PLT as the auditors of the Company and to authorise the Directors to fix their remuneration.

As Special Business:

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

- (8) **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."

- (9) **Proposed Renewal for the Company to purchase its own shares 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 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:

- (1) 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");
- (2) 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;
- (3) such authority from 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;
 - (ii) the expiration of the period within which the next AGM after that date 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 upon completion of 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;

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."

- (10) **Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of and New RRPT Mandate")**

"THAT approval be and is hereby given to the Company and its subsidiaries to renew the shareholders' mandate and seek new 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 29 July 2019 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;
- (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 and New RRPT Mandate."

Refer to
Explanatory Note 1
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3

Refer to
Explanatory Note 2

Ordinary Resolution 4
Ordinary Resolution 5
Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

Ordinary Resolution 10

Ordinary Resolution 11

Ordinary Resolution 12

- (11) **Proposed Adoption of the new Constitution of the Company ("Proposed Adoption")** **Special Resolution 1**

"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company (M&A) with immediate effect and in place thereof, the proposed new Constitution of the Company, as set out in Part C of the Circular to Shareholders dated 29 July 2019 despatched together with the Company's Annual Report 2019 be and is hereby adopted as the Constitution of the Company.

AND THAT, the Directors and Secretaries of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give effect to the Proposed Adoption."

- (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 2019 to shareholders whose names appear in the Record of Depositors of the Company at the close of business on 11 September 2019.

A Depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 11 September 2019 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
29 July 2019

NOTES:-

PROXY:

1. A member of the Company entitled to attend and vote at the Meeting may appoint up to 2 proxies to attend and vote in his place. Where a member appoints 2 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 2019 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. Item 3 of the Agenda

Article 97 of the Company's Articles of Association provides that one-third of the directors for the time being, or if their number is not three or a multiple of three, then the number nearest one-third shall retire from office but shall be eligible for re-election. Hence, 3 out of 8 Directors of the Company are to retire in accordance with Article 97 of the Company's Articles of Association.

Mr. Chieng Ing Huong will not be seeking re-election, after having served on the Board for more than 17 years since his appointment as an Independent Non-Executive Director of the Company on 24 December 2001. Hence, he will remain in office until the close of the 22nd AGM, and retires in accordance with Article No. 97 of the Company's Articles of Association.

3. 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 30 May 2019, 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 12 months immediately after the distribution is made on 20 September 2019 in accordance with the requirements under Section 132(2) and (3) of the Companies Act 2016.

4. Ordinary Resolution 7

The actual payment of Directors' fees incurred for the financial year 2019 was RM999,500.

Based on the current composition of the Board and the estimated meetings scheduled, 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 2020. This resolution, if passed, will facilitate the payment of Directors' fees and benefits for the current financial year.

5. Ordinary Resolution 8

The benefits comprise of meeting allowance to the Independent Directors for their attendance at Board and Board Committee meeting(s) per meeting day. There is an increase in the meeting allowance of RM8,000 from RM42,000 as previously approved by the shareholders at the 21st AGM to RM50,000, following the additional Board and Nominating Committee meetings held in December 2018 and April 2019 respectively.

6. Ordinary Resolution 10

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, it will empower the Directors from the conclusion of the above AGM until the conclusion of 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.

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 21st AGM of the Company held on 28 August 2018 and which will lapse at the conclusion of the 22nd AGM. A renewal of this authority is being sought at the 22nd 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 11

The proposed resolution, 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 conclusion of the next AGM of the Company or within which the next AGM after the date is required by law to be held, whichever occurs first. For further information, please refer to Part A of the Statement to Shareholders dated 29 July 2019.

8. Ordinary Resolution 12

The proposed resolutions pertains to the shareholders' mandate required under Part E, Chapter 10.09(2) of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad. The said Proposed Renewal of and New 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 29 July 2019. 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 director, major shareholder or person connected with a director or major shareholder, who has interested in the transaction, 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.

9. Special Resolution 1

The Special Resolution, if passed, will streamline the Company's Constitution with the new provisions of the Companies Act 2016, amendments made to the Main Market Listing Requirements and enhance administrative efficiency. The Board proposed that the existing M&A be revoked in its entirety and the proposed new Constitution of the Company as set out in Part C of the Circular to Shareholders dated 29 July 2019 be adopted as the new Constitution of the Company. The Proposed Adoption shall take effect once it has been passed by a majority of not less than 75% of such members who are entitled to vote and do vote in person or by proxy at the 22nd AGM.