

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-First (21st) Annual General Meeting (“AGM”) of **SKP RESOURCES BHD** (“the Company”) will be held on a **fully virtual basis** vide the Online Meeting Platform hosted on Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. on Wednesday, 29 September 2021 at 3:00 p.m. or at any adjournment thereof for the following purposes:-

Day, Date and Time : **Wednesday, 29 September 2021 at 3:00 p.m.**

Meeting Platform/Venue : Securities Services e-Portal at <https://sshsb.net.my/> provided by SS E Solutions Sdn. Bhd. at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan

Meeting Title : **SKP RESOURCES BHD’S FULLY VIRTUAL AGM**

Mode of Communication : **Prior to the AGM:-**

- (1) Submit questions to the Board prior to the AGM by writing/ emailing to secretarial@skpres.com, **no later than Monday, 27 September 2021 at 3:00 p.m.**

During the AGM:-

Primary Mode of Communication

- (2) Pose questions to the Board vide real-time submission of typed texts at <https://sshsb.net.my/> during the live streaming of the AGM.

Alternative Mode of Communication

- (3) In the event of any technical glitch affecting the Primary Mode of Communication, Members and/or proxies may email their questions to eservices@sshsb.com.my during the Meeting. Dedicated personnel will be monitoring this email address and forward your enquiries to the Chairman of the AGM accordingly.

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2021 together with the Reports of the Directors and Auditors thereon.

***Please refer to
Explanatory Notes***

2. To re-elect Mr. Koh Chin Koon, a Director of the Company, who retires by rotation in accordance with Clause 119 of the Company’s Constitution and being eligible, has offered himself for re-election.

Ordinary Resolution 1

3. To re-elect the following Directors who retire in accordance with Clause 118 of the Company’s Constitution and being eligible, have offered themselves for re-election:-

- (a) Ms. Anita Chew Cheng Im; and
- (b) Mr. Goh Kah Im

**Ordinary Resolution 2
Ordinary Resolution 3**

4. To approve the payment of Directors’ fees of RM184,356/- for the financial year ended 31 March 2021.

Ordinary Resolution 4

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| 5. To approve the payment of Directors' fees of RM457,500/- for the period from 1 April 2021 to 30 September 2022, to be payable on a quarterly basis in arrears. | Ordinary Resolution 5 |
| 6. To re-appoint Ernst & Young PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Board of Directors of the Company to fix their remuneration. | Ordinary Resolution 6 |

SPECIAL BUSINESS

To consider and if thought fit, with or without modification to pass the following resolutions:-

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| 7. RETENTION OF MR. KOH SONG HENG AS AN INDEPENDENT DIRECTOR OF THE COMPANY | Ordinary Resolution 7 |
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"THAT Mr. Koh Song Heng 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 retained as an Independent Non-Executive Director in accordance with the Malaysian Code on Corporate Governance."

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| 8. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 | Ordinary Resolution 8 |
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"THAT 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 be 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 AGM of the Company."

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| 9. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY") | Ordinary Resolution 9 |
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"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:-

- (i) 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 quoted on Bursa Securities as at the point of purchase; and

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- (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 manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) 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 pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force.

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

- (a) 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
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) 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."

- 10. To transact any other business of which due notice shall have been given in accordance with the Act.

By Order of the Board

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

Kuala Lumpur
30 August 2021

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Notes:

- (a) As a precautionary measure amid the outbreak of Coronavirus Disease (“COVID-19”) pandemic, the Company shall conduct the AGM fully virtual via the Remote Participation and Voting (“RPV”) facilities provided by SS E Solutions Sdn Bhd via its Securities Services e-Portal at <https://sshsb.net.my/>.

According to the Guidance Note and Frequently Asked Questions (“FAQs”) on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 16 July 2021 (“Guidance Note and FAQs”), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Act provided that the online platform is registered with MyNIC Berhad or hosted in Malaysia.

Shareholders WILL NOT BE ALLOWED to attend the AGM in person at the Meeting Venue on the day of the Meeting.

By utilising the RPV facilities at Securities Services e-Portal (prior registration as a User is required), shareholders are to remotely participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the AGM. Please refer to the Administrative Guide for procedures to utilise the RPV facilities and take note of Notes (b) to (h) below in order to participate remotely via RPV facilities.

- (b) In respect of deposited securities, only members whose names appear in the Record of Depositors on **22 September 2021** (“General Meeting Record of Depositors”) shall be eligible to participate, speak and vote at the Meeting.
- (c) A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend 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.
- (d) 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 participate, speak and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

As guided by the Securities Commission Malaysia’s Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 21st AGM via real time submission of typed texts through a text box within Securities Services e-Portal’s platform during the live streaming of the 21st AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the 21st AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the Meeting.

- (e) 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.
- (f) 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.
- (g) A member who has appointed a proxy or attorney or authorised representative to participate, speak and vote at the AGM via RPV facilities must request his/her proxy to register himself/herself for RPV facilities at Securities Services e-Portal at <https://sshsb.net.my/>. **Please refer to the Administrative Guide for procedures to utilise the RPV facilities.**
- (h) **Publication of Notice of AGM and Proxy Form on corporate website**

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of SKP Resources Bhd at <https://www.skpres.com/AR.html>

- (i) **Submission of Proxy Form in either hard copy form or electronic form**

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company’s Poll Administrator, namely, SS E Solutions Sdn Bhd, either at the designated office as stated below or vide Securities Services e-Portal, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. on or before Monday, 27 September 2021 at 3:00 p.m.):-

Mode of Submission

Hard copy

Designated Address

SS E Solutions Sdn Bhd
Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights,
50490 Kuala Lumpur, Wilayah Persekutuan
Fax: 03-2094 9940 and/or 03-2095 0292
Email: eservices@sshsb.com.my

Electronic appointment

Securities Services e-Portal
Weblink: <https://sshsb.net.my/>

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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 voting.

Ordinary Resolutions 4 and 5 – Directors' Fees

This proposed ordinary resolutions are in accordance with Clause 132 of the Company's Constitution. These resolutions, if passed, will authorise the payment of Directors' fees to Directors of the Company for their services as Directors for the following periods as below:

- (a) Ordinary Resolution 4 on payment of Directors' fees in respect of the preceding financial year 2021; and
- (b) Ordinary Resolution 5 on payment of Directors' fees for the period from 1 April 2021 to 30 September 2022, i.e. until the next AGM in 2022 and to be payable on a quarterly basis in arrears. This Ordinary Resolution 5 is to facilitate payment of Directors' fees on current financial year basis.

Ordinary Resolution 6 - Re-appointment of Auditors

The Audit Committee ("AC") have assessed the suitability and independence of the External Auditors and recommended the re-appointment of Ernst & Young PLT as External Auditors of the Company for the financial year ending 31 March 2022. The Board has in turn reviewed the recommendation of the AC and recommended the same to be tabled to the shareholders for approval at the forthcoming 21st AGM of the Company.

Ordinary Resolution 7 – 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 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. 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: -

- (i) He has 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 his willingness to continue in office as an Independent Non-Executive Director of the Company;
- (ii) 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; and
- (iii) 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.

Ordinary Resolution 8 – Authority to Issue Shares Pursuant to the Act

This proposed Ordinary Resolution 8, 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 AGM 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 Twentieth AGM held on 25 September 2020 ("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.

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Ordinary Resolution 9 – 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 30 August 2021 for further information.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the 21st 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.