

IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

Originating Summons)
No. 1088 of 2014)

**In the matter of Section 210 of the Companies Act,
Chapter 50 of Singapore**

And

**In the Matter of
Giken Sakata (S) Limited
(Company Registration No. 197903879W)**

...Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act, Chapter 50

Between

GIKEN SAKATA (S) LIMITED

And

its SHAREHOLDERS

(as defined herein)

And

GSS ENERGY LIMITED

NOTICE OF COURT MEETING

1. NOTICE is hereby given that by an Order of Court made in the above matter ("**Order**"), the High Court of the Republic of Singapore has directed a meeting ("**Court Meeting**") of Shareholders (as defined in the Schedule hereto) of Giken Sakata (S) Limited (the "**Company**") to be convened and such Court Meeting shall be held on 18 December 2014 at 11.00 a.m. at The Draycott Room, Tanglin Club, 5 Stevens Road, Singapore 257814 (or immediately after the annual general meeting to be held at 10.00 a.m. on the same day and at the same place or its adjournment thereof) for the purposes of considering and, if thought fit, approving (with or without modifications) the following resolution:

"That the Scheme dated 3 December 2014 proposed to be made pursuant to Section 210 of the Companies Act (Chapter 50 of Singapore), between (i) the Company, (ii) the Shareholders; and (iii) GSS Energy Limited, a copy of which has been circulated with the Notice convening this Meeting, be and is hereby approved."

2. A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act, Chapter 50 of Singapore ("**Companies Act**") are incorporated in the printed document of which this Notice forms part.
3. A Shareholder may vote in person at the Court Meeting or may appoint one (and not more than one) proxy, whether a member of the Company or not, to attend and vote in its stead. A form of proxy for the Court Meeting ("**Proxy Form**") is enclosed with the printed document of which this Notice forms part.
4. Copies of the printed document of which this Notice forms part may be obtained on request at the registered office of the Company situated at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or at the office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd, 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, during usual business hours on any day (other than a public holiday, Saturday or Sunday) prior to the day appointed for the Court Meeting.
5. The Company requests that Proxy Forms be lodged at the Company's share registrar's office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for the Court Meeting. If forms are not so lodged, they must be handed to the Chairman of the Court Meeting at the Court Meeting.
6. Each Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
7. A corporation which is a Shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Court Meeting, in accordance with Section 179 of the Companies Act.
8. In the case of joint Shareholders, any one of such persons may vote, but if more than one of such persons shall be present at the Court Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 130A of the Companies Act) shall alone be entitled to vote.
9. By the said Order of Court, the Court has appointed Mr. Chin Siew Gim, director of the Company, or failing him, Mr. Yeung Kin Bond, Sydney, director of the Company, to act as Chairman of the Court Meeting.
10. If a majority in number representing three-fourths in value of the members of the Company present and voting either in person or by proxy at the Court Meeting (or any adjourned Court Meeting) agrees to the said Scheme, with or without modification, such Scheme shall be binding on all members of the Company if approved by a subsequent Order of Court.
11. By submitting an instrument appointing a proxy and/or representative to attend, speak and vote at the Court Meeting 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 Court Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Court Meeting (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 and/or representative to the Company (or its agents), the member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy and/or representative 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.
12. The said Scheme of Arrangement will be subject to, *inter alia*, the subsequent approval of the Court.

THE SCHEDULE

Expression	Meaning
"Shareholders"	Persons who are registered as holders of Shares in the Register of Members of the Company and Depositors (as defined in Section 130A of the Companies Act) who have Shares entered against their names in the Depository Register
"Shares"	Issued and paid-up ordinary shares in the capital of the Company

Dated this 3 December 2014

Stamford Law Corporation
10 Collyer Quay
#27-00 Ocean Financial Centre
Singapore 049315
Solicitors for Giken Sakata (S) Limited