



NOTICE OF THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting ("3rd AGM" or "Meeting") of GPP Resources Berhad ("GPP" or the "Company") will be conducted on a fully virtual basis and entirely via Online Meeting Platform operated by MLABS Research Sdn. Bhd. in Malaysia at <https://rebrand.ly/GPP-AGM> on Tuesday, 28 September 2021 at 10.00 a.m. or at any adjournment thereof for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon. Please refer to Explanatory Note 1
- 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 RM150,000.00 from 29 September 2021 until the next Annual General Meeting of the Company. Ordinary Resolution 1
- To re-elect Mr Ma Eng Yau 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 2
- To re-elect Ms Law Lee Yen as Director of the Company, who retires in accordance with Article 166 of the Company's Constitution, and who being eligible, has offered herself for re-election. Ordinary Resolution 3
- 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 4

AS SPECIAL BUSINESS

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

- Ordinary Resolution - Authority for Directors to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016 ("the Act")** Ordinary Resolution 5
"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."
- To transact any other business for which due notice shall have been given.

By Order of the Board

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

Kuala Lumpur
6 September 2021

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 shareholdings 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.
- For proxies or corporate representatives / authorised nominees / exempt authorised nominees who wish to use the Remote Participation and Voting Facilities ("RPV") at the 3rd AGM, please ensure the duly executed Form of Proxy or the original certificate of appointment of its corporate representative are submitted/deposited to Boardroom.com Sdn. Bhd. at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than 26 September 2021 at 10:00 a.m.. Alternatively, for individual shareholder, you may choose to submit/deposit the Form of Proxy via email to admin.registrar@boardroom.com.my not later than 26 September 2021 at 10:00 a.m..
- Only depositors whose names appear in the Record of Depositors of the Company on 21 September 2021 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 3rd AGM.
- The 3rd AGM will be conducted on a fully virtual basis and entirely via Online Meeting Platform. Members are advised to refer to the Administrative Guide on the registration and voting process for the 3rd AGM. Any material developments or updates on the 3rd AGM will be announced on the website of Bursa Securities regularly.

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.
- Resolution 1 – Directors' fees and benefits for the period from 29 September 2021 until the next Annual General Meeting of the Company
The proposed resolution, if passed, will enable the Company to pay directors' fees and meeting allowances. In the event the proposed amount is insufficient due to more meetings or enlarged Board size, approval will be sought at the next Annual General Meeting for such shortfall.
- Resolutions 2 and 3 - 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 4 – 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 5 - Authority for Directors to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act
This resolution is a renewal of the general mandate for the issuance of shares by 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 mandate, if passed, will give the Directors of the Company, the authority to issue and allot shares in the Company. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company.
This 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.
As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 2nd AGM held on 28 September 2020 and which will lapse at the conclusion of the 3rd AGM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



GPP RESOURCES BERHAD
Registration No. 201801003761 (1265775-W)

ANNUAL GENERAL MEETING

ADMINISTRATIVE GUIDE

<u>Date</u>	<u>Time</u>	<u>Mode and Venue</u>
28 September 2021	10:00 a.m.	Fully virtual basis and entirely via Online Meeting Platform of Mlabs VGM as operated by Mlabs Research Sdn. Bhd. in Malaysia via https://rebrand.ly/GPP-AGM

MODE OF MEETING

The Third Annual General Meeting of GPP Resources Berhad (“AGM”) will be carried out in the manner as guided by the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020, including any amendments that may be made from time to time. As a result of the implementation of the National Recovery Plan (“NRP”), the Securities Commission Malaysia has further revised its Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers (“Revised Guidance Note and FAQ”) to state that when a listed issuer conducts its general meeting during NRP Phase 1, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gathering irrespective of size is prohibited.

According to the Revised Guidance Note and FAQ, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the Chairman shall be present at the meeting venue and the online meeting platform is located in Malaysia.

In view of the recent evolving COVID-19 cases in Malaysia, we may be required to change the meeting arrangements of the 3rd AGM at short notice. As such, shareholders are advised to check the Company’s announcement on Bursa Malaysia Securities Berhad’s website for the latest updates on the status of the 3rd AGM. The Company will continue to observe the guidelines issued by the Ministry of Health and will take all relevant precautionary measures as advised.


All shareholders of the Company, whether Individual Shareholders, Corporate Shareholders, Proxy Holders, Authorised Nominees or Exempt Authorised Nominees who wish to participate at the AGM will have to register to participate remotely by using the Remote Participation and Voting Facilities (“RPV”), the details of which are set out below:

RPV Facilities

1. The AGM will be conducted on a fully virtual basis and entirely via remote participation and voting. Should you wish to participate at the AGM, you will be required to do so by registering yourself using the RPV Facilities in accordance with the instructions set out under Section 5 below.

With the RPV Platform, you may exercise your rights as a Shareholder to participate (including to pose questions to the Board of Directors (“**Board**”)) and vote at the AGM.

2. If a shareholder is unable to attend the AGM, he/she is encouraged to appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.
3. For Individual Shareholder who wish to appoint proxies to use the RPV at the AGM, please ensure the duly executed Form of Proxy is submitted/deposited to Boardroom.com Sdn. Bhd. at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor or email to admin.registrar@boardroom.com.my not later than 26 September 2021 at 10:00 a.m..
4. For the Corporate Shareholder / Nominees Company who wish to appoint corporate representatives / authorised nominees / exempt authorised nominees to use the RPV at the AGM, please ensure the duly executed Form of Proxy or the original certificate of appointment of its corporate representative is submitted/deposited to Boardroom.com Sdn. Bhd. at Level 5, Block B, Dataran PHB, Saujana Resort, Section U2, 40150 Shah Alam, Selangor not later than 26 September 2021 at 10:00 a.m..
5. The procedures for remote participation and remote voting at the AGM are as follows:

Procedures		Action
Before AGM		
1.	Register as participant in Virtual AGM 	<ul style="list-style-type: none"> • Using your computer, access the registration website at https://rebrand.ly/GPP-AGM . • Click on the Register link to register for the AGM session. • If you are using mobile devices, you can also scan the QR provided on the left to access the registration page. Click Register and enter your email followed by Next to fill in your details to register for the AGM session. • Upon submission of your registration, you will receive an email notifying you that your registration has been received and is pending verification. • The event is powered by Cisco Webex. You are recommended to download and install Cisco Webex Meetings (available for PC, Mac, Android and iOS). Refer to the tutorial guide posted on the same page for assistance.
2.	Submit your online registration	<ul style="list-style-type: none"> • Shareholders who wish to participate and vote remotely at the AGM via RPV are required to register prior to the meeting. The registration will be open from 9.00 a.m. on 7 September 2021 and the registration will close at 10:00 a.m. on 26 September 2021. • Clicking on the link mentioned in item 1 will redirect you to the AGM event page. Click on the Register link for the online registration form. • Complete your particulars in the registration page. Your name MUST match your CDS account name (not applicable for proxy). • Insert your CDS account number(s) and indicate the number of shares you hold. • Read and agree to the Terms & Conditions and confirm the Declarations.

		<ul style="list-style-type: none"> • Please ensure all information given is accurate before you click Submit to register your remote participation. Failure to do so will result in your registration being rejected. • System will send an email to notify that your registration for remote participation is received and will be verified. • After verification of your registration against the General Meeting Record of Depositors of the Company as at 21 September 2021, the system will send you an email to notify you if your registration is approved or rejected after 22 September 2021. • If your registration is rejected, you can contact the Company's Poll Administrators or the Company for clarifications or to appeal.
On the day of AGM		
3.	Attending Virtual AGM	<ul style="list-style-type: none"> • Two reminder emails will be sent to your inbox. First is one day before the AGM day, while the 2nd will be sent 1 hour before the AGM session. • Click Join Event in the reminder email to participate the RPV.
4.	Participate with live video	<ul style="list-style-type: none"> • You will be given a short brief about the system. • Your microphone is muted throughout the whole session. • If you have any questions for the Chairman/Board, you may use the Q&A panel to send your questions. The Chairman/Board will try to respond to relevant questions if time permits. All relevant questions will be collected throughout the session and replied later through your registered email. • The session will be recorded. • Take note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at your location.
5.	Online Remote Voting	<ul style="list-style-type: none"> • The Chairman will announce the commencement of the Voting session and the duration allowed at the AGM. • The list of resolutions for voting will appear at the right-hand side of your computer screen. You are required to indicate your votes for the resolutions within the given stipulated time frame. • Click on the Submit button when you have completed. • Votes cannot be changed once it is submitted.
6.	End of remote participation	Upon the announcement by the Chairman on the closure of the AGM, the live session will end.

Revocation of Proxy

Please note that if a Shareholder has submitted his/her Form of Proxy prior to the AGM and subsequently decides to personally attend and participate in the AGM via RPV, the Shareholder must contact Boardroom.com Sdn. Bhd. to revoke the appointment of his/her proxy no later than 10:00 a.m. on 26 September 2021.

Poll Voting

The voting at the AGM will be conducted by poll. The Company has appointed Boardroom.com Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic means and the Chairman of Company will declare the poll results whether the resolution is duly passed or otherwise.

The results of the voting for all resolutions will be announced at the AGM and on Bursa Malaysia's website at www.bursamalaysia.com.

No Recording or Photography

Strictly NO recording or photography of the proceedings of the AGM is allowed.

No Breakfast/Lunch Packs, Door Gifts or Food Vouchers

There will be no distribution of breakfast / lunch packs, door gifts or food vouchers.

Enquiry

If you have any enquiry prior to the meeting, please contact the following officers during office hours (from 9.00 a.m. to 5.30 p.m. (Monday to Friday)):

For Registration, logging in and system related:

MLABS Research Sdn. Bhd.

Name: Mr. Bryan / Mr. Hong

Telephone No: +603 7688 1013

Email: ygm@mlabs.com

For Proxy matters:

Boardroom.com Sdn. Bhd.

Name: Ms Jennie Wong / Mr. Rikki Tan

Telephone No: +603 7890 0638

Email: admin.registrar@boardroom.com.my

GPP Resources Berhad

Name: Mr Ma Lik Heng

Telephone No: +6 016 7979276

Email: likheng@gppresources.com