



# LOYZ ENERGY LIMITED

(Company Registration No. 199905693M)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2016 Annual General Meeting ("AGM") of Loyz Energy Limited (the "**Company**") will be held at 8 Wilkie Road #03-01 Wilkie Edge, Singapore 228095 on Thursday, 27 October 2016 at 11.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2016 ("FY2016"). Resolution 1
- To re-elect the following directors of the Company ("**Directors**") retiring pursuant to the Company's Constitution ("**Constitution**") and who, being eligible, offer themselves for re-election, as a Director of the Company :
  - Mr Lee Chye Cheng, Adrian (Retiring under Article 107) Resolution 2
  - Mr Pang Kee Chai (Peng Qicai) (Retiring under Article 117) Resolution 3
  - Mr Ong Beng Chye (Retiring under Article 117) Resolution 4[See Explanatory Note (i)]
- To approve the payment of Director's fees of S\$45,000 for FY2016 payable to Mr Teo Choon Kow @ William Teo and that, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), and Rule 804 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**"), authority be and is hereby given to the Directors to allot and issue 2,123,000 new shares in the capital of the Company, at an issue price of \$0.0212 per share, in satisfaction of the said Director's fees.  
[See Explanatory Note (ii)] Resolution 5
- To approve the payment of Directors' fees of S\$165,000 for the financial year ending 30 June 2017. Resolution 6
- To appoint Messrs Crowe Horwath First Trust LLP ("**Crowe Horwath**") as the Company's auditors in place of Messrs BDO LLP ("**BDO**"), and to authorize the Directors to fix their remuneration. Resolution 7  
[See Explanatory Note (iii)]

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without any modifications:

- Authority to allot and issue shares** Resolution 8  
"That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:
  - the aggregate number of shares and/or convertible securities to be issued pursuant to this resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with subparagraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
  - (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this resolution is passed after adjusting for:
    - new shares arising from the conversion or exercise of any convertible securities;
    - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
    - any subsequent bonus issue, consolidation or sub-division of shares; and
  - unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."[See Explanatory Note (iv)]
- Authority to grant options and allot and issue shares under the Loyz Energy Employee Share Option Scheme** Resolution 9  
"That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Loyz Energy Employee Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme (including but not limited to allotment and issuance of shares in the capital of the Company at any time, whether during the continuance of such authority or thereafter, pursuant to options made or granted by the Company whether granted during the subsistence of this authority or otherwise) provided always that the aggregate number of shares to be issued pursuant to the Scheme when aggregated together with shares issued and/or issuable in respect of all options granted under the Scheme, all other existing share schemes or share plans of the Company for the time being shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier."  
[See Explanatory Note (v)]
- Authority to grant awards and allot and issue shares under the Loyz Energy Performance Share Plan** Resolution 10  
"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised to grant awards in accordance with the provisions of the Loyz Energy Performance Share Plan (the "Plan") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of the awards granted under the Plan (including but not limited to allotment and issuance of shares in the capital of the Company at any time, whether during the continuance of such authority or thereafter, pursuant to awards made or granted by the Company whether granted during the subsistence of this authority or otherwise) provided always that the aggregate number of shares to be issued pursuant to the Plan when aggregated together with shares issued and/or issuable in respect of all awards granted under the Plan, all other existing share schemes or share plans of the Company for the time being shall not exceed fifteen per cent (15%) of the total number of issued shares of the Company excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier."  
[See Explanatory Note (vi)]
- To transact any other business which may be properly transacted at an annual general meeting.

### BY ORDER OF THE BOARD

Yap Peck Khim  
Company Secretary  
Date: 12 October 2016

### Explanatory Notes:

- Mr Lee Chye Cheng, Adrian shall, upon re-election as a Director, remain as the Non-executive Director and a member of the Audit Committee and the Remuneration Committee. Mr Lee Chye Cheng, Adrian has a direct interest in 50,000 shares of the Company, and he also has 1,200,000 share options in the Company. Mr Lee Chye Cheng, Adrian is the brother of Mr Lee Chye Tek, Lionel, who is the deemed substantial shareholder of the Company with total interests of 14.51% in the Company. Save for the above mentioned relationship, there are no relationships (including immediate family relationships) between Mr Lee Chye Cheng, Adrian and the other Directors, the Company or its 10% shareholders.  
Mr Pang Kee Chai (Peng Qicai) shall, upon re-election as a Director, remain as the Executive Director and a member of the Nominating Committee and the Risk Management Committee. Mr Pang Kee Chai (Peng Qicai) has a direct interest of 0.14% in the Company, and he also has 5,900,000 share options and 10,313,000 share awards in the Company. Save for the above mentioned relationship, there are no relationships (including immediate family relationships) between Mr Pang Kee Chai (Peng Qicai) and the other Directors, the Company or its 10% shareholders.  
Mr Ong Beng Chye shall, upon re-election as a Director, remain as the Chairman of the Nominating Committee and the Risk Management Committee, as well as a member of the Audit Committee and the Remuneration Committee. Mr Ong Beng Chye does not have any shareholding interest in the Company. There are no relationships (including immediate family relationships) between Mr Ong Beng Chye and the other Directors, the Company or its 10% shareholders. The Board considers Mr Ong Beng Chye to be independent for the purpose of Rule 704(7) of the Catalyst Rules.  
Further detailed information on the abovementioned Directors who are proposed to be re-appointed at the 2016 AGM can be found under the sections entitled "Board of Directors / Management" and "Corporate Governance Report" of the Company's Annual Report 2016.
- The Ordinary Resolution 5 above, if passed, will authorise and empower the Directors to allot and issue 2,123,000 new shares in the capital of the Company, at an issue price of \$0.0212 per share, to Mr Teo Choon Kow @ William Teo in satisfaction of the Director's fee payable to him for FY2016. Pursuant to Rule 804(3) of the Catalyst Rules, such director and his associates will abstain from exercising any voting rights on this resolution.
- In accordance with the requirements of Rule 712(3) of the Catalyst Rules :
  - BDO, the Company's current auditors for FY2016, has confirmed that it is not aware of any professional reasons why Crowe Horwath should not accept appointment as new auditors of the Company;
  - the Company confirms that there were no disagreements with BDO on accounting treatments within the last 12 months from the date of the circular to Shareholders; in relation to the proposed change of auditors (the "Circular");
  - the Company confirms that it is not aware of any circumstances connected with the proposed change of auditors that should be brought to the attention of Shareholders which has not been disclosed in the Circular;
  - the reasons for the proposed change of auditors are part of the Company's effort to strengthen the corporate governance processes and the Board is of the view that it would be timely to effect a change of auditors, which would also enable the Company to benefit from fresh perspectives and views of another professional auditor. The proposed change of auditors is not due to the dismissal of BDO, or due to BDO declining to continue to serve as auditors of the Company; and
  - the Company confirms that it complies with Rules 712 and 715 of the Catalyst Rules in relation to the proposed appointment of Crowe Horwath as auditors of the Company.For further information in relation to the proposed change of auditors, please refer to the Circular which is circulated to Shareholders together with the Company's annual report for FY2016.
- The Ordinary Resolution 8 above, if passed, will empower the Directors from the date of the 2016 AGM of the Company until the date of the next AGM of the Company, to allot and issue shares and/or convertible securities in the capital of the Company. The number of shares and convertible securities, which the Directors may allot and issue under this resolution shall not exceed one hundred per cent (100%) of the Company's total number of issued shares excluding treasury shares at the time of passing this resolution. For allotment and issuance of shares and/or convertible securities other than on a pro-rata basis to existing shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the Company's total number of issued shares excluding treasury shares at the time of passing this resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM of the Company.
- The Ordinary Resolution 9 above, if passed, will empower the Directors to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of such options in accordance with the Scheme.
- The Ordinary Resolution 10 above, if passed, will empower the Directors to grant awards under the Plan and to allot and issue shares pursuant to the vesting of such awards in accordance with the Plan.

### Notes:

- A member of the Company entitled to attend and vote at the 2016 AGM is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- Where a member of the Company appoints two proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 8 Wilkie Road #03-01 Wilkie Edge, Singapore 228095 not less than 48 hours before the time appointed for holding the 2016 AGM.

### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2016 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 or service providers) for the purpose of the processing, administration and analysis of the Company (or its agents or service providers) of proxies and representatives appointed for the 2016 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2016 AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice.*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*