NOTICE OF ANNUAL GENERAL MEETING
KRISENERGY LTD.

(Company Registration Number: 231666)
(Incorporated in the Cayman Islands on 5 October 2009)

The initial public offering of KrisEnergy Ltd. was sponsored by CLSA Singapore Pte Ltd and Merrill Lynch (Singapore) Pte. Ltd. (the "Joint Issue Managers, Global Coordinators, Bookrunners and Underwriters"). The Joint Issue Managers, Global Coordinators, Bookrunners and Underwriters assume no responsibility for the contents of this Notice.

NOTICE IS HEREBY GIVEN that the First Annual General Meeting of KRISENERGY LTD. (the "Company") will be held at Phoenix II, Level 6, Hotel Novotel Singapore, 177A River Valley Road, Singapore 179031 on 24 April 2014 at 10.00 a.m. to transact the following business:

A ORDINARY BUSINESS

		ORDINARY RESOLUTION
1	To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2013 and the Auditor's Report thereon.	Resolution 1
2	To re-elect Mr. Brooks Michael Shughart, a Director retiring pursuant to Article 125 of the Company's Articles of Association, and who, being eligible, offers himself for re-election as a Director of the Company. [See Explanatory Note 1.]	Resolution 2
3	To re-elect Mr. Choo Chiau Beng, a Director retiring pursuant to Article 125 of the Company's Articles of Association, and who, being eligible, offers himself for re-election as a Director of the Company. [See Explanatory Note 1.]	Resolution 3
4	To re-elect Mr. Koh Tiong Lu John, a Director retiring pursuant to Article 125 of the Company's Articles of Association, and who, being eligible, offers himself for re-election as a Director of the Company. [See Explanatory Note 1.]	Resolution 4
5	To re-elect Mr. Keith Gordon Cameron, a Director retiring pursuant to Article 125 of the Company's Articles of Association, and who, being eligible, offers himself for re-election as a Director of the Company. [See Explanatory Note 1.]	Resolution 5
6	To approve the sum of US$695,000 (S$870,377) to be paid to all non-executive Directors as Directors' fees for the financial year ended 31 December 2013. (2012: US$100,000 (S$125,234)) [See Explanatory Note 2.]	Resolution 6
7	To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	Resolution 7

B SPECIAL BUSINESS

		ORDINARY RESOLUTION
To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:		
8	That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:	Resolution 8
	(1) i issue shares in the capital of the Company (the "Shares") (whether by way of rights, bonus or otherwise); and/or	
	ii make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such person(s) as the Directors may in their absolute discretion deem fit; and (notwithstanding the authority conferred by this Resolution may have ceased to be in force)	
	(2) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,	
	provided that:	
	(a) the aggregate number of Shares to be issued pursuant to this Resolution (including new Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50.0 per cent. of the issued share capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the shareholders of the Company (including new Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20.0 per cent. of the issued share capital of the Company excluding treasury shares (as calculated in accordance with sub-paragraph (b) below);	
	(b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (a) above, the percentage of issued share capital shall be based on the issued share capital of the Company excluding treasury shares at the time this Resolution is passed, after adjusting for:	
	i new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and	
	ii any subsequent bonus issue, consolidation or subdivision of Shares;	
	(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and	
	(d) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. [See Explanatory Note 3.]	
9	That approval be and is hereby given to the Directors to:	Resolution 9
	(1) offer and grant options in accordance with the provisions of the KrisEnergy Employee Share Option Scheme and/or to grant awards in accordance with the provisions of the KrisEnergy Performance Share Plan; and	
	(2) allot and issue such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the KrisEnergy Employee Share Option Scheme and/or such number of fully paid ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the KrisEnergy Performance Share Plan,	
	provided that the aggregate number of ordinary shares to be issued pursuant to the KrisEnergy Employe Share Option Scheme and the KrisEnergy Performance Share Plan shall not exceed 15.0 per cent. of the issued share capital of the Company from time to time. [See Explanatory Note 4.]	
10	To transact any other business as may properly be transacted at an Annual General Meeting.	

By Order of the Board

KELVIN TANG / JENNIFER LEE
JOINT COMPANY SECRETARIES
3 April 2014, Singapore

NOTES:

1. **Poll.** The Chairman of the Annual General Meeting will be exercising his right under Article 86(a) of the Memorandum and Articles of Association of the Company (the "Articles") to demand a poll in respect of the resolutions to be put to the vote at the Annual General Meeting and at any adjournment thereof. Accordingly, the Ordinary Resolutions proposed at the Annual General Meeting will be voted on by way of a poll.
2. **Depositors.** Under the Articles, unless The Central Depository (Pte) Limited ("CDP") specifies otherwise in a written notice to the Company, CDP is deemed to have appointed as CDP's proxies to vote on behalf of CDP at the Annual General Meeting each of the persons (who are individuals) holding shares in the capital of the Company through CDP and whose shares are entered in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) ("Depositors"), whose names are shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the Annual General Meeting supplied by CDP to the Company, and such appointment of proxies shall not require an instrument of proxy or the lodgement of any instrument of proxy.

   A Depositor may appoint not more than two persons (who shall be natural persons) to attend and vote in his place as proxy or proxies for CDP in respect of his shareholding, by completing and submitting the Depositor Proxy Form. The submission of a Depositor Proxy Form shall not preclude a Depositor appointed as a proxy by virtue of the Articles from attending and voting at the Annual General Meeting but in the event of attendance by such Depositor, the Depositor Proxy Form submitted bearing his name as the Nominating Depositor (as defined in the Articles) shall be deemed to be revoked. The Company will reject a Depositor Proxy Form if the Nominating Depositor's name is not shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the Annual General Meeting supplied by CDP to the Company.

   Where a Depositor is a corporation and wishes to be represented at the Annual General Meeting, it must appoint a person or persons (who shall be natural persons) to attend and vote as proxy or proxies of CDP at the Annual General Meeting in respect of its shareholding, by completing and submitting the Depositor Proxy Form.
3. **Members.** The Directors have fixed 22 April 2014 as the record date for determining those members who are entitled to attend and vote at the Annual General Meeting. A member of the Company (other than CDP) entitled to attend and vote at the Annual General Meeting who is the holder of two or more shares is entitled to appoint not more than two proxies to attend and vote instead of him, by completing and submitting the Shareholder Proxy Form. A proxy need not be a member of the Company. Delivery of the Shareholder Proxy Form shall not preclude a member from attending and voting in person at the Annual General Meeting and in such event, the Shareholder Proxy Form shall be deemed to be revoked.
4. **Deposit of Instrument of Proxy.** The instrument appointing a proxy or proxies (together with the power of attorney, if any, under which it is signed or a certified copy thereof) must be deposited at the office of M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 at least 48 hours before the time appointed for holding the Annual General Meeting.

EXPLANATORY NOTES:

Resolutions 2 to 5

1. Detailed information on these Directors can be found in the section entitled "Board of Directors" of the Company's Annual Report.

(a) Mr. Brooks Michael Shughart, upon re-election as a Director of the Company, will remain as a member of the Audit Committee and Remuneration Committee. He is a nominee Director appointed by our indirect controlling shareholder, First Reserve Management L.P. and its affiliated funds. He is considered non-independent and is a non-executive Director.

(b) Mr. Choo Chiau Beng, upon re-election as a Director of the Company, will remain as a member of the Nominating Committee. He is a nominee Director appointed by our indirect controlling shareholder, Keppel Corporation Ltd. He is considered non-independent and is a non-executive Director.

(c) Mr. Koh Tiong Lu John, upon re-election as a Director of the Company, will remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee, and is considered independent.

(d) Mr. Keith Gordon Cameron is considered non-independent and is an executive Director.

Resolution 6

2. The Company commenced paying Directors' fees to all non-executive Directors upon listing on 19 July 2013.

Resolution 8

3. Resolution 8 is to empower the Directors to issue shares in the capital of the Company and/or to make or grant Instruments (as defined in Resolution 8). The aggregate number of Shares which may be issued pursuant to Resolution 8 (including new Shares to be issued in pursuance of Instruments made or granted pursuant to Resolution 8) shall not exceed 50.0 per cent. of the issued share capital of the Company excluding treasury shares, with a sub-limit of 20.0 per cent. for Shares issued other than on a *pro rata* basis to Shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares in the capital of the Company excluding treasury shares at the time of the passing of Resolution 8, after adjusting for (i) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time Resolution 8 is passed; and (ii) any subsequent bonus issue, consolidation or subdivision of Shares.

Resolution 9

4. Resolution 9 is to empower the Directors to offer and grant options and/or grant awards and to issue ordinary shares in the capital of the Company pursuant to the KrisEnergy Employee Share Option Scheme and the KrisEnergy Performance Share Plan. The aggregate number of ordinary shares which may be issued pursuant to the KrisEnergy Employee Share Option Scheme and the KrisEnergy Performance Share Plan is limited to 15 per cent. of the issued share capital of the Company from time to time.