



SKP RESOURCES BHD (524297-T)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Seventeenth Annual General Meeting ("AGM") of **SKP RESOURCES BHD** ("the Company") will be held at Matahari 1, Level 3, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 29 September 2017 at 11:00 a.m. or at any adjournment thereof to transact the following business:-

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2017 together with the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note |
| 2. To approve the payment of a final single-tier dividend of 4.15 sen per share for the financial year ended 31 March 2017. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors who retire in accordance with Article 84 of the Company's Articles of Association:-
(a) Dato' Gan Kim Huat; and
(b) Koh Song Heng | Ordinary Resolution 2
Ordinary Resolution 3 |
| 4. To re-appoint Messrs Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to fix their remuneration. | Ordinary Resolution 4 |
| 5. To approve the payment of Directors' fees amounting to RM177,000.00 for the financial year ended 31 March 2017. | Ordinary Resolution 5 |
| 6. To approve the payment of Directors' benefits for an amount of up to RM16,500.00 for the period commencing from 1 February 2017 up to the next Annual General Meeting of the Company. | Ordinary Resolution 6 |

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions with or without modifications, as Ordinary Resolutions of the Company:-

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| 7. RETENTION OF MR. KOH CHIN KOON AS AN INDEPENDENT DIRECTOR OF THE COMPANY | Ordinary Resolution 7 |
| "THAT approval be and is hereby given to retain Mr. Koh Chin Koon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to retain his office as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012 ("MCCG 2012")." | |
| 8. RETENTION OF MR. CHEW TECK CHENG AS AN INDEPENDENT DIRECTOR OF THE COMPANY | Ordinary Resolution 8 |
| "THAT approval be and is hereby given to retain Mr. Chew Teck Cheng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to retain his office as an Independent Non-Executive Director of the Company in accordance with the MCCG 2012." | |
| 9. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 | Ordinary Resolution 9 |
| "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors of the Company be and are hereby empowered to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors of the Company 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 of the Company at the time of issue AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." | |
| 10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016. | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that a final single-tier dividend of 4.15 sen per ordinary share for the financial year ended 31 March 2017, if approved by the shareholders at the forthcoming Seventeenth Annual General Meeting, will be paid on 27 October 2017. The entitlement date for the payment is 5 October 2017.

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

- Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 5 October 2017 in respect of transfer; and
- 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

CHUA SIEW CHUAN (MAICSA 077689)

Company Secretary

Kuala Lumpur

31 July 2017

Notes:

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 22 September 2017 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.
- A Member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote instead of him. A proxy may but need not be a Member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the Member to speak at the Meeting.
- Where a Member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, 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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
- The original instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority 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 forty-eight (48) hours before the time set for holding the meeting or at any adjournment thereof.
- Any alteration in the instrument appointing a proxy must be initialed.

Explanatory Notes on Ordinary and Special Business:-

Item 1 of the Agenda – Audited Financial Statements

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. As such, this item is not put forward for voting.

Ordinary Resolution 5

This proposed resolution is in accordance with Article 93 of the Company's Articles of Association. This resolution, if passed, will authorise the payment of Directors' fees to Directors of the Company for their services as Directors during the financial year ended 31 March 2017.

Ordinary Resolution 6

The proposed benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act 2016 has earlier been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognise that the benefits payable is in the best interest of the Company.

Ordinary Resolution 7

Mr. Koh Chin Koon was appointed as Independent Non-Executive Director of the Company on 4 March 2005 and had served the Board for a cumulative term of more than nine (9) years. In accordance with the MCCG 2012, the Board of Directors of the Company, after having assessed the independence of Mr. Koh Chin Koon, regarded him to be independent, based amongst others, the following justifications and recommends that Mr. Koh Chin Koon be retained as Independent Non-Executive Director of the Company:-

- He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board of Directors is of the opinion that Mr. Koh Chin Koon is an important Independent Non-Executive Director of the Board in view of his many years on the Board with incumbent knowledge of the Company, the Group's activities and corporate history. He has been providing invaluable contributions to the Board in his role as an Independent Non-Executive Director.

Ordinary Resolution 8

Mr. Chew Teck Cheng was appointed as Independent Non-Executive Director of the Company on 30 November 2007 and had served the Board for a cumulative term of more than nine (9) years. In accordance with the MCCG 2012, the Board of Directors of the Company, after having assessed the independence of Mr. Chew Teck Cheng, regarded him to be independent, based amongst others, the following justifications and recommends that Mr. Chew Teck Cheng be retained as Independent Non-Executive Director of the Company:-

- He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- He does not have any conflict of interest with the Company and has not been entering/is not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- The Board of Directors is of the opinion that Mr. Chew Teck Cheng is an important Independent Non-Executive Director of the Board in view of his many years on the Board with incumbent knowledge of the Company, the Group's activities and corporate history. He has been providing invaluable contributions to the Board in his role as an Independent Non-Executive Director.

Ordinary Resolution 9

This proposed resolution, if passed, will renew the authority given to the Directors of the Company to issue and allot new shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("General Mandate"), provided that the aggregate number of shares to be issued pursuant to this General Mandate, during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The General Mandate procured and approved in the preceding year 2016 which was not exercised by the Company during the year, will expire at the forthcoming Seventeenth Annual General Meeting of the Company.

With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise.