



## MIRACH ENERGY LIMITED

(The "Company")

(Incorporated in the Republic of Singapore)

(Company Registration No. 200305397E)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting of the Company will be held at **Empress Ballroom 1, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on Monday, 28 April 2014 at 10:00 a.m.** to transact the following business:-

#### AS ORDINARY BUSINESS

- To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2013 and the Directors' Report and the Auditors Report thereon. **(Resolution 1)**
- To approve the Directors' fees of S\$175,000 for the financial year ended 31 December 2013 (2012: S\$175,000/-). **(Resolution 2)**
- To re-elect Ms Rhoda Liu Mei Ling retiring pursuant to Article 91 of the Company's Articles of Association. (See Explanatory Note 1) **(Resolution 3)**
- To elect Mr Chu Ming retiring pursuant to Article 97 of the Company's Articles of Association. (See Explanatory Note 1) **(Resolution 4)**
- To elect Mr Richard Tan Kheng Swee retiring pursuant to Article 97 of the Company's Articles of Association. (See Explanatory Note 1) **(Resolution 5)**
- To re-appoint Messrs RT LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

#### AS SPECIAL BUSINESS

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

##### 7. Authority to allot and issue shares

- "That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
  - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
  - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that
  - the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
    - new shares arising from the conversion or exercise of convertible securities, or
    - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
    - any subsequent bonus issue, consolidation or subdivision of the Company's shares.
  - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting 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 2)* **(Resolution 7)**

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

#### BY ORDER OF THE BOARD

Lin Moi Heyang

Lee Bee Fong

Company Secretaries

11 April 2014

#### Notes:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 96 Robinson Road #17-01 SIF Building Singapore 068899 not later than 48 hours before the time appointed for the Meeting.

#### Explanatory Notes:-

- Ms Rhoda Liu Mei Ling will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration Committee.  
Mr Chu Ming will, upon election as a Director of the Company, remain as a member of the Nominating Committee, Remuneration Committee and Audit Committee respectively.  
Mr Richard Tan Kheng Swee will, upon election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Remuneration Committee and a member of the Nominating Committee.  
Key information of the retiring directors can be found on pages 10 and 11 of the Annual Report.
- The ordinary resolution no. 7 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.