

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 46th Annual General Meeting of the Company will be conducted virtually through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia ("Broadcast Venue") on Wednesday, 22 June 2022 at 11.00 a.m. to transact the following businesses:

AGENDA

ORDINARY BUSINESS

1. To receive the Audited Financial Statements together with the Directors' and Auditors' reports for the financial year ended 31 January 2022. Please refer to Note 2
- To consider and if thought fit, to pass the following Ordinary Resolutions:
2. (i) To re-elect Tan Sri Dato' Seri Ir. Shamsuddin bin Abdul Kadir who retires by rotation pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election. Ordinary Resolution 1
 - (ii) To re-elect Encik Md. Shah bin Hussin who retires by rotation pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election. Ordinary Resolution 2
 - (iii) To re-elect Puan Sri Datin Seri Mariam Parineh who retires by rotation pursuant to Article 110 of the Company's Constitution and being eligible, offers herself for re-election. Ordinary Resolution 3
 - (iv) To re-elect Datuk Syed Izuan bin Syed Kamarulbahrin who retires pursuant to Article 114 of the Company's Constitution and being eligible, offers himself for re-election. Ordinary Resolution 4
 3. To reappoint Messrs. Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. Ordinary Resolution 5
 4. Directors' Fees
 - (i) To approve the payment of Directors' fees amounting to RM379,610 for the Non-Executive Directors in respect of the financial year ended 31 January 2022. Ordinary Resolution 6
Please refer to Note 5
 - (ii) To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM140,000, from the date of this Annual General Meeting until the next Annual General Meeting of the Company in year 2023. Ordinary Resolution 7
Please refer to Note 5

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions:

5. Authority for Directors to issue shares under Section 75 & 76 of the Companies Act, 2016

"THAT subject 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 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 Company from time to time and 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 twenty per centum (20%) of the total number of issued shares of the Company for the time being to be utilised until 31 December 2022 as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad's letter dated 23 December 2021 to grant additional temporary relief measures to listed issuers and thereafter ten per centum (10%) of the total number of issued shares of the Company for the time being as stipulated under Paragraph 6.03(1) of the Bursa Securities Main Market Listing Requirements (hereinafter referred to as the "General Mandate");

AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;

AND FURTHER THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 8
Please refer to Note 6
6. (i) To approve the retention of Datuk Kisasi bin Rahmat as an Independent Non-Executive Director who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021 until the conclusion of the next Annual General Meeting. Ordinary Resolution 9
Please refer to Note 7
- (ii) To approve the retention of Encik Wan Ahmad Sabri bin Wan Daud as an Independent Non-Executive Director who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021 until the conclusion of the next Annual General Meeting. Ordinary Resolution 10
Please refer to Note 7

BY ORDER OF THE BOARD

LIYANA LEE BINTI ABDULLAH

(SSM Practising Certificate No. 202008001402)
(MIA 10293)

Company Secretary

Bandar Baru Bangi, Selangor Darul Ehsan

24 May 2022

NOTES:

1. IMPORTANT NOTICE

As part of the safety measures and initiatives to curb the spread of COVID-19, the 46th AGM will be conducted virtually through live streaming from the Broadcast Venue. Shareholders are to participate and vote remotely at the 46th AGM via the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") via its TIH Online website at <https://tth.online>. Please follow the procedures in the Administrative Guide on 46th Annual General Meeting and take note of Notes (3) and (4) below in order to participate remotely via RPV. The Administrative Guide can also be found at the Company's website at www.sapuraindustrial.com.my.

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting.

Shareholders WILL NOT BE ALLOWED to attend the 46th AGM in person at the Broadcast Venue on the day of the meeting.

2. Audited Financial Statements

This Agenda is meant for discussion only as under the provisions of Section 340(1)(a) of the Companies Act, 2016 and the Company's Constitution, the Audited Financial Statements need not be approved by the shareholders and hence, the matter will not be put forward for voting.

3. Proxy Forms

Only a member whose name appears in the Record of Depositors of the Company as at 15 June 2022 shall be entitled to participate and vote at this Meeting via RPV.

A member of the Company who is entitled to participate and vote at this Meeting is entitled to appoint not more than two (2) proxies to participate and vote in his stead. 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 as to the qualification of the proxy.

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.

Where a member appoints two (2) proxies to participate and vote at the same meeting, such appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.

The instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporate member, shall be either under its Common Seal or signed by its attorney or an officer of the corporation duly authorised.

The instrument appointing a proxy must be deposited with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, deposit the proxy form via TIH online at <https://tth.online>, not less than forty eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

4. Corporate Representative

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to participate and vote at this Meeting pursuant to Section 333(1) of the Companies Act, 2016. For this purpose and pursuant to Section 333(5) of the Companies Act, 2016, the corporate member shall provide a certificate as prima facie evidence of appointment of the corporate representative. The corporate member may submit the certificate to the Registrar's Office of the Company prior to the commencement of this Meeting.

5. Directors' Fees and Remuneration

Section 230(1) of the Companies Act, 2016 provides amongst others, 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. In this respect, the Board agreed that the shareholders' approval shall be sought at the 46th Annual General Meeting on the directors' remuneration in two (2) separate resolutions as below:

- Ordinary Resolution 6 on payment of Directors' fees for the financial year ended 31 January 2022 amounting RM379,610.
- Ordinary Resolution 7 on payment of Directors' remuneration (excluding Directors' fees) in respect of the period from the date of this Annual General Meeting until the next Annual General Meeting in year 2023 up to an amount of RM140,000, comprising meeting allowances, directors' and officers' liability insurance premium, medical coverage and other claimable benefits.

The Company pays Directors' fees and benefits to the Non-Executive Directors. The Executive Directors do not receive any fees and benefits as Directors but they are remunerated with salary, benefits and other emoluments by virtue of their Employment Contracts.

6. Ordinary Resolution pursuant to Section 75 & 76 of the Companies Act, 2016

The proposed Ordinary Resolution 8 is intended to renew the authority granted to the Directors of the Company at the last 45th AGM of the Company held on 21 June 2021, to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed –

- (i) twenty percent (20%) of the total number of issued shares of the Company for the time being (for issuance and allotment until 31 December 2022 as empowered by Bursa Securities pursuant to Bursa Malaysia Berhad's letter dated 23 December 2021 to grant additional temporary relief measures to listed issuers) ("20% General Mandate"); and
- (ii) ten percent (10%) of the total number of issued shares of the Company for the time being (for issuance and allotment after 31 December 2022 as stipulated under Paragraph 6.03(1) of the Bursa Securities Main Market Listing Requirements) ("10% General Mandate"). Should the 20% General Mandate and/or 10% General Mandate be exercised, it will enable the Directors to take swift action in case of a need for corporate exercises or fund-raising activities or in the event business opportunities arise which involve the issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. The proceeds raised from the corporate exercises or fund-raising activities will be utilised for funding future investment projects, working capital and/or acquisitions.

As at the date of this Notice, no new shares in the Company had been issued pursuant to the mandate granted to the Directors at the last AGM held on 21 June 2021 which will lapse at the conclusion of the forthcoming 46th AGM.

7. Proposed Retention of Independent Director

Practice 5.3 of the Malaysian Code on Corporate Governance 2021 provides that shareholders' approval be sought in the event the Company intends for an Independent Director who has served in the capacity for more than nine (9) years to continue to act as Independent Director of the Company, through a two-tier voting process.

Datuk Kisasi bin Rahmat and Encik Wan Ahmad Sabri bin Wan Daud have been the Company's Independent Directors for more than nine (9) years on a cumulative basis. The proposed Ordinary Resolutions 9 and 10, if passed, will allow both Datuk Kisasi bin Rahmat and Encik Wan Ahmad Sabri bin Wan Daud to continue acting as Independent Directors of the Company until the conclusion of the next Annual General Meeting.

Details of the Board's justification and recommendation for the retention of both Datuk Kisasi bin Rahmat and Encik Wan Ahmad Sabri bin Wan Daud as Independent Directors are set out in the Corporate Governance Overview Statement on page 56 of the Annual Report.