



SERN KOU RESOURCES BERHAD

(Company No. 519103-X)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Sern Kou Resources Berhad ("SKRB" or the "Company") will be held at Level 2, Lot PTD 6019 (Lot 8804), Jalan Perindustrian 1, Kawasan Perindustrian Bukit Bakri, Mukim Bakri, 84200 Muar, Johor Darul Takzim on Monday, 5 March 2018 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the following resolutions:

SPECIAL RESOLUTION

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY 1 ORDINARY SHARE IN SKRB ("EXISTING SHARE") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE"), INTO 2 NEW ORDINARY SHARES IN SKRB ("SUBDIVIDED SHARES" OR "SKRB SHARES") ("PROPOSED SHARE SPLIT")

"THAT subject to the approvals of all the relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board of Directors of the Company ("**Board**") to subdivide each of the Existing Shares held by the entitled shareholders of the Company, whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board, into 2 Subdivided Shares.

THAT such Subdivided Shares will, upon allotment and issuance, rank *pari passu* in all respects with each other, save and except that the Subdivided Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the Subdivided Shares.

AND THAT the Board be and is hereby authorised to sign and execute all documents and to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION

PROPOSED ISSUE OF 120,000,000 FREE WARRANTS ("WARRANTS") ON THE BASIS OF 1 WARRANT FOR EVERY 1 EXISTING SHARE HELD ON THE ENTITLEMENT DATE ("PROPOSED FREE WARRANTS ISSUE")

"THAT subject to the passing of the Special Resolution and the approvals of all the relevant authorities and/or parties (where required) being obtained, approval be and is hereby given to the Board to issue 120,000,000 Warrants on the basis of 1 Warrant for every 1 Existing Share held by the entitled shareholders of the Company and whose names appear in the Record of Depositors of the Company as at the close of business on an entitlement date to be determined and announced later by the Board and in accordance with the provisions as contained in a deed poll constituting the Warrants, to be executed by the Company ("**Deed Poll**").

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants as may be required or permitted to be issued as a consequence of the adjustments based on the indicative salient terms of the Warrants as set out in the circular to the shareholders of the Company dated 8 February 2018 and the terms and conditions of the Deed Poll.

THAT approval be and is hereby given to the Board to allot and issue such further warrants as may be required or permitted to be issued as a result of any adjustments under the provisions of the Deed Poll ("**Additional Warrants**").

THAT approval be and is hereby given to the Board to allot and issue such number of SKRB Shares credited as fully paid-up arising from the exercise of the Warrants or Additional Warrants during the exercise period of the Warrants in accordance with the terms of the Deed Poll, including such appropriate number of new SKRB Shares arising from the exercise of subscription rights represented by any Additional Warrants.

THAT such new SKRB Shares arising from the exercise of the Warrants and/or Additional Warrants shall, upon allotment and issuance, rank *pari passu* in all respects with the existing SKRB Shares, save and except that the new SKRB Shares shall not be entitled to any dividends, rights, allotments and/or other distributions that may be declared, made or paid, the entitlement date of which is prior to the date of allotment and issuance of the new SKRB Shares arising from the exercise of the Warrants.

THAT the Board be and is hereby authorised to enter into and execute the Deed Poll constituting the Warrants and to do all acts, deeds and things as they may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll.

AND THAT the Board be and is hereby authorised to sign and execute all documents and to do all acts and things as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, modifications, variations and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, arrangement, undertaking, indemnities, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, finalise and give full effect to the Proposed Free Warrants Issue."

By Order of the Board

**LIM LEE KUAN (MAICSA 7017753)
NG SALLY (MAICSA 7060343)**

Company Secretaries

Kuala Lumpur

8 February 2018

Notes:

1. Only members whose names appear in the Record of Depositors as at 27 February 2018 will be entitled to attend, speak and vote at the Meeting.
2. A member may appoint only one (1) proxy to attend on the same occasion. A proxy may but need not be a member 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. There shall be no restriction as to the qualification of the proxy.
3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 it may appoint only 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.
4. 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 accounts ("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. If a Member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.
5. The instrument appointing a proxy shall be in writing executed 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.
6. 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.