

Sapura Energy Berhad

o: 201101022755 (950894-T) (Incorporated in Malaysia)

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

Ordinary Resolution 4

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirteenth Annual General Meeting ("13th AGM") of Sapura Energy Berhad ("the Company") will be held as a virtual meeting at the broadcast venue at Conference Room, Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan on Tuesday, 30 July 2024 at 10.00 a.m. for the purpose of considering and if thought fit, passing with or without modifications the resolutions set out in this notice.

AGENDA

AS ORDINARY BUSINESS

To receive the Audited Financial Statements of the Company for the financial year ended 31 January 2024 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:
 - (a) Datuk Mohd Anuar Taib
 - (b) Lim Tiang Siew
 - (c) Datuk Ramlan Abdul Rashid

Please refer to Explanatory Note B

- To re-elect the following Director who retires pursuant to Article 85 of the Constitution of the Company and who being eligible offers himself for re-election:
 - (a) Shahin Farougue Jammal Ahmad

Please refer to Explanatory Note C

To approve the payment of Directors' fees and benefits up to an amount of RM3,000,000 to the Non-Executive Directors of the Company with effect from 30 July 2024 until the next Annual General Meeting of the Company in 2025.

Please refer to Explanatory Note D To re-appoint Ernst & Young PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise Ordinary Resolution 6

the Board of Directors to determine their remuneration.

Please refer to Explanatory Note E

AS SPECIAL BUSINESS

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

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature Ordinary Resolution 7 ("Proposed Shareholders' Mandate")

"THAT, subject to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("Group") be and are hereby authorised to enter into the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 May 2024, PROVIDED THAT such transactions are necessary for the Group's day-to-day operations and are in the ordinary course of business of the Group and are carried out at arm's length basis on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company;

THAT such approval shall continue to be in force until:

- the conclusion of the next AGM of the Company following the general meeting at which this Ordinary Resolution shall be passed, at which time it will lapse, unless by a resolution passed at the general meeting, the authority conferred by this resolution is renewed;
- the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting.

whichever is earlier:

things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate as authorised by this Ordinary Resolution."

Please refer to Explanatory Note F

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.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143) (SSM PC No.: 202008001023) CHOONG SIEW MUN (MAICSA 7068632) (SSM PC No.: 202008001881) Company Secretaries

Selangor Darul Ehsan 31 May 2024

Mode of Meeting
The Thirteenth Annual General Meeting ("13" AGM") of the Company will be conducted on a 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 13" AGM of the Company in order to register, participate and vote remotely

mary mode of communication by shareholders for the 13th AGM is ssaging facilities provided under the RPEV Platform. In the even thinical glitch in the primary mode of communication, all ot ble modes of communication are acceptable for the 13th AGM.

Venue st venue of the 13th AGM is strictly for the purpose of compliance st venue of the 13th AGM is strictly for the purpose of compliance 3.27(2) of the Companies Act 2016 which requires the Chairman ng to be present at the main venue and in accordance with Article mapny's Constitution which allows a meeting of members to be than one venue, using any technology or method that enables so of the Company to participate and exercise their right to speak it the general meeting. Members, proxies and/or corporate ves will not be allowed to be physically present nor admitted at st venue on the day of the 13th AGM.

incation of the proxy.

member of the Company is an exempt authorised nomineunder the Securities Industry (Central Depositories) Act 1991 withary shares in the Company for multiple beneficial owners in a account ("Omnibus Account"), there is no limit to the numbewhich the exempt authorised nominee may appoint in respeciables Account it holds.

Where a member appoints two (2) proxies, the appointment shall be inva-inless he specifies the proportion of his shareholdings to be represented

or proxy.

Instrument appointing a proxy shall be in writing and in the case of an initividual shall be signed by the appointor or by his attorney, and in the case a corporate member, shall be either under its common seal or signed by its orney or an officer on behalf of the corporation.

e instrument appointing a proxy must be deposited with the Share gistra of the Company, Boardroom Share Registrars Sdn. Bhd. at 11th poor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 taling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) use before the time appointed for the holding of the meeting, i.e., no later an 28 July 2024 at 10.00 a.m. or any adjournment thereof.

nent appointing a proxy may be deposited via the Share Registrar's website, Boardroom Smart westor Portal at https://investor.boardroom/limited.com to login and deposit pur proxy form electronically not less than forty-eight (48) hours before the ne appointed for the holding of the meeting, i.e., no later than 28 July 2024 10.00 a.m. or any adjournment thereof.

Corporate Representatives
As an alternative to the appointment of a proxy, a corporate member may appoint its corporate representative to attend the 13th 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

13" AGM.

For the purpose of determining the eligibility of the Directors to st re-election at this 13" AGM and in line with Malaysian Code on Co Governance 2021, the Board Nomination and Remuneration Con ("BNRC") has reviewed and assessed each of the Retiring Directors fr annual assessment and evaluation of the Board for the FY2024.

annual assessment and evaluation of the board for the FYZUZ4.

The BNRC had recommended the re-election of Retiring Directors based on the following consideration: (i) satisfactory performance and have mel Board's expectation in discharging their duties and responsibilities; (ii) met the criteria of character, experience, integrity, competence and time commitment in discharging their roles as directors of the Company; (iii) level of independence demonstrated by the Independent Directors; and (iv) their ability to act in the best interest of the Company in decision-making.

Based on the assessment of the BNRC, the BNRC is satisfied that the Retiring Directors had demonstrated their commitment and continue to be diligent and competent in their role as Directors and the Board has endorsed the BNRC's recommendation for the Retiring Directors for re-election subject to the shareholders' approval at this AGM.

Explanatory Note C for Ordinary Resolution 4

Explanatory Note C for Ordinary Resolution 4
Article 85 of the Company's Constitution expressly states that the Directors shall have power at any time, and from time to time, to appoint any person as a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors shall not at any time exceed the number fixed in accordance with this Constitution. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

The profile of the Director who is standing for re-election is provided on page 120 of the Company's Annual Report 2024. **Explanatory Note D for Ordinary Resolution 5**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 RM3,000,000 (2023: RM3,000,000) under the proposed Ordinary Resolution 5 comprising Directors' fees and benefits to the Non-Executive Directors of the Company is estimated for the period from 30 July 2024 until the next Annual General Meeting of the Company to be held in 2025.

The Directors' fees have been reduced in the financial year ended 31 January 2016 (5% reduction), from the Annual General Meeting held on 30 July 2020 (15% reduction) and the financial year ended 31 January 2022 (50%).

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 comprise of medical and insurance coverage and other claimable benefits.

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

when incurred.

Explanatory Note E for Ordinary Resolution 6

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

Explanatory Note F for Ordinary Resolution 7

Explanatory Note F for Ordinary Resolution 7
The proposed resolution 7, if passed, will empower the Group to enter into recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 31 May 2024 which are necessary for the Group's day-to-day operations and/or in the ordinary course of business of the Group onormal commercial terms and to facilitate the conduct of the Group's business in a timely manner. Details of the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 31 May 2024 which is circulated together with the Annual Report 2024 of the Company.

STATEMENT ACCOMPANYING
NOTICE OF ANNUAL GENERAL MEETING
Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of
Bursa Securities

INDIVIDUALS WHO ARE STANDING FOR ELECTION AS DIRECTORS AT THE 13™ ANNUAL GENERAL MEETING OF THE COMPANY

There is no individual standing for election as Director (excluding the 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 133 of the Profiles of Board of Directors. Details of the Directors who are standing for re-election are provided in the "Profiles of Board of Directors" on pages 112, 114, 115 and 120 of Annual Report 2024 and Notice of 13th Annual General Meeting. Details of their interests in the securities of the Company are set out in the "Analysis of Shareholdings" on pages 276 and 279 of Annual Report 2024.

ADMINISTRATIVE GUIDE

For The Thirteenth Annual General Meeting ("AGM")



Sapura Energy Berhad
Registration No: 201101022755 (950894-T)
(Incorporated in Malaysia)

Day, Date and Time

: Tuesday, 30 July 2024 at 10.00 a.m.

Broadcast Venue

: Conference Room, Sapura@Mines, No. 7, Jalan Tasik, The Mines Resort City,

43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia.

Online Meeting Platform

https://meeting.boardroomlimited.my

("Boardroom Meeting Portal")

MODE OF MEETING - VIRTUAL MEETING

The Thirteenth AGM ("13th AGM") of the Company will be held virtually through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facility which is available on Boardroom Share Registrars Sdn Bhd ("Boardroom")'s website 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 13th AGM.

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 **22 July 2024** shall be eligible to participate and vote at the 13th AGM 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 31 May 2024 and closed at 10.00 a.m. on 28 July 2024.

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) Please select the correct account type i.e. sign up as a **Shareholder** or **Corporate Holder**.
- (d) Complete registration with all required information. Upload and attach your MyKad front and back image and click Sign Up.
- (e) For Corporate Holder, kindly upload the authorisation letter/ Certificate of Appointment of Corporate Representative/ Power of Attorney and click Sign Up.
- (f) You will receive an email from BSIP Online for email address verification. Click on **Verify Email Address** from the email received to continue with the registration.
- (g) 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.
- (h) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- (i) An email 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 email 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 31 May 2024 and closed at 10.00 a.m. on 28 July 2024.]

Individual and Corporate Shareholders

- 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 "Meeting Event" and select from the list of companies "SAPURA ENERGY BERHAD THIRTEENTH (13TH) ANNUAL GENERAL MEETING" and click Enter.
- To attend the virtual AGM remotely
 - Click Register for RPEV
 - Enter your CDS account number
 - Read and accept the General Terms and Conditions to submit your request
- To appoint proxy
 - Click Submit eProxy Form
 - For Corporate Shareholder, select the company you would like to represent (if more than one)
 - Read and accept the General Terms and Conditions and enter your CDS account number. Then, insert your proxy details and voting instructions. If you wish your proxy(ies) to act upon his/her discretion, please indicate **Discretionary**

For Authorised Nominees and Exempt Authorised Nominees

- (a) Log in to https://investor.boardroomlimited.com.
- (b) Click "Meeting Event(s)" and select from the list of companies
 SAPURA ENERGY BERHAD THIRTEENTH (13TH) ANNUAL GENERAL MEETING and click Enter.
- (c) Click 'Submit eProxy Form'.
- (d) Select the company you would like to represent (if more than one).
- (e) Proceed to download the file format for Submission of e-Proxy Form.
- (f) Prepare the file for the appointment of proxy(ies) by inserting the required data.
- (g) Proceed to upload the duly completed Proxy Appointment file.
- (h) Review and confirm your proxy(ies) appointment(s) and click Submit.
- (i) Download or print the e-Proxy Form as acknowledgement.

For Corporate Shareholders, Authorised Nominees/Exempt Authorised Nominees and Attorney, you may also write to **bsr.helpdesk@boardroomlimited.com** and provide the name of the Shareholder, CDS number and the Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be). A copy of MyKad or passport and a valid email address are required.

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 22 July 2024, 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 10.00 a.m. on 28 July 2024 (48 hours before the commencement of the virtual AGM).

(e) The Login User Guide for participation, posing questions and voting at the 13th AGM, 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 webcast 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 13th AGM at 10.00 a.m. on 30 July 2024.
- (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, Boardroom Smart Investor Portal. (refer to item (e) of step 2 above).
- (c) The steps will also guide you on how to view live webcast, ask questions and vote.
- (d) The live webcast will end and the messaging window will be disabled upon the Chairman announces the closure of the 13th AGM.
- (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 virtual AGM, this would allow greater participation as it facilitates electronic voting and remote Shareholders'/proxies' participation. With the RPEV, 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 AGM.
- Alternatively, you may also appoint the Chairman as your proxy to attend and vote on your behalf at the virtual AGM.

PROXY

- (1) Shareholders are encouraged to go online, participate, and vote at the 13th AGM using RPEV. Shareholders who are unable to join the virtual AGM are encouraged to appoint the Chairman or their proxy to vote on their behalf.
- (2) If you wish to attend the virtual AGM yourself, please do not submit any Proxy Form. You will not be allowed to attend the virtual AGM together with a proxy appointed by you.
- (3) The Proxy Form 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 28 July 2024 at 10.00 a.m. Kindly refer to Step 2 Online Registration Procedure above in order to login and deposit your e-Proxy Form electronically.

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ADMINISTRATIVE GUIDE

For The Thirteenth Annual General Meeting ("AGM")

REMOTE PARTICIPATION AND ELECTRONIC VOTING

- 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 AGM, you will be able to view a live webcast of the AGM 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 AGM, 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 AGM, E-Voting will be carried via personal smart mobile phones, tablets or laptops.
- (5) There are two (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 AGM

No recording or photography of the AGM 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 AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the 13th AGM 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 AGM

Shareholders may submit questions in relation to the agenda items by logging in to BSIP at https://investorboardroomlimited.com latest by Sunday, 28 July 2024 at 10.00 a.m. Click "Submit Questions" after selecting "SAPURA ENERGY BERHAD THIRTEENTH (13th) VIRTUAL ANNUAL GENERAL MEETING" from 'Corporate Meeting'.

(b) During the virtual AGM

Shareholders may type their questions in the messaging box at any time during the virtual AGM on the online meeting platform.

In order to ensure a smooth and efficient conduct of the AGM, 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 AGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual AGM.

NO VOUCHERS AND DOOR GIFTS

There will be no voucher(s) or any door gift(s) for Shareholders/proxies who participate in the 13th AGM.

ANNUAL REPORT AND CIRCULAR TO SHAREHOLDERS

The Annual Report 2024 and Circular to Shareholders are available on Bursa Malaysia Securities Berhad's website at www. bursamalaysia.com under Company Announcements of Sapura Energy Berhad and also at the Company's website at www. sapuraenergy.com. Alternatively, you may scan the QR code which is printed on the 13th AGM Notification which was circulated to Shareholders on 31 May 2024 for the Annual Report 2024. No CD-ROM for Annual Report 2024 be provided to Shareholders.

ENQUIRIES

If you have any queries prior to the 13th AGM, 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

Sapura Energy Berhad

Sapura@Mines No. 7, Jalan Tasik The Mines Resort City 43300 Seri Kembangan Selangor Darul Ehsan, Malaysia

Telephone Number

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