



**Sapura Industrial Berhad**  
Registration No.: 197401000510 (17547-W)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 49<sup>th</sup> Annual General Meeting of the Company will be held at the Melur Room, Level 3, Bangi Resort Hotel, Off Persiaran Bandar, 43650 Bandar Baru Bangi, Selangor, Malaysia on Tuesday, 24 June 2025 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 2025. ***Please refer to Note 1***
- To consider and if thought fit, to pass the following Ordinary Resolutions:
  2. To approve payment of a final single tier dividend of 4 sen per ordinary share in respect of the financial year ended 31 January 2025. ***Ordinary Resolution 1***
  3. Re-election of Directors ***Please refer to Note 5***
    - (i) 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 2***
    - (ii) To re-elect Datuk Syed Izuan bin Syed Kamarulbahrin who retires by rotation pursuant to Article 110 of the Company's Constitution and being eligible, offers himself for re-election. ***Ordinary Resolution 3***
    - (iii) To re-elect Ms. Emily Kok who retires pursuant to Article 114 of the Company's Constitution and being eligible, offers herself for re-election. ***Ordinary Resolution 4***
    - (iv) To re-elect Datuk Zainol Izzet bin Mohamed Ishak who retires pursuant to Article 114 of the Company's Constitution and being eligible, offers himself for re-election. ***Ordinary Resolution 5***
  4. To reappoint Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending 31 January 2026 and to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. ***Ordinary Resolution 6***
  5. Directors' Fees
    - (i) To approve the payment of Directors' fees amounting to RM354,877 for the Non-Executive Directors in respect of the financial year ended 31 January 2025. ***Ordinary Resolution 7***  
***Please refer to Note 4***
    - (ii) To approve the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM175,000, from the date of this Annual General Meeting until the next Annual General Meeting of the Company in year 2026. ***Ordinary Resolution 8***  
***Please refer to Note 4***

# Notice of Annual General Meeting

## **SPECIAL BUSINESS**

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

6. Authority for Directors to issue shares under Sections 75 & 76 of the Companies Act 2016

**Ordinary Resolution 9**  
**Please refer to Note 6**

"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 ten per centum (10%) of the total number of issued shares of the Company for the time being;

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."

## **NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS HEREBY GIVEN THAT** a final single tier dividend of 4 sen per ordinary share in respect of the financial year ended 31 January 2025, if approved by the shareholders at the 49<sup>th</sup> Annual General Meeting, will be payable on 30 July 2025 to Depositors registered in the Record of Depositors at the close of business on 15 July 2025.

A Depositor shall qualify for entitlement only in respect of:

- a) Shares transferred into the Depositor's Securities Account before 4.30 p.m. on 15 July 2025 in respect of ordinary transfers; and
- b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

## **BY ORDER OF THE BOARD**

**LIYANA LEE BINTI ABDULLAH**  
**(SSM Practising Certificate No. 202008001402)**  
**(MIA 10293)**  
Company Secretary

Bandar Baru Bangi, Selangor Darul Ehsan  
26 May 2025

# Notice of Annual General Meeting

## NOTES:

### 1. 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.

### 2. Proxy Forms

A member whose name appears in the Record of Depositors of the Company as at 13 June 2025 shall be entitled to participate and vote at this Meeting.

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 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., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, or alternatively, Tricor Drop-in Box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or deposit the proxy form electronically via TIIH Online at <https://tiih.online>, not less than forty-eight (48) hours before the time set for holding the Meeting or any adjournment thereof.

### 3. 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.

### 4. 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 49<sup>th</sup> Annual General Meeting on the directors' remuneration in two (2) separate resolutions as below:

- Ordinary Resolution 7 on payment of Directors' fees for the financial year ended 31 January 2025 amounting RM354,877.
- Ordinary Resolution 8 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 2026 up to an amount of RM175,000, 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 Contract.

### 5. Re-election of Directors who retire in accordance with Article 110 and 114 of the Company's Constitution

Article 110 of the Company's Constitution provides that at each annual general meeting in every subsequent year one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire from office PROVIDED ALWAYS that all Directors, shall retire from office once at least in each three (3) years but shall be eligible for re-election.

Article 114 of the Company's Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board but so that the total number of Directors does not at any time exceed the number determined in accordance with the Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

At this 49<sup>th</sup> Annual General Meeting, Puan Sri Datin Seri Mariam Parineh and Datuk Syed Izuan bin Syed Kamarulbahrin are due to retire under Article 110 of the Company's Constitution, and Ms. Emily Kok and Datuk Zainol Izzet bin Mohamed Ishak are due to retire under Article 114 of the Company's Constitution. All the four (4) Directors are eligible to stand for re-election.

# Notice of Annual General Meeting

In determining the eligibility of the retiring Directors to stand for re-election, the Board Nomination and Remuneration Committee ("BNRC") considered the following:

- Evaluation on the effectiveness of the retiring Directors in accordance with the criteria as set out in the Company's Fit and Proper Policy for the Board, which includes character, experience, integrity, competency, time and commitment in discharging their roles as Directors of the Company; and
- The current board balance and composition.

The BNRC (save for the retiring Directors who had abstained from deliberation and decision on their own re-election), was satisfied that the retiring Directors met the criteria as set out in the Company's Fit and Proper Policy for the Board. Hence, BNRC was of the view that the retiring Directors are eligible to stand for re-election.

Further information on the details of Puan Sri Datin Seri Mariam Parineh, Datuk Syed Izuan bin Syed Kamarulbahrin, Ms. Emily Kok and Datuk Zainol Izzet bin Mohamed Ishak can be found on pages 17 to 21 of the Annual Report.

## 6. Ordinary Resolution pursuant to Sections 75 & 76 of the Companies Act 2016

The proposed Ordinary Resolution 9 is intended to renew the authority granted to the Directors of the Company at the last 48<sup>th</sup> Annual General Meeting of the Company held on 10 July 2024, 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 ten percent (10%) of the total number of issued shares of the Company for the time being ("renewed mandate"). Should the renewed 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.

After having considered all aspects of the renewed mandate, the Board is of the opinion that the adoption of the renewed mandate would be in the best interest of the Company and its shareholders, on the basis that it is the most optimum and cost efficient method of fund raising for the Company.

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 Annual General Meeting held on 10 July 2024 which will lapse at the conclusion of the forthcoming 49<sup>th</sup> Annual General Meeting.

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate and vote at the Annual General Meeting (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.