

GEO ENERGY RESOURCES LIMITED

(Incorporated in Singapore)

(Company Registration No. 201011034Z)

notice of extraordinary general meeting

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of Geo Energy Resources Limited (the “**Company**”) will be convened and held at Tanjong Room, Level 3, Sentosa Golf Club, 27 Bukit Manis Road, Singapore 099892 on 13 October 2023 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution which will be proposed as an Ordinary Resolution:

ORDINARY RESOLUTION:

THE PROPOSED ACQUISITION OF:

- (1) 58.65% OF THE ISSUED SHARES OF PT GOLDEN EAGLE ENERGY TBK;**
- (2) 33.00% OF THE ISSUED SHARES OF PT MARGA BARA JAYA, WITH AN OPTION TO ACQUIRE A FURTHER 25.70% OF THE ISSUED SHARES OF PT MARGA BARA JAYA; AND**
- (3) UP TO 16.35% OF THE ISSUED SHARES OF PT GOLDEN EAGLE ENERGY TBK PURSUANT TO A MANDATORY TENDER OFFER.**

RESOLVED THAT:

- (A) approval be and is hereby given for the acquisition (the “**Acquisition**”) by PT Geo Energy Investama (“**Geo Investama**”), as an indirect wholly-owned subsidiary of the Company, of:
 - (i) 1,847,530,695 issued shares of PT Golden Eagle Energy TBK (“**GEE**”), representing 58.65% of the issued shares in the capital of GEE, on the terms and conditions set out in the Conditional Sale and Purchase Agreement (the “**GEE CSPA**”) dated 26 July 2023 (as may be supplemented or amended from time to time) between Geo Investama, PT Mutiara Timur Pratama as seller and PT Golden Prima Energy, an unrelated third-party co-purchaser; and
 - (ii) 330 issued shares of PT Marga Bara Jaya (“**MBJ**”), representing 33.00% of the issued shares in the capital of MBJ, on the terms and conditions set out in the Conditional Sale and Purchase Agreement (the “**MBJ CSPA**”) and together with the GEE CSPA, the “**CSPAs**”) dated 26 July 2023 (as may be supplemented or amended from time to time) between PT Marga Bara Rahardja and PT Rajawali Kapital Internasional as the sellers, and Geo Investama and PT Sinar Unggul Internasional (“**Sinar Unggul**”), an unrelated third-party co-purchaser, as the purchasers,and the entry into the CSPAs (including any other transactions and/or ancillary documents contemplated under the CSPAs) be and is hereby approved, ratified and confirmed;
- (B) approval be and is hereby given for Geo Investama to launch a Mandatory Tender Offer (the “**MTO**”) for the remaining issued shares in GEE (representing approximately 16.35% of the issued shares in the capital of GEE) held by public shareholders upon the completion of the acquisition of GEE by Geo Investama pursuant to OJK Regulation No. 9/POJK.04/2018 on Takeovers of Public Companies;
- (C) the entry by Geo Investama into an option agreement dated 26 July 2023 with Sinar Unggul (the “**MBJ Option**”) (including any other transactions and/or ancillary documents contemplated under the MBJ Option) to purchase 257 issued shares in MBJ, representing 25.70% of the issued shares in the capital of MBJ, pursuant to the letter of Sinar Unggul No. 097/LGL/SUI/VII/2023 regarding the Statement of Granting Call Option and its Authorization, be and is hereby approved, ratified and confirmed;
- (D) if the MBJ Option is exercised, approval be and is hereby given for the additional acquisition by Geo Investama and/or its subsidiaries of 257 issued shares in MBJ, representing 25.70% of the issued shares in the capital of MBJ, from Sinar Unggul (together with the Acquisition and the MTO, the “**Transaction**”);

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- (E) the directors of the Company (the “**Directors**”) or any one of them be and is authorised to complete and do all such acts and things as they or he may consider necessary, desirable or expedient or in the interests of the Company (including executing any document or procuring third-party consents as may be required under or pursuant to the Transaction, CSPAs or the MBJ Option) to give effect to these Resolutions as the Directors or any one of them may deem fit; and
- (F) to the extent that any action in connection with the Transaction, the CSPAs or the MBJ Option has been performed or otherwise undertaken (whether partially or otherwise), they be and are hereby approved, ratified and confirmed.

BY ORDER OF THE BOARD

Lee Wei Hsiung
Company Secretary
Date: 26 September 2023

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IMPORTANT NOTES

1. Members of the Company are invited to attend physically at the forthcoming EGM of the Company. There will be no option for members to participate virtually. Printed copies of this Notice of EGM and the proxy form ("**Proxy Form**") will be sent by post to members. The Notice of EGM and the Proxy Form will also be accessible on the Company's website at the URL <http://www.geocoal.com> and on SGXNet at <https://www.sgx.com/securities/company-announcements>.
2. A Depositor (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) 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 72 hours before the EGM. Depositors who are individuals and who wish to attend the EGM in person need not take any further action and can attend and vote at the EGM without the lodgement of any Proxy Form.
3. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. We encourage members to mask up when attending the EGM.
4. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

5. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967:

- (a) a banking corporation licensed under the Banking Act 1970, or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital market services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
6. A proxy need not be a member. A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, the resolution in the Proxy Form appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting is given in respect of the resolution in the Proxy Form, the appointment of the Chairman of the EGM as proxy for the resolution will be treated as invalid.

7. The Proxy Form, duly executed, must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to Boardroom Corporate & Advisory Services Pte. Ltd. at SRS.TeamE@boardroomlimited.com

in either case, by 10.00 a.m. on 10 October 2023, being no later than 72 hours before the time set for the EGM. The proxy form must be under the hand of the appointor or of 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 seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.

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8. Central Provident Fund Investment Scheme (“**CPFIS**”) and/or Supplementary Retirement Scheme (“**SRS**”) investors who hold shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should contact their CPF Agent Banks/SRS Operators to submit their votes not less than seven (7) working days before the EGM (i.e. by 10.00 a.m. on 4 October 2023).
 9. Investors holding shares of the Company (“**Shares**”) through Relevant Intermediaries (other than CPFIS/SRS investors) and who wish to participate in the EGM by (a) attending the EGM in person; (b) submitting questions to the Company in advance of, or at, the EGM; and/or (c) voting at the EGM, should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.
 10. The Proxy Form is not valid for use by investors holding Shares through Relevant Intermediaries (including CPFIS/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.
 11. Members and CPFIS/SRS investors may submit questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM, and must do so in the following manner by 10.00 a.m. on 4 October 2023:
 - (a) by email to SRS.TeamE@boardroomlimited.com; or
 - (b) by post to the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632
- Members and CPFIS/SRS investors submitting questions are required to state: (a) their full name; and (b) their identification/ registration number, and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/ or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.
- The Company will endeavour to address all substantial and relevant questions submitted prior to the EGM by publishing the responses to such questions on the Company’s corporate website and on SGXNet by 10.00 a.m. on 8 October 2023 or during the EGM.
12. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM which will be published on the Company’s corporate website and on SGXNet within one month after the date of the EGM.
 13. All documents (including the Proxy Form, this Notice of EGM and the Circular dated 26 September 2023) and information relating to the business of the EGM have been, or will be, published and may be accessed at the Company’s corporate website at the URL www.geocoal.com and is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members are advised to check SGXNet and/or the Company’s website regularly for updates.
 14. Any reference to a time of day is made by reference to Singapore time.

PERSONAL DATA PRIVACY

Where a member of the Company submits any question prior to or at the EGM or 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 (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), 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.