



SERN KOU RESOURCES BERHAD
(519103-X)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting of SERN KOU RESOURCES BERHAD ("Company" or "SKRB") will be held at Level 9, Classic Hotel, No. 69, Jalan Ali, 84000 Muar, Johor Darul Takzim on Wednesday, 19 December 2012 at 10.30 a.m. for the following purposes:-

1. To lay the audited financial statements for the financial period from 1 January 2011 to 30 June 2012 together with the Reports of the Directors and Auditors thereon. **(Please refer to Note A)**
2. To re-elect the following Directors who are retiring in accordance with Article 128 of the Articles of Association of the Company:
 - i) Tan Sri Abdul Rahim Bin Mohd Noor; **(Ordinary Resolution 1)**
 - ii) Low Peng Sian @ Chua Peng Sian; and **(Ordinary Resolution 2)**
 - iii) Koh Kun Chuan **(Ordinary Resolution 3)**
3. To approve the payment of Directors' fees amounting to RM419,500 for the financial period from 1 January 2011 to 30 June 2012. **(Ordinary Resolution 4)**
4. To appoint Messrs BDO (AF 0206) as Auditors of the Company and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172(11) of the Companies Act, 1965, a copy of which is annexed hereto as "Appendix I", has been received by the Company for the nomination of Messrs BDO (AF 0206), who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:

"THAT Messrs BDO (AF 0206) be and are hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Crowe Horwath and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration." **(Ordinary Resolution 5)**

Special Business

To consider and if thought fit, to pass with or without modification, the following resolutions:

5. Ordinary Resolution - Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to allot and issue shares in the share capital of the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed ten per centum (10%) of the issued share capital of the Company for the time being, subject to the Articles of Association of the Company and approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant bodies where such approval is necessary." **(Ordinary Resolution 6)**

6. Special Resolution - Proposed Amendments to the Articles of Association of the Company

"THAT the proposed amendments to the Articles of Association of the Company as contained in the Appendix II attached to the 2012 Annual Report be and are hereby approved and adopted AND THAT the Directors and Secretary of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all steps as may be considered necessary to give full effect to the Proposed Amendments to the Articles of Association of the Company." **(Special Resolution 1)**

7. To transact any other business for which due notice has been given.

By Order of the Board

PANG CHIA TYNG (MAICSA 7034545)
LAI CHEE WAH (MAICSA 7031124)
Company Secretaries

Kuala Lumpur
23 November 2012

Notes:

Note A: This item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence, is not put forward for voting.

- (1) A proxy may but need not be a member of the Company. A member shall be entitled to appoint a person, whether a member or not, as his proxy to attend and vote at a meeting of the Company. If the proxy is not a member, he need not be an advocate, an approved company auditor or a person approved by the Registrar of Companies.
- (2) A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportions of his holdings to be represented by each proxy.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- (4) The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot PTD 6019 (Lot 8804), Jalan Perindustrian 1, Kawasan Perindustrian Bukit Bakri, Mukim Bakri, 84200 Muar, Johor Darul Takzim not less than forty eight (48) hours before the time appointed for holding the meeting or any adjourned meeting as the case may be.
- (5) The Date of Depositors for the purpose of determining Members' entitlement to attend, vote and speak at the Meeting is 13 December 2012.

Explanatory Notes to Special Business:

(i) Ordinary Resolution 6

Authority to Allot Shares Pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 6, if passed, will empower the Directors from the date of this Annual General Meeting, to allot and issue up to a maximum of 10% of the issued share capital of the Company for the time being (other than bonus or rights issue) for such purposes as they consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

The rationale for this resolution is to eliminate the need to convene general meeting(s) from time to time to seek shareholders' approval as and when the Company issues new shares for future business opportunities and thereby reducing administrative time and cost associated with the convening of such meeting(s). The renewal of the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placement of shares, for the purpose of future investment projects(s), working capital and/or acquisition.

No shares have been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 27 May 2011.

(ii) Special Resolution 1

Proposed Amendments to the Articles of Association of the Company

The proposed Special Resolution 1, if passed, will streamline the Company's Articles of Association to be in line with the latest Main Market Listing Requirements of Bursa Malaysia Securities Berhad, prevailing statutory and regulatory requirements as well as to render clarity and consistency throughout.