



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 15th Annual General Meeting ("AGM") of the Company will be held as a fully virtual general meeting at broadcast venue at the Conference Room, P.T. 1, Lot 57A, Lorong Perusahaan 5, Kulim Industrial Estate, 09000 Kulim, Kedah on Wednesday, 24 June 2020 at 11.00 a.m. for the following purposes:

ORDINARY BUSINESS:

1. To receive the Audited Financial Statements for the year ended 31 December 2019 and Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire pursuant to Article 88 of the Company's Constitution:
 - (a) Mr. Khaw Seang Chuan (Resolution 1)
 - (b) Mr. Leow Chan Khiang (Resolution 2)
 - (c) Mr. Law Cheng Lock (Resolution 3)
3. To approve the Directors' Fees of up to RM200,000 for the financial year ending 31 December 2020. (Resolution 4)
4. To approve the payment of benefits payable to the Non-Executive Directors up to an amount of RM25,000, from 25 June 2020 until the next AGM of the Company. (Resolution 5)
5. To re-appoint Messrs KPMG PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorize the Board of Directors to determine their remuneration. (Resolution 6)

SPECIAL BUSINESS:

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

6. **AUTHORITY TO ISSUE SHARES**
"THAT, subject always to the Companies Act 2016 ("the Act"), the provisions of the Constitution of the Company and approval of any relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby empowered pursuant to Section 75 and 76 of the Act, to issue and allot shares in the capital of the Company, at any time upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of the shares issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being and 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 Malaysia Securities Berhad ("Bursa Securities") and that such authority shall continue in force until the conclusion of the next AGM of the Company." (Resolution 7)
7. **PROPOSED SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**
"THAT subject always to the provisions of the Act, the Constitution of the Company and Bursa Securities' Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into the category of recurrent related party transactions of a revenue or trading nature as set out in Paragraph 2.3 of the Circular to Shareholders dated 27 May 2020 with the specific related parties mentioned therein ("the Mandate"), which are necessary for SLP Group's day-to-day operations on an arm's length basis and on normal commercial terms and on terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.
AND THAT such approval conferred by the shareholders' mandate shall continue to be in force until:
(a) the conclusion of the next AGM of the Company following this AGM, at which the Mandate was passed, at which time it will lapse, unless by a resolution passed at that meeting whereby the authority is renewed;
(b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.
AND FURTHER THAT the Directors of the Company and/or any of them be and are/is hereby authorised to complete and do all such acts and things including executing such documents as may be considered necessary or expedient to give effect to the RRPT contemplated and/or authorized by this resolution." (Resolution 8)
8. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"To retain the Madam Mary Geraldine Phipps, who has served for more than nine (9) years as Independent Non-Executive Director of the Company, pursuant to Practice 4.2 of Malaysian Code on Corporate Governance ("the Code")." (Resolution 9)
9. **CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
"To retain the Mr. Chan Wah Chong, who has served for more than nine (9) years as Independent Non-Executive Director of the Company, pursuant to Practice 4.2 of the Code." (Resolution 10)
10. To transact any other ordinary business for which due notice has been given in accordance with the Articles of Association of the Company and the Act.

NOTICE IS HEREBY GIVEN that for purpose of determining a member who shall be entitled to attend this 15th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 18 June 2020. Only a depositor whose name appears on the Record of Depositors as at 18 June 2020 shall be entitled to the said meeting or appoint proxies to attend and/or vote on his/her behalf.

By Order of the Board

Ch'ng Lay Hoon (SSM PC No. 201918000494) (MAICSA 0818580)
Company Secretary

Penang
27 May 2020

NOTES:

Appointment of Proxy

A member entitled to attend, speak and vote at this Meeting may appoint more than one (1) Proxy, who need not be a member, to attend, speak and vote in his stead. 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.

If the appointer is a corporation, the Proxy Form must be executed under its Common Seal or under the hand of its officer or attorney duly authorised. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 authorized nominee may appoint in respect of each omnibus account it holds.

To be valid, the duly completed Proxy Form must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof. Should you desire your Proxy to vote on the Resolutions set out in the Notice of Meeting, please indicate with an "X" in the appropriate space. If no specific direction as to voting is given, the Proxy will vote or abstain at his discretion.

Explanatory Notes On Special Business

Resolution 7

The proposed resolution is in relation to authority to allot shares pursuant to Section 75 and 76 of the Act, and if passed, will give a renewed mandate to the Directors of the Company, from the date of above AGM, authority to issue and allot shares in the Company up to and not exceeding in total ten percentum (10%) of the issued share capital of the Company for the time being, for such purposes as the Directors consider would be in the interest of the Company ("General Mandate"). This General Mandate, unless revoked or varied at a general meeting of the Company, will expire at the conclusion of the next AGM of the Company or the period within which the next AGM of the Company is required by law to be held whichever is the earlier.

Should the need arise to issue new shares the General Mandate would avoid any delay and costs in convening a general meeting of the Company to specifically approve such issue of share. If there should be a decision to issue new shares after the General Mandate is obtained, the Company would make an announcement in respect of the purpose and utilization of the proceeds arising from such issue.

Resolution 8

The proposed resolution, if passed, will enable SLP's Group to enter into recurrent related party transactions of a revenue or trading nature with related parties in accordance with paragraph 10.09 of Bursa Securities' Main Market Listing Requirements. The mandate, unless revoked or varied by the Company in general meeting, will expire at the next AGM of the Company.

Detailed information of the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 27 May 2020 which is despatched together with the Notice of the 15th AGM of the Company.

Resolution 9 & 10

The Board of Directors via the Nominating Committee assessed the independence of Madam Mary Geraldine Phipps and Mr. Chan Wah Chong, who have served on the Board as Independent Non-Executive Directors of the Company for a cumulative of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Madam Mary Geraldine Phipps and Mr. Chan Wah Chong, based on the following justifications:

- (a) They have met the criteria on the independence guidelines set out in Chapter 1 of the Main Market Listing Requirements of Bursa Securities and therefore able to give independent opinion to the Board;
- (b) Being directors for more than nine (9) years has enabled them to contribute positively during deliberations/discussions at meetings as they are familiar with the operations of the Company and possess tremendous knowledge of the Company's operations;
- (c) They have the caliber, qualifications, experiences and personal qualities to challenge management in an effective and constructive manner; and
- (d) They have contributed sufficient time and exercised due care during their tenure as Independent Non-Executive Directors and carried out their fiduciary duties in the interest of the Company and minority shareholders.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

[Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Securities Malaysia Berhad]

- 1) Save for re-election of the retiring Directors, there were no directors standing for election at the 15th AGM.
- 2) The proposed Ordinary Resolution 7 for the general mandate for issue of securities is a renewal mandate. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors of the Company at last AGM held on 31 May 2019.

ADMINISTRATIVE DETAILS FOR THE FIFTEENTH ANNUAL GENERAL MEETING (“15th AGM”) OF SLP RESOURCES BERHAD 200401025355 (663862-H) (“Company”)

Date	Wednesday, 24 June 2020
Time	11.00 a.m.
Broadcast venue	The Conference Room PT 1, Lot 57A, Lorong Perusahaan 5, Kulim Industrial Estate, 09000 Kulim, Kedah

In light of the Covid-19 pandemic and the ensuing enforcement of a Movement Control Order followed by a Conditional Movement Control Order (“CMCO”) together with the *Guidance and FAQs on the Conduct of General Meetings for Listed Issuers* (“Guidance Note”) issued by the Securities Commission (“SC”) on 18 April 2020 and revised on 14 May 2020, wherein a listed issuer shall only conduct fully virtual general meetings during CMCO, as it involves a gathering of individuals at 1 or more physical meeting venue(s). SC also encourages listed issuers to continue leveraging technology to conduct their general meetings beyond the CMCO.

In this respect, the Company is taking every necessary precaution to protect the safety of people under its care.

In view of the above extraordinary circumstances, our 15th AGM and voting for all resolutions **shall be conducted electronically in its entirety, i.e. live via the Remote Participation and Voting (RPV) facility.**

The Venue is strictly for the purpose of complying with Section 327 (2) of the Companies Act, 2016 (“CA 2016”) which stipulates that the Chairman shall be at the main venue of the 15th AGM. We strongly encourage you to use the RPV facility to participate in the AGM as a way for us to jointly share the responsibility to minimise the risk of Covid-19 infections. Hence, **NO SHAREHOLDERS from the public will be physically present at the Venue on the day of the 15th AGM.**

We strongly encourage our shareholders of record at the close of business on 22 June 2020 and holders of proxy(ies) for those shareholders to participate in the virtual meeting and vote remotely at this AGM using RPV provided by Agmo Studio Sdn. Bhd. (“AGMO”) via its **Vote2U Online** website as link below:

https://web.vote2u.app

Please follow the Procedure to Participate in RPV as below:

PROCEDURES TO PARTICIPATE IN RPV

Shareholders/proxies/corporate representatives/attorneys who wish to participate in the AGM remotely using the RPV are to follow the requirements and procedures as summarised below:

PRE-REGISTRATION PRIOR TO AGM DAY		
	Description	Procedure
INDIVIDUAL SHAREHOLDER		
(a)	Shareholder to register with Vote2U Online	<ul style="list-style-type: none"> • Access the website at https://web.vote2u.app using your computer or smartphone. • Click/Tap “<i>Sign Up</i>”.

		<ul style="list-style-type: none"> • Read the Privacy Policy and Terms & Conditions and indicate your acceptance of the Privacy Policy and Terms & Conditions on a small box ☐. Then click/tap “Next”. • Fill-in your details (note: create your own password). Then click/tap “Continue”. • Upload your identification card (MyKad). • Login as user completed. <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p>
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REGISTER A PROXY		
	Description	Procedure
INDIVIDUAL SHAREHOLDER		
(a)	Electronic lodgment of Form of Proxy (e-Proxy)	<ul style="list-style-type: none"> • Registration of Proxy is open from Wednesday, 27 May 2020 up to 11.00 a.m. on Monday, 24 June 2020. • Individual shareholder to log in with your email and password. • Click/Tap on the General Meeting event to participate. • Scroll down and click/tap “Register a Proxy”. • Read the Declarations and indicate your acceptance of the Declarations on a small box ☐. Then click/tap “Next”. • Select the Central Depository System (“CDS”) account number • Click/Tap “Appoint Proxy”. • Fill-in the details of your Proxy(ies). • Indicate your voting instruction should you prefer to do so. • After you have completed the above procedures, the system will send an e-mail to the registered Proxy(ies) email address. <p><u>Note:</u> You need to register as a shareholder before you register and submit the e-Proxy form.</p>
CORPORATE SHAREHOLDER		
(b)	Corporate Shareholder to submit Form of Proxy	<ul style="list-style-type: none"> • Fill-in details on the hardcopy Form of Proxy and provide the following information: <ul style="list-style-type: none"> ○ MyKad/Passport number of the Corporate Representative ○ Email address of the Corporate Representative • Submit the hardcopy Form of Proxy to the address provided (refers to Notice of Meeting) with the following information: <ul style="list-style-type: none"> ○ A copy of the Certificate of Appointment of Corporate Representative. ○ A copy of the Corporate Representative MyKad (front & back). <p><u>Note:</u> After verification, an email notification will be sent to the Proxy (Corporate Representative) with a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p>

NOMINEE COMPANY		
(c)	Nominee Company to submit Form of Proxy	<ul style="list-style-type: none"> • Fill-in details on the hardcopy Form of Proxy and provide the following information: <ul style="list-style-type: none"> ○ MyKad/Passport number of the Beneficial Owner ○ Email address of the Beneficial Owner • Submit the hardcopy Form of Proxy to the address provided (refers to Notice of Meeting) with the following information: <ul style="list-style-type: none"> ○ A copy of the Beneficial Owner MyKad (front & back). <p><u>Note:</u> After verification, an email notification will be sent to the Proxy (Beneficial Owner) with a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p>

PARTICIPATION AT THE AGM		
	Description	Procedures
INDIVIDUAL SHAREHOLDERS & PROXIES		
(a)	Login to Vote2U Online	<ul style="list-style-type: none"> • Login with your email and password for remote participation at the AGM, 30 minutes before the commencement of the AGM on Wednesday, 24 June 2020 at 11.00 a.m.
(b)	Participate through Live Streaming	<ul style="list-style-type: none"> • Select the General Meeting to participate. • Confirm the RPV participant's details. • Click on the "Watch Live" button to view the Live Streaming. <p>That the quality of the Live Streaming will be dependent on the bandwidth and stability of the internet connection at the location of the RPV participants.</p>
(c)	Online Remote Voting	<ul style="list-style-type: none"> • Select the General Meeting to participate. • Select the CDS account. • Please note that if you have more than one CDS Account, you are required to select one CDS account at a time for voting. • Select the vote for the resolutions that are tabled for voting. • Confirm and submit your votes. • Voting session will commence from 10.30 a.m on 24 June 2020 until the Chairperson/Company Secretary announces the completion of the voting session of the AGM.
(d)	Ask Question	<ul style="list-style-type: none"> • Click on the "Ask Question" button to post question(s) to the Board. • Type in your question and "Submit". • The Chairperson/ Board will endeavor to respond to questions submitted by remote participants during the AGM. Should there be a time constraint, the responses will be emailed to you within 7 days from the conclusion of the AGM. <p><u>Note:</u> There shall not be two-way communication available at the meeting.</p>
(e)	End of RPV	<ul style="list-style-type: none"> • Upon the announcement by the Chairperson on the closure of the AGM, the Live Streaming will end.

ADDITIONAL INFORMATION

Shareholders could post questions to the Board via real time submission of typed texts by clicking “***Ask Question***” button during the whole duration of the AGM.

Shareholders who appoint Proxy(ies) via e-Proxy form (done in Vote2U Online website) and/or hardcopy Form of Proxy to participate the virtual AGM must ensure that the e-Proxy form and Form of Proxy are submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid. The e-Proxy form and Form of Proxy must reach no later than Monday, 22 June 2020 at 11.00 a.m.

This virtual AGM will facilitate and enable all shareholders to participate fully in the proceedings without physically present at the venue. If shareholders who are not able to participate in this virtual AGM may appoint Proxy(ies) *or* the Chairman of the meeting as his/her proxy through Vote2U Online website or through Form of Proxy.

Note to the RPV participants:

1. The quality of the Live Streaming is dependent on the bandwidth and stability of the internet connection at the location of the user and the computer
2. In the event the user encounters issues with the log in, steps to connect to Live Streaming and online voting, the user can email to vote2u@agmostudio.com for assistance.



PROXY FORM



SLP RESOURCES BERHAD
(Registration No. 200401025355 (663862 - H))
(Incorporated in Malaysia)

CDS ACCOUNT NO.	NO. OF SHARES HELD

I/We, _____
(Full name of a member in BLOCK LETTERS as per Identity Card("MYKAD")/Passport/Certificate of Incorporation)

MYKAD/PassportNo./CompanyNo. _____ of _____

(Address in full)

telephone no. _____, being a member of SLP RESOURCES BERHAD ("the Company") hereby appoint _____

(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

And/or failing him _____
(Full name of proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD/Passport No. _____ of _____

(Address in full)

or failing the abovenamed proxies, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Fifteenth Annual General Meeting of the Company, to be held at broadcast venue at **the Conference Room, P.T. 1, Lot 57A, Lorong Perusahaan 5, Kulim Industrial Estate, 09000 Kulim, Kedah on Wednesday, 24 June 2020 at 11.00 a.m.** and at any adjournment thereof. My/our proxy/proxies is to be vote as indicated below:

	Resolution	For	Against
1.	To re-elect Mr.Khaw Seang Chuan as Director		
2.	To re-elect Mr. Leow Chan Khiang as Director		
3.	To re-elect Mr. Law Cheng Lock as Director		
4.	To approve payment of Directors' fees for year ending 31 December 2020		
5.	To approve payment of benefits payable to Non-Executive Directors		
6.	To re-appoint Auditors		
7.	To empower Directors to issue and allot shares pursuant to Section 75 & 76 of the Companies Act 2016		
8.	Shareholders' Mandate on Recurrent Related Party Transactions		
9.	Continuing in Office as Independent Non-Executive Director for Madam Mary Geraldine Phipps		
10.	Continuing in Office as Independent Non-Executive Director for Mr. Chan Wah Chong		

(Please indicate with "X" in the spaces on how you wish your votes to be cast for or against the resolutions. In the absence of specific directions, your proxy will vote or abstain from voting at his discretion.)

Dated this _____ day of _____ 2020

The proportions of my/our holding to be represented by my/our proxies are as follows: -

	No. of Shares	Percentage
First Proxy		
Second Proxy		
Total		100%

Signature(s)/Common Seal of Member(s)

NOTES:

- A member entitled to attend and vote at this meeting may appoint more than one (1) proxy, who need not be a member, 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 proportion of his holdings to be represented by each proxy.
- If the appointer is a corporation, the form of proxy must be executed under its Common Seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act 1991 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 authorized nominee may appoint in respect of each Omnibus Account it holds.
- To be valid, the duly completed form of proxy must be deposited at the Company's registered office at Suite 12A, Level 12, Menara Northam, No. 55, Jalan Sultan Ahmad Shah, 10050 Georgetown Penang, not less than forty-eight (48) hours before the time stipulated for holding the meeting or adjournment thereof.
- For the purpose of determining a member who shall be entitled to attend this 15th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to issue a General Meeting Record of Depositors as at 18 June 2020. Only a depositor whose name appears on the Record of Depositors as at 18 June 2020 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
- Members'/Proxies' login to the virtual meeting will be commence at 10.30am on the day of the meeting and shall remain open until the conclusion of the AGM or such times as may be determined by the Chairman of the meeting.

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STAMP HERE

THE COMPANY SECRETARY
SLP Resources Berhad
(Registration No. 200401025355 (663862 - H))
Suite 12-A, Level 12, Menara Northam
No.55, Jalan Sultan Ahmad Shah
10050 Georgetown, Penang, Malaysia

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