

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 13 October 2014 issued by the Company (the "**Circular**").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Magnus Energy Group Ltd. (the "**Company**") will be held on 29 October 2014 at 11.30 a.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 11.00 a.m. on the same day and at the same place) at Level 2, Antica II, 1 Tanglin Road, Orchard Parade Hotel, Singapore 247905 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION

That:

- (a) approval be and is hereby given for the Company to undertake the Energy Business and Investment Business, and for the entry by the Company into any contracts, agreements, arrangements and undertakings as the Directors may deem desirable, necessary or expedient to undertake the New Businesses; and
- (b) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary, or expedient to give effect to the diversification of the Company's business scope to include the New Businesses as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED NOTES ISSUE

That:

- (a) approval be and is hereby given for the Company to allot and issue up to S\$35,000,000 in aggregate principal amount of redeemable convertible notes due 2017 comprising two initial tranches of a principal amount of S\$10,000,000 each and a final tranche of a principal amount of S\$15,000,000 to Premier Equity Fund;
- (b) approval be and is hereby given for the Company to allot and issue such number of Conversion Shares as may be required or permitted to be allotted or issued on the conversion of the Notes, to the Note holders on the conversion thereof, subject to the terms and conditions of the Notes, whereby such Conversion Shares (i) shall rank *pari passu* in all respects with the then existing shares of the Company except that such Conversion Shares shall not be entitled to any dividends, rights, allotments or other distributions, the record date of which is before the relevant conversion date of the Notes, and (ii) shall be admitted to listing on the Catalist;
- (c) approval be and is hereby given for the Company to allot and issue, on the same basis as paragraph (b) above, such further Conversion Shares as may be required to be allotted or issued on the conversion of the Notes upon the adjustment of the Conversion Price in accordance with the terms and conditions of the Notes;
- (d) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

By Order of the Board

Magnus Energy Group Ltd.

Luke Ho Khee Yong
Company Secretary
13 October 2014

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 business address at 400 Orchard Road, #19-06 Orchard Towers, Singapore 238875 not less than 48 hours before the time appointed for holding the meeting and at any adjournment thereof.
6. For depositors holding their shares through The Central Depository (Pte) Limited in Singapore, the Directors have determined that it is more practicable for the depositor proxy form to be delivered to, collected, collated, reviewed and checked at the Company's business office at 400 Orchard Road, #19-06 Orchard Towers, Singapore 238875 and as such will be counted as valid in regards to this meeting pursuant to the Company's Articles of Association. The depositor proxy form, duly completed, must be deposited by the depositor(s) at the abovementioned office of the Company's Share Registrar in Singapore not less than 48 hours before the commencement of the EGM.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this Notice.

This Notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Mr Bernard Lui whose details are set out below:

Tel: 6389 3000 Email: bernard.lui@stamfordlaw.com.sg