



**GOLDEN ENERGY AND RESOURCES LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No. 199508589E)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of **GOLDEN ENERGY AND RESOURCES LIMITED** (the "Company") will be held at Guild Room, NUSS The Graduate Club, Suntec City Guild House, 3 Temasek Boulevard (Tower 5) #02-401/402, Suntec City Mall, Singapore 038983 on 13 July 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed thereto in the Company's Circular to Shareholders dated 28 June 2018 in respect of the resolution herein.*

**ORDINARY RESOLUTION**

**THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION, COMPRISING:**

- (1) **THE PROPOSED ACQUISITION OF 100% SHAREHOLDING INTEREST IN PT BARASENTOSA LESTARI, PT UNSOCO, PT DUTA SARANA INTERNUSA AND PT DWIKARYA SEJATI UTAMA ("SALE SHARES ACQUISITION"); AND**
- (2) **THE PROPOSED ACQUISITION OF US\$6,368,158 MANDATORY CONVERTIBLE BONDS ("MCB ACQUISITION").**

That the Proposed Acquisition (comprising the Sale Shares Acquisition and the MCB Acquisition) be and is hereby approved and that approval be and is hereby given to the Directors:

- (a) to carry out and implement the Proposed Acquisition (comprising the Sale Shares Acquisition and the MCB Acquisition) in accordance with the Sale and Purchase Agreement, as well as any other transactions contemplated under the Sale and Purchase Agreement; and
- (b) to complete and do all such acts and things, including without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated by the Sale and Purchase Agreement and/or this Resolution.

**BY ORDER OF THE BOARD**

Pauline Lee  
Company Secretary  
Singapore, 28 June 2018

**Notes:**

1. (i) A member (who is not a relevant intermediary) of the Company entitled to attend and vote at the Extraordinary General Meeting ("EGM") of the Company is entitled to appoint not more than two proxies to attend, speak and vote on his behalf and where a member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.
- (ii) A member (who is a relevant intermediary) of the Company entitled to attend and vote at the EGM of the Company is entitled to appoint more than two proxies to attend, speak and vote on his behalf, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's Proxy Form appoints more than two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

"relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act.

2. A proxy need not be a member of the Company.
3. Each of the resolutions to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Cecil Street #05-05 PLUS, Singapore 049705 not less than seventy-two (72) hours before the time appointed for holding the EGM.

**PERSONAL DATA PRIVACY:**

By submitting 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, 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.