

# NOTICE OF SIXTY-NINTH (69<sup>TH</sup>) ANNUAL GENERAL MEETING



**SAPURA RESOURCES BERHAD**  
[195701000235 (3136-D)]  
(Incorporated in Malaysia)

**NOTICE IS HEREBY GIVEN** that the Sixty-Ninth (“69<sup>th</sup>”) Annual General Meeting (“AGM”) of the Company will be physically held at Exhibition Hall 8A, Level 4, Kuala Lumpur Convention Centre, Kuala Lumpur City Centre, 50088 Kuala Lumpur, Malaysia on Wednesday, 15 July 2026 at 10:00 a.m., or any adjournment thereof, to transact the following business:-

## AGENDA

### AS ORDINARY BUSINESS:

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2026 together with the Directors’ and Auditors’ reports thereon. *[Please refer to Note A]*
2. To approve the payment of Directors’ fees amounting to RM544,900 for the financial year ended 31 January 2026. **Ordinary Resolution 1**  
*[Please refer to Note B]*
3. To approve the payment of Directors’ fees up to an amount of RM773,500 for the period from 1 February 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 2**  
*[Please refer to Note B]*
4. To approve the payment of Directors’ benefits payable up to an amount of RM60,000 for the period from 16 July 2026 until the conclusion of the next Annual General Meeting of the Company to be held in 2027. **Ordinary Resolution 3**  
*[Please refer to Note B]*
5. To re-elect Tan Sri Dato’ Seri Shahril bin Shamsuddin, who retires by rotation in accordance with Clause 116 of the Company’s Constitution and, being eligible, offers himself for re-election. **Ordinary Resolution 4**  
*[Please refer to Note C]*
6. To re-elect Encik Reza bin Abdul Rahim, who retires by rotation in accordance with Clause 116 of the Company’s Constitution and, being eligible, offers himself for re-election. **Ordinary Resolution 5**  
*[Please refer to Note C]*
7. To re-appoint Ernst & Young PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**  
*[Please refer to Note D]*

### AS SPECIAL BUSINESS:

8. **Authority to Allot and Issue Shares pursuant to Sections 75 and 76 of the Companies Act 2016**

“**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 Sections 75 and 76 of the Act, to allot and issue shares in the capital of the Company at any time, at such price, 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 always that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) for the time being;

**Ordinary Resolution 7**  
*[Please refer to Note E]*

**THAT** pursuant to Section 85 of the Act, read together with Clause 14 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from issuance of new shares pursuant to this Mandate.

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**AND THAT** the Directors be and are so empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares to be issued and THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by ordinary resolution of the Company at a general meeting;

**AND FURTHER THAT** the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that may be declared, made or paid before the date of allotment of such new shares."

9. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

BY ORDER OF THE BOARD

**TAI YIT CHAN (MAICSA 7009143) (SSM PC NO. 202008001023)**  
**CHIN CHOOI WEI (MAICSA 7062555) (SSM PC NO. 202308000544)**  
Company Secretaries

Selangor Darul Ehsan  
29 May 2026

## EXPLANATORY NOTES ON THE ORDINARY AND SPECIAL BUSINESS:

### A. 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 formal approval of the shareholders for the Audited Financial Statement. Hence, this Agenda item is not put forward for voting.

### B. Payment of Directors' Fees and Benefits Payable

Section 230(1) of the Companies Act 2016 provides that the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

Ordinary Resolution 1 seeks shareholders' approval for the payment of Directors' fees amounting to RM544,900 for the financial year ended 31 January 2026. The Directors' fees, upon approval, will be payable on a lump sum basis.

Ordinary Resolution 2 seeks shareholders' approval for the payment of Directors' fees up to an amount of RM773,500 for the period from 1 February 2026 until the conclusion of the next AGM of the Company to be held in 2027. The Directors' fees, upon approval, will be paid on a monthly basis.

The proposed Directors' fees structure is as follows:

Annual Directors' Fees	Chairman	Senior Independent Director	Members
Board of Directors ("Board")	RM118,000	RM66,000	RM59,000
Board Audit and Risk Committee ("BARC")	RM30,000	-	RM24,000
Board Nomination and Remuneration Committee ("BNRC")	RM20,000	-	RM14,000

Under Ordinary Resolution 3, the proposed Directors' benefits payable comprised of meeting allowance and other benefits.

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The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board and Board Committee meetings from 16 July 2026, being the day after the 69<sup>th</sup> AGM, until the next AGM and other benefits.

If the proposed Directors' benefits payable during the above period exceeds the estimated amount sought at the 69<sup>th</sup> AGM, approval will be sought at the next AGM for additional Directors' benefits payable to meet the shortfall, before the payment is made.

## C. Re-election of Directors

The performance and effectiveness of each Director standing for re-election have been evaluated through the Board's annual assessment process. The BNRC has also conducted an assessment on the fitness and properness of the retiring Directors, including the review of their fit and proper assessment declarations in accordance with the Directors' Fit and Proper Policy of the Company.

Based on these evaluations, the BNRC and the Board are satisfied with the performance, effectiveness and fitness of Tan Sri Dato' Seri Shahril bin Shamsuddin and Encik Reza bin Abdul Rahim, both of whom are retiring as Directors, and being eligible, have offered themselves for re-election at the 69<sup>th</sup> AGM.

The profiles of the Directors standing for re-election are set out in the Directors' Profiles section of the 2026 Annual Report.

## D. Re-appointment of Auditors

The BARC had assessed the suitability, objectivity, 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 January 2027. The Board, having reviewed the BARC's recommendation, concurred with the proposal and endorsed the re-appointment to be tabled for shareholders' approval at the forthcoming 69<sup>th</sup> Annual General Meeting of the Company under Ordinary Resolution 6.

## E. Authority to Allot and Issue Shares Pursuant to Sections 75 and 76 of the Act

This is the renewal of the mandate obtained from the members at the last AGM held on 26 June 2025 ("**the Previous Mandate**"). The Previous Mandate was not utilised and accordingly, no proceeds were raised.

The Company wishes to obtain the mandate on the authority to issue shares of not more than 10% of the total issued shares capital for the time being pursuant to the Act at the forthcoming 69<sup>th</sup> AGM of the Company (hereinafter referred to as the "**General Mandate**").

The proposed General Mandate seeks to provide the Directors of the Company with the authority and flexibility to issue and allot new shares in the Company at any time, to such persons and upon such terms and conditions as the Directors may, in their absolute discretion, deem fit, without the need to convene a general meeting for shareholders' approval. This would allow the Company to respond promptly to business opportunities and market conditions, thereby reducing administrative time and costs associated with convening additional general meetings.

The General Mandate, if approved, may be utilised for fundraising activities, including but not limited to further placements of shares to finance current and/or future projects, working capital requirements, potential acquisitions, investments, or for the issuance of shares as consideration for asset purchases or such other purposes as the Directors may consider to be in the best interests of the Company.

This authority, unless revoked or varied by the Company at a general meeting, shall remain in force until the conclusion of the next Annual General Meeting.

## NOTES:

1. This is a physical AGM. Shareholders and/or proxies are invited to attend **in-person** only.
2. In respect of deposited securities, only members whose names appear on the Record of Depositors as at **8 July 2026** (General Meeting Record of Depositors) shall be entitled to participate, speak and vote at this Meeting.
3. A member of the Company who is entitled to participate and vote at the meeting, shall be entitled to appoint more than one (1) proxy to participate, speak and vote in his stead. Where a member appoints more than one (1) proxy in relation to a meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

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4. A proxy may but need not 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 and vote at the meeting shall have the same rights as the member to participate, speak and vote at the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the member or of his attorney duly authorised in writing or, if the member is a corporation, shall either be executed under the corporation's common seal or under the hand of an officer or attorney duly authorised.
6. Where a member of the Company is an Exempt Authorised Nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
7. Publication of Notice of 69<sup>th</sup> AGM on corporate website

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the proxy form and Administrative Guide, are available at the corporate website of the Company at <http://www.sapura-resources.com>.

## 8. Appointment of Proxy(ies)

The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a duly notarised certified copy of that power or authority, shall be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. of 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e., not later than 13 July 2026 at 10:00 a.m. or adjournment thereof.

9. Alternatively, the proxy form can be deposited electronically through the Share Registrar's website, Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com> to login and deposit your proxy form electronically not less than forty-eight (48) hours before the time appointed for holding the meeting or adjournment thereof.

The lodging of the Proxy Form does not preclude any shareholder from participating and voting at the meeting should any shareholder subsequently wish to do so, provided that a Notice of Termination of Authority to act as Proxy is given to the Company and deposited at the office of Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than twenty-four (24) hours before the time stipulated for holding the meeting or any adjournment thereof.

All resolutions set out in the Notice of the Meeting are to be voted by poll voting as per paragraph 8.29A(1) of the MMLR of Bursa Securities via the RPV facilities.

## 10. Corporate Representatives

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the 69<sup>th</sup> AGM pursuant to Section 333 of the Act. For this purpose and pursuant to Section 333(5) of the Act, the corporate member shall be provided a certificate under its common seal as prima facie evidence of the appointment of the corporate representative.

### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, 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.