

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING ("AGM") OF SAPURA ENERGY BERHAD (FORMERLY KNOWN AS SAPURAKENCANA PETROLEUM BERHAD) ("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, MALAYSIA ON TUESDAY, 25 JULY 2017 AT 10.00 A.M. FOR THE FOLLOWING PURPOSES:

AGENDA

1. To receive the Audited Financial Statements together with the Directors' and Auditors' Reports for the financial year ended 31 January 2017.
2. To re-elect the following Directors who retire by rotation pursuant to Article 87 of the Articles of Association of the Company and who being eligible offer themselves for re-election:
 - i) Dato' Shahrman bin Shamsuddin Resolution 1
 - ii) Datuk Ramli bin Abdul Malek Resolution 2
3. To re-elect the following Directors who retire pursuant to Article 93 of the Articles of Association of the Company and who being eligible offer themselves for re-election:
 - i) Tunku Alizakri bin Raja Muhammad Alias Resolution 3
 - ii) Datuk Ramli bin Abdul Rashid Resolution 4
4. To reappoint the following Directors to hold office from the date of this AGM:
 - i) Dato' Hamzah bin Bakar Resolution 5
 - ii) Tan Sri Datuk Amar (Dr.) Tommy bin Bugo @ Hamid bin Bugo Resolution 6
5. To approve the payment of Directors' fees of RM3,950,000.00 to Non-Executive Directors for the financial year ended 31 January 2017. Resolution 7
6. To approve the payment of Directors' fees and benefits to Non-Executive Directors up to an amount of RM5,470,000.00 from 1 February 2017 until the next annual general meeting of the Company. Resolution 8
7. To reappoint Messrs. Ernst & Young 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. Resolution 9

SPECIAL BUSINESS

8. To consider and if thought fit, to pass the following Ordinary Resolution:

AUTHORITY FOR DIRECTORS TO ALLOT AND ISSUE SHARES UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

"THAT subject to the provisions of the Company's Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia"), 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 issued and paid-up share capital 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 Malaysia and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company." Resolution 10
9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Articles of Association of the Company.

BY ORDER OF THE BOARD

IZZAM BIN IBRAHIM (LS 0008731)

Group Company Secretary

Seri Kembangan, Selangor Darul Ehsan

30 May 2017

NOTES:

1. Proxy Form

A member of the Company who is entitled to attend and vote at the AGM is entitled to appoint up to two 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.

Where a member appoints two 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, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof.

2. Corporate Representative

As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the AGM pursuant to Section 333 of the Companies Act 2016 ("Act"). For this purpose and pursuant to Section 333(5) of the Act, the corporate member shall provide a certificate under its common seal as prima facie evidence of the appointment of the corporate representative. The corporate member may submit the certificate to the Share Registrar of the Company prior to the commencement of the AGM.

3. Members Entitled to Attend

For the purpose of determining a member who shall be entitled to attend the AGM in accordance with Article 63(2) of the Company's Articles of Association 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 18 July 2017. Only a depositor whose name appears on the Record of Depositors as at 18 July 2017 shall be entitled to attend the AGM or appoint proxies to attend and/or vote on his/her behalf.

4. Audited Financial Statements for the financial year ended 31 January 2017

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

5. Reappointment of Directors

Dato' Hamzah bin Bakar and Tan Sri Datuk Amar (Dr.) Tommy bin Bugo @ Hamid bin Bugo who are over the age of 70 years and were reappointed as Directors of the Company at the Fifth AGM of the Company held on 26 July 2016 pursuant to Section 129(6) of the Companies Act, 1965 which was then in force and will hold office until the conclusion of this AGM. The Companies Act 2016 no longer has this provision. The proposed Resolutions 5 and 6, if passed, will approve and authorise the continuation of Dato' Hamzah bin Bakar and Tan Sri Datuk Amar (Dr.) Tommy bin Bugo @ Hamid bin Bugo to hold office from the date of this AGM.

6. Directors' fees and benefits to Non-Executive Directors

Pursuant to Section 230(1) of the Act which came into force on 31 January 2017, fees and benefits payable to the Directors of the Company will have to be approved at a general meeting.

The amount of up to RM5,470,000.00 under proposed Resolution 8 comprising Directors' fees and benefits to Non-Executive Directors of the Company is estimated for the period from 1 February 2017 until the next annual general meeting of the Company to be held in 2018. Directors' benefits for Non-Executive Chairman of the Company comprises 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.

The estimated amount of Directors' fees and benefits is based on the assumption that there is no change in the Non-Executive Directors' remuneration framework and no increase in fees to any Director from 1 February 2017 up to the next annual general meeting of the Company in 2018.

Payment of Directors' fees shall be made on a quarterly basis.

EXPLANATORY NOTES ON SPECIAL BUSINESS

1. Authority for Directors to allot and issue shares under Sections 75 and 76 of the Companies Act 2016

Subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the proposed Resolution 10 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 issued and paid-up share capital 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 fund 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 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 were issued pursuant to the mandate granted to the Directors at the last AGM held on 26 July 2016 which will lapse at the conclusion of this AGM.