



GEO ENERGY RESOURCES LIMITED
(Company Registration No. 201011034Z)
(Incorporated in the Republic of Singapore)

Harnessing Strengths, Driving Growth, Delivering Value

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING of the Company will be held at L4 Lotus 4A-4B, Marina Bay Sands Singapore, 10 Bayfront Avenue, Singapore 018956 on Friday, 28 April 2017 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

- To re-adopt the Audited Financial Statements for the financial year ended 31 December 2016 together with the Directors' Statement and the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare a final tax-exempt (one-tier) dividend of S\$0.01 per ordinary share for the year ended 31 December 2016. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Company's Articles of Association:
(i) Mr Huang She Thong **(Resolution 3)**
(ii) Mr Soh Chun Bin **(Resolution 4)**
(iii) Mr Karyono **(Resolution 5)**
(See Explanatory Note 1)
- To approve the additional payment of Directors' fees of S\$150,000 for the financial year ended 31 December 2016. **(Resolution 6)**
(See Explanatory Note 2)
- To approve the payment of Directors' fees of S\$525,000 for the financial year ending 31 December 2017, to be paid half-yearly in arrears. **(Resolution 7)**
- To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

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

7. Authority to Allot and Issue Shares

"That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

(A) (i) issue shares in the capital of 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) 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 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 shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company (the "**Rights Issue Limit**") (as calculated in accordance with sub-paragraph (c) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company (as calculated in accordance with sub-paragraph (c) below);

(b) notwithstanding the Rights Issue Limit set out in sub-paragraph (a) above, but subject always to the prevailing rules and requirements of the SGX-ST, the Rights Issue Limit and accordingly the authority conferred thereunder, shall be increased to one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company (the "**Enhanced Rights Issue Limit**") (as calculated in accordance with sub-paragraph (c) below) for such purpose and on such basis and conditions as may be prescribed in Practice Note 8.3 of the Listing Manual of SGX-ST (as such Practice Note may be amended, varied, supplemented or replaced from time to time) in respect of such Enhanced Rights Issue Limit;

(c) (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 sub-paragraphs (a) and (b) above, the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) shall be based on the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities;

(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or subdivision of shares;

(d) 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 or Constitution for the time being of the Company; and

(e) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force (i) 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; or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments." **(Resolution 9)**

(See Explanatory Note 3)

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BOOKS CLOSURE AND PAYMENT DATE

Notice is hereby given that the Share Transfer Books and the Register of Members of the Company will be closed at 5.00 p.m. on 8 May 2017 for the purpose of determining shareholders' entitlements to the final dividend at the Annual General Meeting of the Company to be held on 28 April 2017.

Duly completed and stamped transfers (together with all relevant documents of or evidencing title) received by the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 8 May 2017 will be registered to determine shareholders' entitlements to the final dividend. Subject as aforesaid, shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 p.m. on 8 May 2017 will be entitled to the final dividend.

The proposed final dividend, if so approved by shareholders, will be paid on 30 May 2017.

By Order of the Board

Loo Choon Keow
Company Secretary

Date: 13 April 2017

Notes:

1) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoint two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.

(b) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the AGM, 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 instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2) The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her 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 or under the hand of an officer or attorney duly authorised.

3) The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not later than 48 hours before the time appointed for the Meeting.

Explanatory Note:

1) Mr Soh Chun Bin will, upon re-election as a Director of the Company, remain as Chairman of the Nomination Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

Mr Karyono will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Nomination Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Mr Huang She Thong, Mr Soh Chun Bin and Mr Karyono have offered themselves for re-election. Mr Soh Chun Bin and Mr Karyono have each confirmed that, they do not have any relationships (including immediate family relationships) with the other Directors, the Company or its 10% shareholders. The current directorships in other listed companies and details of other principal commitments held by each of these Directors are set out on page 63 of this Annual Report.

- The shareholders had in its meeting held on 28 April 2016 approved the payment of Directors' fees of S\$375,000 for the financial year ended 31 December 2016.

The Board of Directors of the Company proposed the payment of additional Directors' fees of S\$150,000 to Directors of the Company to compensate them for additional works, increase in various business activities, announcements and meetings of the Company in 2016.

If the proposed payment of additional Directors' fees of S\$150,000 is approved by the shareholders in the meeting, the total payment for Directors' fees for the financial year ended 2016 is S\$525,000.

- The Ordinary Resolution 9, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may issue under this Resolution would not exceed the Rights Issue Limit, ie 50% of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company at the time of the passing of this Resolution, or the Enhanced Rights Issue Limit, ie 100% of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company at the time of the passing of this Resolution where the Company meets the requirements for such Enhanced Rights Issue Limit prescribed in Practice Note 8.3 of the Listing Manual of SGX-ST (as such Practice Note may be amended, varied, supplemented or replaced from time to time). For issue of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed 20% of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company. The aggregate number of shares which may be issued shall be based on the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company at the time that Ordinary Resolution 9 is passed, after adjusting for (a) 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 that Ordinary Resolution 9 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. The Enhanced Rights Issue Limit widens fund-raising avenues available to the Company, thereby enabling it to respond to financing needs to meet on-going changes and challenges in the business environment in more expedient and cost-efficient manner. The Directors are therefore of the view that the Enhanced Rights Issue Limit is in the interest of the Company and its shareholders.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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.