



GSS Energy Limited
(Incorporated in the Republic of Singapore)
(Company Registration No. 201432529C)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting (“**AGM**”) of GSS Energy Limited will be convened and held by way of electronic means on 22 June 2020 at 10.00 a.m. for the following purposes:

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 2019 together with the Auditors’ Reports thereon.
(Resolution 1)
2. To approve the payment of Directors’ Fees of S\$80,000 for the financial year ended 31 December 2019 (2018: S\$72,000).
(Resolution 2)
3. To re-elect Mr Kuek Eng Chye Anthony, Director of the Company retiring pursuant to Regulation 89 of the Constitution of the Company.
(See Explanatory Note 1) **(Resolution 3)**
4. To re-elect Mr Lee Kok Beng, Director of the Company retiring pursuant to Regulation 88 of the Constitution of the Company.
(Resolution 4)
5. To re-appoint Messrs BDO LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.
(Resolution 5)
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

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 allot and issue shares**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of the shares to be allotted and issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, of which the aggregate of shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares in the

capital of the Company (excluding treasury shares and subsidiary holdings) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by the law to be held, whichever is earlier; or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Ordinary Resolution 6, until the issuance of such shares in accordance with the terms of such convertible securities.

(See Explanatory Note 2)

(Resolution 6)

8. **Authority to grant share options, allot and issue shares under GSS Energy Limited Executives' Share Option Scheme**

That the Directors of the Company be and are hereby authorised, pursuant to Section 161 of the Companies Act, Cap. 50, to offer and grant options ("**Options**") in accordance with the GSS Energy Limited Executives' Share Option Scheme (the "**GEL Scheme**"), and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the GEL Scheme and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that:

- (a) the aggregate number of shares over which Options may be granted on any date (when added to the number of shares issued and/or are issuable upon the exercise of all Options and the number of shares issued and/or issuable in respect of all shares, options or awards granted under any other share option or share scheme of the Company then in force (if any)) shall not exceed fifteen per cent (15%) of the total number of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) of the Company on the day preceding that date; and
- (b) the aggregate number of shares to be offered to certain participants collectively and individually during the duration of the GEL Scheme (subject to adjustments, if any, made under the GEL Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the GEL Scheme.

(See Explanatory Note 3)

(Resolution 7)

9. **Authority to grant share options, allot and issue shares under GSS Energy Limited 2018 Executives' Share Option Scheme**

That the Directors of the Company be and are hereby authorised, pursuant to Section 161 of the Companies Act, Cap. 50, to offer and grant options ("**Options**") in accordance with the GSS Energy Limited 2018 Executives' Share Option Scheme (the "**GEL 2018 Scheme**"), and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the GEL 2018 Scheme and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that:

- (a) the aggregate number of shares over which Options may be granted on any date (when added to the number of shares issued and/or are issuable upon the exercise of all Options and the number of shares issued and/or issuable in respect of all shares, options or awards granted under any other share option or share scheme of the Company then in force (if any)) shall not exceed fifteen per cent (15%) of the total number of the total issued share capital of the Company (excluding treasury shares and subsidiary holdings) of the Company on the day preceding that date; and
- (b) the aggregate number of shares to be offered to certain participants collectively and individually during the duration of the GEL 2018 Scheme (subject to adjustments, if any, made under the GEL 2018 Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the GEL 2018 Scheme.

(See Explanatory Note 4)

(Resolution 8)

10. The proposed renewal of the Share Buy-Back Mandate

That:

- (a) pursuant to Section 76C and 76E of the Companies Act, Cap. 50 (the “**Act**”), and Part XI of Chapter 8 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases through the ready market of the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”), through one or more duly licensed stockbrokers appointed by the Company for the purpose (the “**On-Market Share Buy-Back**”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Catalist Rules (the “**Off-Market Share Buy-Back**”);

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“**Share Buy-Back Mandate**”);

- (b) any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share in accordance with the Act;
- (c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the proposed renewal of the Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earliest of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (ii) the date on which purchases and acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; and
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting;

- (d) In this resolution:

“**Maximum Limit**” means the number of Shares representing ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period (as defined hereinafter), in which event the issued share capital of the Company shall be taken to be the amount of the issued share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

“Maximum Price” in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Buy-Back, one hundred and five per centum (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Share Buy-Back, one hundred and twenty per centum (120%) of the Average Closing Price,

where:

“Relevant Period” means the period commencing from the date on which on which this resolution is passed and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, or until it is varied or revoked by the Company in a general meeting, after the date of the passing of this resolution;

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, preceding the day of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to an Off-Market Share Buy-Back, as deemed to be adjusted for any corporate action that occurs during the relevant five (5) market day period and the day of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to the Off-Market Share Buy-Back;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from holders of Shares, stating the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buy-Back; and

- (e) The Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

(See Explanatory Note 5)

(Resolution 9)

By Order of the Board

Ng Say Tiong/Wong Liong Khoon
Company Secretaries
Singapore, 30 May 2020

Explanatory Notes:

1. Mr Kuek Eng Chye, Anthony will, upon passing the Ordinary Resolution 3 in item 3 above, remain as Chairman of the Nominating and Remuneration Committees, and a member of the Audit Committee.
2. The Ordinary Resolution 6 in item 7 above, 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 allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed one hundred per centum (100%) of the total number of issued shares of the Company at the time of passing this Resolution. 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 fifty per centum (50%) of the total number of issued shares of the Company.

For the purpose of Ordinary Resolution 6, the percentage of issued shares is based on the total number of issued shares at the time Ordinary Resolution 6 is passed after adjusting for (a) new shares arising from the conversion or exercise of convertible securities; (b) new shares arising from the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Ordinary Resolution 6 is passed, provided the options and awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (c) any subsequent bonus issue, consideration or subdivision of shares.

3. The Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options granted or to be granted in accordance with the GEL Scheme provided that the number of shares which the Directors may allot and issue under this Resolution, together with any shares issued and issuable in respect of all options granted or to be granted under the GEL Scheme as well as any shares, options or awards granted under any other share option or share scheme of the Company then in force (if any), shall not, in aggregate, exceed fifteen per centum (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company on the day preceding that date.
4. The Ordinary Resolution 8 in item 9 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options granted or to be granted in accordance with the GEL 2018 Scheme provided that the number of shares which the Directors may allot and issue under this Resolution, together with any shares issued and issuable in respect of all options granted or to be granted under the GEL 2018 Scheme as well as any shares, options or awards granted under any other share option or share scheme of the Company then in force (if any), shall not, in aggregate, exceed fifteen per centum (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company on the day preceding that date.
5. The Ordinary Resolution 9 in item 10 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 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 purchase or otherwise acquire issued ordinary Shares of the Company by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs of up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the Appendix to this Notice of Annual General Meeting, the Act and the Catalist Rules. Please refer to the Appendix to this Notice of Annual General Meeting for more details.

Notes:

1. The AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debentures Order 2020).
2. Printed copies of this Notice of AGM will not be sent to the members. Instead, this Notice of AGM will be sent to the members solely by electronic means via publication on the Company's website at the URL <https://gssenergy.com.sg/agm/>. This notice will also be available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **In light of the current COVID-19 measures in Singapore, members will not be able to attend the AGM in person. A member of the Company (including a Relevant Intermediary) must appoint the Chairman of AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM, if such member wishes to exercise his/her/its voting rights at the meeting.**

Alternative arrangements relating to:

- (a) attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
- (b) submission of questions to the Chairman of the AGM in advance of the AGM, and addressing of substantial and relevant questions at the AGM; and
- (c) voting by appointing the Chairman of the AGM as proxy at the AGM,

are set out in the notes 4, 5, 6 and 7 below.

"Relevant intermediary" means:

- (a) A banking corporation licensed under the Banking Act, Cap. 19 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 markets services license to provide custodial services for securities under the Securities and Futures Act, Cap. 289 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Cap. 36, 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

4. **Attendance via electronic means: Members may participate in the AGM by:**

- (a) watching the live audio-visual webcast of the AGM proceedings; or
- (b) listening to the live audio-only stream of the AGM proceedings.

Members will need to pre-register at the Company's website for either of these accesses. They may visit the AGM page of the Company's website at the URL <https://gssenergy.com.sg/registration/> to pre-register. Full instructions and details are available at Company's website URL <https://gssenergy.com.sg/aggm/>. The registration deadline is **10.00 a.m. on 19 June 2020**.

5. **Submission of questions in advance:** Members may pre-submit any questions they may wish to ask in relation to the resolutions to be tabled at the AGM. They may visit the AGM page of the Company's website at the URL <https://gssenergy.com.sg/registration/> to pre-submit their questions. The submission deadline is **10.00 a.m. on 19 June 2020**.

The Company will consider all questions and endeavour to address all substantial and relevant questions relating to the annual report for the financial year ended 31 December 2019 ("AR2019") and the other AGM agenda items set out in the Notice of AGM received from members via an announcement on SGXNET and the Company's website at URL <https://gssenergy.com.sg/announcements/> prior to the AGM, or during the AGM.

6. **Voting by appointing the Chairman of the AGM as proxy:** A member must:

- (a) use the proxy form to appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM in accordance with the instructions on the proxy form. The proxy form can be obtained electronically from the AGM page of the Company's website at the URL <https://gssenergy.com.sg/aggm/>, or from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the AGM Proxy Form will not be sent to the members;
- (b) give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which appointment of the Chairman of the AGM as proxy for the resolution will be treated as invalid; and
- (c) submit the proxy form in the following manner:
 - (i) if submitted by post, be deposited at Company's Registered Office at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or
 - (ii) if submitted electronically, be submitted via email to Company's Share Registrar at srs.proxy@boardroomlimited.com,

in either case not less than seventy-two (72) hours before the time appointed for the AGM (i.e. by **10.00 a.m. on 19 June 2020**) or any adjournment thereof.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit proxy forms electronically by email.

- (d) The form of proxy in the case of an individual shall be signed by the appointer or his/her attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy 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, failing which the instrument may be treated as invalid.
- (e) Investors who hold the Company's shares via a securities sub-account with a DA and wish to appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, should contact their respective DAs as soon as possible in order of the necessary arrangements to be made by their DAs for such appointment.
- (f) The Chairman of the AGM, as proxy, need not be a member of the Company.

7. **Persons who hold shares through relevant intermediaries:**

- (a) Central Provident Fund Investment Scheme investor ("CPF Investor") and/or Supplementary Retirement Scheme investor ("SRS Investor") who hold the Company's shares through the respective CPF Agent Banks/SRS Operators (being relevant intermediaries) and who wish to participate in the AGM by (a) watching or listening to the AGM proceedings via the live audio-visual webcast or the live audio-only stream, and/or (b) submitting questions in advance of the AGM, may pre-register at the AGM page of the Company's website at the URL <https://gssenergy.com.sg/aggm/>.

CPF/SRS investors who wish to participate in the AGM by appointing Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM should approach their respective CPF Agent Bankers/SRS Operators to submit their votes by 10 a.m on 11 June 2020 if they wish to appoint the Chairman of the meeting as proxy. The proxy form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

- (b) Investors who hold the Company's shares via a securities sub-account with a Depository Agent ("DA") (being a relevant intermediary) and who wish to participate in the AGM by (a) watching or listening to the AGM proceedings via the live audio-visual webcast or the live audio-only stream, and/or (b) submitting questions in advance of the AGM, may pre-register at the AGM of the Company's website at the URL <https://gssenergy.com.sg/agm/>. However, such investors should note that they will not be registered unless their DA has written to the Company to confirm that they are a securities sub-account holder with the DA, and that they hold the Company's shares. Such investors should inform their DA that they have pre-registered for the AGM webcast/audio stream, and provide their DA with the same name, email address, identification number and contact number as they have provided on the registration page. If such investors wish to appoint the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, they should contact their respective DAs as soon as possible in order for the necessary arrangements to be made by their DAs as for such appointment.
8. The AR2019 and the Appendix to the Notice of AGM are available on the Company's website at the URL <https://gssenergy.com.sg/agm/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies will not be sent to members.
9. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at shorter notice. Members should check the AGM page of the Company's website at the URL <https://gssenergy.com.sg/agm/> for the latest updates on the status of the AGM.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) pre-registering for the live audio-visual webcast or live audio-only stream of the AGM ("**Virtual Meeting**"), or (c) submitting any questions prior to the AGM in accordance with this Notice of AGM, 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 following purposes:

- (a) processing and administration by the Company (or its agents) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (b) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the Virtual Meeting and providing them with any technical assistance where necessary;
- (c) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (d) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.