



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting ("AGM") of **SKP RESOURCES BHD** ("the Company") will be held at Cempaka Room, Level 3, Hotel Bangi-Putrajaya, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 26 August 2016 at 11:00 a.m. or at any adjournment thereof to transact the following business:-

ORDINARY BUSINESS

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| <p>1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Reports of the Directors and Auditors thereon.</p> | <p>Please refer to Explanatory Note A</p> |
| <p>2. To approve the payment of a final single-tier dividend of 3.50 sen per share for the financial year ended 31 March 2016.</p> | <p>Resolution 1</p> |
| <p>3. To re-elect the following Directors who retire in accordance with Article 84 of the Company's Articles of Association:-
(a) Chia Choong Kim; and
(b) Chew Teck Cheng</p> | <p>Resolution 2
Resolution 3</p> |
| <p>4. To re-appoint Messrs. Ernst & Young as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.</p> | <p>Resolution 4</p> |

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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| <p>5. ORDINARY RESOLUTION 1
PROPOSED PAYMENT OF DIRECTORS' FEES
"THAT the payment of Directors' fees of RM177,000.00 in respect of the financial year ended 31 March 2016 be and is hereby approved."</p> | <p>Resolution 5</p> |
| <p>6. ORDINARY RESOLUTION 2
RETENTION OF MR. KOH CHIN KOON AS AN INDEPENDENT DIRECTOR OF THE COMPANY
"THAT approval be and is hereby given to retain Mr. Koh Chin Koon, who has served as 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")."</p> | <p>Resolution 6</p> |
| <p>7. ORDINARY RESOLUTION 3
RETENTION OF MR. CHEW TECK CHENG AS AN INDEPENDENT DIRECTOR OF THE COMPANY
"THAT subject to the passing of Resolution no. 3, Mr. Chew Teck Cheng, who would on 30 November 2016, have served the Board as an Independent Non-Executive Director for a cumulative term of nine (9) years, be and is hereby retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."</p> | <p>Resolution 7</p> |
| <p>8. ORDINARY RESOLUTION 4
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT 1965
"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."</p> | <p>Resolution 8</p> |
| <p>9. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 1965.</p> | |

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single-tier dividend of 3.50 sen per share for the financial year ended 31 March 2016, if approved by the shareholders at the forthcoming Sixteenth Annual General Meeting, will be paid on 27 September 2016. The entitlement date for the payment is 5 September 2016.

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 September 2016 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 0777689)
PAN SENG WEE (MAICSA 7034299)
Company Secretaries

Kuala Lumpur
29 July 2016

Notes:-

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 19 August 2016 (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 and the provisions of Section 149(1)(b) of the Companies Act, 1965 need not 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.
- 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 Damansara, 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 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:-

- 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 2016.
- 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.
- Resolution 7**
Mr. Chew Teck Cheng was appointed as Independent Non-Executive Director of the Company on 30 November 2007. He would have served in that capacity for a cumulative term of nine (9) years by 30 November 2016. The Board recommends that Mr. Chew Teck Cheng should be retained to continue in office as Independent Non-Executive Director based on the following justifications:-
(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) He 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.
- Resolution 8**
The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act 1965 at the forthcoming Annual General Meeting of the Company (hereinafter referred to as the "General Mandate").
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, 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 2015 ("Previous Mandate") which was not exercised by the Company during the year, will expire at the forthcoming Sixteenth Annual General Meeting of the Company. There were no proceeds raised from Previous Mandate.
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.