

CIRCULAR DATED 11 OCTOBER 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined herein.

If you have sold or transferred all your shares in the capital of Charisma Energy Services Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should at once hand this circular, together with the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”) for compliance with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”). The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Lance Tan, Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone: (65) 6229 8088.



CHARISMA ENERGY SERVICES LIMITED

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- I. THE PROPOSED PLACEMENT OF UP TO 1,000,000,000 WARRANTS (“WARRANTS”) AT AN ISSUE PRICE OF 0.20 CENTS PER WARRANT, WITH EACH WARRANT CARRYING THE RIGHT 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 (THE “PROPOSED PLACEMENT”); AND**
- II. THE PROPOSED PLACEMENT OF UP TO 62,000,000 WARRANTS TO MR. PATRICK TAN CHOON HOCK (“MR. TAN”) IN CONNECTION WITH THE PROPOSED PLACEMENT**

Important Dates and Times:

Last date and time for lodgement of Proxy Form	:	24 October 2016 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	26 October 2016 at 10.00 a.m.
Place of Extraordinary General Meeting	:	Ballroom 1 The Singapore Island Country Club 180 Island Club Road Singapore 578774

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DEFINITIONS

The following definitions apply throughout in this Circular except where the context otherwise requires:

<i>“Annual Report 2015”</i>	:	The Company’s annual report for FY2015
<i>“Authority”</i>	:	Monetary Authority of Singapore
<i>“Board”</i>	:	The board of Directors of the Company
<i>“Books Closure Date”</i>	:	In relation to the proposed rights issue of warrants to be undertaken by the Company as announced on 30 September 2016, the time and date to be determined by the Directors, on which the register of members of the Company and share transfer books of the Company will be closed to determine the Shareholders’ entitlements to the provisional allotments of the rights warrants under the proposed rights issue of warrants
<i>“Catalist”</i>	:	The sponsor-supervised listing platform of the SGX-ST
<i>“Catalist Rules”</i>	:	The Listing Manual of the SGX-ST Section B: Rules of Catalist, as amended, modified or supplemented from time to time
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 11 October 2016
<i>“Companies Act”</i>	:	The Companies Act, Chapter 50 of Singapore, as amended, modified or supplemented from time to time
<i>“Company”</i>	:	Charisma Energy Services Limited
<i>“Constitution”</i>	:	The constitution of the Company, as amended, modified or supplemented from time to time
<i>“Deed Poll”</i>	:	The deed poll to be executed by the Company for the purpose of constituting the Warrants
<i>“Director(s)”</i>	:	The director(s) of the Company as the Latest Practicable Date
<i>“EGM”</i>	:	The extraordinary general meeting of the Company to be convened and held on 26 October 2016 at 10.00 a.m. at Ballroom 1, The Singapore Island Country Club, 180 Island Club Road, Singapore 578774, the notice of which is set out on page N-1 of this Circular
<i>“Entitled Depositors”</i>	:	Shareholders with Shares entered against their names in the Depository Register, maintained by CDP
<i>“EPS”</i>	:	Earnings per Share
<i>“Exercise Period”</i>	:	Has the meaning ascribed to it in section 2.2 of this Circular
<i>“Exercise Price”</i>	:	0.20 cents for each Warrant Share
<i>“Expiry Date”</i>	:	Has the meaning ascribed to it in section 2.2 of this Circular
<i>“FY”</i>	:	The financial year ended or ending 31 December
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“Issue Price”</i>	:	0.20 cents for each Warrant

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<i>"Latest Practicable Date"</i>	:	The latest practicable date prior to the printing of this Circular, being 4 October 2016
<i>"Market Day"</i>	:	A day on which Catalist is open for trading in securities
<i>"Mr. Tan"</i>	:	Patrick Tan Choon Hock, a Substantial Shareholder of the Company as the Latest Practicable Date
<i>"Notice of EGM"</i>	:	The notice of the EGM which is set out on page N-1 of this Circular
<i>"NTA"</i>	:	Net tangible assets
<i>"Ordinary Resolutions"</i>	:	The ordinary resolutions set out in this Circular and in the Notice of EGM
<i>"Offer Information Statement"</i>	:	The offer information statement to be issued by the Company and to be lodged with the SGX-ST, acting as an agent on behalf of the Authority in connection with the Proposed Placement, including any supplementary or replacement document which may be issued by the Company in connection with the Proposed Placement
<i>"Placement Agent"</i>	:	PrimePartners Corporate Finance Pte. Ltd., in its capacity as placement agent
<i>"Placement Agreement"</i>	:	The placement agreement to be entered into between the Company and the Placement Agent
<i>"Proceeds"</i>	:	Has the meaning ascribed to it in section 4 of this Circular
<i>"Proposed Placement"</i>	:	The proposed placement of up to 1,000,000,000 Warrants at the Issue Price, with each Warrant entitling a Warrantholder to subscribe for one (1) new ordinary share in the capital of the Company at the Exercise Price per Warrant Share
<i>"Proposed Placement of Warrants to Mr. Tan"</i>	:	The proposed placement of up to 62,000,000 Warrants to Mr. Tan, who is a restricted placee under Rule 812(1) of the Catalist Rules as he is a Substantial Shareholder of the Company as at the Latest Practicable Date
<i>"Record Date"</i>	:	This means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which the Shareholders must be registered with the Company or CDP, as the case may be, in order to participate in such dividends, rights, allotments or other distributions
<i>"Register of Members"</i>	:	The register of members of the Company
<i>"Securities Account"</i>	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
<i>"SFA"</i>	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended, modified or supplemented from time to time
<i>"SGX-ST"</i>	:	Singapore Exchange Securities Trading Limited
<i>"Shareholders"</i>	:	Persons (not being Depositors) who are registered as holders of the Shares in the Register of Members of the Company and Depositors, who have Shares entered against their names in the Depository Register, except that where the registered holder is CDP, the term

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	“Shareholders” shall, where the context admits, mean the Depositors whose Securities Accounts are credited with Shares
“Shares”	: Ordinary shares in the capital of the Company
“Sponsor”	: PrimePartners Corporate Finance Pte. Ltd, the continuing sponsor of the Company
“Substantial Shareholder”	: A Shareholder who has an interest, directly and indirectly, in not less than 5% of the issued Shares
“Treasury Shares”	: The shares held in treasury by the Company
“W161103 Warrants”	: The W161103 Warrants issued by the Company, the terms of which are constituted in the deed poll executed by the Company on 4 November 2013
“W161103 Warrantheolders”	: The existing holders of the W161103 Warrants of the Company as at Books Closure Date or as at 5.00 p.m. on 3 November 2016, which is the day of the expiry of the W161103 Warrants, whichever date is earlier
“Warrantheolders”	: Registered holder of the Warrants, except that where the registered holder is CDP, the term “Warrantheolder” shall, in relation to such Warrants and where the context admits, mean the Entitled Depositors whose Securities Account are credited with such Warrants
“Warrants”	: Up to 1,000,000,000 new warrants in registered form to be allotted and issued by the Company pursuant to the Proposed Placement and (where the context so admits) such additional warrants as may be required or permitted to be allotted and issued by the Company pursuant to the terms and conditions of the Warrants to be set out in the Deed Poll, each Warrant entitling the holder thereof to subscribe for one (1) Warrant Share at the Exercise Price, subject to the terms and conditions to be set out in the Deed Poll
“Warrant Agent”	: Tricor Barbinder Share Registration Services
“Warrant Shares”	: The new Shares to be issued by the Company, credited as fully paid, upon the exercise of the Warrants, including, where the context admits, such new Shares arising from the exercise of any additional Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Warrants as set out in the Deed Poll
“S\$” and “cents”	: Dollars and cents respectively of the currency of Singapore
“%” or “per cent.”	: Per centum or percentage

The terms “*Depositor*”, “*Depository Agent*” and “*Depository Register*” shall have the meanings ascribed to them, respectively, in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA or the Catalist Rules or any modification thereof, as the case may be,

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unless otherwise provided.

Any reference to a time of day shall be a reference to Singapore time unless otherwise stated.

Any discrepancy in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

CHARISMA ENERGY SERVICES LIMITED

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

Directors:

Mr. Chew Thiam Keng (Non-Executive Chairman)
Mr. Tan Ser Ko (Chief Executive Officer & Executive Director)
Mr. Wong Bheet Huan (Executive Director)
Mr. Simon de Villiers Rudolph (Independent Director)
Mr. Cheng Yee Seng (Independent Director)
Mr. Lim Chen Yang (Independent Director)

Registered Office:

15 Hoe Chiang Road
#12-05 Tower Fifteen
Singapore 089316

Date: 11 October 2016

To: The Shareholders of Charisma Energy Services Limited

1. INTRODUCTION

1.1 Extraordinary General Meeting

The Board is proposing to convene an extraordinary general meeting to seek Shareholders' approval for the Proposed Placement and the Proposed Placement of Warrants to Mr. Tan.

1.2 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information relating to, and the rationale for the Proposed Placement as well as the Proposed Placement of Warrants to Mr. Tan, and to seek Shareholders' approval for the same at the EGM to 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, the notice of which is set out on page N-1 of this Circular.

1.2.1 Ordinary Resolution 1 – The Proposed Placement

The Company intends to issue up to 1,000,000,000 Warrants to subscribers procured by the Placement Agent, these subscribers being W161103 Warranholders as at Books Closure Date or as at 5.00 p.m. on 3 November 2016, whichever date is earlier, subject to the receipt of the listing and quotation notice from the SGX-ST, on the basis of one (1) Warrant for every one (1) W161103 Warrant which the existing W161103 Warranholders hold, and the Placement Agent shall procure subscribers on a best efforts basis for the Warrants at the Issue Price.

The W161103 Warrants were issued in November 2013 and are expiring on 3 November 2016 at 5.00 p.m. The Company has made the relevant announcement regarding the expiry of the W161103 Warrants on 2 October 2016 and has notified the W161103 Warranholders of the same.

The Company will be entering into a Placement Agreement with the Placement Agent for the Proposed Placement.

Rules 805 and 824 of the Catalist Rules provide that an issuer must obtain the prior approval of shareholders in general meeting for the issuance of shares or convertible securities, unless such shares or convertible securities are issued under a general mandate obtained from shareholders in general meeting. Assuming all the Warrants are subscribed for and exercised, 1,000,000,000 Warrant Shares will be issued, representing approximately 7.69% of the Company's issued and paid-up share capital of 13,010,308,855 Shares as at the Latest Practicable Date, and 7.14% of the enlarged issued share capital of the Company.

LETTER TO SHAREHOLDERS

The Company will be seeking a separate specific approval of Shareholders for the allotment and issue of the Warrants and the Warrant Shares, for purposes of Rules 805 and 824 of the Catalist Rules.

Rule 811(2)(a) of the Catalist Rules provides that in an issue of company warrants, the conversion price must not be priced at more than a 10% discount to the prevailing market price of the underlying Shares prior to the signing of the placement or subscription agreement. Rule 811(3) of the Catalist Rules provides, *inter alia*, that Rule 811(2) of the Catalist Rules is not applicable if specific shareholder approval is obtained for the Proposed Placement. The Exercise Price of 0.20 cents for each Warrant Share represents a discount of 75.0% to the volume weighted average price of 0.80 cents for trades done on the SGX-ST on 30 September 2016 (being the full Market Day on which the Shares were traded on the date of the announcement of the Proposed Placement). Accordingly, the Proposed Placement is subject to the specific approval of Shareholders for the purposes of Rule 811(3) of the Catalist Rules.

1.2.2 Ordinary Resolution 2 – The Proposed Placement of Warrants to Mr. Tan

Mr. Tan, who is a W161103 Warrantholder, is considered to be a restricted placee pursuant to Rule 812(1) of the Catalist Rules as he holds 1,493,669,100 Shares in the Company, representing 11.48%¹ of the issued and paid-up share capital of the Company, and hence is a Substantial Shareholder of the Company.

Pursuant to Rule 812(2) of the Catalist Rules, Rule 812(1) of the Catalist Rules will not apply if specific approval of Shareholders in relation to the above is obtained. It further provides that Mr. Tan and his associates must abstain from voting on the relevant resolution. Accordingly, the Proposed Placement of Warrants to Mr. Tan is subject to the specific approval of Shareholders for the purposes of Rule 812(2) of the Catalist Rules.

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.

2. THE PROPOSED PLACEMENT

2.1 Introduction

On 30 September 2016, the Company announced the Proposed Placement whereby the Company shall issue up to 1,000,000,000 Warrants to subscribers procured by the Placement Agent, and the Placement Agent shall procure subscribers on a best efforts basis for the Warrants at the Issue Price. Each Warrant entitles a Warrantholder to subscribe for one (1) Warrant Share at the Exercise Price, subject to the terms and conditions to be set out in the Deed Poll. The expected number of Warrantholders is approximately 380.

2.2 Terms of the Warrants

The principal terms and conditions of the Warrants are set out below:

Issue Size	: Up to 1,000,000,000 Warrants convertible into 1,000,000,000 Warrant Shares.
Issue Price	: 0.20 cents per Warrant.
Exercise Price	: 0.20 cents, which represents a discount of 75.0% to the volume weighted average price of 0.80 cents for trades done on the

¹ This includes Mr. Tan's deemed interest in 3.79% of the Company's issued and paid-up share capital held through his spouse and through nominees. Please refer to Section 7 of this Circular for more details regarding Mr. Tan's shareholding interests in the Company.

LETTER TO SHAREHOLDERS

SGX-ST on 30 September 2016, which is the full Market Day on which the Shares were traded on the date of the announcement of the Proposed Placement.

- Form and Subscription Rights of the Warrants and the Exercise Period of the Warrants** : Up to 1,000,000,000 Warrants issued in registered form, subject to the terms and conditions of the Warrants to be set out in the Deed Poll. Each Warrant carries the right to subscribe for one (1) Warrant Share at the Exercise Price of 0.20 cents for each Warrant Share at any time during the period commencing on and including the date of the issue of the Warrants and expiring at 5.00 p.m. on the date immediately preceding the fifth (5th) anniversary of the date of the issue of the warrants (the “**Exercise Period**”), unless such date is a date on which the Register of Members is closed or is not a Market Day, in which case the Exercise Period shall end on the date prior to the closure of the Register of Members of the Company or the immediate preceding Market Day, as the case may be, but excluding such period(s) during which the register of holders of Warrants may be closed pursuant to the terms and conditions of the Warrants to be set out in the Deed Poll. The Warrants which have not been exercised after the Expiry Date shall lapse and cease to be valid for any purpose.
- Listing of the Warrants and Warrants Shares** : An application will be made to the SGX-ST by the Sponsor on behalf of the Company for the dealing in, and listing and quotation of the Warrants and the Warrant Shares pursuant to the Proposed Placement. The Company will make the necessary announcement on SGXNET upon the receipt of the listing and quotation notice by the SGX-ST.
- In the event that permission is not granted by the SGX-ST for the listing of and quotation for the Warrants due to an insufficient spread of holdings of the Warrants to provide for an orderly market in the trading of the Warrants, the Company shall nevertheless proceed and complete the Proposed Placement. Accordingly, the Warranholders will not be able to trade their Warrants on the Catalist.*
- Trading of the Warrants** : The Warrants will be issued in registered form and will be listed and traded separately on Catalist under the book-entry (scripless) settlement system, upon the listing and quotation of the Warrants on Catalist, subject to, amongst others, there being an adequate spread of holdings of the Warrants to provide for an orderly market in the Warrants.
- Adjustments** : The Exercise Price and/or the number of Warrants to be held and/or the number of Warrants by each Warranholder will, after their issue, be subject to adjustments under certain circumstances to be set out in the Deed Poll. Such circumstances include, without limitation, consolidation or subdivision of Shares, capitalisation issues, rights issues and certain capital distributions. Any such adjustments shall be announced by the Company via an announcement on SGXNET in compliance with the Catalist Rules.
- Transfer and Transmission** : The Warrants may only be transferred in lots, such that the subscription of the Warrant Shares by Warranholders may only be effected in whole numbers. A Warrant may only be transferred in the manner prescribed in the terms and

LETTER TO SHAREHOLDERS

conditions of the Warrants to be set out in the Deed Poll including, *inter alia*, the following:

- (i) Warrants not registered in the name of CDP – a Warranholder whose Warrants are registered otherwise than in the name of CDP (“**Transferor**”) shall lodge, during normal business hours on any business day at the specified office of the Warrant Agent, the Transferor’s warrant certificate(s) together with a transfer form as prescribed by the Company from time to time (“**Transfer Form**”) duly completed and signed by or on behalf of the Transferor and the transferee and duly stamped in accordance with any law for the time being in force relating to stamp duty, provided that the Company and the Warrant Agent may dispense with requiring CDP to sign as transferee any Transfer Form for the transfer of Warrants to CDP. A Transferor shall be deemed to remain a Warranholder of the Warrants until the name of the transferee is entered in the register of Warranholders by the Warrant Agent;
- (ii) Deceased Warranholder – the executors and administrators of a deceased Warranholder whose Warrants are registered otherwise than in the name of CDP (not being one of several joint holders) or, if the registered holder of the Warrants is CDP, of a deceased Depositor and, in the case of the death of one or more of several joint holders, the survivor or survivors of such joint holders shall be the only persons recognised by the Company as having any title to the Warrants registered in the name of the deceased Warranholder. Such persons shall be entitled to be registered as Warranholders upon the production by such persons to the Company and the Warrant Agent of such evidence as may be reasonably required by the Company and the Warrant Agent to prove their title and on completion of a Transfer Form and the payment of the fees and expenses to be set out in the Deed Poll; and
- (iii) Warrants registered in the name of CDP – where the Warrants are registered in the name of CDP and the Warrants are to be transferred between Depositors, such Warrants must be transferred in the Depository Register by CDP by way of book entry. A Depositor shall be deemed to remain a Warranholder of the Warrants until the name of the transferee is entered in the Depository Register by CDP.

Winding Up

- : Where there is a members’ voluntary winding-up of the Company, each Warranholder may elect to be treated as if he had immediately prior to the commencement of such winding-up exercised the Warrants and had on such date been the holders of the Warrant Shares to which he would have become entitled pursuant to such exercise. The Company shall give notice to each Warranholder in accordance with the terms and conditions to be set out in the Deed Poll of the passing of any such resolution.

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- Notice of Expiry** : The Company shall, not later than one (1) month before the expiry of the Exercise Period (the “**Expiry Date**”), announce the expiry of the Exercise Period on SGXNET. In addition, the Company shall not later than one (1) month before the Expiry Date, take reasonable steps to notify the Warranholders in writing of the Expiry Date, and such notice shall be delivered by post to the registered address of the Warranholder.
- Alteration to Terms** : No material alteration to the terms of the Warrants after the issue thereof to the advantage of the Warranholder shall be made, unless the alterations are made pursuant to the terms and conditions of the Warrants to be set out in the Deed Poll or the prior approval of the Shareholders in general meeting has been sought.
- Further Issues** : Subject to the terms and conditions of the Warrants, the Company shall be at liberty to issue Shares to Shareholders either for cash or as a bonus distribution and further subscription rights upon such terms and conditions as the Company sees fit but the Warranholders shall not have any participating rights in such issue of Shares unless otherwise resolved by the Company in general meeting.
- Warrant Agent** : Tricor Barbinder Share Registration Services.
- Governing Law** : Laws of the Republic of Singapore.

The above terms and conditions of the Proposed Placement are subject to such changes as the Directors and the Placement Agent, may deem fit. The full details and final terms and conditions of the Proposed Placement will be set out in the Offer Information Statement to be despatched in due course, subject to, amongst others, the approval of Shareholders for the Proposed Placement at the EGM.

2.3 Conditions Precedent

Completion of the Proposed Placement shall be conditional upon, *inter alia*:

- a) the approval of the Board and Shareholders being obtained for the Proposed Placement;
- b) the execution of the Deed Poll;
- c) the listing and quotation notice from the SGX-ST (and such approval not having been withdrawn or revoked on or prior to the closing date of the offer of the Warrants) for the listing and quotation of the Warrants and Warrant Shares on the Catalist having been obtained and remaining in full force and effect and where such approval is given subject to conditions which must be fulfilled on or before completion, they are so fulfilled; and
- d) the lodgement of the Offer Information Statement, together with all other accompanying documents pursuant to the SFA, with the SGX-ST, acting as agent on behalf of the Authority.

The Company will make an application through the Sponsor to the SGX-ST for the permission to deal in and for the listing and quotation of the Warrants and the Warrant Shares on Catalist. The Company will make the necessary announcement on SGXNET upon the receipt of the listing and quotation notice by the SGX-ST.

2.4 Warrant Shares

The Warrant Shares allotted and issued upon the exercise of the Warrants shall be fully paid and 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.

Please refer to section 5 of this Circular for more information on the size of the Proposed Placement.

3. THE PROPOSED PLACEMENT OF WARRANTS TO MR. TAN

3.1 Background of Rule 812(1) Restricted Placee

In connection with the Proposed Placement, up to 62,000,000 Warrants may be placed to Mr. Tan according to the number of W161103 Warrants held by him as at the Latest Practicable Date. The ultimate number of Warrants that may be placed to Mr. Tan will be determined as at Books Closure Date or as at 5.00 p.m. on 3 November 2016, whichever date is earlier, on the basis of one (1) Warrant for every one (1) W161103 Warrant which Mr. Tan holds.

The Proposed Placement will not be offered to a person who is a Director or Substantial Shareholder or any other person in the categories set out in Rule 812(1) of the Catalist Rules to subscribe for any of the Warrants, unless such subscription is otherwise approved by the SGX-ST or specific Shareholders' approval for such subscription is obtained.

Mr. Tan, who is a holder of the W161103 Warrants, is considered to be a restricted placee pursuant to Rule 812(1) of the Catalist Rules as he holds 1,493,669,100 shares in the Company, representing 11.48%² of the issued and paid-up share capital of the Company, and hence is a Substantial Shareholder of the Company.

Pursuant to Rule 812(2) of the Catalist Rules, Rule 812(1) of the Catalist Rules will not apply if specific approval of Shareholders in relation to the above is obtained. It further provides that Mr. Tan and his associates must abstain from voting on the relevant resolution.

4. RATIONALE AND USE OF PROCEEDS

The Proposed Placement will provide Warrantheolders with the opportunity to further participate in the equity of the Company by subscribing for new shares through the exercise of the Warrants. In addition, the Directors believe that the Proceeds (as defined below) arising from the Proposed Placement and through the exercise of the Warrants (as and when exercised), will (i) expand and strengthen the capital base of the Company, (ii) provide additional resources for business expansion in the renewable energy sector, and (iii) confer additional financial flexibility on the Company and enable it to respond proactively to strategic business opportunities and working capital requirements.

The net cash proceeds from the Proposed Placement (after deducting professional fees and expenses relating of approximately S\$100,000) and assuming all 1,000,000,000 Warrants are subscribed and issued will be approximately S\$1,900,000³.

The Company will receive an additional S\$2,000,000 assuming all the Warrants are exercised. The cash proceeds from the Proposed Placement (together with the cash proceeds from the exercise of the Placement Warrants, the "**Proceeds**") will be used by the Company in the following estimated proportions:

² This includes Mr. Tan's deemed interest in 3.79% of the Company's issued and paid-up share capital held through his spouse and through nominees. Please refer to Section 7 of this Circular for more details regarding Mr. Tan's shareholding interests in the Company.

³ No proceeds will be raised in the event that no Warrants are subscribed for and issued.

LETTER TO SHAREHOLDERS

Use of Proceeds	Percentage Allocation (%)
To fund corporate activities including, but not limited to, acquisitions, joint ventures and/or strategic alliances	70
General working capital purposes	30

As and when the Warrants are exercised, the Company intends for the proceeds arising therefrom to be applied to the same purposes as stated above.

Pending deployment, the Proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments or used for any other purposes on a short-term basis as the Directors may in their absolute discretion deem fit in the interests of the Company.

The Directors are of the opinion that:

- (a) after taking into consideration the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) after taking into consideration the present bank facilities and the Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

The Company will make periodic announcements on the use of the Proceeds as and when the Proceeds are materially disbursed, and provide a status report on the use of the Proceeds and where such Proceeds have been used for working capital, a breakdown with specific details on how the Proceeds have been applied in the Company's annual reports as well as the interim and full-year financial statements until such time the Proceeds have been fully utilised.

5. ISSUE SIZE

The Company proposes to issue up to 1,000,000,000 Warrants. Assuming all the Warrants are exercised, 1,000,000,000 Warrant Shares will be issued. The 1,000,000,000 Warrant Shares represent approximately 7.69% of the Company's issued and paid up share capital of 13,010,308,855 ordinary shares as at the Latest Practicable Date, and 7.14% of the enlarged issued share capital of the Company.

6. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

The financial effects of the Proposed Placement set out below are strictly for illustrative purposes and do not necessarily reflect the actual future financial position and results of the Company following the Proposed Placement. The table below sets out the financial effects of the Proposed Placement based on the following bases and assumptions:

- (a) the audited consolidated financial statements of the Group for the full financial year ended 31 December 2015 ("FY 2015");
- (b) the financial impact on the consolidated NTA per Share is computed based on the assumption that the Proposed Placement was completed on 31 December 2015; and
- (c) the financial impact on the consolidated EPS is computed based on the assumption that the Proposed Placement was completed on 1 January 2015.

LETTER TO SHAREHOLDERS

	Before completion of the Placement Warrants Issue	After completion of the Placement Warrants Issue	After completion of the Placement Warrants Issue and assuming full exercise of the Placement Warrants
Issued and paid-up share capital (US\$'000)	270,718	270,718	273,609
No. of Shares ('000)	12,838,434	12,838,434	13,838,434
NTA (US\$'000)	78,610	79,954 ⁽¹⁾	81,368 ⁽¹⁾
NTA per Share (US\$ cents)	0.61	0.62	0.59
Basic EPS per Share (US\$ cents)	0.08	0.08	0.07
Weighted average number of Shares ('000)	10,608,000	10,608,000	11,608,000

⁽¹⁾ The proceeds from the Proposed Placement and the exercise of the Warrants were converted from S\$ to US\$ based on an exchange rate of US\$1.00:S\$1.41.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares, based on the registers of Directors' interests in Shares and Substantial Shareholders' interests in Shares, respectively, are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	%⁽¹⁾	Number of Shares	%⁽¹⁾
Directors				
Chew Thiam Keng	-	-	-	-
Tan Ser Ko	-	-	-	-
Wong Bheet Huan	30,800	0.00	-	-
Simon de Villiers Rudolph	10,000,000	0.08	-	-
Cheng Yee Seng	-	-	-	-
Lim Chen Yang	-	-	-	-
Substantial Shareholders (other than Directors)				
Ezion Holdings Limited	5,461,932,000	41.98	-	-
Patrick Tan Choon Hock	1,000,483,100	7.69	493,186,000 ⁽²⁾	3.79

Notes:

- (1) The percentage of shareholdings is computed based on the issued and paid-up share capital of the Company comprising 13,010,308,855 Shares (excluding Treasury Shares) as at the Latest Practicable Date.
- (2) Mr. Tan is able to exercise control over the voting rights of 339,000,000 shares owned by his spouse, Mdm Serene Lee Siew Kin and 154,186,000 shares owned by Mr. Tan are held through nominees.

LETTER TO SHAREHOLDERS

Save as disclosed in this Circular and other than through their respective shareholdings in the Company, none of the Directors, or as far as the Company is aware, the Substantial Shareholders, have any interest, direct or indirect, in the Ordinary Resolutions.

8. CONFIRMATION FROM THE COMPANY

The Company confirms that the Warrants and Warrant Shares will not be issued to transfer a controlling interest without prior approval of Shareholders in a general meeting.

Save Mr Tan as set out in Section 3.1, the remaining placees will not be persons who fall within the categories set out in Rule 812(1) of the Catalist Rules.

9. ABSTENTION FROM VOTING

Pursuant to Rule 812(2) of the Catalist Rules, As stated in Section 2.5 of this Circular, a restricted placee under Rule 812(1) of the Catalist Rules and his associates must abstain from voting on the resolution approving a placement to the restricted placee.

Accordingly, Mr. Tan will abstain, and will ensure that his associates will abstain, from voting on the ordinary resolution to approve the Proposed Placement of Warrants to himself at the EGM. He will also decline to accept any appointment as proxy for any Shareholder to vote in respect of ordinary resolution 2 at the EGM unless the Shareholder concerned shall have given instructions in the proxy form as to the manner in which his votes are to be cast in respect of such ordinary resolution 2 at the EGM

10. DIRECTORS' RECOMMENDATIONS

After having considered, *inter alia*, the terms and rationale of the Proposed Placement and the Proposed Placement of Warrants to Mr. Tan, the Directors are of the view that the ordinary resolutions relating to the Proposed Placement and the Proposed Placement of Warrants to Mr. Tan are in the best interests of the Company. Accordingly, the Directors recommend that the Shareholders vote in favour of the Ordinary Resolutions at the EGM.

11. NO REGARD TO SPECIFIC OBJECTIVES

In giving the above recommendations, the Directors have not had regard to the general or specific investment objectives, financial situation, tax position or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, the Directors recommend that any individual Shareholder who may require specific advice in relation to his investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers immediately.

12. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page N-1 of this Circular, 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 purpose of considering and, if thought fit, passing with or without modification the Ordinary Resolutions set out in the Notice of EGM.

13. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote on their behalf, should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the Company's registered office at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316, not less than 48 hours before the time fixed for the EGM. Appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes. A proxy need not be a Shareholder.

LETTER TO SHAREHOLDERS

The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he subsequently wishes to do so. In such an event, the Proxy Form shall be deemed to be revoked.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless Shares are entered against his name on the Depository Register at least 72 hours before the time fixed for the EGM.

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.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected by Shareholders at the registered office of the Company at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Constitution; and
- (b) the Annual Report 2015.

Yours faithfully

For and on behalf of the Board
Charisma Energy Services Limited

Tan Ser Ko
Chief Executive Officer and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 089316*, 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.

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PROXY FORM

CHARISMA ENERGY SERVICES LIMITED
(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 199706776D)

**PROXY FORM
EXTRAORDINARY GENERAL MEETING**

IMPORTANT:

1. Pursuant to Section 181(1C) of the Companies Act, Cap. 50 of Singapore (the "Act"), Relevant Intermediaries may appoint more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting ("EGM").
2. For investors who have used their CPF monies to buy Shares in the Company ("CPF Investors"), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF Investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks as proxies for the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 11 October 2016.

*I/We, _____ (Name) _____ (NRIC/Passport No.)
of _____ (Address)

being a *member/members of **CHARISMA ENERGY SERVICES LIMITED** (the "Company") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the EGM as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM to be held at Ballroom 1, The Singapore Island Country Club, 180 Island Club Road, Singapore 578774 on Wednesday, 26 October 2016 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion. The resolutions put to vote at the EGM shall be decided by poll.

No.	Ordinary Resolutions relating to:	No. of Votes For*	No. of Votes Against*
1	The Proposed Placement		
2	The Proposed Placement of Warrants to Mr. Patrick Tan Choon Hock		

* If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2016.

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

*Delete where inapplicable

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	



IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. A proxy need not be a member of the Company.
4. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Cap. 289 of Singapore), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you.
5. The instrument appointing a proxy or proxies, duly executed, must be deposited at the registered office of the Company at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316, not less than 48 hours before the time appointed for the EGM.

Affix
Postage
Stamp

The Company Secretary
Charisma Energy Services Limited
15 Hoe Chiang Road, #12-05
Tower Fifteen Singapore 089316

6. The instrument appointing a proxy or proxies must be under the hand of the appointor or 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 under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.
9. The submission of an instrument or form appointing a proxy by a shareholder does not preclude him from attending and voting in person at the EGM if he so wishes. In such event, the relevant proxy forms will be deemed to be revoked.
10. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
11. CPF Investors who buy Shares in the Company may attend and cast their vote at the meeting in person. CPF Investors who are unable to attend the meeting but would like to vote, may inform CPF Approved Nominees to appoint Chairman of the EGM to act as their proxy, in which case, the CPF Investor shall be precluded from attending the meeting.