



# RESOURCES PRIMA GROUP LIMITED

(the "Company")  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 198602949M)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at M Hotel, Anson II Room Level 2, 81 Anson Road, Singapore 079908 on Monday, 27 July 2015 at 10.00 a.m. to transact the following business:-

### AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2015 and the Reports of the Directors and Auditors thereon. **(Resolution 1)**
- To approve the payment of Directors' fee of S\$265,000 for the financial year ending 31 March 2016, to be paid quarterly in arrears. [2015: S\$172,800] **(Resolution 2)**
- To re-elect Mr Russell Joseph Kelly, a Director of the Company retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 3)**

The key information of Mr Russell Joseph Kelly can be found in the Company's Annual Report 2015. Mr Russell Joseph Kelly will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee as well as a member of the Audit and Risk Management Committee and the Remuneration Committee. There are no relationships including immediate family relationships between Mr Russell Joseph Kelly and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers. He will be considered independent for the purpose of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules").

- To re-elect Mr Rozano Satar, a Director of the Company retiring pursuant to Article 104 of the Company's Articles of Association. **(Resolution 4)**

The key information of Mr Rozano Satar can be found in the Company's Annual Report 2015. Mr Rozano Satar will, upon re-election as a Director of the Company, remain as a member of the Audit and Risk Management Committee, the Remuneration Committee and the Nominating Committee. There are no relationships including immediate family relationships between Mr Rozano Satar and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers. He will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.

- To re-appoint Baker Tilly TFW LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

### AS SPECIAL BUSINESS

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

#### 6. AUTHORITY TO ISSUE SHARES

"That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Catalist Rules, authority be and is hereby given to the Directors of the Company at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit to:

- issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
- make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force, provided that:

(i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares), and for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) at the time this resolution is passed, after adjusting for:

- new Shares arising from the conversion or exercise of any convertible securities;
- new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time this resolution is passed, provided the options or awards were granted in compliance with the Catalist Rules; and
- any subsequent bonus issue, consolidation or subdivision of Shares;

(ii) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and

(iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier; and

- the Directors be and are hereby authorised to do any and all acts which they deem necessary and expedient in connection with paragraphs (a) and (b) above." **(Resolution 6)**

#### 7. AUTHORITY TO GRANT SHARE OPTIONS AND ISSUE SHARES UNDER THE RPG EMPLOYEE SHARE OPTION SCHEME

"1. That approval be and is hereby given for the change of name of the Company's employee share option scheme from "Sky One Holdings Limited Employee Share Option Scheme" to "RPG Employee Share Option Scheme"; and

- That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to grant share options in accordance with the provisions of the RPG Employee Share Option Scheme ("**RPG ESOS**") and to issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the share options granted under the RPG ESOS, provided always that the aggregate number of Shares to be issued pursuant to the RPG ESOS, when aggregated together with the Shares issued and/or issuable in respect of all share options granted under the RPG ESOS, and all Shares issued and/or issuable in respect of all share options or share awards granted under any other share schemes or share plans adopted by the Company for the time being, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 7)**

#### 8. AUTHORITY TO GRANT SHARE AWARDS AND ISSUE SHARES UNDER THE RPG PERFORMANCE SHARE PLAN

"1. That approval be and is hereby given for the change of name of the Company's performance share plan from "Sky One Holdings Limited Performance Share Plan" to "RPG Performance Share Plan"; and

- That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, authority be and is hereby given to the Directors of the Company to grant share awards in accordance with the provisions of the RPG Performance Share Plan ("**RPG Plan**") and to issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards granted under the RPG PSP, provided always that the aggregate number of Shares to be issued pursuant to the RPG PSP, when aggregated together with the Shares issued and/or issuable in respect of all share awards granted under the RPG PSP, and all Shares issued and/or issuable in respect of all share options or share awards granted under any other share schemes or share plans adopted by the Company for the time being, shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 8)**

### ANY OTHER BUSINESS

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

### BY ORDER OF THE BOARD

Foo Soon Soo (Ms)

Company Secretary

Date: 10 July 2015

SINGAPORE

### Explanatory Notes:-

- The ordinary resolution in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which the total number of Shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, at the time this resolution is passed, for such purposes as they consider would be in the interests of the Company.

Rule 806(2)(a) of the Catalist Rules currently provides that for the purpose of determining the aggregate number of Shares and Instruments that may be issued under this resolution, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) at the time this resolution is passed (after adjusting for new Shares arising from the conversion of convertible securities or exercise of share options or vesting of share awards outstanding or subsisting at the time this resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares).

- The ordinary resolution in item 7 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share options under the RPG ESOS and to issue Shares pursuant to the exercise of such share options in accordance with the RPG ESOS.

- The ordinary resolution in item 8 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share awards under the RPG PSP and to issue Shares pursuant to the vesting of such share awards in accordance with the RPG PSP.

### Notes:-

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member of the Company appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the appointer is a corporation, the instrument appointing the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Company's registered office at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 not later than 48 hours before the time appointed for the meeting.

### Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company and/or any adjournment thereof, a member of the Company (i) contents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request, and (iv) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

*The contact person for the Sponsor is Ms Goh Mei Xian, Deputy Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.*