



## MIRACH ENERGY LIMITED

(The "Company")  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200305397E)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of the Company will be held at Carlton Hotel Singapore, Esplanade Room 3&4, Level 4, 76 Bras Basah Road Singapore 189558, on Wednesday, 27 June 2018 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as set out below.

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless otherwise defined herein, have the same meanings ascribed to them in the Circular dated 12 June 2018 ("Circular").

**Shareholders note that the Ordinary Resolutions 1 to 4 are not inter-conditional upon each other.**

#### **AS AN ORDINARY RESOLUTION 1**

##### **THE PROPOSED PLACEMENTS OF AN AGGREGATE 56,000,000 NEW ORDINARY SHARES**

###### **RESOLVED THAT:-**

- (a) approval be and is hereby given for the Company to undertake the Proposed Placements of an aggregate 56,000,000 Placement Shares at the Placement Price of S\$0.10 per Placement Share;
- (b) the terms of, the Company's entry into and performance of, and the execution and delivery of the placement agreements dated 22 March 2018 executed between the Company and the respective Placees (such placement agreements as may be supplemented, modified at the discretion of the Directors) (the "**Placement Agreements**") be and is hereby ratified, confirmed and approved;
- (c) the Directors and each of them be and are hereby authorised and empowered to allot and issue an aggregate of 56,000,000 Placement Shares at the Placement Price of S\$0.10 per Placement Share pursuant to the Proposed Placements subject to, and in accordance with, the terms and conditions of the Placement Agreements; and
- (d) the Directors and each of them be and is hereby authorised to from time to time complete and to do all acts and things as the Directors or each of them may consider necessary, desirable or expedient to give effect to the matters referred to in paragraphs (a) to (c) above and/or to give effect to this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (including any of the Placement Agreements), approve any amendments, alterations or modifications to any instruments, filings, notices, announcements, agreements and any other document(s) (if required) as the Directors or each of them shall think fit and in the interests of the Company.

#### **AS AN ORDINARY RESOLUTION 2**

##### **THE PROPOSED INVESTMENT IN RCL KELSTAR SDN. BHD.**

###### **RESOLVED THAT:-**

- (a) approval be and is hereby given, for the Company and/or its subsidiaries to undertake an investment in RCL Kelstar Sdn. Bhd., so as to participate in the development of a multi storey agricultural project in Malaysia with the Kelantan State Economic Development Corporation and on such terms as may be determined by the board of directors of the Company;
- (b) the Directors and each of them be and are hereby authorised to from time to time amend, modify and/or supplement the terms of the Proposed Investment as the Directors or each of them may deem appropriate in the interests of the Company; and
- (c) the Directors and each of them be and is hereby authorised to from time to time complete and to do all acts and things as the Directors or each of them may consider necessary, desirable or expedient to give effect to the matters referred to in paragraphs (a) and (b) above and/or to give effect to this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents (including any formal and definite contract, share sale agreement (with existing shareholders of RCL Kelstar Sdn. Bhd.), shareholders' agreement and any other relevant agreement(s)), approve any amendments, alterations or modifications to any instruments, filings, notices, announcements, agreements and any other document(s) (if required) as the Directors or each of them shall think fit and in the interests of the Company.

#### **AS AN ORDINARY RESOLUTION 3**

##### **THE PROPOSED DIVERSIFICATION INTO THE PROPOSED NEW BUSINESSES**

###### **RESOLVED THAT:-**

- (a) approval be and is hereby given for the diversification of the Company's Existing Core Businesses to include (a) the Proposed New Agricultural Crops Related Business, and (b) the Proposed New Property Related Business (the "**Proposed New Businesses**" and the "**Proposed Diversification**" respectively), and any other activities or businesses reasonably incidental or ancillary thereto, as part of the Group's ordinary course of business;
- (b) the Company be and is hereby authorised to undertake to diversify, from time to time, into any part of the Proposed New Businesses in such manner and on such terms as the Directors and each of them deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as the Directors and each of them deem desirable, necessary or expedient or give effect to the transactions contemplated by the Proposed Diversification; and
- (c) the Directors and each of them be and is hereby authorised to from time to time complete and to do all acts and things as the Directors or each of them may consider necessary, desirable or expedient to give effect to the matters referred to in paragraphs (a) and (b) above and/or to give effect to this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any instruments, filings, notices, announcements, agreements and any other document(s) (if required) as the Directors or each of them shall think fit and in the interests of the Company.

#### **AS AN ORDINARY RESOLUTION 4**

##### **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 4,238,640 INTRODUCER SHARES**

###### **RESOLVED THAT:-**

- (a) approval be and is hereby given for the Company to undertake the proposed allotment and issuance of up to 4,238,640 Introducer Shares at an issue price of S\$0.10 per Introducer Share as consideration for introducing to the Company, RCL;
- (b) the terms of, the Company's entry into and performance of, and the execution and delivery of the Introduction Deed dated 22 March 2018 executed by the Company and Mr Tan Chin Hock (such Introduction Deed as may be supplemented, modified at the discretion of the Directors) (the "**Introduction Deed**") be and is hereby ratified, confirmed and approved;
- (c) the Directors be and are hereby authorised and empowered to allot and issue up to 4,238,640 Introducer Shares on and subject to, and in accordance with, the terms and conditions of the Introduction Deed; and
- (d) the Directors and each of them be and is hereby authorised to from time to time complete and to do all acts and things as the Directors or each of them may consider necessary, desirable or expedient to give effect to the matters referred to in paragraphs (a) to (c) above and/or to give effect to this resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any instruments, filings, notices, announcements, agreements and any other document(s) (if required) as the Directors or each of them shall think fit and in the interests of the Company.

By Order of the Board

**Chan Shut Li, William**  
Executive Chairman and Chief Executive Officer  
**MIRACH ENERGY LIMITED**  
Singapore  
12 June 2018

#### **Notes:**

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under its common seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the Share Registrar Office of the Company at no later than 48 hours prior to the time of the EGM.

#### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the GM 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 GM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the GM (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.