

GOLDEN ENERGY AND RESOURCES LIMITED

(Company Registration No. 199508589E)
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING TO BE HELD ON 29 APRIL 2021

1. **Introduction:** Golden Energy and Resources Limited (“**GEAR**” or the “**Company**”) refers to:
 - (i) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed entities in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
 - (ii) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, inter alia, general meetings of Companies;
 - (iii) the joint statement released by the ACRA, the Monetary Authority of Singapore and SGX RegCo on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020 and 1 October 2020), providing additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 June 2021; and
 - (iv) the Amendments to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts and Debenture Holders) Order 2020, which came into force on 29 September 2020 and has extended the meeting orders to 30 June 2021 and refined the Order to facilitate entities to hold meetings via electronic means.

2. **Date, time and conduct of Annual General Meeting**

The Annual General Meeting (“**AGM**” or “**Meeting**”) of the Company will be convened and held by way of electronic means on Thursday, 29 April 2021, at 4.30 p.m., for the purpose of considering and, if thought fit, passing with or without modification, the resolutions set out in the Notice of AGM dated 14 April 2021.

3. **Annual Report for the financial year ended 31 December 2020 (“Annual Report 2020”), Notice of AGM, Proxy Form, the Summary Independent Qualified Person’s Reports and Appendix in relation to the Proposed Renewal of the Sinar Mas IPT Mandate**

Annual Report 2020, Notice of AGM, Proxy Form, the Summary Independent Qualified Person Reports and Appendix in relation to the Proposed Renewal of the Sinar Mas IPT Mandate will be sent to members solely by electronic means via publication on our corporate website at the URL: <http://investor.gear.com.sg/ar.html> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will **NOT** be sent to members.

4. **Alternative arrangements for participation at the AGM**

To minimise physical interactions and COVID-19 transmission risks, members will **NOT** be able to attend the AGM in person. Shareholders may participate in the AGM by:

 - (i) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (ii) submitting questions in advance of the AGM; and/or
 - (iii) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

A Shareholder (whether individual or corporate) who has Shares entered against his/her/its name in (a) the

Register of Shareholder; or (b) the Depository Register as at the cut-off time being 72 hours prior to the time of the AGM (being the time at which the name of the Shareholder must appear in the Register of Shareholders or the Depository Register, in order for him/her/it to be considered to have Shares entered against his/her/its name in the said Registers), shall be entitled to attend (via electronic means), submit questions in advance and vote by proxy at the AGM.

5. Steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM

Shareholders will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast or live audio-only stream by pre-registering, submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM and vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, they will need to complete the following steps in accordance with the dates / deadlines specified:

Pre-registration		
No	Steps	Dates/ Deadlines
1.	Shareholders must pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings at the pre-registration website with the Company's appointed polling agent at URL: https://complete-corp.com/gear-agm/ by 4.30 p.m. on 26 April 2021 to enable the Company to verify their status as Shareholders.	Pre-registration at the pre-registration website with the Company's appointed polling agent at URL: https://complete-corp.com/gear-agm/ by 4.30 p.m. on 26 April 2021. Shareholders who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore who wish to participate in the AGM by observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream should approach their relevant intermediaries for the necessary arrangement.
2.	Following the verification, authenticated shareholders will receive an email containing the instruction to join the live webcast with the log-in password and the link to access the live audio-visual webcast or toll-free telephone number, meeting ID and password to call for the audio-only stream of the AGM proceedings (the " Confirmation Email ").	Shareholders who do not receive the Confirmation Email by 12.00 p.m. on 28 April 2021 but have registered by the deadline at 4.30 p.m. on 26 April 2021 should contact the Company's appointed polling agent, Complete Corporate Services Pte Ltd, by email at gear-agm@complete-corp.com .

Submission of Questions		
No	Steps	Dates/ Deadlines
1.	Shareholders will NOT be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for members to pre-register and submit their	All questions must be submitted by 4.30 p.m. on 26 April 2021.

<p>questions in advance of the AGM.</p> <p>Shareholders (whether individual or corporate) may submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner:</p> <p>(a) if submitted electronically, be submitted:</p> <p>(i) via the pre-registration website at the URL https://complete-corp.com/gear-agm/; or</p> <p>(ii) via email by sending the questions to the Company's appointed polling agent, Complete Corporate Services Pte Ltd, at gear-agm@complete-corp.com;</p> <p>(b) in hard copy by post to the office of the Company's appointed polling agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903, in any case, by 4.30 p.m. on 26 April 2021.</p> <p>When sending in your questions by email or post, please also provide us with the following details:</p> <ul style="list-style-type: none"> • your full name; • your address; and • the manner in which you hold shares in GEAR (e.g., via CDP, CPF or SRS). <p>To minimise physical interactions and COVID-19 transmission risks, the Company strongly encourages members to submit questions via the pre-registration website or via email to the Company's appointed polling agent at gear-agm@complete-corp.com or at URL: https://complete-corp.com/gear-agm/.</p>	<p>The Company will endeavour to address all substantial and relevant questions received in advance of the AGM from Shareholders, prior to or during the AGM. The Company will publish the minutes of the AGM on the Company's website and on SGXNET within one month from the date of the AGM, and the minutes will include the responses to the substantial and relevant questions which are addressed during the AGM.</p> <p>Shareholders who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore who wish to submit questions in advance of the AGM should approach their relevant intermediaries.</p>
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Submission of Proxy Form to vote		
No	Steps	Dates/ Deadlines
1.	<p>A Shareholder (whether individual or corporate) MUST appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM. The Proxy Form is available at for download at the Company's website at the URL http://investor.gear.com.sg/ar.html; and on the SGX website at the URL https://www.sgx.com/securities/company-announcements.</p> <p>Where a Shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it MUST give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.</p>	-
2.	<p>The Proxy Form must be submitted in the following manner:</p> <p>(a) if submitted by post, be deposited at the office of the Company's appointed polling agent, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International</p>	<p>Proxy Forms to reach the Company's appointed polling agent, Complete Corporate Services Pte Ltd, by 4.30 p.m. on</p>

	<p>Plaza, Singapore 079903; or (b) if submitted electronically, via email to the Company's appointed polling agent, Complete Corporate Services Pte Ltd, at gear-agm@complete-corp.com, in either case not later than 4.30 p.m. on 26 April 2021.</p> <p>A Shareholder who wishes to submit the Proxy Form by using the abovementioned (a) or (b) must first download, print, complete and sign the Proxy Form, before scanning and submitting it to the email address or posting it to the office address provided above.</p> <p>To minimise physical interactions and COVID-19 transmission risks, the Company strongly encourages members to submit completed Proxy Forms electronically via email to the Company's appointed polling agent at gear-agm@complete-corp.com.</p>	<p>26 April 2021.</p> <p>A Depositor shall not be regarded as a Shareholder entitled to attend the AGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at 72 hours before the time fixed for the AGM.</p> <p>Shareholders who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore should approach their respective relevant intermediaries through which they hold such Shares as soon as possible in order to make the necessary arrangements, including the submission of their voting instructions by 5.00 p.m. on 19 April 2021 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by 4.30 p.m. on 26 April 2021.</p> <p>Note:- CPF or SRS investors who wish to appoint the Chairman as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM.</p>
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6. **Further queries:** If members have further queries on participation at the AGM, please submit such queries by email to gear-agm@complete-corp.com.
7. **Important reminder:** Due to the current COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at short notice. Members are advised to check on the Company's announcement on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> or the Company's website at URL: <http://investor.gear.com.sg/ar.html> for the latest updates on the status of the AGM.

Members' understanding and cooperation in enabling GEAR to hold the AGM in line with the appropriate safe distancing measures amidst the current COVID-19 situation is much appreciated.

By order of the Board

Pauline Lee
Group Company Secretary
Singapore, 14 April 2021