

**SKP RESOURCES BHD**(Company No. 524297-T)  
(Incorporated in Malaysia)**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of SKP Resources Bhd ("SKP" or 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 12.30 p.m. or immediately upon the conclusion of the 17th Annual General Meeting of SKP, scheduled to be held at the same venue on the same date at 11:00 a.m., whichever is later, or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following ordinary resolutions, with or without any modifications:

**ORDINARY RESOLUTION 1**

**PROPOSED ESTABLISHMENT OF NEW EMPLOYEES' SHARE OPTION SCHEME ("SCHEME") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF SKP RESOURCES BHD ("SKP" OR THE "COMPANY") (EXCLUDING TREASURY SHARES) AT ANY ONE TIME OVER THE DURATION OF THE SCHEME FOR THE ELIGIBLE EXECUTIVE DIRECTORS AND EMPLOYEES OF SKP AND ITS SUBSIDIARY COMPANIES (EXCLUDING SUBSIDIARY COMPANIES WHICH ARE DORMANT) ("PROPOSED ESOS")**

"THAT, subject to the provisions of the Companies Act, 2016 and the approvals of all the relevant authorities and/or parties (where required), including but not limited to, the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing and of quotation for the new ordinary shares of the Company ("Shares") to be issued hereunder, the Board of Directors of SKP ("Board") be and is hereby authorised to:

- establish, implement and administer the Scheme of up to 15% of the total number of issued shares of the Company (excluding treasury shares) at any one time over the duration of the Scheme for the eligible Executive Directors and employees of SKP and its subsidiary companies ("SKP Group") (excluding subsidiary companies which are dormant) to subscribe for new Shares at a predetermined price in accordance with the provisions of the by-laws governing the Proposed ESOS as set out in **Appendix I ("By-Laws")** of the circular to shareholders of the Company dated 7 September 2017 ("**Circular**") and to give effect to the Proposed ESOS with full power to assent to any conditions, variations, modifications and/or amendments as may be required by the relevant authorities;
- offer and grant ESOS options under the Scheme ("**Options**") and to allot and issue from time to time such number of new Shares as may be required to be issued arising from the exercise of the options under the Proposed ESOS provided that the aggregate number of new Shares to be allotted and issued under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued shares of the Company at any point of time during the duration of the Scheme and that such new Shares issued shall, upon allotment and issuance, rank equally in all respects with the then existing Shares, save and except that the new Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders, for which the entitlement date is prior to the date of allotment of the new Shares;
- add, amend, modify and/or delete all or any part of the terms and conditions governing the Proposed ESOS including the By-Laws from time to time provided that such addition, amendment, modification and/or deletions are effected in accordance with the provisions of the By-Laws relating to the addition, amendment, modification and/or deletion and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS; and
- do all such acts and things, take such steps, execute all such documents, enter into all such arrangements, agreements, deeds and/or undertakings with any party(ies), make such rules or requirements or delegate parts of its power as they may deem fit, necessary, expedient and/or appropriate in order to finalise, implement and/or give full effect to the Proposed ESOS and terms of the By-laws with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be agreed to or required by any relevant authorities or as a consequence of any such requirement as may be deemed necessary and/or expedient and in the best interest of the Company.

THAT the Company be and is hereby authorised to do all things necessary and to make the necessary applications to Bursa Securities for the listing of and quotation for any new Shares that may hereafter from time to time be issued and allotted pursuant to the Proposed ESOS and to give effect to the Scheme with full power to consent to and to adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities or as the Board may deem fit or necessary at its discretion;

AND THAT the By-Laws of the Proposed ESOS, as set out in **Appendix I** of this Circular which is in compliance with the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved and adopted."

**ORDINARY RESOLUTIONS 2 - 8****PROPOSED ALLOCATIONS OF OPTIONS**

"THAT, subject to the passing of Ordinary Resolution 1 above and the approval of all the relevant authorities and/or parties (where required) pursuant to the Proposed ESOS, the Board and the Company be and are hereby authorised, at any time during the duration of the Scheme, to offer and grant to the following Executive Directors of the Company and the persons connected with them, the options to subscribe for new Shares under the Proposed ESOS ("**Options**"):

Directors	Maximum number of Options to be allotted	
(i) Dato' Gan Kim Huat	18,000,000	Ordinary Resolution 2
(ii) Gan Poh San	18,000,000	Ordinary Resolution 3
(iii) Chia Choong Kim	18,000,000	Ordinary Resolution 4
<b>Persons connected</b>		
(iv) Gan Poh Chuan (son of Dato' Gan Kim Huat and brother of Gan Poh San)	18,000,000	Ordinary Resolution 5
(v) Gan Chia Siang (son-in-law of Dato' Gan Kim Huat)	18,000,000	Ordinary Resolution 6
(vi) Gan Poh Ling (daughter of Dato' Gan Kim Huat and sister of Gan Poh San)	18,000,000	Ordinary Resolution 7
(vii) Gan Poh Geok (daughter of Dato' Gan Kim Huat and sister of Gan Poh San)	18,000,000	Ordinary Resolution 8

**PROVIDED THAT:**

- the number of new Shares to be made available under the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued shares of the Company (excluding treasury shares) at any point of time during the duration of the Scheme when an offer is made;
- not more than 70% of the Options which are available under the Scheme shall be allocated, in aggregate, to the Executive Directors and senior management who are eligible to participate in the Scheme;
- the Directors and senior management of SKP Group must not participate in the deliberation or discussion of their own allocation of new Shares; and
- not more than 10% of the new Shares available under the Scheme are allocated to an Eligible Person (as defined in the By-Laws) who, either singly or collectively through persons connected with such Eligible Person (as defined in the By-Laws), holds 20% or more of the total number of issued shares of the Company (excluding treasury shares),

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws of the Proposed ESOS and any prevailing guidelines issued by Bursa Securities, the Listing Requirements of Bursa Securities or any other relevant authorities as amended from time to time, the Board be and is hereby authorised to allot and issue such number of new Shares pursuant to the Proposed ESOS to the aforementioned persons from time to time pursuant to the exercise of such options."

By Order of the Board

**CHUA SIEW CHUAN (MAICSA 0777689)**

Company Secretary

Kuala Lumpur  
7 September 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 authorised 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 Millennium, 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 initialled.