

CIRCULAR DATED 13 APRIL 2015

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN DOUBT ABOUT ITS CONTENTS OR THE ACTION THAT YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

If you have sold or transferred all your issued and fully paid-up ordinary shares in the capital of Mirach Energy Limited (the “**Company**”), please forward this Circular together with the Notice of Extraordinary General Meeting and the enclosed Proxy Form immediately to the purchaser or the transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Your attention is drawn to Section 7 of this Circular in respect of the actions to be taken if you wish to attend and vote at the Extraordinary General Meeting.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. Approval in-principle granted by the SGX-ST for the listing and quotation of the Consolidated Shares (as defined herein) is not to be taken as an indication of the merits of the Company, its subsidiaries, the Shares or the Consolidated Shares.



## **MIRACH ENERGY LIMITED**

(Company Registration Number 200305397E)  
(Incorporated in Singapore)

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

**PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED.**

#### **IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of Proxy Form	:	26 April 2015 at 10:30 a.m.▲
Date and time of Extraordinary General Meeting	:	28 April 2015 at 10:30 a.m.▲ (or as soon as practicable following the conclusion of the annual general meeting of the Company to be held at 10:00 a.m.▲ on the same day and at the same venue)
Place of Extraordinary General Meeting	:	Empress Ballroom 2, Level 2, Carlton Hotel Singapore, <u>76 Bras Basah Road</u> , Singapore 189558

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### PROXY FORM

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## DEFINITIONS

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The following definitions apply throughout this Circular unless otherwise stated:

### **Companies within the Group**

- “Company” : Mirach Energy Limited
- “Group” : The Company and its subsidiaries collectively
- “Subsidiary” : A company which is for the time being a subsidiary of the Company, as defined by Section 5 of the Companies Act

### **Other Corporations and Agencies**

- “ACRA” : Accounting and Corporate Regulatory Authority
- “CDP” : The Central Depository (Pte) Limited
- “SGX-ST” : Singapore Exchange Securities Trading Limited
- “SGXNET” : Singapore Exchange Network, a system network used by listed companies in sending information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
- “Share Registrar” : Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)

### **General**

- “Associate” : (a) In relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
  - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
  - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Board” or “Directors” : The board of Directors of the Company for the time being, unless otherwise stated
- “Books Closure Date” : The time and date to be determined by the Directors at and on which the Register of Members and the Share Transfer Books of the Company will be closed to determine the entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation

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## DEFINITIONS

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“Business Day”	:	A day on which the banks in Singapore are open for business (excluding Saturdays, Sundays and gazetted public holidays)
“Circular”	:	This circular to Shareholders dated <u>13 April 2015</u>
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time
“Consolidated Shares”	:	Consolidated ordinary shares in the capital of the Company after completion of the Proposed Share Consolidation
“Convertible Loans”	:	All or any of the convertible loans of up to an aggregate of S\$36,000,000 in principal amount issued pursuant to the Convertible Loan Agreement
“Convertible Loan Agreement”	:	The convertible loan agreement dated 5 July 2013 entered into between the Company and the several investors and approved by the Shareholders at an EGM for the same held on 9 October 2013, by which the Company agreed to issue the Convertible Loans and the investors agreed to grant such Convertible Loans on the terms and conditions set out therein
“Effective Trading Date”	:	The date on which the Shares will trade on the SGX-ST in board lots of 100 Consolidated Shares
“EGM”	:	The extraordinary general meeting of the Company, to be held on 28 April 2015 <u>at 10:30 a.m. (or as soon as practicable following the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same venue)</u> for the purposes of considering and, if thought fit, passing with or without modifications, the Proposed Resolution
“EPS”	:	Earnings per Share
“Existing Shares”	:	Ordinary shares in the capital of the Company prior to the Proposed Share Consolidation
“FY”	:	Financial year ended or ending 31 December, as the case may be, unless otherwise stated
“Independent Directors”	:	The independent directors of the Company, namely, Mr Richard Tan Kheng Swee, Ms Liu Mei Ling, Rhoda and Mr Lim Jun Xiong, Steven
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being <u>31 March 2015</u>
“Listing Manual”	:	The listing manual of the SGX-ST
“Listing Rules”	:	The rules prescribed under the Listing Manual, as amended or modified from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Non-Executive Director”	:	A director (including an independent director) of the Company, as the case may be, who is not an Executive Director
“Notice of EGM”	:	The notice of EGM which is on page 15 of this Circular

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## DEFINITIONS

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“NAV”	:	Net asset value
“NTA”	:	Net tangible assets
“Proposed Resolution”	:	The resolution as set out in the Notice of EGM on page 15 of this Circular for which the Directors are seeking Shareholders’ approval
“Proposed Share Consolidation”	:	The proposed consolidation of every ten (10) Existing Shares held by Shareholders as at the Books Closure Date into one (1) Consolidated Share, fractional entitlements to be disregarded
“Proxy Form”	:	The proxy form in respect of the EGM enclosed in this Circular
“Register of Members”	:	The register of members of the Company
“Securities Account”	:	Securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company or, where CDP is the registered holder, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts are credited with those Shares. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective Securities Account
“Shareholders’ Approval”	:	The approval of the Shareholders for the Proposed Resolution, as the case may be
“Shares”	:	Ordinary shares in the capital of the Company, and each a “Share”
“Substantial Shareholder”	:	A person, who has an interest (direct or indirectly) in the voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, represent not less than five per cent. (5.0%) of all the voting Shares
“Treasury Shares”	:	“Treasury Shares” shall have the meaning ascribed to it in Section 4 of the Companies Act

### **Currencies, Units and Others**

“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore
“USD” or “US Dollar”	:	United States dollar, being the lawful currency of the United States of America
“%” or “per cent.”	:	Per centum or percentage

The term “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 130A of the Companies Act.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

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## DEFINITIONS

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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. A “**person**” shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to the time of day or date in this Circular shall be a reference to Singapore time and dates unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or the Listing Manual or such statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, SFA, or the Listing Manual or such statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Circular between the amounts listed and the 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.

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## LETTER TO SHAREHOLDERS

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### MIRACH ENERGY LIMITED

(Company Registration Number 200305397E)  
(Incorporated in Singapore)

#### Directors

Chan Shut Li, William (Chief Executive Officer and Executive Chairman)  
Chu Ming (Executive Director)  
Richard Tan Kheng Swee (Lead Independent Director)  
Liu Mei Ling, Rhoda (Independent Director)  
Lim Jun Xiong, Steven (Independent Director)

#### Registered Office

96 Robinson Road  
#17-01 SIF Building  
Singapore 068899

## LETTER TO SHAREHOLDERS

13 April 2015

To: The Shareholders of Mirach Energy Limited

**PROPOSED CONSOLIDATION OF EVERY TEN (10) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT A BOOKS CLOSURE DATE TO BE DETERMINED, INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED**

Dear Sir/Madam,

#### 1. INTRODUCTION

- 1.1. On 1 August 2014, the Monetary Authority of Singapore and the SGX-ST released a joint press release in relation to the minimum trading price of shares for companies listed on the SGX-ST Mainboard. The requirement for SGX-ST Mainboard companies to have a minimum trading price of S\$0.20 would take effect from 1 March 2015.
- 1.2. In view of the minimum trading price requirement set out in section 1.1 above coupled with the other rationales set out in Section 2.2 of this Circular, the Directors are convening an EGM to be held on 28 April 2015 to seek Shareholders' approval in relation to the proposed consolidation of every ten (10) existing issued ordinary shares in the capital of the Company held by Shareholders of the Company as at a Books Closure Date to be determined, into one (1) ordinary share in the capital of the Company, fractional entitlements to be disregarded (the "**Proposal**").
- 1.3. The purpose of this Circular is to provide Shareholders with information relating to, and to seek Shareholders' approval for the Proposal to be tabled at the EGM, the notice of which is set out on page 15 of this Circular. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) nor for any other purpose.
- 1.4. On 27 March 2015, the Board announced that the Company had obtained in-principle approval from the SGX-ST for the dealing in, listing and quotation of the Consolidated Shares on the SGX-ST Mainboard. The in-principle approval of the SGX-ST is subject to the conditions set out in Section 2.3 of this Circular.
- 1.5. The SGX-ST assumes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained in this Circular. Shareholders should note that the in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Company, its Subsidiaries, the Shares, the Proposed Share Consolidation or the Consolidated Shares.

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## LETTER TO SHAREHOLDERS

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### 2. THE PROPOSED SHARE CONSOLIDATION

#### 2.1. Basis of the Proposed Share Consolidation

On 3 March 2015, the Company announced that it is proposing to seek Shareholders' approval to undertake a share consolidation of every ten (10) Existing Shares held by Shareholders as at a Books Closure Date into one (1) Consolidated Share, fractional entitlements to be disregarded. Each Consolidated Share will rank *pari passu* in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of 1,190,122,448 Shares. Following the Proposed Share Consolidation, the Company will have an issued share capital of up to 119,012,245 Consolidated Shares.

**Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Share arising from the Proposed Share Consolidation shall be disregarded. Fractions of a Consolidated Share arising from the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.**

The Proposed Share Consolidation will have no impact on the issued and paid-up share capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the shareholders' funds of the Company and its subsidiaries. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding. For illustrative purposes, the 6-month VWAP of the Shares is S\$ 0.130808 and upon completion of the Proposed Share Consolidation, the theoretical adjusted 6-month VWAP of each Consolidated Share is S\$1.30808.

#### 2.2. Rationale for the Proposed Share Consolidation

In addition to the minimum trading price requirement for companies listed on the SGX-ST Mainboard set out in Section 1.1 above, the Board believes that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders for the following reasons:

##### (a) Reduction of the Magnitude of Volatility of the Share Price

For the past six (6) calendar months prior to the Latest Practicable Date, the absolute price of the Shares had traded in a range of between S\$0.193 and S\$0.038. The highest and lowest closing market prices for each month and the transacted volume of the Shares traded on the SGX-ST for each month, for the period from 1 September 2014 to the Latest Practicable Date, are as follows:

	Highest Price (S\$)	Lowest Price (S\$)	Volume of traded Shares ('million)
September 2014	0.193	0.160	0.731955
October 2014	0.174	0.138	0.627990
November 2014	0.154	0.117	0.460464
December 2014	0.116	0.071	0.679467
January 2015	0.096	0.083	0.441774
February 2015	0.088	0.068	0.159963
1 March 2015 to the Latest Practicable Date	0.068	0.038	0.393416

Source: Share Investor Station



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## LETTER TO SHAREHOLDERS

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As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), low traded Share prices translate to higher transaction costs, relative to the trading price, for each trading of one board lot of Shares. In addition, the low traded Share price may encourage speculation in the Shares, which may result in excessive Share price volatility. The Board therefore believes that the Proposed Share Consolidation may serve to reduce the fluctuation in magnitude of the Company's market capitalisation and reduce the percentage transaction cost for trading in each board lot of Shares.

(b) **Increase in the Market Interest and Attractiveness of the Company and its Shares**

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares outstanding resulting in a corresponding increase in the calculation of theoretical trading price per Consolidated Share and net tangible assets per Consolidated Share. The Proposed Share Consolidation may also increase the profile of the Company amongst the institutional investors and the coverage of the Company amongst research houses and fund managers.

**However, Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

### 2.3. Conditions

The implementation of the Proposed Share Consolidation is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

On 27 March 2015, the Company had obtained in-principle approval SGX-ST for the listing and quotation for all the Consolidated Shares on the SGX-ST subject to, inter alia, Shareholders' approval at an EGM to be convened. The in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Company, its Subsidiaries, the Shares, the Proposed Share Consolidation or the Consolidated Shares.

Subject to the approval of the Proposed Share Consolidation by Shareholders at the EGM, an announcement will be made by the Company to notify Shareholders in due course of the Books Closure Date and the date on which the Shares will trade on the SGX-ST in board lots of 100 Consolidated Shares ("**Effective Trading Date**").

### 2.4. Updating of Register of Members and Depository Register for the Consolidated Shares

If Shareholders at the EGM approve the Proposed Share Consolidation, Shareholders' entitlements to the Consolidated Shares will be determined on the Books Closure Date, based on their Shareholdings as at 5.00 p.m. on such date. The Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders upon completion of the Proposed Share Consolidation, and the Shares will begin trading in board lots of 100 Consolidated Shares on the Effective Trading Date.

#### 2.4.1. Deposit of Share Certificates with CDP

Shareholders who hold physical share certificates for the Shares in their own names ("**Old Share Certificates**") and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates, together with duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept the deposit of share certificates for Consolidated Shares ("**New Share Certificates**"). Shareholders who wish to deposit their share certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

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## LETTER TO SHAREHOLDERS

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### 2.4.2. Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

**Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, as soon as possible after they have been notified of the Books Closure Date, for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.**

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members of the Company.

Shareholders shall deliver their respective Old Share Certificates to the Share Registrar or CDP in accordance with the provisions set out above, only after the Company's announcement of the Books Closure Date.

### 2.4.3. Share Certificates Not Valid for Settlement of Trades on SGX-ST

Shareholders are reminded that their Old Share Certificates are no longer good for settlement of trading in the Shares on the SGX-ST, as the Company is under a book-entry (scripless) settlement system, but will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period. The New Share Certificates will not be valid for delivery for trades done on SGX-ST although they will continue to be prima facie evidence of legal title.

## 2.5. **Trading Arrangements for the Shares and Odd Lots**

### 2.5.1. Trading Arrangement for the Shares

Subject to the approval of the Proposed Share Consolidation by Shareholders at the EGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, ten (10) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

### 2.5.2. Trading Arrangement for Odd Lots

All fractional entitlements arising upon the completion of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Existing Shares are currently traded in board lots of 100 Shares in the ready market. Following the completion of the Proposed Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of the Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares).

## LETTER TO SHAREHOLDERS

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade in odd lots on the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying Consolidated Shares in the unit share market.

To facilitate Shareholders in trading in odd lots of the Consolidated Shares which may arise following the Proposed Share Consolidation, the Company will be applying with the SGX-ST for the establishment of a temporary counter to allow Shareholders to trade in odd lots (board lot size of 1 ordinary share) for a period of two (2) months. Further announcements relating to this matter will be made at the appropriate time.

### 2.6. Financial Effects of the Proposed Share Consolidation

For illustration purposes only and based on the latest restated consolidated financial statements for the financial year ended 31 December 2013 ("FY2013"), the financial effects of the Proposed Share Consolidation on the Group and/or the Company are set out below.

#### 2.6.1. Assumptions

For the purpose of this section 2.6, the following assumptions apply:

- (a) the pro forma financial effects of the Proposed Share Consolidation on the share capital, NTA per Share, EPS and gearing of the Group and/or the Company are set out below and are prepared purely for illustration only and do not reflect the actual future financial situation of the Group and/or the Company after the completion of the Proposed Share Consolidation. The pro forma financial effects have been computed based on the FY2013 restated financial statements;
- (b) the number of Shares for the financial effects relating to the NTA per Share and the share capital of the Group and/or the Company are based on 1,035,050,000 issued Shares (excluding treasury shares) as at 31 December 2013; and
- (c) there is no issuance of Shares from any of the Convertible Securities.

#### 2.6.2. Share Capital

The effects of the Proposed Share Consolidation on the issued and paid-up share capital of the Company as at the Latest Practicable Date are as follows:

	Before Proposed Share Consolidation*		After Proposed Share Consolidation	
	No. of Shares	S\$ '000	No. of Shares	S\$ '000
Issued and paid up share capital	1,190,122,448	80,579	119,012,245	80,579

#### Net Tangible Assets Per Share

The effects of the Proposed Share Consolidation on the NTA per Shares of the Group based on the restated consolidated balance sheet of the Group as at 31 December 2013 are as follows:

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
NTA as at 31 December 2013 (US\$ '000)	<u>33.863</u>	<u>33.863</u>
Number of Shares	1,035,050,000	103,505,000
NTA per Share (US\$ cents)	<u>3.27</u>	<u>32.72</u>

## LETTER TO SHAREHOLDERS

### 2.6.3. Earnings Per Share

The effects of the Proposed Share Consolidation on the basic EPS of the Group based on the restated consolidated profit and loss statement of the Group for FY2013 are as follows:

	Before the Proposed Share Consolidation	After the Proposed Share Consolidation
Net loss attributable to Shareholders for FY2013 (US\$ '000)	4,884	4,884
Weighted number of Shares	814,821,872	81,482,187
Loss per share (US\$ cents)	0.60	5.99

### 2.6.4. Gearing

The Proposed Share Consolidation will not affect the gearing of the Company and the Group.

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares of the Company as at the Latest Practicable Date were as follows:

Name	Direct Interests		Deemed Interests		Total Interests	
	No of Shares	% <sup>(1)</sup>	No of Shares	% <sup>(1)</sup>	No of Shares	% <sup>(1)</sup>
<b>Directors</b>						
Chan Shut Li, William	185,696,732	15.60	–	–	185,696,732	15.60
Richard Tan Kheng Swee	–	–	20,000	0.0017	20,000	0.0017
Chu Ming	–	–	–	–	–	–
Liu Mei Ling, Rhoda	200,000	0.017	–	–	200,000	0.017
Lim Jun Xiong, Steven	–	–	–	–	–	–
<b>Substantial Shareholders</b>						
Chan Shut Li, William	185,696,732	15.60	–	–	185,696,732	15.60
See Hoy Chan Investment Limited	180,800,000	15.19	–	–	180,800,000	15.19
Lee Beng Tee <sup>(2)</sup>	–	–	180,800,000	15.19	180,800,000	15.19

#### Notes:

- (1) The percentage of shareholdings is computed based on the issued and paid-up share capital of the Company comprising 1,190,122,448 Shares (excluding treasury shares) as at the Latest Practicable Date.
- (2) By virtue of his interest in See Hoy Chan Investment Limited pursuant to Section 7 of the Companies Act, Chapter 50.

Save as disclosed in this Circular, none of our Directors or Substantial Shareholders has any interest, direct or indirect, in the above transactions other than their respective shareholdings in the Company.

### 3.1. Adjustments to the Convertible Loans

The alteration to the number of Shares as a result of the Proposed Share Consolidation will constitute an event giving rise to an adjustment to the conversion price of the Convertible Loans pursuant to clause 8.1(a) of the Convertible Loan Agreement. The Company will carry out the adjustment in accordance with the aforesaid clause 8.1(a) of the Convertible Loan Agreement.

The adjustments to the Convertible Loans will not result in any material impact on the share capital, NTA per Share and EPS of the Company. Further details of the adjustments have been announced by the Company in its announcement dated 3 March 2015.

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## LETTER TO SHAREHOLDERS

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### 4. NOTICE OF BOOKS CLOSURE DATE

The Register of Members and the Register of Transfers of the Company will be closed as at a time and date to be determined by the Directors and announced by the Company in due course, for the purpose of determining Shareholders' entitlements pursuant to the Proposed Share Consolidation.

### 5. DIRECTORS' RECOMMENDATIONS

#### 5.1. Resolution 1: The Proposed Share Consolidation (as Ordinary Resolution)

The Directors, having considered, *inter alia*, the terms and rationale for the Proposed Share Consolidation as set out in Section 2 of this Circular, are of the opinion that the Proposed Share Consolidation is in the best interests of the Company, and accordingly recommend that Shareholders vote in favour of the ordinary resolution relating thereto to be proposed at the EGM.

### 6. EXTRAORDINARY GENERAL MEETING

An EGM will be held at Empress Ballroom, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on 28 April 2015 at 10:30 a.m. (or as soon as practicable following the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same venue) for the purpose of considering, and, if thought fit, passing, with or without any modifications, the Proposed Resolution set out in the Notice of EGM on page 15 of this Circular.

### 7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete and sign the Proxy Form which is attached to this Circular in accordance with the instructions printed thereon and return it to the Company's Share Registrar office at as soon as possible and in any event so as to arrive at the Company's registered office no later than 48 hours before the time set for the EGM. The completion and return of the Proxy Form by a Shareholder will not preclude him from attending the EGM and voting in person if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

### 8. 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 Resolution, 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.

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## LETTER TO SHAREHOLDERS

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### 9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 96 Robinson Road, #17-01 SIF Building, Singapore 068899 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Annual Report of the Company for the financial year ended 31 December 2013; and
- (b) the Memorandum and Articles of Association of the Company.

Yours faithfully

For and behalf of the Board of Directors of

**MIRACH ENERGY LIMITED**

**Chan Shut Li, William**

Executive Chairman and Chief Executive Officer

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### MIRACH ENERGY LIMITED

(Company Registration Number 200305397E)  
(Incorporated in Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Mirach Energy Limited (the “**Company**”) will be held at Empress Ballroom, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on 28 April 2015 at 10:30 a.m. (or as soon as practicable following the conclusion of the annual general meeting of the Company to be held at 10:00 a.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

### **ORDINARY RESOLUTION 1: The Proposed Share Consolidation**

That with effect from the date to be determined by the directors of the Company (“**Directors**”) and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every ten (10) existing issued ordinary shares in the capital of the Company (“**Existing Shares**”) held by shareholders of the Company (“**Shareholders**”) as at a books closure date to be determined by the Directors (“**Books Closure Date**”) into one (1) Consolidated Share in the manner set out in the Circular (“**Proposed Share Consolidation**”) fractional entitlements to be disregarded<sup>(1)(2)</sup>; and
- (b) for the Directors and each of them to be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

**Chan Shut Li, William**

Executive Chairman and Chief Executive Officer

**MIRACH ENERGY LIMITED**

Singapore

13 April 2015

Notes:

1. **The number of Consolidated Shares will be rounded down to the nearest whole Consolidated Share and fractional entitlements arising from the proposed Share Consolidation shall be disregarded.**
2. **The directors have the discretion to aggregate and deal with the fractional entitlements as they deem fit in the interests of the Company.**
3. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
4. If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
5. The instrument appointing a proxy must be deposited at the Share Registrar Office of the Company at no later than 48 hours prior to the time of the EGM.

## PROXY FORM

### MIRACH ENERGY LIMITED

(Company Registration Number 200305397E)  
(Incorporated in Singapore)

#### IMPORTANT

1. For Investors who have used their CPF moneys to buy shares in the capital of Mirach Energy Limited, the Circular to Shareholders dated 13 April 2015 is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This proxy form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

### PROXY FORM

*(Please see notes overleaf before completing this Form)*

I/We, \_\_\_\_\_ (Name) with NRIC/Passport Number: \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members of **MIRACH ENERGY LIMITED** (the "**Company**"), hereby appoint:-

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)
and/or (delete as appropriate)			

or failing whom, the Chairman of the Meeting, as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf at the EGM of the Company to be held at Empress Ballroom, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 on 28 April 2015 at 10:30 a.m. I/We\* direct my/our\* proxy to vote for or against the Proposed Resolution to be proposed at the EGM as hereunder indicated. 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\* discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

No.	RESOLUTION	FOR**	AGAINST**
1	To approve the Proposed Share Consolidation (as Ordinary Resolution)		

\* Delete accordingly

\*\* If you wish to exercise all your votes "For" or "Against", please indicate so with a [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.

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

#### Total Number of Shares Held in:

(a) CDP Register

(b) Register of Members

\_\_\_\_\_  
Signature(s) of Members/Corporation's Common Seal



## NOTES

- a. 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 130A of the Companies Act, Chapter 50 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, 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, this instrument of proxy will be deemed to relate to all the shares held by you.
- b. A member entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company. Where a member appoints two proxies, the appointment shall be deemed to be alternative unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- c. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy at the EGM by resolution of its directors or other governing body such person as it thinks fit to vote on its behalf in accordance with its Articles of Association and Section 179 of the Companies Act, Chapter 50 of Singapore.

*First fold*

Affix  
postage  
stamp

The Company Secretary  
**MIRACH ENERGY LIMITED**  
80 Robinson Road  
#02-00  
Singapore 068898

*Second fold*

- d. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at no later than 10:30 a.m./p.m. on 26 April 2015. The sending of a proxy form by a member does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant proxy forms will be deemed to be revoked.
- e. In the case of members whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”), the Company shall be entitled to reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 48 hours before the time appointed for holding the EGM as certified by CDP to the Company.
- f. 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 either under its common seal or under the hand of its attorney or a duly authorised officer.
- g. 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.

### **General:-**

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 member, being the appointor, is not shown to have shares entered against his name in the Depository Register not less than 48 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

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