

CHARISMA ENERGY SERVICES LIMITED

(Company Registration No. 199706776D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Charisma Energy Services Limited (the “Company”) will be at 51 Cuppage Road, #03-03, Singapore 229469 on Friday, 26 April 2024 at 10:00 a.m. to transact the following businesses.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Director of the Company who will retire pursuant to the relevant Regulations of the Company’s Constitution, and who being eligible, offers himself for re-elections:

Mr. Simon de Villiers Rudolph (Regulation 106) **(Resolution 2)**
(See Explanatory Note (i))
3. To approve the payment of Directors’ fees of S\$143,000 for the financial year ending 31 December 2024, payable quarterly in arrears. (2023: S\$179,480). **(Resolution 3)**
4. To re-appoint CLA Global TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to issue shares in the capital of the Company

That pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”), authority be and hereby given to the Directors to:-

- (a) (i) issue shares in the Company 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) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of the convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with (a) and (b) in this sub-paragraph (2) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note (ii))

(Resolution 5)

7. Authority to issue shares under the Charisma Energy Employee Share Option Scheme ("2013 Option Scheme")

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered under the 2013 Option Scheme to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the 2013 Option Scheme approved by shareholders on 24 April 2013, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the 2013 Option Scheme and all other share-based incentive schemes of the Company shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

(See Explanatory Note (iii))

(Resolution 6)

By Order of the Board

Zhan Aijuan
Company Secretary
Singapore, 11 April 2024

Explanatory Notes:

- (i) **Ordinary Resolution 2** is to re-elect Mr. Simon de Villiers Rudolph (“**Mr. Rudolph**”) who will be retiring by rotation under Regulation 106 of the Constitution. Mr. Rudolph will, upon re-election as a director of the Company, be redesignated as Non-Executive Non-Independent Director pursuant to Rule 406(3) of the SGX Catalist Rules. He will remain as the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company respectively. Further information on Mr. Rudolph can be found under “Board of Directors” and “Corporate Governance” sections in the Company’s Annual Report 2023.
- (ii) **Ordinary Resolution 5**, if passed, will empower the Directors from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from (i) the conversion or exercise of the convertible securities, (ii) the exercise of share options or the vesting of share awards, and (iii) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments with regards to (i) and (ii) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (iii) Although the 2013 Option Scheme expired on 24 April 2023, outstanding options granted prior to that date subsist and remain exercisable in accordance with the rules of the 2013 Option Scheme. The **Ordinary Resolution 6** above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted under the 2013 Option Scheme and all other share-based incentive schemes of the Company up to a number not exceeding in aggregate (for the entire duration of the 2013 Option Scheme) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company from time to time.

Notes:

Participation in the AGM

1. As the AGM will be held in a wholly physical format, shareholders will NOT be able to participate virtually.

2. Shareholders and proxies will be able to ask questions and vote at the AGM by attending the AGM in person. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM. Please refer to the notes below for further details.
3. If a shareholder wishes to receive printed copies of the Annual Report, please submit a request to the Company by completing and returning the request form which will be despatched together with the Notice of AGM and the Proxy Form to shareholders of the Company.

Voting by Proxy who need not be a member of the Company

1. Shareholders may exercise their voting rights at the AGM by appointing proxy(ies) or the Chairman of the AGM as their proxy to do so on their behalf. In appointing the Chairman of the AGM as proxy, a shareholder should specifically direct the Chairman on how he is to vote for or vote against or abstain from voting on each resolution to be tabled at the AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
2. A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such shareholder's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
3. A shareholder who is a relevant intermediary entitled to attend and vote at the Meeting 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 proxy form appoints more than one proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
4. The proxy need not be a shareholder.
5. The instrument appointing the proxy(ies) ("**Proxy Form**") must be deposited at the registered office of the Company at **8 Wilkie Road #03-01, Wilkie Edge, Singapore 228095** or sent by email to enquiries@charismaenergy.com not less than seventy-two (72) hours (i.e. by 10:00 a.m. on Tuesday, 23 April 2024), before the time appointed for holding the AGM. The Proxy Form can be downloaded from SGXNet.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email to enquiries@charismaenergy.com.

A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited ("**CDP**") at least seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM by appointing the Chairman of the AGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the AGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such shareholder deposits his/her proxy form seventy-two (72) hours before the AGM, the Chairman of the AGM who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the AGM.

CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e.: by 16 **April 2024**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

Access to documents or information relating to the AGM

All documents and information relating to the business of the AGM (including the Annual Report and the Proxy Form) have been published on SGXNet. Printed copies of this Notice of AGM and the Proxy Form will be sent by post to shareholders.

Submission of questions prior to the AGM

1. Shareholders may submit questions related to the resolutions to be tabled at the AGM by post to the Company at **8 Wilkie Road #03-01, Wilkie Edge, Singapore 228095** or sent by email to enquiries@charismaenergy.com. Questions must be submitted by 5:00 p.m. on Thursday, 18 April 2024 so that relevant and substantial queries will be addressed by the Board of Directors and publish on the SGXNET by 20 April 2024, Saturday.

Shareholders are strongly encouraged to submit questions electronically by email.

2. Shareholders or their representatives (in the case of shareholders who are legal entities, CPF or SRS Investors) must state his/her full name and whether he/she is a shareholder or a representative of a shareholder which is a legal entity. Any question without the identification details will not be addressed.
3. The Company will address all relevant and substantial questions (as may be determined by the Company in its sole discretion) received from Shareholders before 5:00 p.m. on Thursday, 18 April 2024, relating to the resolutions tabled for approval at the AGM by Saturday, 20 April 2024 via an announcement to be published on the SGXNet. For substantial and relevant comments, queries and/or questions which the Company is unable to address prior to the AGM, the Company will address them at the AGM. Shareholders and/or their proxy(ies) can also ask questions during the AGM. The Company will publish the minutes of the AGM, including substantial and relevant comments or queries from shareholders relating to the agenda of the AGM, and responses from the Company, on SGXNet and the Company's website within one (1) month after the date of the AGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM or at the AGM in accordance with this Notice, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy(ies) for the AGM (including any adjournment thereof);
- (ii) addressing relevant and substantial questions from shareholders received before or during the AGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.