

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth 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 Thursday, 27 September 2018 at 11:00 a.m. or at any adjournment thereof to transact the following business:-

AGENDA**ORDINARY BUSINESS**

- To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of a final single-tier dividend of 5.067 sen per share for the financial year ended 31 March 2018.
- To re-elect the following Directors who retire by rotation in accordance with Article 84 of the Company's Articles of Association and being eligible, offer themselves for re-election:-
(a) Gan Poh San; and
(b) Koh Chin Koon
- To re-appoint Messrs. Ernst & Young as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors of the Company to fix their remuneration.
- PAYMENT OF DIRECTORS' FEES**
"THAT the Directors' fees of RM174,000.00 in respect of the financial year ended 31 March 2018 be and is hereby approved for payment."
- PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016**
"THAT the benefits payable to the Directors up to an amount of RM20,000.00 with effect from Eighteenth Annual General Meeting until the next Annual General Meeting of the Company be and is hereby approved for payment."

Please refer to
Explanatory Note
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

SPECIAL BUSINESS

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

- RETENTION OF MR. KOH CHIN KOON AS AN INDEPENDENT DIRECTOR OF THE COMPANY**
"THAT subject to the passing of Ordinary Resolution 3, Mr. Koh Chin Koon, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained his office as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- RETENTION OF MR. CHEW TECK CHENG AS AN INDEPENDENT DIRECTOR OF THE COMPANY**
"THAT Mr. Chew Teck Cheng, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retain his office as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance."
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**
"THAT subject to the Companies Act 2016, the Articles of Association of the Company, 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 of the Company be and are hereby empowered pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company at any time, at such price, to such person or persons, upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares 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."
- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN that a final single-tier dividend of 5.067 sen per ordinary share for the financial year ended 31 March 2018, if approved by the shareholders at the forthcoming Eighteenth Annual General Meeting, will be paid on 26 October 2018. The entitlement date for the payment is 5 October 2018.

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 October 2018 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)

Company Secretary

Kuala Lumpur

31 July 2018

Notes:

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 20 September 2018 (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 Securities Industry (Central Depositories) Act 1991, 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 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 initialled.

Explanatory Notes on Ordinary and Special Businesses: -**Audited Financial Statements**

This agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016, does not require a formal approval of the shareholders for the audited financial statements. As such, this agenda item will not be put forward for voting.

Ordinary Resolution 5 – Directors' Fees

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 for the financial year ended 31 March 2018.

Ordinary Resolution 6 – Directors' Benefits Payable

The proposed benefits payable to the Directors pursuant to Section 230(1)(b) of the Companies Act 2016 has earlier been reviewed by the Remuneration Committee and the Board of Directors of the Company.

The proposed Directors' benefits payable comprises meeting allowances. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committees' meetings from the Eighteenth Annual General Meeting until the Nineteenth Annual General Meeting of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the Nineteenth Annual General Meeting of the Company.

Ordinary Resolution 7 – Retention as an Independent Director

Mr. Koh Chin Koon was appointed as Independent Non-Executive Director of the Company on 4 March 2005 and has served the Board for a cumulative term of more than twelve (12) years. The Board through the Nomination Committee of the Company, after having assessed the collective skills, experience and 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 an Independent Non-Executive Director of the Company, subject to the approval from the shareholders of the Company through a two-tier voting process as described in the Guidance to Practice 4.2 of the Malaysian Code on Corporate Governance: -

- He has fulfilled the criteria under the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;
- 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;
- His vast experience and incumbent knowledge of the Company's business would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group; and
- The Board of Directors is of the opinion that Mr. Koh Chin Koon has proven to be a reliable Independent Non-Executive Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time, provides independent views to the deliberations and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interest of the Company and the shareholders.

Ordinary Resolution 8 – Retention as an Independent Director

Mr. Chew Teck Cheng was appointed as Independent Non-Executive Director of the Company on 30 November 2007 and has served the Board for a cumulative term of more than nine (9) years. The Board through the Nomination Committee of the Company, after having assessed the collective skills, experience and independence of Mr. Chew Teck Cheng, regarded him to be independent based amongst others, the following justifications and recommends that Mr. Chew Teck Cheng be retained as an Independent Non-Executive Director of the Company, subject to the approval from the shareholders of the Company: -

- He has fulfilled the criteria under the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;
- 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;
- His vast experience and incumbent knowledge of the Company's business would enable him to provide the Board with a diverse set of experience, expertise and independent judgement to better manage and run the Group; and
- The Board of Directors is of the opinion that Mr. Chew Teck Cheng has proven to be a reliable Independent Non-Executive Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time, provides independent views to the deliberations and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interest of the Company and the shareholders.

Ordinary Resolution 9 – Authority to Issue Shares

This proposed resolution, if passed, will give a renewal mandate to the Directors of the Company the authority to issue and allot new ordinary 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 aggregate number of shares to be issued pursuant to this General Mandate, during the preceding twelve (12) months, does not exceed 10% of the total number of issued shares 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.

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.

The Company had been granted a mandate by its shareholders at the Seventeenth Annual General Meeting held on 29 September 2017 ("Previous Mandate"). As at the date of this Notice, no new shares were issued pursuant to the Previous Mandate and hence, no proceeds were raised therefrom.