
NOTICE OF EXTRAORDINARY GENERAL MEETING

CHARISMA ENERGY SERVICES LIMITED
(Company Registration Number 199706776D)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Charisma Energy Services Limited (the “**Company**”) will be held by way of electronic means on Monday, 22 June 2020 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below as ordinary resolutions:

Capitalised terms not defined herein shall refer to the definitions set out in the circular to shareholders dated 31 May 2020 (the “**Circular**”).

ORDINARY RESOLUTION 1

THE PROPOSED RATIFICATION OF THE LOAN AGREEMENT BETWEEN THE COMPANY AND EZION HOLDINGS LIMITED (“EZION”) ENTERED INTO ON 15 JULY 2016 (AS SUPPLEMENTED BY AN ADDENDUM DATED 4 JANUARY 2017) (THE “IPT LOAN AGREEMENT”), AND THE INTEREST PAYABLE ON THE PRINCIPAL DRAWN DOWN (“OUTSTANDING LOAN”) UNDER THE IPT LOAN AGREEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 (“INTEREST PAYABLE FOR FY2019”)

That:

- (a) the IPT Loan Agreement for loan facility of up to US\$22,000,000 from Ezion, the principal drawn down under the IPT Loan Agreement since 15 July 2016 and the interest payable on the Outstanding Loan under the IPT Loan Agreement which amounted to US\$1,069,241 for the financial year ended 31 December 2019, be and is hereby ratified, authorised, approved and confirmed in all respects; and
- (b) the Directors and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing any loan agreements and such documents as may be required and to make such amendments thereto as the Directors may consider necessary, desirable and expedient) as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the transactions contemplated by the IPT Loan Agreement and the Proposed Ratification.

ORDINARY RESOLUTION 2

THE PROPOSED PAYMENT OF INTEREST PAYABLE ON THE OUTSTANDING LOAN FOR EACH OF FY2020, FY2021 AND FY 2022 (THE “THREE (3)-YEAR INTEREST PAYABLE”)

That, subject to the approval by Shareholders of Ordinary Resolution 1:

- (a) the interest payable on the Outstanding Loan for the Three (3)-Year Interest Payable be and is hereby authorised, approved and confirmed in all respects; and
- (b) the directors of the Company (the “**Directors**”) and each of them be and are hereby severally authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required and to make such amendments thereto as the Directors may consider necessary, desirable and expedient) as they or he may consider necessary,

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desirable or expedient or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

ORDINARY RESOLUTION 3 THE PROPOSED RENEWAL OF THE IPT MANDATE

That for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions, particulars of which are set out in the Appendix to the Annual Report (the "Appendix") with any party who is of the class of Interested Persons described in the Appendix provided that such transactions are carried out on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for recurrent Interested Person Transactions as set out in the **Appendix A**;
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

AS SPECIAL RESOLUTION

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION

THAT:

- (a) the Regulations contained in the New Constitution of the Company as set out in **Appendix D** of the Circular to the Shareholders dated 31 May 2020 be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this special resolution.

By Order of the Board of Directors

Tan Ser Ko
Executive Director and Chief Executive Officer
31 May 2020

Notes:

Participation in the EGM via live webcast or live audio feed

1. As the EGM will be held by way of electronic means, shareholders will NOT be able to attend the EGM in person. All shareholders or their representative (in the case of shareholders which are legal entities) will be able to participate in the EGM proceeding by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the EGM ("**Pre-registration**") at this link: https://charismaenergy.com/AGM_Pre-registration by 10 a.m on Thursday, 18 June 2020 ("**Registration Deadline**") for verification of their status as shareholders (or representatives of such shareholders which are legal entities). Registration will be open from 9.00 a.m. on Monday, 1 June 2020 onwards.
2. Upon successful verification, each such shareholder or its representative (in the case of shareholders which are legal entities) will receive an email by 9 a.m. on Friday, 19 June 2020. The email will contain instructions to access the live webcast or live audio feed of the EGM proceedings.

Shareholders or their representatives (in the case of shareholders which are legal entities) must not forward the email to other persons who are not shareholders and who are not entitled to participate in the EGM. Shareholders or their representatives (in the case of shareholders which are legal entities) who have pre-registered by the Registration Deadline but do not receive an email by 12.00 p.m. on Friday, 19 June 2020 may contact the Company for assistance at (65) 6571 0200.

Voting by Proxy

1. Shareholders may only exercise their voting rights at the EGM via proxy voting.
2. Shareholders who wish to vote on any or all of the resolutions at the EGM must appoint the Chairman of the EGM as their proxy to do so on their behalf. In the Proxy Form, a shareholder should specifically direct the Chairman on how he is to vote for or vote against (or abstain from voting on) each resolution to be tabled at the EGM, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
3. The instrument appointing the Chairman of the EGM as proxy must be deposited at the registered office of the Company at **438B Alexandra Road, #05-08/10 Alexandra Technopark, Singapore 119968** or sent by email to enquiries@charismaenergy.com not less than forty-eight (48) hours (i.e. by 9.00 a.m. on Saturday, 20 June 2020), before the time appointed for holding the EGM. The Proxy Form can be downloaded from SGXNET or the Company's website at <https://charismaenergy.com>.
4. **In view of the current COVID-19 measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email to enquiries@charismaenergy.com.**

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("CDP") at least 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the EGM by appointing the Chairman of the EGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act (Cap. 289), Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any shareholder who is holding his shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM. Accordingly, even if such shareholder deposits his proxy form forty-eight (48) hours before the EGM, the Chairman of the EGM who is appointed as his/her proxy will not be entitled to vote at the EGM.

CPF or SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the EGM (i.e. by 9.00 a.m. on Thursday, 11 June 2020), to ensure that their votes are submitted.

Access to documents or information relating to the EGM

All documents and information relating to the business of the EGM (including the Annual Report, Proxy Form and the Circular to the Shareholders) have been published on SGXNET and the Company's website at <https://charismaenergy.com>. Printed copies will not be sent to shareholders.

Submission of questions prior to the EGM

1. Shareholders may submit questions related to the resolutions to be tabled at the EGM by post to the Company at 438B Alexandra Road, #05-08/10 Alexandra Technopark, Singapore 119968 or sent by email to enquiries@charismaenergy.com. Questions must be submitted by 9.00 a.m. on Monday, 15 June 2020 so that they may be addressed during the EGM proceedings.
2. Shareholders or their representatives (in the case of shareholders which are legal entities) must state his/her full name and whether he/she is a shareholder or a representative of a shareholder which is a legal entity. Any question without the identification details will not be addressed.
3. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received by 9.00 a.m. on Monday, 15 June 2020, before or during the EGM proceedings. The Company will publish the minutes of the EGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the EGM, and responses from the Company, on SGXNet and the Company's website within one month after the date of EGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to the EGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholders' personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to shareholders (or their representatives in the case of shareholders which are legal entities) to the live webcast or live audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the EGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.