



SAPURA RESOURCES BERHAD

(Company No.: 3136-D)

(Incorporated in Malaysia)

To: All Shareholders of Sapura Resources Berhad (“**SRB**”)

Dear Sir/Madam,

RE: ADDENDUM TO THE NOTICE OF THE SIXTY-SECOND ANNUAL GENERAL MEETING (“62ND AGM”) FOR INCLUSION OF ADDITIONAL ITEM AS ORDINARY BUSINESS

Please be informed that subsequent to the dispatch of the Notice of the 62nd AGM on 21 May 2019, Mr. Andrew Heng has been appointed as an Independent Non-Executive Director of the Company with effect from 3 June 2019.

Hence, Mr. Andrew Heng is subject to retirement and eligible to seek for re-election as a Director of the Company at the forthcoming 62nd AGM pursuant to Article 91 of the Articles of Association of the Company.

In connection with the above, the following additional Ordinary Resolution shall be tabled at the 62nd AGM for consideration: -

Ordinary Resolution 3

To re-elect Mr. Andrew Heng who is retiring in accordance with Article 91 of the Company’s Articles of Association.

The existing items 3 to 11 to the Notice of the 62nd AGM shall be renumbered to items 4 to 12 and the existing Ordinary Resolutions 3 to 9 shall be renumbered to Resolutions 4 to 10. The Special Resolution remains unchanged.

In this connection, please find enclosed herewith the following documents for your attention:-

- (a) Addendum to the Notice of the 62nd AGM;
- (b) Details of the new Director who was appointed subsequent to the issuance of Notice of the 62nd AGM on 21 May 2019 and the composition of the new Board of Directors and Board Audit and Risk Committee of SRB; and
- (c) Revised Proxy Form.

Yours sincerely,

For and on behalf of the Board of
SAPURA RESOURCES BERHAD

CHUA SIEW CHUAN (MAICSA 0777689)
YAU JYE YEE (MAICSA 7059233)
Company Secretaries

Date: 11 June 2019



SAPURA RESOURCES BERHAD

(Company No.: 3136-D)
(Incorporated in Malaysia)

ADDENDUM TO THE NOTICE OF THE SIXTY-SECOND ANNUAL GENERAL MEETING (“62ND AGM”) DATED 21 MAY 2019

Pursuant to the appointment of a new Independent Non-Executive Director of the Company subsequent to the issuance of the 62nd AGM Notice on 21 May 2019, NOTICE IS HEREBY GIVEN by way of an addendum to the 62nd AGM Notice for the inclusion of the following additional Ordinary Resolution as Ordinary Business at the 62nd AGM to be held at Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 20 June 2019 at 10:00 a.m. for consideration:-

AS ORDINARY BUSINESS

3. To re-elect Mr. Andrew Heng who is retiring in accordance with **Ordinary Resolution 3** Article 91 of the Company’s Articles of Association.

The existing items 3 to 11 to the Notice of the 62nd AGM shall be renumbered to items 4 to 12 and the existing Ordinary Resolutions 3 to 9 shall be renumbered to Ordinary Resolutions 4 to 10. The Special Resolution remains unchanged.

BY ORDER OF THE BOARD

CHUA SIEW CHUAN (MAICSA 0777689)
YAU JYE YEE (MAICSA 7059233)
Company Secretaries

Selangor Darul Ehsan
11 June 2019

(A) NOTES ON APPOINTMENT OF PROXY:

1. Only a depositor whose name appears on the Record of Depositors as at 13 June 2019 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 the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. 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. A proxy may but does not need to be a member of the Company and if not a member he need not be a qualified legal practitioner, an approved company auditor or a person approved by the Registrar.

Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend 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 the proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (*formerly known as 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 holding the Meeting or any adjournment thereof.

(B) REVISED PROXY FORM:

- (a) The Revised Proxy Form DOES NOT INVALIDATE the Proxy Form which was circulated together with the 62nd AGM Notice dated 21 May 2019 ("the Original Proxy Form").
- (b) If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, THE LATTER SHALL SUPERSEDE THE FORMER.
- (c) In the event that the Company does not receive the duly executed Revised Proxy Form within the required timeframe, THE MEMBER WHO HAS DEPOSITED THE ORIGINAL PROXY FORM AT THE COMPANY'S REGISTERED OFFICE WITHIN THE REQUIRED TIMEFRAME IS DEEMED TO HAVE APPOINTED AND AUTHORISED HIS PROXY UNDER THE ORIGINAL PROXY FORM TO VOTE OR ABSTAIN ON ADDITIONAL RESOLUTION AS THE PROXY DEEMS FIT.

(C) RE-ELECTION OF MR. ANDREW HENG

The Company had appointed Mr. Andrew Heng as an Independent Non-Executive Director of the Company with effect from 3 June 2019.

Pursuant to Article 91 of the Company's Articles of Association, the Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number is fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Mr. Andrew Heng has consented to his re-election, and abstained from deliberation as well as decision on his own eligibility to stand for re-election via a Directors' Circular Resolution.

Upon review, the Board Nomination and Remuneration Committee and Board of Directors resolved that Mr. Andrew Heng who retires pursuant to Article 91 of the Company's Articles of Association, be recommended to the shareholders for approval at the forthcoming 62nd AGM.

Personal data privacy:

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



SAPURA RESOURCES BERHAD

(Company No.: 3136-D)

(Incorporated in Malaysia)

DETAILS OF THE NEW DIRECTOR WHO IS STANDING FOR RE-ELECTION

Name	:	Andrew Heng
Age	:	44
Gender	:	Male
Nationality	:	Malaysian
Date of appointment	:	3 June 2019
Position in the Company	:	Independent Non-Executive Director
Board Committee	:	Board Audit and Risk Committee - Member
Membership(s)	:	
Qualifications	:	<ul style="list-style-type: none">• Chartered Accountant – Malaysia Institute of Accountants• Fellow of CPA Australia (FCPA) – CPA Australia• Fellow Chartered Accountant (FCA) – Chartered Accountants Australia New Zealand• Chartered Valuer and Appraiser (CVA) – Institute of Valuers and Appraisers, Singapore• Certified Internal Auditor (CIA) – Institute of Internal Auditors of Malaysia• Certified Financial Planner (CFP) – Financial Planning Association of Malaysia• ASEAN Chartered Professional Accountant (CPA) – ASEAN Chartered Professional Accountants• Insolvency Practitioners Association of Malaysia• Chartered Public Accountant (CPA) - Kampuchea Institute of Certified Public Accountants and Auditors• Admitted as Advocate & Solicitor of the High Court of Malaya• Master of Business Administration, University of Manchester• Bachelor of Commerce, The University of Western Australia• Bachelor of Law, The University of Western Australia
Occupation	:	Company Director
Experience	:	<p>Mr. Andrew is the Group Managing Partner of Baker Tilly Monteiro Heng PLT and Ferrier Hodgson MH. He has 20 years of experience in corporate restructuring, transaction advisory and corporate recovery.</p>

Mr. Andrew is a Chartered Accountant with the Malaysia Institute of Accountants, a Member of CPA Australia, a Member of the Cambodian Institute of CPAs, a Certified Financial Planner with the Financial Planning Association of Malaysia and an Associate Member of the Institute of Auditors Malaysia.

Mr. Andrew is a Lead Partner in Malaysia for Corporate Advisory and experience in Mergers and Acquisitions, Reverse Take Over and Initial Public Offerings of companies, including being Independent Valuer's/Expert Report's Role in valuation of companies and financial due diligence for application for admission and listing on the Bursa Malaysia.

He is experienced in evaluating the numerous bids of various NPLSs on offer in Malaysia for Barclays and Morgan Stanley. He has also undertaken workout proposals, debt restructuring,

due diligence reviews and investigative audits and monitoring accountant roles and is also highly sought as an expert witness on various litigation support matters.

Mr. Andrew's exposure in industry includes property development, construction, restoration of abandoned housing schemes, scrap metal recycling, hotels, underwater aquarium and aquatic business, mining, timber, plantations, retail and manufacturing.

Directorships in other listed companies	:	Nil
Interest in securities of the Company	:	Nil
Family relationship with Directors and/or major shareholders	:	Nil
Conflict of interest with the Company	:	Nil
Conviction for offense within the past 5 years other than traffic offences	:	Nil



SAPURA RESOURCES BERHAD

(Company No.: 3136-D)

(Incorporated in Malaysia)

DETAILS OF THE NEW BOARD OF DIRECTORS AND BOARD AUDIT AND RISK COMMITTEE'S COMPOSITION OF THE COMPANY

BOARD OF DIRECTORS

Name	Designation
Tan Sri Datuk Amar (Dr.) Hamid bin Bugo	Chairman/Independent Non-Executive Director
Tan Sri Dato' Seri Shahril bin Shamsuddin	Non-Independent Non-Executive Director
Dato' Shahrizan bin Shamsuddin	Managing Director
Dato' Fuziah @ Fauziah binti Dato' Ismail	Senior Independent Non-Executive Director
Dato' Muthanna bin Abdullah	Independent Non-Executive Director
Encik Ahmad Jauhari bin Yahya	Independent Non-Executive Director
Mr. Andrew Heng (<i>Appointed on 3 June 2019</i>)	Independent Non-Executive Director

BOARD AUDIT AND RISK COMMITTEE

Name	Designation
Dato' Muthanna bin Abdullah	Chairman
Dato' Fuziah @ Fauziah binti Dato' Ismail	Member
Mr. Andrew Heng (<i>Appointed on 3 June 2019</i>)	Member



Sapura Resources Berhad (3136-D)

Proxy Form

Total number of Proxy(ies) appointed		
Proportion of holdings to be represented by each proxy	Proxy 1 %	Proxy 2 %
Total of number of ordinary shares held		
CDS Account No.		

I/We _____ (NRIC/Passport/Company No.) _____
(FULL NAME IN CAPITAL LETTERS)

of _____
(FULL ADDRESS)

being a Member/Members of SAPURA RESOURCES BERHAD hereby appoint _____
(FULL NAME IN CAPITAL LETTERS)

(NRIC/Passport No.) _____ of _____
(FULL ADDRESS)

_____ and/or failing him/her, _____
(FULL NAME IN CAPITAL LETTERS)

(NRIC/Passport No.) _____ of _____
(FULL ADDRESS)

or failing him/her, the Chairman of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Sixty-Second (62nd) Annual General Meeting of the Company to be held at the Multi-Purpose Hall, Ground Floor, Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Thursday, 20 June 2019 at 10:00 a.m. or at any adjournment thereof and to vote as indicated below:

Resolution No.	Resolutions	For	Against
Ordinary Business:			
Ordinary Resolution 1	Re-election of Tan Sri Dato' Seri Shahril bin Shamsuddin		
Ordinary Resolution 2	Re-election of Dato' Muthanna bin Abdullah		
Ordinary Resolution 3	Re-election of Mr. Andrew Heng		
Ordinary Resolution 4	Re-appointment of Messrs. Ernst & Young as Auditors of the Company.		
Special Business:			
Ordinary Resolution 5	Payment of Directors' Fees of RM592,000.00		
Ordinary Resolution 6	Payment of Directors' Benefits Payable up to an amount of RM64,010.00		
Ordinary Resolution 7	Retention of Dato' Muthanna bin Abdullah as an Independent Non-Executive Director		
Ordinary Resolution 8	Retention of Tan Sri Datuk Amar (Dr.) Hamid bin Bugo as an Independent Non-Executive Director		
Ordinary Resolution 9	Retention of Dato' Fuziah @ Fauziah binti Dato' Ismail as an Independent Non-Executive Director		
Ordinary Resolution 10	Authority for Directors to Issue Shares Pursuant to Sections 75 and 76 of the Companies Act 2016		
Special Resolution	Proposed Adoption of a new Constitution of the Company		

Please indicate with an "X" in the space above how you wish your vote to be cast. If no specific direction as to voting is given, the Proxy will vote or abstain from voting at his/her discretion.

Signature / Common Seal of Shareholder

Dated this _____ day of _____ 2019

Notes:

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- (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.
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- The instrument appointing the proxy must be deposited at the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. (formerly known as 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 holding the Meeting or any adjournment thereof.

Additional Notes:

- The Revised Proxy Form **DOES NOT INVALIDATE** the Proxy Form which was circulated together with the AGM Notice dated 21 May 2019 ("the Original Proxy Form").
- If the Company receives both the Original Proxy Form and the Revised Proxy Form from a member, **THE LATTER SHALL SUPERSEDE THE FORMER.**
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Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 21 May 2019 and Addendum to the Notice of the 62nd AGM dated 11 June 2019.

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Stamp

The Share Registrar

Boardroom Share Registrars Sdn. Bhd. (378993-D)
(formerly known as Symphony Share Registrars Sdn. Bhd.)
Level 6, Symphony House
Pusat Dagangan Dana 1
Jalan PJU 1A/46
47301 Petaling Jaya
Selangor Darul Ehsan