

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM”) of Sapura Resources Berhad (“SRB” or “Company”) 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 Wednesday, 15 June 2016 at 11.00 a.m. or immediately following the conclusion or any adjournment (as the case may be) of the Fifty-Ninth Annual General Meeting of the Company which will be held at 10.00 a.m. on the same day and at the same venue, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

**ORDINARY RESOLUTION – PROPOSED DISPOSALS**

- I. PROPOSED DISPOSAL BY SRB OF ITS ENTIRE 49% EQUITY INTEREST IN APIIT SDN BHD (“APIIT”) TO ILMU EDUCATION GROUP SDN BHD (“ILMU”) AFTER THE PROPOSED REORGANISATION (AS DEFINED BELOW) FOR A TOTAL CASH CONSIDERATION OF RM58,000,000;**
- II. PROPOSED DISPOSAL BY SRB OF ITS ENTIRE 49% EQUITY INTEREST IN ASIA PACIFIC UNIVERSITY SDN BHD (“APU”) TO ILMU FOR A TOTAL CASH CONSIDERATION OF RM161,988,000; AND**
- III. PROPOSED DISPOSAL BY SRB OF ITS ENTIRE 37.61% INTEREST IN ASIA PACIFIC INSTITUTE OF INFORMATION TECHNOLOGY LANKA (PVT) LIMITED (“APIIT LANKA”) TO ILMU FOR A TOTAL CASH CONSIDERATION OF RM27,000,000.**

**(COLLECTIVELY REFERRED TO AS THE “PROPOSED DISPOSALS”)**

“THAT, subject to the approvals of all relevant regulatory authorities being obtained, where required, and the conditions precedent in the conditional share sale agreement (“SSA”) entered into between SRB and ILMU dated 16 March 2016 being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to do the following:

- (a) the proposed disposal by SRB of its entire 49% equity interest in APIIT to ILMU after the Proposed Reorganisation for a total cash consideration of RM58,000,000, and the Proposed Reorganisation which involves (i) the disposal by APIIT of its entire 100% equity interest in Asia Pacific Schools Sdn Bhd to ILMU for a total consideration of RM138,800,000, (ii) the subsequent declaration of dividends of RM70,788,000 and RM68,012,000 to ILMU and SRB respectively, and (iii) APIIT’s undertaking of a bonus issue of 2,500,000 new ordinary shares in APIIT to ILMU and SRB (“**Proposed Reorganisation**”), (“**Proposed Disposal of APIIT**”);
- (b) the proposed disposal by SRB of its entire 49% equity interest in APU to ILMU for a total cash consideration of RM161,988,000 (“**Proposed Disposal of APU**”); and
- (c) the proposed disposal by SRB of its entire 37.61% interest in APIIT Lanka to ILMU for a total cash consideration of RM27,000,000 (“**Proposed Disposal of APIIT Lanka**”);

(The Proposed Disposal of APIIT, Proposed Disposal of APU and Proposed Disposal of APIIT Lanka are collectively referred to as the “**Proposed Disposals**”)

**THAT** the Board of Directors of SRB (“**Board**”) or any Director of the Board be and is hereby authorised to complete and give effect to the Proposed Disposals as the Board may approve and with full power (i) to assent to any conditions, variations, modifications and/or amendments as may be, at their discretion, so required; (ii) to deal with all matters relating to the SSA thereto; (iii) to enter into all such agreements, arrangements, undertakings, indemnities, guarantees, transfers and/or assignments with any party or parties as may, at their discretion, be so required in connection with the SSA; and (iv) to take all steps and do all acts and things in any manner as the Board may deem necessary and expedient to give effect to the Proposed Disposals.

**AND THAT** all previous actions taken by the Board (or any Director of the Board) in connection with the Proposed Disposals be and are hereby approved and ratified.”

By Order of the Board

**Chua Siew Chuan (MAICSA 0777689)**

**Yau Jye Yee (MAICSA 7059233)**

Company Secretaries

Selangor Darul Ehsan

31 May 2016

**NOTES:**

1. Only a depositor whose name appears on the Record of Depositors as at 8 June 2016 shall be entitled to attend and vote at the Meeting or appoint proxy(ies) to attend and vote in his stead.
2. A member of the Company 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 the Company and the provision of Section 149(1)(b) of 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.
3. (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 the Company standing to the credit of the said securities account.  
(b) Where a Member 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. 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.
4. 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.
5. The instrument appointing the proxy must be deposited at the Company’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.

**PERSONAL DATA PRIVACY:**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 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.*