

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twentieth (20^{br}) Annual General Meeting ("AGM") of SKP RESOURCES BHD ("the Company") will be held at Melati Room, Level 2, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor Darul Ehsan on Friday, 25 September 2020 at 11:00 a.m or at any adjournment thereof to transact the following business:-

Please refer to Explanatory Notes

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

Ordinary Resolution 5

Ordinary Resolution 6

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

- To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Reports of the Directors and Auditors thereon.
 - To re-elect the following Directors who retire by rotation in accordance with Clause 119 of the Company's Constitution and being eligible, offer themselves for re-election:
- Koh Sona Hena
- To approve the payment of Directors' fees of RM174,000/- for the financial year ended 31 March 2020. To approve the payment of benefits payable to the Directors up to an amount of RM25,000/- from 1 October 2020 until 30 September 2021.
- To re-appoint Ernst & Young PLT 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

SPECIAL BUSINESS

To consider and if thought fit, with or without modification to pass the following resolution

RETENTION OF MR. KOH CHIN KOON AS AN INDEPENDENT DIRECTOR OF THE COMPANY

"THAT 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 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. KOH SONG HENG AS AN INDEPENDENT DIRECTOR OF THE COMPANY

THAT subject to the passing of Ordinary Resolution 2, Mr. Koh Song Heng, an Independent Non-Executive Director of the Company who will reach the nine (9) year term limit on 25 July 2021 be and sheeply retained as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance." AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

THAI subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors of the Company for and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being;

AND THAT 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 Securities;

AND FURTHER 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 Compan PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE RUY-RACK AUTHORITY")

"THAT subject to Section 127 of the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of ordinary shares to be purchased and/or held by the Company does not exceed ten percent (10%) of the total number of issued shares of the Company as a Bursa Securities as at the point of purchase; and (i)
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

 THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following

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(i) cancel all the shares so purchased; and/or

- retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder; and/or
- in any other manner as prescribed by the Act, rules, regulations and orders made pursiforce. rities and any other relevant authority for the time being in

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until: -

- start automyt coincervoy of an Escandary in Brestandary and a continue to the conclusion of the next AGM of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or

- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting.

whichever occurs first.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back Authority with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."

To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)

Company Secretary

Kuala Lumpur 28 August 2020

- In respect of deposited securities, only Members whose names appear in the Record of Depositors on 17 September 2020 (General Meeting Record of Depositors) shall be eligible to attend, participant, speak and vote at this meeting
- A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend participant, speak and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be in specifies the proportions of his shareholdings to be represented by each proxy. Apraxy may but does not need to be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participant, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- The case of a corporate member, the instrument appointing a priory must be either under its common seal or under the hand of its officer or attorney duly authorised.

 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.
- exempt authorised nominee may upyonin in respect or each reminibus occurries in noise.

 The original instrument appointing a prays and the power of attempt 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 Damaniela, 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.
- (g) Any alteration in the instrument appointing a proxy must be initialed.

 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 Act, 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 Ordinary Resolution 3 - Directors' Fees

This proposed resolution is in accordance with Clause 132 of the Company's Constitution. 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 2020.

Ordinary Resolution 4 - Directors' Benefits Payable

The proposed benefits payable to the Directors pursuant to Section 230(1)(b) of the Act 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 1 October 2020 until the Twenty-First AGM of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the Twenty-First AGM of the Company.

Ordinary Resolutions 6 and 7 – Retention as an Independent Directors

Inlary Kesouttons 6 and 7 — Retention as an independent Directors
Koh Chin Koon ("Mr. Koh") and Mr. Chew Teck Cheng ("Mr. Chew") were appointed as Independent Non-Executive Directors of the Company on 4 March 2005 and 30 November 2007 respectively and have served the Board for a cumula
m 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 and Mr. Chew, regarded them to be independent bo
ongst others, the following justifications and recommends that Mr. Koh and Mr. Chew be retained as an Independent Non-Executive Director of the Company, subject to the approval from the shareholders of the Company through a twoing process as described in the Guidance to Practice 4.2 of the Malaysian Code on Corporate Governance: —

Mr. Veh and Mr. Chew have fifted the circles and as the independence of the Company of

- Mr. Koh and Mr. Chew have fulfilled the criteria under the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and had expressed their willingness to continue in office as Independent Non-Executive Directors of the Company;
- Mr. Koh and Mr. Chew do not have any conflict of interest with the Company and have not been entering/are not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies;
 Their vast experience and incumbent knowledge of the Company's business would enable them to provide the Board with a diverse set of experience, expertise and independent judgement as well as to provide constructive opinion in Board's deliberations; and
- (iv) The Board of Directors is of the opinion that Mr. Koh and Mr. Chew have proven to be reliable Independent Non-Executive Directors with their professionalism aptitude and outlook of business perspective, devoted sufficient time, provides
- independent views to the deliberations and attention to their professional obligations for informed and balance decision making and had also exercised due care during their tenure in the best interest of the Company and the shareholders. ary Resolution 8 — Retention as an Independent Director

Mr. Koh Song Heng was re-designated as Independent Non-Executive Director of the Company on 25 July 2012 and will reach the nine (9) years term limit on 25 July 2021. The Board through the Nomination Committee of the Company, after having assessed the collective skills, experience and independence of Mr. Koh Song Heng, regarded him to be independent based amongst others, the following justifications and recommends that Mr. Koh Song Heng 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 quidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Cor
- 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 without the influence of the Management; and
- The Board of Directors is of the opinion that Mr. Koh Song Heng 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 condition 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, 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. With this renewed General Mandate, the Compa approval when such opportunities or needs arise ved General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future inv

The Company had been granted a mandate by its shareholders at the Nineteenth Annual General Meeting held on 27 September 2019 ("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.

Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Authority

This proposed resolution, if passed, would empower the Directors of the Company to purchase the Company's ordinary shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities by utilising the funds allocated which shall not exceed the Company's retained profits based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase(s).

Please refer to the Statement to Shareholders dated 28 August 2020 for further information



Signature/Common Seal of Member

FORM OF PROXY

Number of ordinary shares held

Central Depository System Account No.

| /We, | (FULL NAME IN BLOCK) | NRIC/Compa | | | | |
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Notes:

- (a) In respect of deposited securities, only Members whose names appear in the Record of Depositors on 17 September 2020 (General Meeting Record of Depositors) shall be eligible to attend, participant, speak and vote at this meeting.
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend, participant, speak and vote in his stead. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- (c) A proxy may but does not need to be a member of the Company and a member may appoint any person to be his proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participant, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
- (d) In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- (e) 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.
- (f) 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 Damanlela, 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.
- (g) Any alteration in the instrument appointing a proxy must be initialed.

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Please Affix Stamp

The Company Secretary

SKP RESOURCES BHD

[Registration No. 200001021690 (524297-T)]

Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

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[Registration No. 200001021690 (524297-T)] (Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE TWENTIETH ("20TH) ANNUAL GENERAL MEETING ("AGM") OF SKP RESOURCES BERHAD ("THE COMPANY")

Event: 20th AGM

Date : 25 September 2020

Venue : Melati Room, Level 2, Bangi Resort Hotel, Off Persiaran Bandar,

43650 Bandar Baru Bangi, Selangor Darul Ehsan

Time : 11.00 a.m.

SHAREHOLDERS/PROXY

1. The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

- 2. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised and must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
- 3. Only members whose names appear in the Record of Depositors on 17 September 2020 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the AGM or appoint proxies to attend, speak and vote on such members' behalf.

Please note that the following documents of the Company are available at our Company's corporate website, https://www.skpres.com/AR.html or scan the QR Code below:-

- (a) Annual Report 2020;
- (b) Statement to Shareholders in relation to the Proposed Renewal of Authority for the Company to Purchase its Own Shares;
- (c) Notice of the 20th AGM; and
- (d) Form of Proxy



GUIDANCE REGARDING THE 20TH AGM

In compliance with the General Standard Operating Procedures ("SOP") on Event Implementation of Government and Private Institutions issued by the Malaysian National Security Council ("MKN") ("MKN's SOP") as well as the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers ("Guidance Note") issued by the Securities Commission Malaysia ("SC") on 18 April 2020 and subsequently revised on 11 June 2020, 18 June 2020 and 24 June 2020 respectively, the Company would be implementing the following precautionary measures to minimise possible COVID-19 transmission.

PRIOR REGISTRATION OF ATTENDANCE

The 20th AGM will be a physical annual general meeting. Pursuant to the Guidance and FAQs issued by SC, shareholders are required to pre-register themselves with the Company by providing their NAME, PHONE NO., NRIC NO. and CDS Account No. via email to BSR.Helpdesk@boardroomlimited.com by Wednesday, 23 September 2020, 11.00 a.m. Due to the implementation of social distancing rule and limitation of space at meeting venue, only successfully registered shareholders will be allowed to enter the meeting venue. Shareholders who have successfully registered themselves will be notified via a reply email. This is to allow the Company to make necessary arrangements for the 20th AGM.

The Company is abiding with the MKN's SOP in conducting the 20th AGM. Shareholders are advised to download the MySejahtera application in advance at their phone and to register their attendance for the meeting. Shareholders are required to present their health declaration at the application and their MyKad for registration and verification purpose.

Precautions and Preventive Measures in view of COVID-19

- 1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending the AGM.
- 2. If you have travelled overseas to China, United States of America, Hong Kong, Japan, South Korea, Italy, Iran and other affected countries (as and when announced by the WHO and Malaysia's Ministry of Health in the past 14 days) or if you are unwell with sore throat/fever/flu/cough/shortness of breath, you are required to comply with the directives issued by the Malaysia Government to self-guarantine or seek medical advices.
- 3. All attendees which were screened and tested positive or is believed to be suffering from pneumonia symptoms (which include fever, cough, breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately.
- 4. The attendance of outstation shareholders at the AGM are strongly discouraged. Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote on behalf at the forthcoming AGM. You may submit your proxy forms with predetermined voting instructions for the Chairman to vote on behalf.
- 5. The Company will take the precaution measure by conducting temperature checks on all members upon arrival at the AGM venue. You will not be allowed to enter the meeting venue if you have the above symptoms or having a body temperature above 37.5 °C. All attendees are to sanitize their hands and wear face mask before entering.
- 6. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding travelling, self-quarantine, other health and safety precautions from time to time.

DOOR GIFTS

There is no door gift provided.

REFRESHMENT

Coffee and snacks will be served upon conclusion of the AGM.

REGISTRATION

- 1. Registration will start at 9.00 a.m. on Friday, 25 September 2020.
- 2. Kindly produce your original MyKad/Passport (for foreigners) to the registration staff at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
- 3. Upon verification, you are required to sign on the Attendance list prepared by the registration staff.
- 4. After registration, shareholders will be given a barcoded wristband. Shareholders are required to put on the barcoded wristband for voting purpose later.
- 5. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
- 6. The registration counter will handle only verification of identity and registration.
- 7. Please vacate the registration area immediately after registration. Attendees are also required to observe social distancing rule.
- 8. Poll Administrator's Helpdesk will handle the revocation of a proxy's appointment.

PROXY

- 1. A member entitled to attend and vote is entitled to appoint proxy/proxies, to attend and vote instead of him. If you are unable to attend the Meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form by Wednesday, 23 September 2020 at 11.00 a.m., in accordance with the notes and instructions printed therein.
- 2. You may submit your Proxy Form to the the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan.
- 3. If you wish to attend the Meeting yourself, please do not submit any Proxy Form. You will not be allowed to attend the Meeting together with a proxy appointed by you.

SEATING ARRANGEMENT FOR THE 20TH AGM

- 1. All members who have registered will be allowed to enter the meeting room from 10.00 a.m. onwards.
- 2. Members are encouraged to be seated at least five (5) minutes before the commencement of the meeting.

VOTING PROCEDURE

- 1. The voting at the AGM will be conducted on a poll.
- 2. Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) has been appointed as Poll Administrator to conduct the polling.
- 3. Commercial Quest Sdn. Bhd has been appointed as Independent Scrutineers to verify the results of the poll.

4. The Poll Administrator will be available to brief and/or guide all AGM attendees before commencement of and during the voting process.

PARKING

Free parking is provided. Members or proxies are advised to park at Bangi Resort Hotel's designated parking lots for visitors to prevent their vehicles being clamped by the hotel management. SKP Resources Berhad would not be responsible or reimburse any costs incurred by members or proxies to have their vehicles unclamped by the hotel management due to parking at non-designated parking areas.

PERSONAL BELONGINGS

Members and proxies are to take care of your own personal belongings. The organiser will not be held responsible for any lost of personal belongings before and after the meeting.