

# PROXY FORM

## GOLDEN ENERGY AND RESOURCES LIMITED

(Company Registration No. 199508589E)  
(Incorporated in the Republic of Singapore)

### IMPORTANT

- The Notice of EGM, Proxy Form and the Circular (collectively, the "Documents") will be sent to Shareholders by electronic means via publication on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://investor.gear.com.sg/circulars.html>. Printed copies of these Documents will **NOT** be sent to Shareholders.
- The Extraordinary General Meeting ("EGM") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders will **NOT** be able to attend the EGM in person.
- Alternative arrangements relating to: (a) attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via a "live" audio-visual webcast or a "live" audio-only stream); (b) submission of questions in advance of the EGM or during the "live" audio-visual webcast of the EGM; (c) addressing of substantial and relevant questions at the EGM; and (d) voting at the EGM (i) "live" by Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM, are set out in Section 24 of the Circular dated 18 May 2023.
- Shareholders who wish to appoint proxies to attend the EGM and vote "live" at the EGM on their behalf must: (i) complete and submit the Proxy Form in accordance with the instructions below; AND (ii) pre-register the proxy(ies) at the pre-registration website at <https://conveneagm.sg/GEAREGM2023> by 10.00 a.m. on 6 June 2023. As an alternative to "live" voting, Shareholders may also vote at the EGM by appointing the Chairman as proxy to vote on their behalf in respect of the Shares held by them.
- This Proxy Form is not valid for use by Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors).** Investors holding Shares through Relevant Intermediaries who wish to vote should approach their respective Relevant Intermediaries. CPF/SRS Investors should approach their respective CPF Agent Banks or SRS Operators at least seven (7) Market Days before the date of the EGM.
- By submitting this Proxy Form, Shareholders accept and agree to the Personal Data Privacy terms set out in the Notice of EGM dated 18 May 2023.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a Shareholder's proxy to attend, speak and vote on his behalf at the EGM.

\*I/We, \_\_\_\_\_ (Name) NRIC/Passport/Co. Reg. No. \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a \*member/members of **GOLDEN ENERGY AND RESOURCES LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholding	
		No. of Shares	%
Address		Email^	

\*and/or

Name	NRIC/Passport No.	Proportion of Shareholding	
		No. of Shares	%
Address		Email^	

or failing him/her\*, the Chairman of the EGM as \*my/our proxy/proxies to vote or abstain for \*me/us on \*my/our behalf at the EGM to be convened and held by way of electronic means on 9 June 2023 at 10.00 a.m. (Singapore time), and at any adjournment thereof. \*I/We direct \*my/our proxy/proxies to vote for or against or to abstain from voting on the resolutions proposed at the EGM as indicated hereunder.

*(Please indicate with an "✓" in the spaces provided whether you wish your vote(s) to be cast for or against or abstain from voting on the resolutions as set out in the Notice of EGM. If no specific direction as to voting is given, the proxy/proxies (except where the Chairman is appointed as my/our proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the EGM and at any adjournment thereof. In the absence of specific directions in respect of a resolution, the appointment of the Chairman as my/our proxy for that resolution will be treated as invalid.)*

Resolutions	For**	Against**	Abstain**
To approve the Proposed Distribution by way of Dividend In Specie (subject to the Capital Reduction becoming effective) and Capital Reduction			
To approve the Delisting pursuant to Rules 1307 and 1309 of the Listing Manual			

\* Delete where inapplicable.

\*\* If you wish to exercise all your votes "For" or "Against", please tick (✓) in the "For" or "Against" box. Alternatively, please indicate the number of votes "For" or "Against" as appropriate in the "For" or "Against" box. If you wish to "Abstain" from voting on the resolution, please tick (✓) in the "Abstain" box. Alternatively, please indicate the number of shares which you wish to abstain from voting.

^ Appointed proxy(ies) will be prompted via email (within two (2) business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at the pre-registration website at <https://conveneagm.sg/GEAREGM2023>, in order to access the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings.

Dated this \_\_\_\_\_ day of \_\_\_\_\_

	Total number of Shares in:
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s) or  
Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ THE NOTES OVERLEAF**

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# PROXY FORM

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## Notes:

- (1) 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 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy(ies) shall be deemed to relate to all the shares held by you.
- (2) Shareholders will **NOT** be able to attend the EGM in person. A Shareholder who wishes to exercise his/her/its voting rights at the EGM may:
  - (a) (where the Shareholder is an individual) attend and vote "live" via electronic means at the EGM;
  - (b) (where the Shareholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the EGM) to attend and vote "live" via electronic means at the EGM on their behalf; or
  - (c) (where the Shareholder is an individual or a corporate) appoint the Chairman of the EGM as proxy to vote on their behalf.
- (3) This Proxy Form may be accessed at the Company's website and on SGXNET. A Shareholder may also appoint a proxy(ies) via the online process through the pre-registration website at <https://conveneagm.sg/GEAREGM2023>.
- (4) A proxy need not be a Shareholder.
- (5) Shareholders who wish to appoint proxies to attend the EGM and vote "live" at the EGM on their behalf must:
  - (i) complete and submit the Proxy Form in accordance with the instructions below; AND
  - (ii) pre-register the proxy(ies) at the pre-registration website at <https://conveneagm.sg/GEAREGM2023> by 10.00 a.m. on 6 June 2023.
- (6) The instrument appointing a proxy must be duly completed and submitted not later than 10.00 a.m. on 6 June 2023 in the following manner:
  - (a) if sent by post, to the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
  - (b) if submitted electronically, via email to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com), or via the online process through the Registration Link.

A Shareholder who wishes to submit an instrument of proxy by using the abovementioned option (a) or (b) must first download, print, complete and sign the Proxy Form, before scanning and submitting it to the email address or posting it to the office address provided above.
- (7) A Shareholder who is not a Relevant Intermediary is entitled to appoint not more than two proxies. Where such Shareholder's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- (8) A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument. "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- (9) Completion and return of the instrument appointing a proxy(ies) does not preclude a Shareholder from attending, speaking and voting at the EGM. A Shareholder who accesses the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the "live" audio-visual webcast and "live" audio-only stream of the EGM proceedings.
- (10) The instrument appointing a proxy(ies) must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing, or if submitted electronically via the online process through the aforesaid pre-registration website, be authorised by the appointor via the online process through the pre-registration website. Where the instrument appointing a proxy(ies) is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of an officer or attorney duly authorised, or if submitted electronically via the online process through the aforesaid pre-registration website, be authorised by the appointor via the online process through the pre-registration website. Where an instrument appointing a proxy(ies) 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), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- (11) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

## PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder accepts and agrees to the Personal Data Privacy terms set out in the Notice of EGM dated 18 May 2023.