



golden energy and resources  
**GOLDEN ENERGY AND RESOURCES LIMITED**

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

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of Golden Energy and Resources Limited (the “Company”) will be held at Carpenter 29 Restaurant, (金禧楼), Corporate Room Level 4, 29 Carpenter Street, Singapore 059923 on Friday, 28 April 2017 at 6.30 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Company’s annual general meeting to be held at 5.00 p.m. on the same date and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions, of which Resolution 1 will be proposed as an Ordinary Resolution and Resolution 2 will be proposed as a Special Resolution:

**1. Proposed modifications to the Sinar Mas IPT Mandate**

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies that are Entities at Risk (as defined in the circular to shareholders dated 6 April 2017 (the “Circular”)), or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions described in the Circular with any person who falls within the classes of Interested Persons described in the Circular, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the review procedures for interested person transactions as set out in the Circular (the “Sinar Mas IPT Mandate”);
- (b) the Sinar Mas IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and
- (c) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, 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 Sinar Mas IPT Mandate and/or this Ordinary Resolution.

[See Explanatory Note 5]

**(Resolution 1)**

**2. Proposed adoption of the New Constitution**

That the regulations contained in the New Constitution (as defined in the Circular) submitted to this Meeting be approved and adopted as the Constitution in substitution for, and to the exclusion of, the Existing Constitution (as defined in the Circular).

[See Explanatory Note 6]

**(Resolution 2)**

By Order of the Board

Pauline Lee  
Company Secretary  
Singapore, 6 April 2017

**Notes:**

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at EGM.  
(b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.  
“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.
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 or proxies must be deposited at the registered office of the Company at 10 Collyer Quay, #10-01 Ocean Financial Centre, Singapore 049315 not less than forty-eight (48) hours before the time appointed for the EGM.
5. Resolution 1 is to approve the modifications to the Sinar Mas IPT Mandate. The Company originally obtained a Shareholders’ mandate for Interested Person Transactions at an extraordinary general meeting of the Company on 4 March 2015. It was subsequently renewed at an annual general meeting of the Company on 29 April 2016. Please refer to the Circular for further details.
6. Resolution 2 is to adopt a new Constitution. The proposed New Constitution largely comprises the existing provisions of the memorandum and articles of association of the Company and incorporates various changes, primarily to give effect to the amendments made to the Companies Act and ensure consistency with the prevailing listing rules as set out in the Listing Manual. Please refer to the Circular for further details.
7. **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.