



# LOYZ ENERGY LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as used in the circular dated 14 June 2015 issued by Loyz Energy Limited ("Circular").*

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of Loyz Energy Limited (the "Company") will be held at 11.00 a.m. on 29 June 2015 at Klapsons, The Boutique Hotel - eighteen, 1 & 2 Level 18, 15 Hoe Chiang Road, Tower Fifteen, Singapore 089316 for the purpose of considering and, if thought fit, passing with or without amendment, the following resolutions which will be proposed as ordinary resolutions:

### ORDINARY RESOLUTION 1

#### **THE PROPOSED ISSUE OF 136,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO FRAM EXPLORATION ASA**

Resolved that, approval be and is hereby given to allot and issue 136,500,000 Fram Shares at an issue price of S\$0.110 per Fram Share to be allotted and issued to Fram, subject to and otherwise in accordance with the terms and conditions of the Termination Agreement and the Circular whereby such Fram Shares when issued shall rank *pari passu* in all respects with the then existing Shares, save as may be provided in the terms and conditions of the Termination Agreement and the Circular.

### ORDINARY RESOLUTION 2

#### **THE PROPOSED DISPOSAL OF THE RIGS TO SKY PARK INVESTMENTS LIMITED, A WHOLLY-OWNED SUBSIDIARY OF JIT SUN INVESTMENTS PTE. LTD.**

Resolved that, approval be and is hereby given to sell the Rigs to Sky Park Investments Limited for a consideration of US\$16.0 million on the terms and conditions set out in the Sale and Purchase Agreement.

### ORDINARY RESOLUTION 3

#### **THE PROPOSED TRANSACTIONS CONTEMPLATED UNDER THE SHAREHOLDER LOANS FROM JIT SUN INVESTMENTS PTE. LTD. TO THE COMPANY**

Resolved that, approval be and is hereby given for:

- (1) the grant by the Company of the S\$13M Loan Convertibility Option to Jit Sun and the Proposed Conversion Price Reduction on the terms and conditions set out in the S\$13M Loan Agreement and the S\$15M Loan Agreement respectively; and
- (2) the allotment and issuance of up to 210,181,818 Jit Sun Shares at the Jit Sun Conversion Price per new Share, subject to and otherwise in accordance with the terms and conditions of the S\$13M Loan Agreement or, as the case may be, the S\$15M Loan Agreement and the Circular whereby such Jit Sun Shares when issued shall rank *pari passu* in all respects with the then existing Shares, save as may be provided in the terms and conditions of the S\$13M Loan Agreement or, as the case may be, the S\$15M Loan Agreement, and such further Jit Sun Shares as may be required to be allotted and issued in the event that Jit Sun exercises its right to convert the Outstanding S\$13M Loan Principal Amount or, as the case may be, the Outstanding S\$15M Loan Principal Amount upon the adjustment of the Jit Sun Conversion Price in accordance with the terms and conditions set out in the S\$13M Loan Agreement or, as the case may be, the S\$15M Loan Agreement.

By Order of the Board

**Yap Peck Khim**  
Company Secretary

Singapore  
14 June 2015

### Notes:

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy but not more than two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. The instrument appointing a proxy must be lodged at the registered office of the Company at 15 Hoe Chiang Road, #19-01 Tower 15, Singapore 089316 not less than 48 hours before the time appointed for the EGM.

### Personal data privacy:

By 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 and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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.

This Notice has been prepared by the Company and its contents have been reviewed by Canaccord Genuity Singapore Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has assumed no responsibility for the contents of this Notice, including the correctness of any of the statements made, reports contained or opinions expressed in this Notice. The contact person for the Sponsor is Ms Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.