



## NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of the Company will be held at The Boardroom, No. 7, Jalan Sungai Tiram 1, 81800 Ulu Tiram, Johor on Monday, 28 September 2020 at 10.30 a.m. for the following purposes:-

### AGENDA

#### AS ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.   | Please refer to Explanatory Note 1 |
| 2. To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries of RM60,000 for the financial year ended 31 December 2019.   | Ordinary Resolution 1              |
| 3. To approve the payment of Directors' fees and benefits payable to the Directors of the Company and its subsidiaries for an amount of up to RM150,000 from 1 January 2020 until the next Annual General Meeting of the Company. | Ordinary Resolution 2              |
| 4. To re-elect Mr Tan Tiam Aik as Director of the Company, who retires in accordance with Article 166 of the Company's Constitution, and who being eligible, has offered himself for re-election.                                 | Ordinary Resolution 3              |
| 5. To re-elect Mr Wee Lok Hain as Director of the Company, who retires in accordance with Article 166 of the Company's Constitution, and who being eligible, has offered himself for re-election.                                 | Ordinary Resolution 4              |
| 6. To re-appoint Messrs Kreston John & Gan as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.  | Ordinary Resolution 5              |

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolution:

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| 7. <b>Ordinary Resolution - Authority to Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")</b> | Ordinary Resolution 6 |
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"THAT subject always to the Act, the Constitution of the Company and the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant governmental and/or regulatory authorities, the Directors of the Company be hereby authorised and empowered to allot and issue shares in the Company, from time to time, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this Resolution, must be not more than one hundred percent (100%) of the total number of the issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro rata basis to existing shareholders must be not more than fifty percent (50%) of the total number of issued shares for the time being of the Company, AND THAT the Directors be also authorised and empowered to obtain the approval from Bursa Securities, for listing of and quotation for the additional shares so issued AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, unless such approval is revoked or varied by the Company at a general meeting."

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| 8. To transact any other business for which due notice shall have been given. |  |
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By Order of the Board

Foo Siew Loon  
MAICSA No. 7006874  
SSM Practising Certificate No: 202008002104  
Company Secretary

Kuala Lumpur  
4 September 2020

#### Notes:

- A member of the Company entitled to attend, speak and vote at this meeting may appoint one or more proxy to attend and vote in his stead. A proxy 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 a General Meeting of the Company shall have the same rights as the member to speak at the General Meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined in accordance with the provision of 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 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 the common seal or under the hand of an officer or attorney duly authorised.
- To be valid, the proxy form duly completed must be deposited at the registered office of the Company at Unit 27.2, Menara 1MK, Kompleks 1 Mont Kiara, No.1, Jalan Kiara, Mont Kiara, 50480 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.
- Only depositors whose names appear in the Record of Depositors of the Company on 21 September 2020 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the annual general meeting.

#### Explanatory Notes:

- Agenda 1 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 and hence, will not be put forward for voting.
- Resolutions 1 and 2 – Payment of Directors' Fees and Benefits  
The proposed resolutions, if passed, will enable the Company to pay directors' fees and meeting allowances.
- Resolutions 3 and 4 - Re-election of Directors  
Article 166 of the Company's Constitution provides that at every Annual General Meeting ("AGM"), 1/3 of the directors at the date of the notice convening the AGM will retire from office unless elected or re-elected at the AGM. Article 168 of the Company's Constitution provides that where a retiring director is re-elected, the retiring director will continue as a director.
- Resolution 5 – Re-appointment of Auditors  
This resolution is to approve the re-appointment of Messrs Kreston John & Gan as the Company's External Auditors for the ensuing year.
- Resolution 6 - Authority to Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act  
This Resolution is proposed for the purpose of granting a new general mandate ("General Mandate") to the Company.  
The Resolution, if passed, will give the Directors of the Company the authority to issue ordinary shares in the Company pursuant to Sections 75 and 76 of the Act and LEAP Market Listing Requirements of Bursa Securities at any time in their absolute discretion without convening a general meeting. The authority, unless revoked or varied by the Company at a general meeting, will expire at the conclusion of the next AGM of the Company.  
The General Mandate, if granted, will provide flexibility to the Company for such issuance of shares for any possible fund raising activities, including but not limited to, further placement of shares, for the purpose of funding investment project(s), working capital, repayment of borrowings and/or acquisitions. This will avoid any delay and cost involved in convening a general meeting to approve such issue of shares.



**GPP RESOURCES BERHAD**

Registration No: 201801003761 (1265775-W)  
Incorporated in Malaysia

**ADMINISTRATIVE GUIDE FOR THE SECOND ANNUAL GENERAL MEETING (“2nd AGM”)**

Date : Monday, 28 September 2020  
Time : 10.30 a.m.  
Venue : The Boardroom, No. 7, Jalan Sungai Tiram 1, 81800 Ulu Tiram, Johor

Your safety is the Company’s top priority. The following precautionary measures will be taken at the Meeting in order to minimise the risk of community spread of COVID-19 pandemic:-

- (a) A member is required to register ahead of the Meeting to allow the Company to make the necessary arrangements in relation to the Meeting, i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants by providing the below details by email to [Sakila@my.tricorglobal.com](mailto:Sakila@my.tricorglobal.com):-
  - i) Full name;
  - ii) Identity Card or Passport Number;
  - iii) Contact number (optional – for better co-ordination); and
  - iv) CDS account number

After verification of your registration against the Record of Depositors as at 21 September 2020, the Company will send you an email on or after 21 September 2020 to confirm your registration to attend physically at the Meeting venue.

- (b) Shareholders, proxies and invited guests are encouraged to take all the necessary precautions and preventive measures including the Standard Operating Procedures (“SOP”) as issued by the Ministry of Health, the Malaysian National Security Council and other relevant authorities before attending the 2nd AGM.
- (c) Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on your behalf at the 2nd AGM. You may submit your Proxy Form to the registered office within forty-eight (48) hours before the convene of the 2nd AGM with pre-determined voting instructions for the Chairman to vote for and on your behalf.
- (d) All attendees will be required to undergo a temperature check upon arrival at the Meeting Venue. You will not be allowed to enter the Meeting Venue if you exhibit any flu-like symptoms or have a body temperature above 37.5 Celsius.
- (e) Patient under investigation and person under surveillance are prohibited from attending the 2nd AGM.
- (f) All attendees on the meeting date, must register through MySejahtera (or QR Code) or manual registration for those who does not own a smartphone at the Meeting Venue.
- (g) All attendees must sanitise their hands and wearing a mask is compulsory at the Meeting Venue.
- (h) All attendees must observe/maintain social distancing throughout the 2nd AGM process.
- (i) The Company reserves the right to limit the total number of physical attendees in the 2nd AGM depending on the capacity of the Meeting Venue.

The Company will be closely monitoring the situation and reserves the right to take further measures or short notice arrangements as and when appropriate in order to minimise any risk to the 2nd AGM and/or its stakeholders. Any material developments will be announced on the Bursa Malaysia Securities Berhad and members are advised to check the Company’s announcement(s) made via Bursa Malaysia Securities Berhad regularly for updates in respect of the 2nd AGM and/or material developments.