



# CHARISMA ENERGY SERVICES LIMITED

(formerly known as YHM Group Limited)  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 199706776D)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of the Shareholders of Charisma Energy Services Limited (the “**Company**”) will be held on 21 April 2015 at Ballroom 3, The Singapore Island Country Club, 180 Island Club Road, Singapore 578774 at 10.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purposes of considering and, if thought fit, passing (with or without modifications) the resolutions set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the Circular dated 6 April 2015 to Shareholders of the Company (the “**Circular**”).

### **AS ORDINARY RESOLUTIONS:**

#### **ORDINARY RESOLUTION 1**

**Approval for the proposed amendment to the Exercise Price (as defined in Section 2 of the Circular) of the Charisma Energy Employee Share Option Scheme (“Scheme”)**

That:

- (a) the proposed amendments to the rules of the Scheme (“**Scheme Rules**”) as set out in Appendix 1 to the Circular be and are hereby adopted and approved;
- (b) the Directors be and are hereby authorised to offer and grant options in accordance with the provisions of the modified Scheme Rules and allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the modified Scheme Rules; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

#### **ORDINARY RESOLUTION 2**

**Approval for the 2015 IPT Mandate, as proposed to be amended and renewed from the 2014 IPT Mandate for Interested Person Transactions**

That:

- (a) approval be and is hereby given for the purpose of Chapter 9 of Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of the Catalyst (the “**Catalist Rules**”) for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9 of the Catalyst Rules), or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in Appendix 2 to the Circular with any party who is of the class of Interested Person described in Appendix 2 to the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures described in Appendix 2 to the Circular for such Interested Person Transactions;
- (b) the approval given in paragraph (a) above (the “**2015 IPT Mandate**”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the 2015 IPT Mandate and/or this Resolution.

BY ORDER OF THE BOARD

**Charisma Energy Services Limited**

**Tan Ser Ko**

Executive Director and Chief Executive Officer

6 April 2015

#### **NOTES:-**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The form of proxy in the case of an individual shall be signed by the appointor or his attorney, and in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. If the form of proxy is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
4. If no name is inserted in the space for the name of your proxy on the form of proxy, the Chairman of the meeting will act as your proxy.
5. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company’s Office at 15 Hoe Chiang Road, #12-05 Tower Fifteen, Singapore 089316, not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.

#### **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.*