

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM” or “Meeting”) of Sapura Energy Berhad (“SEB” or the “Company”) will be held on a fully virtual basis and entirely through live streaming and online remote voting using Remote Participation and Electronic Voting facilities via the online meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC: D6A357657) on Monday, 17 October 2022 at 3.00 p.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modifications:-

### ORDINARY RESOLUTION

**PROPOSED DISPOSAL OF SAPURA T-19, SAPURA T-20 AND SAPURA SETIA BY SAPURA DRILLING T-19 LTD., SAPURA DRILLING T-20 LTD. AND SAPURA DRILLING SETIA LTD. RESPECTIVELY, ALL WHOLLY OWNED SUBSIDIARIES OF SAPURA DRILLING (BERMUDA) LTD., A WHOLLY OWNED SUBSIDIARY OF SAPURA DRILLING PTE. LTD. (LABUAN) WHICH IS A WHOLLY OWNED SUBSIDIARY OF SAPURA ENERGY BERHAD, TO NKD MARITIME LIMITED, FOR A TOTAL AGGREGATE PRICE OF USD8,200,000.00 (EQUIVALENT TO RM35,144,954) (“PROPOSED DISPOSAL”)**

“THAT subject to the approvals of all relevant authorities and/or parties (if required) been obtained, approval be and is hereby given to Sapura Drilling T-19 Ltd, Sapura Drilling T-20 Ltd and Sapura Drilling Setia Ltd, the subsidiaries of Sapura Energy Berhad (“SEB”) (Collectively, known as “the Vendor”) to dispose of three drilling rigs namely, Sapura T-19, Sapura T-20 and Sapura Setia to NKD Maritime Ltd for a cash consideration of RM35,144,954 in accordance with the terms and conditions contained in the Memorandum of Agreement dated 18 August 2022 entered into between the Vendor and the Buyer in relation to the Proposed Disposal (“MOA”);

THAT the Board of Directors (“Board”) be and is hereby authorised to utilise the proceeds from the Proposed Disposal for such purposes as set out in the Circular to Shareholders dated 1 October 2022 and the Board be and is hereby authorised with full power to vary the manner and/or purpose of the utilisation of such proceeds from the Proposed Disposal in the manner as the Board may deem fit, necessary and/or expedient, and in the best interest of the Company.

AND THAT the Board be and is hereby authorised to take all such necessary steps and enter into all deeds, agreements, arrangements, undertakings, transfers and indemnities as it may deem fit, necessary, expedient and/or appropriate and in the best interests of the Company in order to implement, finalise, complete and give full effect to the Proposed Disposal and the terms and conditions of the MOA with full powers to assent to any conditions, modifications, variations and/or amendments as may be required by any relevant authorities as it may deem fit, appropriate and in the best interests of the Company.”

### BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No. 202008001023)  
TAN SEIW LING (MAICSA 7002302) (SSM PC No. 202008000791)  
Company Secretaries

Selangor Darul Ehsan  
1 October 2022

### Notes:

- (a) The Extraordinary General Meeting (“EGM”) 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 Electronic Voting (“RPEV”) Platform at <https://meeting.boardroomlimited.my>. Please follow the steps and procedures provided in the Administrative Notes for the EGM of the Company in order to register, participate and vote remotely via the RPEV Platform.

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

- (b) The ordinary resolution in the Notice of the EGM is to be conducted by poll voting as per Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad via the RPEV Platform.
- (c) 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.
- (d) A member entitled to attend and vote at the EGM 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 appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
- (e) 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.
- (f) 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.
- (g) 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 15 October 2022 at 3.00 p.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 Portal at <https://investor.boardroomlimited.com> 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 15 October 2022 at 3.00 p.m. or any adjournment thereof.

- (h) As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the EGM 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.

For the purpose of determining a member who shall be entitled to attend the EGM 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 7 October 2022. Only a depositor whose name appears on the Record of Depositors as at 7 October 2022 shall be entitled to attend the EGM or appoint proxies to attend and/or vote on his/her behalf.

- (i) The holders of the RCPS-i shall be entitled to attend the EGM 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.

## **ADMINISTRATIVE NOTES – EXTRAORDINARY GENERAL MEETING (FULLY VIRTUAL)**

<b>Day, Date and Time</b>	Monday, 17 October 2022 at 3.00 p.m.
<b>Online Meeting Platform</b>	<a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (Domain Registration No. with MYNIC-D6A357657) Provided by Boardroom Share Registrars Sdn Bhd

## **MODE OF MEETING**

The Extraordinary General Meeting (“EGM”) of the Company will be held on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“RPEV”) facility which is available at <https://meeting.boardroomlimited.my>. With the online meeting platform, shareholders may exercise their rights as a member to participate (including to pose questions to the Board and/or Management of the Company) and vote at the EGM, safely from their home.

The Securities Commission Malaysia had on 7 April 2022, revised the Guidance Note and Frequently Asked Questions (“FAQs”) on the conduct of General Meetings for Listed Issuers which was originally issued on 18 April 2020 (the “Guidance Note”), to allow general meetings to be conducted virtually.

Pursuant to the Guidance Note, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia. In addition, the FAQs issued by the Companies Commission of Malaysia on 8 June 2021, provides that an online meeting platform shall be deemed to be in Malaysia if the registered domain name is registered with MYNIC Berhad.

## **SHAREHOLDERS ENTITLED TO PARTICIPATE AND VOTE**

Only shareholders whose names appear in the Record of Depositors and Register of Members as at 7 October 2022 shall be eligible to participate and vote at the EGM or appoint proxy to participate and vote on his or her behalf.

## **HOW TO JOIN THE MEETING**

### **Step 1 – Register/Sign-up as Online User**

[Note: The registration/sign-up as online user will be opened on 1 October 2022 and closed at 3.00 p.m. on 15 October 2022.]

Register online with Boardroom Smart Investor Portal (for first time registration only) in the manner stated below. Please proceed to Step 2, if you have already registered/signed up with Boardroom Smart Investor Portal (“BSIP”) earlier.

### Step 1 – Register Online with BSIP (for first time registration only)

(Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2)

- (a) Access the website <https://investor.boardroomlimited.com>
- (b) Click **Register** to sign up as a user
- (c) Complete registration with all required information. Upload and attached your MyKad front and back image. Click **Register**.
- (d) You will receive an e-mail from BSIP Online for e-mail address verification. Click on **Verify E-mail Address** from the e-mail received to continue with the registration.
- (e) Once your email address is verified, you will be re-directed to BSIP Online for verification of mobile number. Click on **Request OTP Code** and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click **Enter** to complete the process.
- (f) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- (g) An e-mail will be sent to you to inform the approval of your BSIP account within one (1) business day. Subsequently, you can login at <https://investor.boardroomlimited.com> with the e-mail address and password filled up by you during registration to proceed.

### Step 2 – Online Registration Procedure

[Note: The registration for remote access will be opened on 1 October 2022 and closed at 3.00 p.m. on 15 October 2022.]

#### Individual Members

- Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.  
*[Note: If you do not have an account with BSIP, please sign-up/register with Boardroom Smart Investor Portal for free - refer to Item Step 1 for guide.]*
- Click “Corporate Meeting” and select from the list of companies “**SAPURA ENERGY BERHAD EXTRAORDINARY GENERAL MEETING**” and click enter.
- To attend the virtual EGM remotely
  - Click “Register for RPEV”
  - Read and accept the General Terms and Conditions and enter your CDS account no. to submit your request
- To appoint proxy
  - Click “Submit eProxy Form”
  - Read and accept the General Terms and Conditions and enter your CDS account no. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate “Discretionary”

#### Corporate Shareholders, Authorised Nominee and Exempt Authorised Nominee

- Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account no. accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case may be) to submit the request.
- Please provide a copy of corporate representative’s or proxy holder’s MyKad/Identification Card (front and back) or Passport as well as his/her email address.

For any of the above request:

- (a) An email notification will be sent by Boardroom to notify that request for remote participation has been received for system verification.
- (b) Upon system verification against the **General Meeting Record of Depositor** as of **7 October 2022**, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- (c) You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- (d) Please note that the closing time to submit your request is at 3.00 p.m. on 15 October 2022 (48 hours before the commencement of the virtual EGM).
- (e) The Login User Guide for participation, posing questions and voting at the EGM, will be emailed to you together with your remote access user ID and password once your registration has been approved.

### **Step 3 – Login to RPEV (<https://meeting.boardroomlimited.my>)**

[The quality of the connectivity to the RPEV for live web cast as well as for remote online voting is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.]

- (a) The RPEV will be opened for login starting one (1) hour before the commencement of the EGM at 3.00 p.m. on 17 October 2022.
- (b) Follow the steps given to you in the email along with your remote access user ID and password to login to the RPEV Platform. (refer to item (e) of step 2 above)
- (c) The steps will also guide you on how to view live web cast, ask questions and vote.
- (d) The live web cast will end and the messaging window will be disabled upon the Chairman announces the closure of the EGM.
- (e) You can then logout from the RPEV.

### **VIRTUAL MEETING**

- (1) In line with the Malaysian Code on Corporate Governance 2021 Practice 13.0, by conducting a fully virtual EGM, this would allow greater participation as it facilitates electronic voting and remote shareholders'/proxies' participation. With the RPEV Platform, you may exercise your right as a member/proxy holder of the Company to participate remotely (including to pose questions to the Board of Directors and/or Management of the Company) and vote via electronic voting at the virtual EGM.
- (2) Alternatively, you may also appoint the Chairman as your proxy to attend and vote on your behalf at the virtual EGM.

### **PROXY**

- (1) Shareholders are encouraged to go online, participate, and vote at the EGM using RPEV. Shareholders who are unable to join the virtual EGM are encouraged to appoint the Chairman or their proxy to vote on their behalf.
- (2) If you wish to attend the virtual EGM yourself, please do not submit any Form of Proxy. You will not be allowed to attend the virtual EGM together with a proxy appointed by you.
- (3) The Form of Proxy can be deposited with the Share Registrars, 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, or by electronic means through BSIP, not later than forty-eight (48) hours before the Meeting, i.e., no later than 15 October 2022 at 3.00 p.m. Kindly follow refer to Step 2 – Online Registration Procedure above in order to login and deposit your Form of Proxy electronically.

## **REMOTE PARTICIPATION AND ELECTRONIC VOTING**

- (1) Please note that the remote participation and electronic voting is available to:
  - (a) Individual member;
  - (b) Corporate shareholder;
  - (c) Authorised Nominee; and
  - (d) Exempt Authorised Nominee.
- (2) If you choose to participate in the virtual EGM, you will be able to view a live webcast of the EGM proceedings, pose questions to the Board, and submit your votes in real-time whilst the meeting is in progress.

## **VOTING**

- (1) The voting will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- (2) The Company has appointed Boardroom Share Registrars Sdn. Bhd. as the poll administrator to conduct the poll by way of electronic voting ("E-Voting") and SKY Corporate Services Sdn. Bhd. as scrutineers to verify the poll result.
- (3) During the EGM, real-time voting will be implemented and the Chairman will make the declaration of the poll result of each resolution after completion of voting for each resolution.
- (4) For the purposes of this EGM, E-Voting will be carried via personal smart mobile phones, tablets or laptops.
- (5) There are three (2) methods for members and proxies who wish to use their personal voting device to vote remotely. The methods are:
  - (a) Use QR Scanner Code given to you in the email received after successful registration; OR
  - (b) Go to the website with URL <https://meeting.boardroomlimited.my>.

## **PROCEDURES DURING ONLINE EGM**

No recording or photography of the EGM proceedings is allowed without the prior written permission of the Company.

You must ensure that you are connected to the internet at all times in order to participate and vote when the EGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

## **SUBMISSION OF QUESTIONS**

- (a) Prior to the virtual EGM  
Shareholders may submit questions in relation to the agenda items by logging in to BSIP at <https://investor.boardroomlimited.com> latest by Saturday, 15 October 2022 at 3.00 p.m. Click "Submit Questions" after selecting "SAPURA ENERGY BERHAD EXTRAORDINARY GENERAL MEETING" from 'Corporate Meeting'.
- (b) During the virtual EGM  
Shareholders may type their questions in the messaging box at any time during the virtual EGM on the online meeting platform

In order to ensure a smooth and efficient conduct of the EGM, questions that are repetitive in nature and/or have been previously answered will not be specifically addressed. The Board and Management of the Company will endeavour to provide the responses at the virtual EGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual EGM.

## **NO VOUCHERS AND DOOR GIFTS**

There will be no voucher(s) or any door gift(s) for shareholders/proxies who participate in the EGM.

## **CIRCULAR TO SHAREHOLDERS**

The Circular to Shareholders is available on Bursa Malaysia Securities Berhad's website at [www.bursamalaysia.com](http://www.bursamalaysia.com) under Company Announcements of Sapura Energy Berhad and also at the Company's website at [www.sapuraenergy.com](http://www.sapuraenergy.com). Alternatively, you may scan the QR code which is printed on the EGM Notification which was circulated to shareholders on 1 October 2022.

## **ENQUIRIES**

If you have any queries prior to the meeting, please contact the following persons during office hours:

### **Boardroom Share Registrars Sdn. Bhd.**

11th Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13, 46200 Petaling Jaya  
Selangor Darul Ehsan, Malaysia

#### ***Telephone Number***

General Line: +603-7890 4700  
Hastini Hassim: +603-7890 4702  
[Hastini.Hassim@boardroomlimited.com](mailto:Hastini.Hassim@boardroomlimited.com)

### **Sapura Energy Berhad**

[Sapura@Mines](mailto:Sapura@Mines)  
No. 7, Jalan Tasik  
The Mines Resort City  
43300 Seri Kembangan  
Selangor Darul Ehsan, Malaysia

#### ***Telephone Number***

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