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TONG HERR RESOURCES BERHAD

(Company No. 432139-W)

(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE
[PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE]**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (EGM) of the Company will be held at No. 2515 Tingkat Perusahaan 4A, Perai Free Trade Zone, 13600 Perai, Penang on Thursday, 25 May 2017 at 2.30 p.m. or immediately following the conclusion of the 20th Annual General Meeting of the Company to be held at the same venue and on the same date at 2.00 p.m. whichever is later, for the purpose of considering and if thought fit to pass the Proposed Renewal of Shareholders' Mandate.

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote for and on his behalf. In such event, the Form of Proxy must be lodged at the Registered Office of the Company at Suite S-21-H, 21st Floor, Menara Northam, 55, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time fixed for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

This Circular is dated 9 May 2017

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

“AASB”	:	Acme Aluminium Sdn. Bhd. (636490-K)
“Act”	:	The Companies Act, 2016 including all amendments made from the time and any re-enactment thereof
“AGM”	:	Annual General Meeting
“Allrich”	:	Allrich Corp (73100)
“Board”	:	The Board of Directors of THR
“Bursa Securities”	:	Bursa Malaysia Securities Berhad (635998-W)
“Circular”	:	This circular dated 9 May 2017
“Director”	:	Has the meaning given in Section 2(1) of Capital Markets and Services Act 2007. For the purpose of the Proposed Renewal of Shareholders’ Mandate, this includes any person who is or was within the preceding six (6) months of the date on which the terms of transaction were agreed upon, a Director or Chief Executive Officer of THR Group or its subsidiary or holding company
“EGM”	:	Extraordinary General Meeting
“KISB”	:	Kosmo Indah Sdn. Bhd. (693588-T)
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities as amended from the time and any re-enactment thereof
“LPD”	:	27 April 2017 being the latest practicable date prior to the printing of this Circular
“Mandated Related Parties”	:	Tongming Enterprise Co., Ltd. (TME), Tong Win International Co. Ltd. (TWI) and Winlink Fasteners Co. Ltd. (WFC)
“Major Shareholder”	:	A person who has an interest or interests in one or more voting shares in the Company and the nominal amount of that share, or the aggregate of the nominal amounts of those shares, is: (a) 10% or more of the aggregate of the nominal amounts of all the voting shares in the Company; or (b) 5% or more of the aggregate of the nominal amounts of all the voting shares in the Company where such person is the largest shareholder of the Company.

For the purpose of this definition, “interest in shares” has the meaning given in Section 8 of the Act.

This includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the Company as defined above or any other corporation which is its subsidiary or holding company.

DEFINITION (CONTINUED...)

- “Person Connected” : In relation to a Director or a Major Shareholder, means such person who falls under any one of the following categories:-
- (i) a family* member of a Director or Major Shareholder;
 - (ii) a trustee of a trust (other than a trustee for a share scheme for employees or pension scheme) under which a Director, Major Shareholder or a family member of the Director or Major Shareholder is the sole beneficiary;
 - (iii) a partner# of a Director, Major Shareholder or a partner of a person connected with a Director or Major Shareholder;
 - (iv) a person who is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a Director or Major Shareholder;
 - (v) a person in accordance with whose directions, instructions or wishes a Director or Major Shareholder is accustomed or is under an obligation, whether formal or informal, to act;
 - (vi) a body corporate or its directors which/who is/are accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of a Director or Major Shareholder;
 - (vii) a body corporate or its directors whose directions, instructions or wishes a Director or Major Shareholder is accustomed or under an obligation, whether formal or informal, to act;
 - (viii) a body corporate in which a Director, Major Shareholder, or persons connected with him are entitled to exercise, or control the exercise of, not less than 20% of the votes attached to voting shares in the body corporate; or
 - (ix) a body corporate which is a related corporation.

Notes:-

* *Family in relation to a person means such person who falls within any one of the following categories:-*

- (i) spouse;*
- (ii) parent;*
- (iii) child including an adopted child and step-child;*
- (iv) brother or sister; and*
- (v) spouse of the persons referred to in subparagraphs (iii) and (iv) above.*

DEFINITION (CONTINUED...)

“Person Connected” (Continued)	:	# <i>Partner in relation to a Director, Major Shareholder or a person connected with a Director or Major Shareholder, means such person who falls within any one of the following categories:-</i> <i>(i) a person with whom a Director, Major Shareholder or person connected with a Director or Major Shareholder, is in or proposes to enter into partnership with. “Partnership” for this purpose refers to a “partnership” as defined in section 3 of the Partnership Act 1961 or “limited liability partnership” as defined in section 2 of the Limited Liability Partnerships Act 2012 , as the case may be; or</i> <i>(ii) a person with whom a Director, Major Shareholder or person connected with a Director or Major Shareholder has entered or proposes to enter into a joint venture, whether incorporated or not.</i>
“Proposed Renewal of Shareholders’ Mandate”	:	Proposed renewal of shareholders’ mandate for THR Group to enter into RRPT
“Related Party(ies)”	:	Director(s), Major Shareholder(s) of THR Group or Person(s) Connected with such Director(s) or Major Shareholder(s). For the purpose of this definition, Director and Major Shareholder shall have the same meaning as given in Paragraph 10.02 of the Listing Requirements
“RRPT”	:	Recurrent Related Party Transactions of a revenue or trading nature which are necessary for THR Group’s day-to-day operations and are entered into by THR Group in the ordinary course of business which involves the interest, direct or indirect, of Related Parties
“RHL”	:	Richard Holdings Limited (1925083)
“Share(s)”	:	Ordinary share(s) in THR
“THA”	:	Tong Heer Aluminium Industries Sdn. Bhd. (200675-U)
“THF”	:	Tong Heer Fasteners Co. Sdn. Bhd. (174801-H)
“THFT”	:	Tong Heer Fasteners (Thailand) Co. Ltd. (0205547018706)
“THR” or “the Company”	:	Tong Herr Resources Berhad (432139-W)
“THR Group” or “the Group”	:	THR and its subsidiaries, collectively
“TME”	:	Tongming Enterprise Co., Ltd. (2008/0156)

DEFINITION (CONTINUED...)

“TMEC”	:	Tong Ming Enterprise Co., Ltd. (233975)
“TWI”	:	Tong Win International Co. Ltd. (54760)
“WFC”	:	Winlink Fasteners Co. Ltd. (97046185)

Words denoting the singular shall, where applicable, include the plural and vice versa. Words denoting masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Reference to persons shall include corporations.

Any reference to a time of day shall be a reference to Malaysian time, unless otherwise stated.

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TONG HERR RESOURCES BERHAD

(Company No. 432139-W)

(Incorporated in Malaysia)

Registered Office :-

Suite S-21-H, 21st Floor

Menara Northam,

55, Jalan Sultan Ahmad Shah,

10050 Penang

Date: 9 May 2017

Board of Directors :-

Mr. Tsai Ming Ti (Executive Chairman)

Mr. Tsai Yi Ting (Managing Director)

Mr. Tan Ban Leong (Executive Director)

En. Fazrin Azwar Bin Dato' Hj. Md. Nor (Independent Non-Executive Director)

En. Megat Abdul Munir (Independent Non-Executive Director)

Mr. Teh Eng Hin (Independent Non-Executive Director)

Mr. Tsai, Hung-Chuan (Non-Independent Non-Executive Director)

To : The Shareholders of Tong Herr Resources Berhad

Dear Sir/Madam,

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

1. INTRODUCTION

At the Company's 19th AGM held on 27 May 2016, the Company had obtained the shareholders' mandate to allow the THR Group to enter into RRPTs. The aforesaid existing shareholder mandate shall, in accordance with the Listing Requirements lapse at the conclusion of the forthcoming AGM unless the renewal of the shareholder mandate is obtained at the forthcoming AGM.

In connection thereto, the Board has on 3 April 2017 announced to Bursa Securities that the Company intends to seek shareholders' approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM. The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and to seek your approval for the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the Company's forthcoming EGM to be convened on Thursday, 25 May 2017 instead of at the AGM.

YOU ARE ADVISED TO READ CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION TO GIVE EFFECT TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

2.1 Provisions under the Listing Requirements

Pursuant to Paragraph 10.09(2) of the Listing Requirements, the Company may seek a shareholders' mandate subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- (b) the shareholders' 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 where:
 - (i) the consideration, value of the assets, capital outlay or costs of the aggregated transactions is equal to or exceeds RM 1 million or more; or
 - (ii) the percentage ratios of such aggregated transactions is equal to or exceeds 1%,
whichever is the higher;
- (c) the Company's circular to shareholders for the shareholders' mandate include the information as set out in the Listing Requirements. The draft circular must be submitted to the Listing Requirements together with a checklist showing compliance with such information;
- (d) in a meeting to obtain shareholders' mandate, the relevant related party must comply with the requirements set out in Paragraph 10.08(7) of the Listing Requirements; and
- (e) the Company shall immediately announce to Bursa Securities when the actual value of a RRPT entered into by the Company, exceeds the estimated value of the RRPT disclosed in the Circular by 10% or more and shall include the information as may be prescribed by Bursa Securities in its announcement.

Where the Company has procured a shareholders' mandate pursuant to the above, the provision of Paragraph 10.08 of the Listing Requirements shall not apply with regard to transactions as detailed in this section.

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders of the Company at the forthcoming EGM, will be subject to annual renewal and shall continue to be in force until :-

- (a) the conclusion of the next AGM of the Company following the forthcoming AGM at which the Proposed Renewal of Shareholders' Mandate is approved, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next AGM after that date is required to be held pursuant to section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONTINUED...)

2.1 Provisions under the Listing Requirements (Continued...)

Accordingly, the Company proposes to seek the approval from its shareholders for the Proposed Renewal of Shareholders' Mandate as set out in Section 2.4 for the THR Group to enter into transactions with Mandated Related Parties which are of a revenue or trading nature and necessary for its day-to-day operations at arms' length and on terms not more favourable to the Mandated Related Parties than those generally available to the public and are not to the detriment of the Company's minority shareholders.

2.2 Principal Activities of THR Group

THR is principally an investment holding company while the principal activities of its subsidiaries are as follows:-

No	Name of Company	Principal Activity	THR's Direct Shareholding (%)
1.	THF	Manufacturing and sale of stainless steel fasteners including nuts, bolts, screws and all other threaded items	100.00
2.	THA Subsidiaries of THA -KISB -AASB	Manufacture of aluminium extrusions and related products Tendering and securing of projects involving the fabrication of aluminium extrusion products and manufacturing of fabricated aluminium extrusion products Trading of aluminium extrusion parts	51.00 100.00 (Indirect) 80.00 (Indirect)
3.	THFT	Manufacturing and sale of stainless steel fasteners including nuts, bolts, screws and all other threaded items	100.00

2. DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE (CONTINUED...)

2.3 Principal Activities of Mandated Related Parties

The principal activities of Mandated Related Parties which are not part of THR Group that are involved in the RRPT with the THR Group are set out below:-

Mandated Related Parties	Principal Activity
TME	Manufacture and sale of stainless steel, drawn wire rod, bolts and screws
TWI	Trading of standard stainless steel fasteners
WFC	Trading of screws and machinery parts

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2.4 Details of RRPT

The details of the nature and estimated annual value of the RRPT in respect of which THR Group is seeking mandate from its shareholders as contemplated under the Proposed Renewal of Shareholders' Mandate are as follows:-

Nature of transaction	Company in THR Group	Mandated Related Parties	Interested Related Parties	2017 Proposed Mandate	2016 Mandate		
				(A) Estimated value of transactions pursuant to 2017 Mandate* (RM)	(B) Estimated value of transaction disclosed in 2016 Mandate (RM)	(C) Actual value of transaction conducted pursuant to 2016 Mandate to LPD (RM)	Deviation between values in (B) and (C) (%)
Purchase of goods ⁽¹⁾	THF	TME	Tsai, Ching-Tung ^{(a)(c)} Tsai Chen, Su-Kan ^(f) Tsai, Hung-Chuan ^{(a)(d)} Tsai, Jane-Rong ⁽ⁱ⁾ Tsai, Chia-Yen ⁽ⁱ⁾ Tsai Ming Ti ^(c) Tsai Liao Chin Yeh ⁽ⁱ⁾ Tsai Yi Ting ^(b) Tsai Pei Chen ^(g) Tsai Chia Chen ^(h) Allrich Corp ^(k) Richard Holdings Limited ^(k)	2,500,000	2,500,000	1,075,982	-
Purchase of goods ⁽²⁾	THF	WFC		7,000,000	7,000,000	4,105,706	-
Sales of goods ⁽³⁾	THF	TWI		3,000,000	2,500,000	2,040,363	-
Purchase of goods ⁽²⁾	THFT	WFC		3,000,000	3,000,000	1,881,248	-
Sales of goods ⁽³⁾	THFT	TWI		62,000,000	1,500,000	12,898,807	759.92*

*The actual value transacted increased from the estimated value due to the increase in orders received by THR Group from TWI following TWI's increase in business activities during the validity period under the Mandate, which has benefited THR Group as a major supplier to TWI.

Notes:-

- (1) *Raw material which is drawn wire rod.*
 - (2) *Packing materials and indirect materials, which are moulds and tools and machinery parts for manufacture of nuts, bolts, screws and threaded items.*
 - (3) *Finished goods which are nuts, bolts, screws and threaded items.*
 - (a) *Major Shareholder of THR Group by virtue of his interest in Allrich, a Major Shareholder of THR, and also a Major Shareholder of TMEC, the holding company of Mandated Related Parties.*
 - (b) *Managing Director and Major Shareholder of THR Group by virtue of his interest in RHL, a major shareholder of THR, and also a Director of WFC and Major Shareholder of Mandated Related Parties by virtue of his interest in TMEC, the holding company of Mandated Related Parties. He is the son of Tsai Ming Ti and Tsai Liao Chin Yeh, and brother of Tsai Pei Chen and Tsai Chia Chen.*
 - (c) *Major Shareholder of THR Group by virtue of his interest in RHL, a Major Shareholder of THR, and also a Major Shareholder of TMEC, the holding company of Mandated Related Parties. Director of THR Group and TME. He is the brother of Tsai, Ching-Tung.*
 - (d) *Director of THR, THF and also a Director of Mandated Related Parties. He is the son of Tsai, Ching-Tung and Tsai Chen, Su-Kan.*
 - (e) *Director of THFT and TME. He is also the brother of Tsai Ming Ti.*
 - (f) *Major Shareholder of THR Group, by virtue of her indirect interest in Allrich, a Major Shareholder of THR, and also the spouse of Major Shareholder and/or Director of THR.*
 - (g) *Director of THF and Major Shareholder of THR Group by virtue of her interest in RHL, a major shareholder of THR, and also the daughter of Tsai Ming Ti and Tsai Liao Chin Yeh, and sister of Tsai Yi Ting and Tsai Chia Chen.*
 - (h) *Major Shareholder of THR Group by virtue of her interest in RHL, a Major Shareholder of THR, and also the daughter of Tsai Ming Ti and Tsai Liao Chin Yeh, and sister of Tsai Yi Ting and Tsai Pei Chen.*
 - (i) *Major Shareholder of THR Group by virtue of her interest in Allrich, a Major Shareholder of THR, and also the daughter of Tsai, Ching-Tung and Tsai Chen, Su-Kan, and sister of Tsai, Hung-Chuan and Tsai, Chia -Yen.*
 - (j) *Major Shareholder of THR Group by virtue of her interest in Allrich, a Major Shareholder of THR, and also the daughter of Tsai, Ching-Tung and Tsai Chen, Su-Kan, and sister of Tsai, Hung-Chuan and Tsai, Jane-Rong.*
 - (k) *Major Shareholder of THR and a deemed Major Shareholder of THR Group.*
- * *The estimated value of the transactions for the period from the date of the 19th AGM to the date of the next AGM in year 2017 are based on information available at the point of estimation. Due to the nature of the transactions, the actual value of the transactions may vary from the estimated aggregate value disclosed above.*

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2.5 Review methods or procedures for RRPT

There are procedures established by the THR Group to ensure that RRPT are undertaken on an arm's length basis and on the THR Group's normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders, consistent with the THR Group's usual business practices and policies, which are generally no more favourable to the Mandated Related Parties than those extended to unrelated third parties and are not to the detriment of the minority shareholders.

THR Group will observe the following procedures to supplement existing internal procedures for general transactions to ensure that the RRPT are undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders.

- (i) An approved list of related parties will be circulated to the THR Group and each related party to notify that all RRPT are required to be undertaken on an arm's length basis and on normal commercial terms and on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders;
- (ii) All RRPT will be reviewed by one (1) senior management and the Managing Director. Senior management consists of Manager/Assistant Manager;
- (iii) Record all RRPT which are entered into pursuant to the Proposed Renewal of Shareholders' Mandate in a register maintained by the Company;
- (iv) The annual internal audit plan shall incorporate a review of all RRPT entered into pursuant to the Proposed Renewal of Shareholders' Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (v) The Audit Committee and the Board shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPT have been complied with and the review shall be done at every quarter together with the review of quarterly results;
- (vi) The Audit Committee and the Board have reviewed the procedures and shall continue to review the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate. If a member of the Board or Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will abstain from any decision making by the Board or the Audit Committee in respect of that transaction;

2.5 Review methods or procedures for RRPT (Continued...)

- (vii) Surveys will be undertaken to gather information to compare the price quoted by third parties and related parties for the purpose of determining the competitive market price of materials and goods. It is our policy to purchase materials or goods from related parties when the prices are competitive with prices obtained from third parties. Other factors such as reliability of supply, delivery, services and quality of material or goods will also be taken into consideration for evaluation purpose;
- (viii) The cost plus method will be used to determine the transaction price. This method determines the arm's length price by adding an appropriate mark-up to the cost of production. The appropriate mark-up is the percentage earned by the Company on the RRPT/sales. Sales to related parties will not be on more favourable terms than those extended to unrelated third parties;
- (ix) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the Mandated Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar type of products/services and/or quantities;
- (x) In the event that quotation or comparative pricing from unrelated third parties cannot be obtained, the transaction price will be based on the cost plus method as described in item 2.5(viii). Otherwise they are subject to the approval of the Board of the transaction entities;
- (xi) There is no specific threshold for approval of the RRPT within the Group.

2.6 Amount Owning and Due under RRPT

There is no outstanding amount owing or due under RRPT which has exceeded the credit limit as at 31 December 2016.

2.7 Audit Committee's Statement

The Audit Committee of the Company has seen and reviewed the procedures mentioned in Section 2.5 above and is satisfied that:-

- (a) THR Group has in place adequate procedures and processes to monitor, track and identify RRPT in a timely and orderly manner and these procedures and processes are reviewed on an annual basis; and
- (b) the procedures above are sufficient to ensure the terms of the RRPT are fair, reasonable and on normal commercial terms, are not more favourable to the related parties than those generally available to the public and the RRPT are not detrimental to the minority shareholders and are in the best interest of the THR Group.

3. RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

THR Group has a long-standing business relationship with the Mandated Related Parties. The Mandated Related Parties are good customers of THR Group as well as reliable suppliers of raw materials and goods required by THR Group for its business. The raw materials and goods provided by the Mandated Related Parties are priced competitively and all transactions between THR Group and the Mandated Related Parties are carried out on an arms-length basis and on terms not more favourable to the related parties than those generally available to the public and not to the detriment of the minority shareholders. The raw materials and goods can also be obtained from the Mandated Related Parties even when short notice is given to them, in order to meet the tight orders of the Group's customers. THR Group can also obtain various products, which are out of the product range of the Group, from the Mandated Related Parties, to meet the order of its customers.

Although THR Group also sources similar raw materials and goods from third parties, THR would like to seek approval for the Proposed Renewal of Shareholders' Mandate as the close co-operation between THR Group and the Mandated Related Parties has reaped mutual benefits and has been and is expected to continue to be of benefit to the business of THR Group. The Mandated Related Parties are engaged in the same activity with THR Group, hence the Group can enjoy the lowest cost through bulk purchases arrangement and obtain the materials at short notice while maintaining at prevailing market prices, in order to meet customers' tight orders. Also due to the orders from customers of various range of product which is out of the product range of the Group, the Group entered into transactions with the Mandated Related Parties and hence will be able to supply additional range of products when required. Therefore, the Group will reap additional profit.

Shareholders' approval on an annual basis would eliminate the need to convene separate general meeting from time to time to seek shareholders' approval as and when potential RRPT with Related Parties arise, thereby reducing substantial administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the THR Group.

The Proposed Renewal of Shareholders' Mandate is intended to facilitate transactions in the normal course of business of the THR Group which are transacted from time to time with the Mandated Related Parties.

4. DISCLOSURE IN ANNUAL REPORT 2016

Disclosure will be made in the annual report of the Company of the breakdown of the aggregate value of RRPT made pursuant to the existing shareholders' mandate during the financial year ended 31 December 2016.

5. EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is not expected to have any effect on the share capital, and is not expected to have any material effect on the earnings per share, net assets per share and gearing of the THR Group, and the dividends to be declared by the Company, if any, for the financial year ending 31 December 2017.

6. CONDITION OF PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of the Company at the forthcoming EGM.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND / OR PERSONS CONNECTED TO THEM

As at LPD, the direct and indirect interests of the Interested Directors, Major Shareholders of THR and Person Connected with them, in respect of the Proposed Renewal of Shareholders' Mandate, are as follows:

	No. of Shares held in THR			
	Direct	% [^]	Indirect	% [^]
Interested Directors and/or Major Shareholders				
Tsai Ming Ti	1,725,702	1.12	50,101,357 ^(a)	32.40
Tsai, Hung-Chuan	-	-	59,943,043 ^(b)	38.76
Tsai Yi Ting	198,000	0.13	49,044,307 ^(c)	31.71
Person Connected with Interested Directors and/or Major Shareholders				
Tsai, Ching-Tung	551,100	0.36	60,517,543 ^(d)	39.14
Tsai Chen, Su-Kan	574,500	0.37	60,494,143 ^(e)	39.12
Tsai Liao Chin Yeh	1,057,050	0.68	50,770,009 ^(f)	32.83
Tsai Pei Chen	574,200	0.37	49,044,307 ^(c)	31.71
Tsai Chia Chen	-	-	49,044,307 ^(c)	31.71
Tsai, Jane-Rong	-	-	59,943,043 ^(b)	38.76
Tsai, Chia-Yen	-	-	59,943,043 ^(b)	38.76
Allrich	59,943,043	38.76	-	-
RHL	49,044,307	31.71	-	-

Notes :

(a) Deemed interested by virtue of his interest in RHL and Shares held by his spouse, Tsai Liao Chin Yeh

(b) Deemed interested by virtue of his interest in Allrich

(c) Deemed interested by virtue of his interest in RHL

(d) Deemed interested by virtue of his interest in Allrich and Shares held by his spouse, Tsai Chen, Su-Kan

(e) Deemed interested by virtue of her interest in Allrich and Shares held by her spouse, Tsai, Ching-Tung

(f) Deemed interested by virtue of her interest in RHL and Shares held by her spouse, Tsai Ming Ti

[^]Based on the total issued and paid-up capital of RM154,639,800 divided into 154,639,800 Shares excluding 2,790,200 Shares held as treasury shares as at LPD.

7. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND / OR PERSONS CONNECTED TO THEM (CONTINUED...)

The abovenamed Directors, who are interested in the Proposed Renewal of Shareholders' Mandate have abstained and will continue to abstain from all deliberations and voting on the RRPT involving them, as set out in the Proposed Renewal of Shareholders' Mandate, at the relevant Board meetings and will also abstain from voting on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming EGM.

Accordingly, the Major Shareholders will also abstain from voting on the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming EGM. The abovenamed Interested Directors and Major Shareholders have undertaken to ensure that the Person(s) Connected with them will abstain from voting, deliberating or approving the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming EGM.

Save as disclosed above, none of the other Directors and/or Major Shareholder or Person Connected with them have any interest, directly or indirectly in the Proposed Renewal of Shareholders' Mandate.

8. DIRECTORS' RECOMMENDATION

The Board (save and except for Tsai Ming Ti, Tsai, Hung-Chuan and Tsai Yi Ting who are deemed interested in the Proposed Renewal of Shareholders' Mandate), having considered all aspects of the Proposed Renewal of Shareholders' Mandate, is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and accordingly, recommends that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the forthcoming EGM.

9. EGM

The EGM, the Notice of which is enclosed in this Circular, will be held at No. 2515 Tingkat Perusahaan 4A, Perai Free Trade Zone, 13600 Perai, Penang on Thursday, 25 May 2017 at 2.30 p.m., or immediately following the conclusion of the 20th Annual General Meeting of the Company to be held at the same venue and on the same date at 2.00 p.m. whichever is later, for the purpose of considering and, if thought fit, passing the ordinary resolution so as to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend and vote in person at the EGM, you may complete, sign and return the Form of Proxy enclosed in accordance with the instructions printed therein. The Form of Proxy must be lodged at the Registered Office of the Company not less than forty-eight (48) hours before the time stipulated for holding the meeting. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are requested to refer to the Appendix set out in this Circular for further information.

Yours faithfully
For and on behalf of the Board of
Tong Herr Resources Berhad

Megat Abdul Munir
Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board and they collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries, and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. MATERIAL CONTRACTS

There are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by THR and/or its subsidiaries within the past two (2) years preceding the date of this Circular.

3. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

Neither THR nor any of its subsidiary companies are engaged in any material litigation, claims or arbitration, either as plaintiff or defendant and the Board is not aware and do not have any knowledge of any preceding pending or threatened against the Company and/or its subsidiaries or of any facts likely to give rise to any preceding which may materially or affect the financial position or business of THR Group.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal office hours (except public holidays) at the Registered Office of THR at Suite S-21-H, 21st Floor, Menara Northam, 55, Jalan Sultan Ahmad Shah, 10050 Penang from the date of this Circular up to and including the date of the forthcoming EGM:

- (a) the Constitution of THR; and
- (b) the Audited Financial Statements of THR for the past two (2) financial years ended 31 December 2015 and 2016 respectively.

TONG HERR RESOURCES BERHAD

(Company No. 432139-W)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of the Company will be held at No. 2515 Tingkat Perusahaan 4A, Perai Free Trade Zone, 13600 Perai, Penang on Thursday, 25 May 2017 at 2.30 p.m. or immediately following the conclusion of the 20th Annual General Meeting of the Company to be held at the same venue and on the same date at 2.00 p.m. whichever is later, for the purpose of considering and if thought fit, passing with or without modifications of the following resolution:-

ORDINARY RESOLUTION

PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

“THAT subject to the Companies Act 2016, provisions of the Constitution of the Company and the requirements of the Bursa Malaysia Securities Berhad (“Bursa Securities”) and other relevant governmental and regulatory authorities where such authority shall be necessary, approval be and is hereby given to the Company and/or its subsidiaries (“the Group”) to enter into and to give effect to the recurrent related party transactions as specified in Section 2.4 of the Circular to the shareholders dated 9 May 2017 provided that such transactions which are necessary for the Group’s day to day operations are undertaken in the ordinary course of business, at arm’s length basis, on normal commercial terms which are not more favourable to the Mandated Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company (“Proposed Renewal of Shareholders’ Mandate”).

AND THAT the Proposed Renewal of Shareholders’ Mandate shall continue to be in force until:-

1. the conclusion of the next Annual General Meeting (“AGM”) of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, the authority is renewed; or
2. the expiration of the period within which the next AGM after that date 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 Act); or
3. revoked or varied by resolution passed by the shareholders in a general meeting,

whichever is the earlier.

AND FURTHER THAT the Directors of the Company be authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders’ Mandate.”

By Order of the Board,

ANGELINA CHEAH GAIK SUAN (MAICSA 7035272)

LEE MEI MEI (MAICSA 7062284)

Secretaries

Penang

Date : 9 May 2017

NOTES :

A proxy need not be a member. There shall be no restriction as to the qualification of the proxy.

To be valid, the proxy form duly completed must be deposited at the registered office of the Company at Suite S-21-H, 21st Floor, Menara Northam, 55, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time fixed for holding the meeting.

A member of the Company who is entitled to attend and vote at a meeting of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the meeting.

Where a member of the Company who is an authorized nominee as defined in the Securities Industry (Central Depositories) Act, 1991, 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 (1) 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.

Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.

Kindly note that the date of the General Meeting Record of Depositors for the purpose of determining members' entitlement to attend, vote and speak at the EGM shall be on 18 May 2017.

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TONG HERR RESOURCES BERHAD
 (Company No. 432139-W)
 (Incorporated in Malaysia)

Proxy Form

NO. OF ORDINARY SHARES HELD

I/We _____ (*NRIC No./Company No. _____) of _____ being a Member/Members of **TONG HERR RESOURCES BERHAD** hereby appoint *the Chairman of the meeting or _____ (*NRIC No./ Passport No. _____) of _____ or failing him, _____ (*NRIC No./Passport No. _____) of _____ as *my/our proxy/proxies to attend and vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held at No. 2515 Tingkat Perusahaan 4A, Perai Free Trade Zone, 13600 Perai, Penang on Thursday, 25 May 2017 at 2.30 p.m. or immediately following the conclusion of the 20th Annual General Meeting of the Company to be held at the same venue and on the same date at 2.00 p.m. whichever is later, to vote as indicated below:-

(Please indicate with an "X" in the space provided below on how you wish your vote to be cast. If you do not do so, the proxy will vote or abstain from voting at his discretion)

	FOR	AGAINST
ORDINARY RESOLUTION		
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature		

The Proportions of *my/our holdings to be represented by *my/our proxy/proxies *is/are as follows:-

First Proxy : _____ %
 Second Proxy : _____ %
 : _____ %

In case of a vote taken by a show of hands, the First Proxy shall vote on *my/our behalf.

*** Strike out whichever is not desired.**

Signature of Shareholder(s)

Signed this day of....., 2017

Notes:

A proxy need not be a member. There shall be no restriction as to the qualification of the proxy.

To be valid, the proxy form duly completed must be deposited at the registered office of the Company at Suite S-21-H, 21st Floor, Menara Northam, 55, Jalan Sultan Ahmad Shah, 10050 Penang not less than forty-eight (48) hours before the time fixed for holding the meeting.

A member of the Company who is entitled to attend and vote at a meeting of the Company, may appoint not more than two (2) proxies to attend and vote instead of the member at the meeting.

Where a member of the Company who is an authorized nominee as defined in the Securities Industry (Central Depositories) Act, 1991, 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 (1) 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.

Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

If the appointor is a corporation, the proxy form must be executed under its Common Seal or under the hand of its attorney.

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STAMP
HERE

TONG HERR RESOURCES BERHAD (432139-W)

To: The Company Secretaries
C/O TMF Administrative Services Malaysia Sdn. Bhd.
Suite S-21-H, 21st Floor, Menara Northam
55 Jalan Sultan Ahmad Shah
10050 Penang

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