

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 held by way of electronic means on Tuesday, 29 June 2021 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 2020 together with the Auditors’ Report thereon. **(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Article 95 of the Constitution of the Company, and who have, being eligible, offered themselves for re-election as Directors:

Mr. Chew Thiam Keng (See Explanatory Note (i)) **(Resolution 2)**
Mr. Lim Chen Yang (See Explanatory Note (ii)) **(Resolution 3)**

4. To approve the payment of Directors’ fees of S\$193,000 for the financial year ending 31 December 2021 to be paid quarterly in arrears (2020: S\$193,000). **(Resolution 4)**

5. To appoint Messrs. Nexia TS Public Accounting Corporation as the Auditors of the Company in place of the retiring Messrs. KPMG LLP, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration.
(See Explanatory Note (iii)) **(Resolution 5)**

6. 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:

7. 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 (“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) 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 (iv)) **(Resolution 6)**

8. **Authority to issue shares under the Charisma Energy Employee Share Option Scheme**

That the Directors be hereby authorised and empowered to offer and grant options in accordance with the rules of the Charisma Energy Employee Share Option Scheme (the "Scheme") and 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 Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under 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) 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 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 (v))

(Resolution 7)

9. **Grant options under the Charisma Energy Employee Share Option Scheme at a discount**

That the Directors be and are hereby authorised to offer and grant Options in accordance with the provisions of the Scheme to participants with exercise prices set at a discount to the Market Price provided that such discount does not exceed 20% (or such other relevant limits as may be set by the SGX-ST from time to time) of the Market Price 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 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. All capitalised terms used in this Resolution which are not defined herein shall have the meanings ascribed to them in the circular dated 6 April 2015 to shareholders of the Company.

(See Explanatory Note (vi))

(Resolution 8)

10. **Renewal of Shareholders' Mandate for Interested Person Transactions**

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions, particulars of which are set out in the Appendix to the Annual Report (the "Appendix") with any party who is of the class of Interested Persons described in the Appendix provided that such transactions are carried out on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for recurrent Interested Person Transactions as set out in the Appendix (the "IPT Mandate");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things (including, without limitation, executing all such documents as may be required) as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

(See Explanatory Note (vii))

(Resolution 9)

11. **Continued appointment of the following Directors as Independent Directors, until the earlier of (i) the retirement or resignation as a Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of these Ordinary Resolutions for purposes of Rule 406(3)(d)(iii) of the Catalyst Rules of the SGX-ST which will take effect from 1 January 2022:**

(See Explanatory Note (viii))

(a) Mr. Cheng Yee Seng

That the continued appointment of Mr. Cheng Yee Seng, as an Independent Non-Executive Director by all shareholders be and is hereby approved.

(Resolution 10(a))

That contingent upon passing of Ordinary Resolution 10(a) above, the continued appointment of Mr. Cheng Yee Seng, as an Independent Non-Executive Director by all shareholders, excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer, be and is hereby approved.

(Resolution 10(b))

(b) Mr. Lim Chen Yang

That contingent upon passing of Ordinary Resolution 3 above, the continued appointment of Mr. Lim Chen Yang, as an Independent Non-Executive Director by all shareholders be and is hereby approved.

(Resolution 11(a))

That contingent upon passing of Ordinary Resolutions 3 and 11(a) above, the continued appointment of Mr. Lim Chen Yang, as an Independent Non-Executive Director by all shareholders, excluding the Directors and Chief Executive Officer of the Company, and associates of such Directors and Chief Executive Officer, be and is hereby approved.

(Resolution 11(b))

By Order of the Board

Tan Wee Sin
Secretary
Singapore, 14 June 2021

Explanatory Notes:

- (i) **Ordinary Resolution 2** is to re-elect Mr. Chew Thiam Keng (“Mr. Chew”) who will be retiring by rotation under Article 95 of the Constitution. Mr. Chew will, upon re-election, remain as a Non-Executive Chairman & Non-Executive Director of the Company. Further information on Mr. Chew can be found under “Board of Directors” and “Corporate Governance” sections in the Company’s Annual Report 2020.
- (ii) **Ordinary Resolution 3** is to re-elect Mr. Lim Chen Yang (“Mr. Lim”) who will be retiring by rotation under Article 95 of the Constitution. Mr. Lim will, upon re-election, remain as an Independent Non-Executive Director, Chairman of the Nominating Committee and a member of the Remuneration and Audit Committees of the Company. The Board considers Mr. Lim to be independent for the purpose of Rule 704(7) of the Catalist Rules. Further information on Mr. Lim can be found under “Board of Directors” and “Corporate Governance” sections in the Company’s Annual Report 2020.
- (iii) **Ordinary Resolution 5** is to approve the appointment of Messrs. Nexia TS Public Accounting Corporation (“Nexia TS”) as Auditors of the Company in place of the retiring Auditors, Messrs KPMG LLP (“KPMG”), and to authorise the Directors of the Company to fix their remuneration. Further information as set out under Appendix section in the Company’s Annual Report 2020.

KPMG, had on 14 June 2021, given notice to the Directors not to seek re-appointment as Auditors of the Company at the AGM and the Company has received formal consent from Nexia TS to act as Auditors of the Company on 14 June 2021. The Board, having taken into consideration the Audit Committee’s recommendation of Nexia TS as Auditors of the Company, are of the opinion that Nexia TS will be able to meet the audit requirements of the Group and comply with Rule 712 of the Catalist Rules.

In accordance with the requirements of Rule 712(3) of the Catalist Rules, the Company confirms the following:

- (a) KPMG has confirmed, by way of its letter dated 14 June 2021, that aside from the matters described in the “Basis for Disclaimer of Opinion” in the Independent Auditors’ Report section under Annual Report 2020, they are not aware of any professional reasons why Nexia TS should not accept appointment as auditors of the Company;
- (b) there were no disagreements with KPMG on accounting treatments within the last twelve months up to the date of this Notice;
- (c) the Company is not aware of any circumstances connected with the proposed change of Auditors, which has not been disclosed, that should be brought to the attention of shareholders of the Company;
- (d) there are no specific reasons for the proposed change of Auditors save as disclosed in the Appendix; and
- (e) it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Nexia TS as Auditors of the Company.

- (iv) **Ordinary Resolution 6**, 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.

- (v) **Ordinary Resolution 7**, if passed, will empower the Directors, effective 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 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 or to be granted under the Scheme up to a number not exceeding in aggregate, when added to the number of shares issued and issuable in respect of such Scheme and other shares issued and/or issuable under other share-based incentive schemes or share plans of the Company, fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (vi) **Ordinary Resolution 8**, if passed, will empower the Directors, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to offer and grant Options in accordance with the provisions of the Scheme to participants with exercise prices set at a discount to the Market Price provided that such discount does not exceed 20% (or such other relevant limits as may be set by the SGX-ST from time to time) of the Market Price. All capitalised terms used in this Resolution which are not defined herein shall have the meanings ascribed to them in the circular dated 6 April 2015 to shareholders of the Company.
- (vii) **Ordinary Resolution 9**, if passed, will authorise the Interested Person Transactions as described in the Appendix and recurring in the year and will empower the Directors to do all acts necessary to give effect to the IPT Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company.
- (viii) The proposed Ordinary Resolutions 10(a), 10(b), 11(a) and 11(b) are proposed in compliance with Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST which will take effect from 1 January 2022.

Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST provides that a Director will not be independent if he/she has been a Director for an aggregate period of more than nine (9) years and his/her continued appointment as an Independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (the "Two-Tier Voting").

Mr. Cheng Yee Seng ("Mr. Cheng") and Mr. Lim are the Independent Directors who have each served on the Board for a period of more than nine (9) years.

The Board seeks to strike an appropriate balance between tenure of service and continuity of experience and refreshment of the Board. The Board, saved for the affected Directors who have abstained from the deliberations, have recommended the continued appointments of Mr. Cheng

and Mr. Lim as an Independent Non-Executive Directors of the Company, via a Two-Tier Voting process.

The Nominating Committee and the Board have determined that Mr. Cheng and Mr. Lim remain objective and independent-minded in the Board deliberations. Their vast experiences enable them to provide the Board and the various Board Committees on which they are serving, with pertinent experiences and competences to facilitate sound decision-making and that their length of service does not in any way interfere their exercise of independent judgement nor hinder their ability to act in the best interests of the Company. Additionally, they have met the definition of Independent Director of the SGX-ST and the 2018 Code. The Board trust that they are able to continue to discharge their duties independently with integrity and competency.

Upon passing the Ordinary Resolutions 10(a) and 10(b), Mr. Cheng will remain as an Independent Director, Chairman of Remuneration Committee, and a member of the Audit and Nominating Committees of the Company until the earlier of (i) the retirement or resignation as a Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of these Ordinary Resolutions. Mr. Cheng will also be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

Upon passing the Ordinary Resolutions 3, 11(a) and 11(b), Mr. Lim will remain as an Independent Director, Chairman of Nominating Committee, and a member of the Audit and Remuneration Committees of the Company until the earlier of (i) the retirement or resignation as a Director of the Company; or (ii) the conclusion of the third AGM of the Company following the passing of these Ordinary Resolutions. Mr. Lim will also be considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST. If Resolution 3 is not carried, Resolution 11(a) and/or Resolution 11(b) will not be tabled. Further, if Resolution 11(a) is not carried, Resolution 11(b) will not be tabled.

Should the Ordinary Resolutions 10(a), 10(b), 11(a) and/or 11(b) for the continued appointment of the Independent Director(s) is/are not passed at the forthcoming AGM, the Independent Director(s) will no longer be independent and shall continue as a Non-Independent Director(s) of the Company with effect from 1 January 2022.

Rule 406(3)(c) of the Catalist Rules of the SGX-ST states that the Independent Directors must comprise of at least one-third of the Board. In the event that the Ordinary Resolution(s) for the continued appointment of the Independent Directors is/are not passed at the forthcoming AGM which renders the Company unable to meet these requirements, the Company shall endeavour to fill the vacancy in the Board to comply with Rules 406(3)(c) and 704(7) of the Catalist Rules of the SGX-ST by 1 January 2022.

Notes:

Participation in the AGM via live webcast or live audio feed

1. As the AGM will be held by way of electronic means, shareholders will NOT be able to attend the AGM in person. All shareholders or their corporate representative (in the case of shareholders which are legal entities) will be able to participate in the AGM proceeding by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM ("Pre-registration") at this link: <http://charisma.availeasemgdwebinar.com> by 10.00 a.m. on 22 June 2021 ("Registration Deadline") for verification of their status as shareholders (or corporate representatives of such shareholders). Registration will be open from 10.00 a.m. on 15 June 2021 onwards.
2. Upon successful verification, each such shareholder or its representative (in the case of shareholders which are legal entities) will receive an email by 5.00 p.m. on 27 June 2021. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings. Shareholders or their representatives (in the case of shareholders which are legal entities) must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM.

Shareholders or their representatives (in the case of shareholders who are legal entities) who have pre-registered by the Registration Deadline but do not receive an email by 5.00 p.m. on 27 June 2021 may contact the Company for assistance at (65) 6571 0200.

Voting by Proxy

1. Shareholders may only exercise their voting rights at the AGM via proxy voting.

Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In the Proxy Form, 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. The instrument appointing the Chairman of the AGM as proxy must be deposited at the registered office of the Company at **438B Alexandra Road, #05-08/09 Alexandra Technopark, Singapore 119968** or sent by email to enquiries@charismaenergy.com not less than seventy-two (72) hours (i.e. by 10.00 a.m. on Saturday, 26 June 2021), before the time appointed for holding the AGM. The Proxy Form can be downloaded from SGXNet or the Company's website at <https://charismaenergy.com>.

In view of the current COVID-19 measures which may make it difficult for shareholders to submit completed proxy forms by post, 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 (Cap. 289), 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 appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM (i.e. by 10.00 a.m. on Friday, 18 June 2021), to ensure that their votes are submitted.

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 and the Company's website at <https://charismaenergy.com>. Printed copies will not be sent 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 **438B Alexandra Road, #05-08/09 Alexandra Technopark, Singapore 119968** or sent by email to enquiries@charismaenergy.com. Questions must be submitted by 10.00 a.m. on Tuesday, 22 June 2021 so that they may be addressed during the AGM proceedings.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit questions by post, shareholders are strongly encouraged to submit questions electronically via the pre-registration website or 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 shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received by 10.00 a.m. on Tuesday, 22 June 2021, before or during the AGM proceedings. 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 AGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the AGM as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the Pre-registration in accordance with this Notice, or (c) submitting any question prior to 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 the Chairman of the AGM as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the Pre-registration for purposes of granting access to shareholders (or their corporate representatives in the case of shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the AGM and if necessary, following up with the relevant shareholders in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.