



SKP RESOURCES BHD

(Company No. 524297-T)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of SKP Resources Bhd ("SKP" or "Company") will be held at Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan, on Tuesday, 6 January 2015 at 10.30 a.m. for the purpose of considering if thought fit, passing with or without modifications the following resolution:-

ORDINARY RESOLUTION

PROPOSED ACQUISITIONS BY SKP OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF PLASTICTECNIC (M) SDN BHD, SUN TONG SENG MOULD-TECH SDN BHD AND BANGI PLASTICS SDN BHD, ALL WHOLLY-OWNED SUBSIDIARIES OF TECNIC GROUP BERHAD, FOR AN AGGREGATE PURCHASE CONSIDERATION OF RM200.0 MILLION TO BE SATISFIED VIDE THE ISSUANCE OF 172,413,793 NEW ORDINARY SHARES OF RM0.10 EACH IN SKP ("SKP SHARE(S)") AT AN ISSUE PRICE OF RM0.58 PER SKP SHARE AND RM100.0 MILLION IN CASH ("PROPOSED ACQUISITIONS")

"**THAT**, subject to the applicable approvals of all relevant authorities/ or parties being obtained (where required), approval be and is hereby given to SKP to acquire the entire issued and paid-up share capital of Plastictecnic (M) Sdn Bhd, Sun Tong Seng Mould-Tech Sdn Bhd and Bangi Plastics Sdn Bhd, all wholly-owned subsidiaries of Tecnic Group Berhad for an aggregate purchase consideration of RM200.0 million to be settled vide the issuance of 172,413,793 new SKP Shares ("**Consideration Share(s)**") at an issue price of RM0.58 per Consideration Share and RM100.0 million in cash

AND THAT the Board of Directors of SKP be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the aforesaid Proposed Acquisitions with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds, things and matters for and on behalf of the Company in any manner as they may deem fit or necessary or expedient to implement, finalise and give full effect to the Proposed Acquisitions."

By Order of the Board
SKP RESOURCES BHD

CHUA SIEW CHUAN (MAICSA 0777689)
PAN SENG WEE (MAICSA 7034299)
Company Secretaries

Kuala Lumpur
15 December 2014

Notes:-

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 December 2014 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.*
2. *A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (b) of the Companies Act, 1965 need not to be complied with. There shall be no restriction as to the qualification of proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the Member to speak.*
3. *A member may appoint more than one (1) proxy, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
4. *Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*
5. *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.*
6. *The original instrument appointing a proxy in the case of an individual shall be signed by the appointer or by his attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised.*
7. *The instrument appointing a proxy must be deposited at the Registered Office of the Company at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.*
8. *Any alteration in the instrument appointing a proxy must be initialed.*