



## SLP RESOURCES BERHAD

[663862+1]

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Tenth Annual General Meeting ("AGM") of the Company will be held at Sunway Hotel, Studio 1 & 2, Level 1A, 11 Lebuhraya Duta, Pusat Bandar Seberang Jaya, Prai, 13700 Penang on Tuesday, 9 June 2015 at 10.30 a.m. for the following purposes: -

#### **ORDINARY BUSINESS: -**

1. To receive the Audited Financial Statements for the year ended 31 December 2014 and Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Article 95(1) of the Company's Articles of Association:
  - (a) Ms. Khaw Choon Choon (Resolution 1)
  - (b) Mr. Leow Chan Khiang (Resolution 2)
3. To re-elect Mr. Law Cheng Lock who retire pursuant to Article 102 of the Company's Articles of Association. (Resolution 3)
4. To approve the Directors' fees of RM132,000 for the financial year ending 31 December 2015. (Resolution 4)
5. To re-appoint Messrs KPMG as Auditors of the Company for the financial year ending 31 December 2015 and to authorize the Board of Directors to determine their remuneration. (Resolution 5)

#### **SPECIAL BUSINESS**

6. To consider and if thought fit, to pass the following resolution, with or without any modification, as Ordinary Resolution of the Company: -

##### **AUTHORITY TO ISSUE SHARES**

"THAT, subject always to the Act, the provisions of the Memorandum and Articles of Association of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 132D of the Act, to issue and allot shares in the capital of the Company, at any time 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 the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company."

(Resolution 6)

7. To transact any other ordinary business for which due notice has been given in accordance with the Articles of Association of the Company and the Act.

**NOTICE IS HEREBY GIVEN** that for purpose of determining a member who shall be entitled to attend this Tenth AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with the Article 62(3) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 2 June 2015. Only a depositor whose name appears on the Record of Depositors as at 2 June 2015 shall be entitled to the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon (MAICSA 0818580)  
Company Secretary

Penang  
8 May 2015

#### **NOTES:**

##### **Appointment of Proxy**

A member entitled to attend, speak and vote at this Meeting may appoint more than one (1) Proxy, who need not be a member, to attend, speak and vote in his stead. Where a member appoints more than one (1) Proxy the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.

If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its officer or attorney duly authorized.

Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 authorized nominee may appoint in respect of each omnibus account it holds.

To be valid, the duly completed Proxy Form must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.

Should you desire your Proxy to vote on the Resolutions set out in the Notice of Meeting, please indicate with an "X" in the appropriate space. If no specific direction as to voting is given, the Proxy will vote or abstain at his discretion.

##### **Explanatory Notes On Special Business**

###### **Resolution 6**

The proposed resolution is in relation to authority to allot shares pursuant to Section 132D of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten percentum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at the Ninth AGM held on 18 June 2014 and which will lapse at the conclusion of the Tenth AGM.

At this juncture, there is no decision to issue new shares. However, should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.