

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("AGM") of SKP RESOURCES BHD ("the Company") will be held at Matahari Room, Level 3, Hotel Equatorial Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 26 September 2014 at 11:00 a.m. or at any adjournment thereof to transact the following business:-

**ORDINARY BUSINESS**

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Note A (Resolution 1)**
2. To approve the payment of a final tax-exempt (single-tier) dividend of 1.7 sen per share for the financial year ended 31 March 2014.
3. To re-elect the following Directors who retires in accordance with Article 84 of the Company's Articles of Association:- **(Resolution 2)**  
(a) Chew Teck Cheng **(Resolution 3)**  
(b) Koh Song Heng **(Resolution 4)**
4. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Board of Directors to fix their remuneration. **(Resolution 4)**

**SPECIAL BUSINESS**

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

**ORDINARY RESOLUTION**

**PROPOSED PAYMENT OF DIRECTORS' FEES**

"THAT the payment of Directors' fees of RM177,000 in respect of the financial year ended 31 March 2014 be and is hereby approved." **(Resolution 5)**

**ORDINARY RESOLUTION**

**RETENTION OF MR. KOH CHIN KOON AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

"THAT Mr. Koh Chin Koon be and is hereby retained as an Independent Non-Executive Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to Malaysian Code on Corporate Governance 2012 ("MCCG 2012")." **(Resolution 6)**

**ORDINARY RESOLUTION**

**AUTHORITY FOR THE DIRECTORS TO ISSUE SHARES**

"THAT pursuant to Section 132D of the Companies Act, 1965, 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 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 may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per cent (10%) of the nominal value of the total issued and paid-up share capital 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." **(Resolution 7)**

**ORDINARY RESOLUTION**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RRPT MANDATE")**

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into Recurrent Related Party Transactions of a revenue or trading nature as stated in Section 2.3 of the Circular to Shareholders dated 28 August 2014 with the specified classes of related parties mentioned therein, subject to the following:-

- i) The transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public;
- ii) 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; and
- iii) In a meeting to obtain shareholders' mandate, the interested directors, interested major shareholders or interested persons connected with a director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions.

THAT the approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such Proposed RRPT Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 143(2) 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 and are hereby 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 or in the interests of the Company to give effect to the Proposed RRPT Mandate described in the Circular." **(Resolution 8)**

**SPECIAL RESOLUTION:**

**PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION OF THE COMPANY**

"THAT the Proposed Amendments to the Company's Articles of Association as set out in the Annexure "A" be and are hereby approved and adopted AND THAT the Directors and Secretaries of the Company be and are hereby authorised to take all steps as necessary and expedient in order to implement, finalise and give full effect to the Proposed Amendments to the Company's Articles of Association." **(Resolution 9)**

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

NOTICE IS HEREBY GIVEN THAT a final tax-exempt (single-tier) dividend of 1.7 sen per share for the financial year ended 31 March 2014, if approved by the shareholders at the forthcoming Fourteenth Annual General Meeting, will be paid on 27 October 2014. The entitlement date for the payment is 3 October 2014.

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

- (a) Shares transferred into the Depositor's Securities Accounts before 4.00 p.m. on 3 October 2014 in respect of transfer; 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

**CHUA SIEW CHUAN (MAICSA 0777689)**

**PAN SENG WEE (MAICSA 7034299)**

Company Secretaries

Kuala Lumpur

28 August 2014

**Notes:-**

- (a) *In respect of deposited securities, only Members whose names appear in the Record of Depositors on 19 September 2014 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this meeting.*
- (b) *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 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 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.*
- (c) *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.*
- (d) *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.*
- (e) *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.*
- (f) *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.*
- (g) *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.*
- (h) *Any alteration in the instrument appointing a proxy must be initialed.*

**Explanatory Note A**

This agenda 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 for the audited financial statements. As such, this item is not put forward for voting.

**Explanatory Notes on Special Business:-**

**1. 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 2014.

**2. Resolution 6**

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:-

- (i) He has met the independence guidelines as set out in Chapter 1 of the Bursa Malaysia Securities Berhad Main Market Listing Requirements;
- (ii) 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
- (iii) 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.

**3. Resolution 7**

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 number of shares issued pursuant to this General Mandate, when aggregated with the nominal value of any such shares issued during the preceding twelve (12) months, does not exceed 10% of the total issued share capital 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 2013 which was not exercised by the Company during the year, will expire at the forthcoming Fourteenth 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.

**4. Resolution 8**

This proposed resolution, if passed, will authorise the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, particulars of which are set out in the Circular to Shareholders of the Company dated 28 August 2014 despatched together with the Annual Report which are necessary for the Group's day to day operations, subject to the transactions being in the ordinary course of business and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the next Annual General Meeting of the Company.

**5. Resolution 9**

The Proposed Amendments to the Company's Articles of Association are to enable the Company to adopt the recent amendments made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, where applicable, in its Articles of Association.