

CHARISMA ENERGY SERVICES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199706776D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 11 October 2016 issued by the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "EGM") of the shareholders (the "Shareholders") of Charisma Energy Services Limited (the "Company") will be held on 26 October 2016 at 10.00 a.m. at Ballroom 1, The Singapore Island Country Club, 180 Island Club Road, Singapore 578774 for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED PLACEMENT

That:

- (a) approval be and is hereby given for the allotment and issuance by the Company of up to 1,000,000,000 Warrants at an issue price of 0.20 cents per Warrant ("Issue Price"), with each Warrant entitling the holder to subscribe for one (1) new ordinary share in the capital of the Company at the exercise price of 0.20 cents per Warrant Share, subject to the terms and conditions of the Warrants to be set out in the Deed Poll to be executed by the Company for the purpose of constituting the Warrants;
- (b) the allotment and issue of up to 1,000,000,000 Warrant Shares upon the exercise of the Warrants on and subject to the terms of the Deed Poll whereby such Warrant Shares shall rank for any dividends, rights, allotments or other distributions, the Record Date for which is on or after the relevant date of exercise of the Warrants and shall rank *pari passu* in all respects with the then existing issued Shares, and will be admitted to listing on the Catalist;
- (c) the issue of additional Warrants and/or the adjustment to the exercise price of the Warrants as may be required or permitted to be issued on and subject to the terms and conditions as set out in the Deed Poll, whereby such additional Warrants shall rank *pari passu* with the existing Warrants and for all purposes form part of the same series;
- (d) the allotment and issue of such further Warrant Shares as may be required to be allotted and issued upon the exercise of any further or additional Warrants referred to in paragraph (c) of this resolution, whereby such further Warrant Shares shall rank *pari passu* in all respects with the then existing shares of the Company except that such further Warrant Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of issuance of such further Warrant Shares, and will be admitted to listing on the Catalist; and
- (e) the Directors and each of them be and are hereby authorised to do all acts and things 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.

ORDINARY RESOLUTION 2: THE PROPOSED PLACEMENT OF UP TO 62,000,000 WARRANTS TO MR. PATRICK TAN CHOON HOCK

That subject to and contingent upon the passing of Ordinary Resolution 1:

- (f) in connection with Ordinary Resolution 1, approval be and is hereby given for the allotment and issuance by the Company of up to 62,000,000 Warrants at the Issue Price to Mr. Patrick Tan Choon Hock ("Mr. Tan"), who is as at the Latest Practicable Date, a Substantial Shareholder of the Company, subject to the terms and conditions of the Warrants to be set out in the Deed Poll to be executed by the Company for the purpose of constituting the Warrants;
- (g) the allotment and issue of up to 62,000,000 Warrant Shares upon the exercise of the Warrants by Mr. Tan on and subject to the terms of the Deed Poll whereby such Warrant Shares shall rank for any dividends, rights, allotments or other distributions, the Record Date for which is on or after the relevant date of exercise of the Warrants and shall rank *pari passu* in all respects with the then existing issued Shares, and will be admitted to listing on the Catalist;
- (h) the issue of additional Warrants and/or the adjustment to the exercise price of the Warrants as may be required or permitted to be issued on and subject to the terms and conditions as set out in the Deed Poll, whereby such additional Warrants shall rank *pari passu* with the existing Warrants and for all purposes form part of the same series;
- (i) the allotment and issue of such further Warrant Shares as may be required to be allotted and issued upon the exercise of any further or additional Warrants referred to in paragraph (h) of this resolution, whereby such further Warrant Shares shall rank *pari passu* in all respects with the then existing shares of the Company except that such further Warrant Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of issuance of such further Warrant Shares, and will be admitted to listing on the Catalist; and
- (j) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem 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.

SHAREHOLDERS SHOULD NOTE THAT THE PASSING OF ORDINARY RESOLUTION 2 IS CONDITIONAL ON THE PASSING OF ORDINARY RESOLUTION 1. THIS MEANS THAT IF ORDINARY RESOLUTION 1 IS NOT PASSED, THEN ORDINARY RESOLUTION 2 SHALL NOT BE PASSED.

BY ORDER OF THE BOARD

CHARISMA ENERGY SERVICES LIMITED

Tan Ser Ko

Chief Executive Officer and Executive Director

11 October 2016

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the appointments shall be deemed to be invalid.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit. *If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the EGM will act as your proxy.*
4. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointment shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

"Relevant intermediary" mean:

- (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who hold shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Cap. 289 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Cap. 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. A corporation which is a member of the Company may authorised by resolution of its directors or other governing body, such persons as it thinks fit to act as its representative at the meeting.
 6. The Proxy Form must be deposited at the Company's registered office at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089376, not less than 48 hours before the time fixed for holding the EGM in order to be entitled to attend and to vote at the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
 7. A Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the EGM in order to be entitled to attend and vote at the EGM.
 8. The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.

Personal Data Privacy:

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