

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sapura Resources Berhad ("SRB") will be held at Multi-Purpose Hall, Ground Floor, Sapura@Mines, No. 7 Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 19 June 2014 at 12.00 noon or immediately following the conclusion or adjournment (as the case may be) of the Fifty-Seventh (57th) Annual General Meeting of SRB, which will be held at the same venue and on the same day at 11.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 50% EQUITY INTEREST IN IMPIAN BEBAS SDN BHD ("IMPIAN BEBAS") BY SRB FROM KLCC (HOLDINGS) SDN BHD ("KLCC") FOR A CASH CONSIDERATION OF RM108,507,960 PURSUANT TO THE JOINT VENTURE AGREEMENT DATED 19 JULY 2011 ("JVA") AND THE SUPPLEMENTAL JOINT VENTURE AGREEMENT DATED 31 DECEMBER 2013 ("SUPPLEMENTAL JVA") ENTERED INTO BETWEEN SRB AND KLCC ("PROPOSED ACQUISITION")

"THAT subject to the passing of Ordinary Resolution 2, approval be and is hereby given to SRB for the acquisition of 50% equity interest in Impian Bebas by SRB from KLCC for a cash consideration of RM108,507,960 upon the terms and conditions set out in the JVA and the Supplemental JVA entered into between SRB and KLCC;

AND THAT the Board of Directors of SRB ("Board") be and is hereby authorised to give effect to the Proposed Acquisition with full power to assent to any modifications, revaluations, variations, arrangements, conditions and/or amendments in relation to the Proposed Acquisition as it may deem fit in the best interest of SRB and/or as may be required and/or imposed by the relevant authorities;

AND FURTHER THAT the Board be and is hereby authorised to take all steps as it may deem fit and expedient in order to implement, finalise, complete and do all acts, deeds and things as the Directors may deem fit or expedient in the best interest of SRB (including to execute, sign and deliver on behalf of SRB all such documents as may be necessary) so as to give full effect to the Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED DIVERSIFICATION INTO PROPERTY DEVELOPMENT CONSEQUENTIAL TO THE PROPOSED JOINT VENTURE ("PROPOSED DIVERSIFICATION")

"THAT subject to the passing of Ordinary Resolution 1, approval be and is given to SRB for the proposed diversification of the business of SRB into property development;

AND THAT the Board be and is hereby authorised to do all such acts, deeds and things as are necessary to give full effect to the Proposed Diversification with full power to assent to any conditions, modifications, variations and/or amendments as may be required or imposed by the relevant authorities."

BY ORDER OF THE BOARD**HAJAR BINTI SHEIKH ALI (MAICSA 7017229)****TAI YIT CHAN (MAICSA 7009143)**

Company Secretaries

Selangor Darul Ehsan

4 June 2014

Notes:

- (i) Only a depositor whose name appears on the Record of Depositors as at 12 June 2014 shall be entitled to attend and vote at the meeting or appoint proxy(ies) to attend and vote in his stead.
- (ii) A member of SRB who is entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of SRB and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly appointed under a Power of Attorney or if such appointer is a corporation, either under its Common Seal or under the hand of an officer or an attorney duly appointed under a Power of Attorney.
- (iii) (a) Where a Member is an Authorised Nominee as defined under 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 SRB standing to the credit of the said securities account.
(b) Where a Member is an Exempt Authorised Nominee which holds ordinary shares in SRB 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 appointment of two (2) or more proxies in respect of any particular Omnibus Account shall be invalid unless the Exempt Authorised Nominee specifies the proportion of its shareholding to be represented by each proxy.
- (iv) Where a member appoints two (2) proxies to attend and vote in the same meeting, the appointment shall be invalid unless the Member specifies the proportion of his holdings to be represented by each proxy.
- (v) The instrument appointing the proxy must be deposited at SRB's Share Registrar, Symphony Share Registrars Sdn. Bhd., Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.