



# GEO ENERGY GROUP

## GEO ENERGY RESOURCES LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 201011034Z)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Ocean Room 4 & 5, Pan Pacific Singapore, 7 Raffles Boulevard, Marina Square, Singapore 039595, on Tuesday, 29 April 2014 at 9.00 a.m. for the following purposes:-

#### AS ORDINARY BUSINESS

##### Resolution 1

1. To receive and adopt the audited accounts for the financial year ended 31 December 2013, together with the Reports of the Directors and the Independent Auditors and the Statement of Directors.

##### Resolution 2

2. To re-elect Mr Dhamma Surya, who is retiring pursuant to Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election as a Director.

##### Resolution 3

3. To re-elect Mr Huang She Thong, who is retiring pursuant to Article 91 of the Company's Articles of Association and who, being eligible, is offering himself for re-election as a Director.

##### Resolution 4

4. To re-elect Mr Soh Chun Bin, who is retiring pursuant to Article 97 of the Company's Articles of Association and who, being eligible, is offering himself for re-election as a Director.

*Mr Soh Chun Bin will, upon re-election as a Director, remain as a member of the Audit Committee and the Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "Listing Manual").*

##### Resolution 5

5. To re-appoint Mr James Beeland Rogers Jr, who is above 70 years of age, as a Director to hold office until the next Annual General Meeting of the Company pursuant to Section 153(6) of the Companies Act, Chapter 50.  
[See Explanatory Note (i)]

##### Resolution 6

6. To approve the payment of Director's fees of S\$375,000 for the financial year ending 31 December 2014 to be paid half-yearly in arrears (FY2013: S\$375,000).

##### Resolution 7

7. To re-appoint Deloitte & Touche LLP as the Company's auditors and to authorise the Directors to fix their remuneration.
8. To transact any other ordinary business that may be properly transacted at an annual general meeting.

#### AS SPECIAL BUSINESS

##### Resolution 8

9. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution, with or without modifications:-

"Authority to allot and issue shares

That pursuant to Section 161 of the Companies Act, Chapter 50, the Articles of Association and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:-

- (A) (i) allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (B) notwithstanding that this authority may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

provided that:-

- (1) the aggregate number of shares to be issued pursuant to this authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) ("**Issued Shares**"), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the total number of Issued Shares;
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of Issued Shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this authority is given, after adjusting for:-
  - (i) new shares arising from the conversion or exercise of any convertible securities;
  - (ii) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this authority is given, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or sub-division of shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (ii)]

#### BY ORDER OF THE BOARD

Vincent Lim  
Company Secretary  
Singapore  
14 April 2014

#### Explanatory Notes:-

- (i) Ordinary Resolution 5 is to re-appoint Mr James Beeland Rogers Jr, who is above 70 years old, as a Director of the Company to hold office until the next Annual General Meeting of the Company. Section 153(6) of the Companies Act, Chapter 50, requires such re-appointment by way of an ordinary resolution at the Annual General Meeting of the Company.
- (ii) Ordinary Resolution 8 is to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time Ordinary Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities, (b) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time Ordinary Resolution 8 is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and (c) any subsequent bonus issue, consolidation or sub-division of shares. Such authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

#### Notes:-

- (i) A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- (ii) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (iv) The instrument appointing a proxy must be deposited at Geo Energy Resources Limited c/o Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the above Meeting.