

NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Postponed Ninth Annual General Meeting of Sapura Energy Berhad (“the Company”) will be conducted fully virtual for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

Meeting Platform : <https://web.lumiagm.com> (Remote Participation and Voting Platform)
Day and Date : Thursday, 30 July 2020
Time : 10.00 a.m.
Broadcast Venue : Multi-Purpose Hall, Ground Floor, Sapura@Mines, No. 7, Jalan Tasik
The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2020 together with the Reports of the Directors and Auditors thereon.
Please refer to Explanatory Note A
- To re-elect the following Directors who retire by rotation pursuant to Article 80 of the Constitution of the Company and who being eligible offer themselves for re-election:
 - Dato’ Shahrizan Shamsuddin **Ordinary Resolution 1**
 - Datuk Ramlan Abdul Rashid **Ordinary Resolution 2**Please refer to Explanatory Note B
- To re-elect the following Directors who retire pursuant to Article 85 of the Constitution of the Company and who being eligible offer themselves for re-election:
 - Dato’ Mohammad Azlan Abdullah **Ordinary Resolution 3**
 - Syed Ali Syed Salem Alsagoff **Ordinary Resolution 4**
 - Lim Tiang Siew **Ordinary Resolution 5**Please refer to Explanatory Note B
- To approve the payment of Directors’ fees and benefits up to an amount of RM4,500,000 to the Non-Executive Directors of the Company with effect from 31 July 2020 until the next Annual General Meeting of the Company in 2021.
Please refer to Explanatory Note C **Ordinary Resolution 6**
- To re-appoint Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to determine their remuneration.
Please refer to Explanatory Note D **Ordinary Resolution 7**

NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING (CONT'D.)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution, with or without modifications:

6. Authority for Directors to Allot and Issue Shares under Sections 75 and 76 of the Companies Act 2016

“THAT subject to the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to allot and issue shares in the Company at any time and upon such terms and conditions and for such purpose as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as at the date of such issuance and that the Directors be and are also hereby empowered to obtain all necessary approvals from the relevant authorities for the issuance and the listing of and quotation for the additional shares so issued on Bursa Securities and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

Please refer to Explanatory Note E

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

Ordinary Resolution 8

BY ORDER OF THE BOARD

AZNI ARIFFIN

(SSM Practicing Certificate No. 202008003324)

(LS 0008791)

Company Secretary

Seri Kembangan, Selangor Darul Ehsan

30 June 2020

Notes:

1. Mode of Meeting

The Postponed Ninth Annual General Meeting (“Postponed 9th AGM”) of the Company will be conducted on a fully virtual basis through live streaming and online remote voting by shareholders via the Remote Participation and Voting (“RPV”) Platform. Please follow the steps and procedures provided in the Administrative Notes for the Postponed 9th AGM of the Company in order to register, participate and vote remotely via the RPV Platform.

The primary mode of communication by shareholders for the Postponed 9th AGM is via text messaging facilities provided under the RPV Platform. In the event of any technical glitch in the primary mode of communication, all other reasonable modes of communication is acceptable for the Postponed 9th AGM.

2. Venue

The venue of the Postponed 9th AGM is the Broadcast Venue which is the main venue and is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be present at the main venue. Shareholders/proxy(ies) will not be allowed to attend the Postponed 9th AGM in person at the Broadcast Venue on the day of the Postponed 9th AGM of the Company.

3. Voting

All resolutions in the Notice of the Postponed 9th AGM are to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities via the RPV Platform.

4. Proxy(ies)

A member of the Company shall be entitled to appoint another person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at a meeting of the members of the Company, subject to the Constitution of the Company.

A member entitled to attend and vote at the Postponed 9th AGM is entitled to appoint up to two (2) proxies to attend and vote on a poll in his stead. A proxy may, but need not be a member of the Company and there is no restriction as to the qualification of the proxy.

Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.

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

An 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; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.

The instrument appointing a proxy must be deposited with the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than 28 July 2020 at 10.00 a.m. or any adjournment thereof.

Alternatively, the instrument appointing a proxy may be deposited via electronic means through the Share Registrar's website, Boardroom Smart Investor Online Portal at www.boardroomlimited.my to login and deposit your proxy form electronically not less than forty-eight (48) hours before the time appointed for the holding of the meeting, i.e., no later than 28 July 2020 at 10.00 a.m. or any adjournment thereof.

5. Corporate Representatives

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the Postponed 9th AGM pursuant to Section 333 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 under its common seal as prima facie evidence of the appointment of the corporate representative.

6. Members Entitled to Attend

For the purpose of determining a member who shall be entitled to attend the Postponed 9th AGM in accordance with Article 59(2) of the Company's Constitution and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue a General Meeting Record of Depositors as at 23 July 2020. Only a depositor whose name appears on the Record of Depositors as at 23 July 2020 shall be entitled to attend the Postponed 9th AGM or appoint proxies to attend and/or vote on his/her behalf.

7. Notes to holders of the Islamic Redeemable Convertible Preference Shares ("RCPS-i")

The holders of the RCPS-i shall be entitled to attend the Postponed 9th AGM but have no right to vote at the said meeting. The voting rights of the RCPS-i holders are detailed in the Constitution of the Company.

8. Explanatory Note A

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.

9. Explanatory Note B for Ordinary Resolutions 1 to 5

Article 80 of the Company's Constitution expressly states that in every subsequent Annual General Meeting, at least one-third (1/3) of the Directors for the time being or 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 and the retiring Directors shall be eligible to seek for re-election thereof.

Pursuant to Article 80, Dato' Shahrman Shamsuddin and Datuk Ramlan Abdul Rashid are standing for re-election at the Postponed 9th AGM.

Article 85 of the Company's Constitution stipulates that any newly appointed Director shall hold office only until the next Annual General Meeting of the Company at which the Director is due to retire under this Article, but shall then be eligible for re-election.

Pursuant to Article 85, Dato' Mohammad Azlan Abdullah, Syed Ali Syed Salem Alsagoff and Lim Tiang Siew are standing for re-election at the Postponed 9th AGM.

The Board has conducted an assessment and satisfied on the independence of the Independent Directors and the skills, experience, character, integrity, competency and contribution of all Directors who are seeking for re-election at the Postponed 9th AGM under Articles 80 and 85 of the Company's Constitution.

The profiles of the Directors standing for re-election are provided on pages 58, 59, 60, 63 and 65 of this Annual Report.

10. Explanatory Note C for Ordinary Resolution 6

Pursuant to Section 230(1) of the Companies Act 2016, fees and benefits payable to the Directors of the Company will have to be approved at a general meeting.

The amount of up to RM4,500,000 (2019: RM5,600,000) under the proposed Ordinary Resolution 6 comprising Directors' fees and benefits to Non-Executive Directors of the Company is estimated for the period from 31 July 2020 until the next Annual General Meeting of the Company to be held in 2021.

The proposed amount is approximately a 20% reduction from the amount approved at the last AGM on 18 July 2019 (RM5,600,000) upon taking into consideration the current economic situation and performance of the Company.

In determining the estimated total amount of Directors' fees and benefits payable for the Non-Executive Directors of the Company, the Board has agreed for a reduction of Board fees.

Benefits for Non-Executive Chairman of the Company comprising medical and insurance coverage, car allowance, driver, petrol and other claimable benefits. Benefits for other Non-Executive Directors comprises medical and insurance coverage and other claimable benefits.

Payment of Directors' fees will be made on a quarterly basis and/or as and when incurred.

11. Explanatory Note D for Ordinary Resolution 7

The Board Audit Committee and the Board have considered the re-appointment of Ernst & Young PLT as Auditors of the Company following the annual assessment of the suitability and independence of the Auditors and collectively agreed that Ernst & Young PLT have met the relevant criteria prescribed by Paragraph 15.21 of Main Market Listing Requirements of Bursa Securities.

12. Explanatory Note E for Ordinary Resolution 8

Subject to the Main Market Listing Requirements of Bursa Securities, the proposed Ordinary Resolution 8 is for the purpose of granting a renewed mandate and if passed, would enable the Directors to issue up to a maximum of ten per centum (10%) of the total number of issued shares of the Company as at the date of such issuance ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

The Renewed Mandate will enable Directors to take swift action in case of a need for corporate exercises or funds raising activities or in the event business opportunities arise which involve issuance of new shares and to avoid delay and cost in convening general meetings to approve such issuance of shares. Proceeds raised from the corporate exercises or funds 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 were issued pursuant to the mandate granted to the Directors at the Eighth Annual General Meeting held on 18 July 2019 which will lapse at the conclusion of this Postponed 9th AGM.

STATEMENT ACCOMPANYING NOTICE OF THE POSTPONED ANNUAL GENERAL MEETING

PURSUANT TO PARAGRAPH 8.27(2) OF THE MAIN MARKET LISTING REQUIREMENTS OF BURSA MALAYSIA SECURITIES BERHAD

INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS AT THE POSTPONED NINTH ANNUAL GENERAL MEETING OF THE COMPANY

There is no individual standing for election as Director (excluding Directors standing for re-election).

Details of the Directors who are standing for re-election are provided in the “Profiles of Board of Directors” on pages 58, 59, 60, 63 and 65 of this Annual Report. Details of their interests in the securities of the Company are set out in the “Analysis of Shareholders” on pages 278, 281 and 284 of this Annual Report.