

# ANNUAL GENERAL MEETING DEPOSITOR PROXY FORM

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



We, The Central Depository (Pte) Limited of 11 North Buona Vista Drive #06-07 The Metropolis Tower 2 Singapore 138589 ("CDP"), being a shareholder of KrisEnergy Ltd. (the "Company"), have appointed the person whose name and particulars are set out in Part I below (the "Depositor(s)"), in respect of such number of shares (the "Depositor(s) Shares") set out against his/her/its name in the Depository Register maintained by CDP as at 26 April 2016 as our proxy to vote for us and on our behalf at the Third Annual General Meeting of the Company to be held at Level 5, Cinnamon Room, Novotel Singapore Clarke Quay, 177A River Valley Road, Singapore 179031 on 28 April 2016 at 9.00 a.m. or at any adjournment thereof (the "Annual General Meeting")

**I**

**TOTAL NUMBER OF SHARES HELD**

OR in the event the Company receives this Depositor Proxy Form which is

- (i) duly completed and signed/executed by the Depositor(s); and
- (ii) submitted by the requisite time and date, and to the requisite office as indicated overleaf,

we hereby appoint the person or persons (the "Appointee(s)") whose details are given in Part II(a) and/or (b), provided that such details have been verified in Part V by the affixing of the seal or signature of or on behalf of the person(s) named in Part I, and on the basis that such person or persons are authorised to vote in respect of the proportion of the shareholding referred to in Part II or if no proportions are so reflected, in respect of the whole of the said shareholding

**II**

NAME	ADDRESS	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS (%)
(a)			

and/or (delete as appropriate)

(b)

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or failing the person, or either or both of the persons, referred to above, the Chairman of the Annual General Meeting, as our proxy/proxies to vote for us and on our behalf at the Annual General Meeting. The Appointee(s) is/are hereby directed to vote for or against the resolutions to be proposed at the Annual General Meeting as indicated hereunder. If no direction as to voting is given, the Appointee(s) may vote or abstain at his/her/their discretion, as he/she/they will on any other matter arising at the Annual General Meeting.

We further hereby authorise and direct the Company to accept this Depositor Proxy Form in respect of the Depositor(s) Shares.

**NOTE:**

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 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.

**III**

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1.	To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2015 and the Auditor's Report thereon.		
2.	To re-elect Mr. Duane Carl Radtke, a Director retiring pursuant to Article 125 of the Company's Articles of Association.		
3.	To re-elect Mr. Richard Allan Lorentz, Jr., a Director retiring pursuant to Article 125 of the Company's Articles of Association.		
4.	To re-elect Mr. Tan Ek Kia, a Director retiring pursuant to Article 125 of the Company's Articles of Association.		
5.	To re-elect Mr. Chan Hon Chew, a Director retiring pursuant to Article 124 of the Company's Articles of Association.		
6.	To approve the sum of US\$1,140,000 (S\$1,596,000) to be paid to all non-executive Directors as Directors' fees for the financial year ended 31 December 2015. (2014: US\$1,153,458.90 (S\$1,499,496.57))		
7.	To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.		
8.	To approve the proposed share issue mandate.		

Dated this 13th day of April 2016

**IV THE CENTRAL DEPOSITORY (PTE) LIMITED**

Signature of Director

**V**

TO BE COMPLETED BY DEPOSITOR(S) IF HE/SHE/IT WISHES TO APPOINT AN APPOINTEE/APPOINTEES UNDER PART II			
For individual:	For corporation:		
Signature of Direct Account Holder	Signature of Director	Signature of Director/Secretary	

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## NOTES

### PART II

- (1) A Depositor(s) who is a natural person need not submit this Depositor Proxy Form if he/she is attending the Annual General Meeting in person. A Depositor(s) may appoint not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy/proxies of CDP in respect of his/her/its shareholding by completing Part II (a) and/or (b).
- (2) Where a Depositor(s) is a corporation and wishes to be represented at the Annual General Meeting, it must appoint an Appointee/Appointees to attend and vote as proxy/proxies for CDP at the Annual General Meeting in respect of its shareholding.
- (3) A Depositor(s) who wishes to appoint more than one Appointee must specify the proportion of his/her/its shares to be represented by each Appointee. If no such proportion is specified, the Appointee whose name appears first shall be deemed to carry 100 per cent. of the shareholding of the Depositor(s) and the Appointee whose name appears second shall be deemed to be appointed in the alternate.

### PART III

- (1) Please indicate with an "X" in the appropriate box against each resolution how you wish the Appointee(s) to vote. If this Depositor Proxy Form is deposited without any indication as to how the Appointee(s) shall vote, the Appointee(s) may vote or abstain from voting at his/her/their discretion.

### PART V

- (1) This Depositor Proxy Form, duly completed, must be deposited by the Depositor(s) at the office of the Singapore share transfer agent, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902, not less than forty-eight hours before the time appointed for holding the Annual General Meeting.
- (2) If a Depositor(s) wishes to appoint an Appointee/Appointees, this Depositor Proxy Form must be signed by the Depositor(s) or his/her/its attorney duly authorised in writing. In the case of Joint Depositor(s), all Joint Depositor(s) must sign this Depositor Proxy Form. If the Depositor(s) is a corporation, this Depositor Proxy Form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing. The power of attorney or other authority, if any, under which this Depositor Proxy Form is signed or a notarially certified copy of that power or authority must be attached to this Depositor Proxy Form.

### GENERAL

- (1) Completion and return of this Depositor Proxy Form by a Depositor shall not prevent him/her from attending and voting in person at the Annual General Meeting as proxy of CDP if he/she subsequently wishes to do so. In such event, the appointment of the Appointee/Appointees as proxy/proxies of CDP pursuant to this Depositor Proxy Form shall be deemed to be revoked.
- (2) The Company shall be entitled to reject any Depositor Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the Depositor(s) are not ascertainable from the instructions of the Depositor(s) specified on any Depositor Proxy Form. It is the Depositor(s)' responsibility to ensure that this Depositor Proxy Form is properly completed. In addition, the Company may reject any Depositor Proxy Form lodged if a Depositor, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at forty-eight hours before the time appointed for holding the Annual General Meeting. Any decision to reject this Depositor Proxy Form will be final and binding and neither the Company, CDP nor M & C Services Private Limited accepts any responsibility for the consequences of such a decision.

### PERSONAL DATA PRIVACY

- (1) By submitting an instrument appointing a proxy(ies) and/or representative(s), the Depositor accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 April 2016.



# ANNUAL GENERAL MEETING SHAREHOLDER PROXY FORM

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



I/We \_\_\_\_\_ NRIC/Passport No. \_\_\_\_\_

of \_\_\_\_\_

being a shareholder/shareholders of KrisEnergy Ltd. (the "Company") hereby appoint:

NAME	ADDRESS	NRIC/PASSPORT NO.	PROPORTION OF SHAREHOLDINGS (%)

and/or (delete as appropriate)

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or failing the person, or either or both of the persons, referred to above, the Chairman of the Annual General Meeting, as my/our proxy/proxies to attend and vote for me/us and on my/our behalf at the Third Annual General Meeting of the Company to be held at Level 5, Cinnamon Room, Novotel Singapore Clarke Quay, 177A River Valley Road, Singapore 179031 on 28 April 2016 at 9.00 a.m. and at any adjournment thereof (the "Annual General Meeting").

*(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the resolutions to be proposed at the Annual General Meeting as indicated hereunder. In the absence of specific directions, your proxy/proxies will vote or abstain as he/she/they may think fit, as he/she/they will on any other matter arising at the Annual General Meeting.)*

## NOTE:

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 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.

NO.	ORDINARY RESOLUTION	FOR	AGAINST
1.	To receive and adopt the Directors' Report and the Audited Financial Statements for the financial year ended 31 December 2015 and the Auditor's Report thereon.		
2.	To re-elect Mr. Duane Carl Radtke, a Director retiring pursuant to Article 125 of the Company's Articles of Association.		
3.	To re-elect Mr. Richard Allan Lorentz, Jr., a Director retiring pursuant to Article 125 of the Company's Articles of Association.		
4.	To re-elect Mr. Tan Ek Kia, a Director retiring pursuant to Article 125 of the Company's Articles of Association.		
5.	To re-elect Mr. Chan Hon Chew, a Director retiring pursuant to Article 124 of the Company's Articles of Association.		
6.	To approve the sum of US\$1,140,000 (S\$1,596,000) to be paid to all non-executive Directors as Directors' fees for the financial year ended 31 December 2015. (2014: US\$1,153,458.90 (S\$1,499,496.57))		
7.	To re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.		
8.	To approve the proposed share issue mandate.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2016

\_\_\_\_\_  
Signature(s) of Shareholder(s) or Common Seal

TOTAL NUMBER OF SHARES HELD

**IMPORTANT:** PLEASE READ NOTES OVERLEAF



## NOTES

- (1) Please insert the total number of shares held by you. If no number is inserted, this Shareholder Proxy Form shall be deemed to relate to all the shares held by you.
- (2) A shareholder entitled to attend and vote at the Annual General Meeting who is the holder of two or more shares shall be entitled to appoint not more than two proxies to attend and vote instead of him at the Annual General Meeting. Where a shareholder appoints two proxies, he/she/it shall specify the proportion of his/her/its shareholding to be represented by each proxy. If no such proportion is specified, the proxy whose name appears first shall be deemed to carry 100 per cent. of the shareholding of the shareholder and the proxy whose name appears second shall be deemed to be appointed in the alternate. A proxy need not be a shareholder.
- (3) This Shareholder Proxy Form, duly completed, must be deposited at the office of the Singapore share transfer agent, M & C Services Private Limited at 112 Robinson Road #05-01, Singapore 068902 not less than forty-eight hours before the time appointed for holding the Annual General Meeting.
- (4) This Shareholder Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing. In the case of joint holders, all joint holders must sign this Shareholder Proxy Form. If the shareholder is a corporation, this Shareholder Proxy Form must be executed either under seal or under the hand of an officer or attorney duly authorised in writing. The power of attorney or other authority, if any, under which this Shareholder Proxy Form is signed or a notarially certified copy of that power or authority must be attached to this Shareholder Proxy Form.
- (5) A corporation which is a shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the Annual General Meeting.
- (6) Completion and return of this Shareholder Proxy Form by a shareholder shall not prevent the shareholder from attending and voting in person at the Annual General Meeting if the shareholder subsequently wishes to do so. In such event, this Shareholder Proxy Form shall be deemed to be revoked.
- (7) The Company shall be entitled to reject any Shareholder Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the shareholder are not ascertainable from the instructions of the shareholder specified on any Shareholder Proxy Form.

## PERSONAL DATA PRIVACY

- (8) By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 April 2016.

