



MIRACH ENERGY LIMITED
(Company Registration No. 200305397E)
(Incorporated in Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Mirach Energy Limited ("**Company**") will be held at 10.00 a.m. on 30 July 2014 at Empress Ballroom 4, Level 2, Carlton Hotel Singapore, 76 Bras Basah Road, Singapore 189558 for the purpose of considering, and, if thought fit, passing with or without any modifications, the following ordinary resolutions:—

**ORDINARY RESOLUTION 1 –
THE PROPOSED MIRACH ENERGY EMPLOYEE SHARE OPTION SCHEME**

THAT:

- (a) the share option scheme to be known as the "Mirach Energy Employee Share Option Scheme" ("**Scheme**"), particulars of which are set out in the circular dated 14 July 2014 ("**Circular**"), under which options ("**Options**") to subscribe for ordinary shares ("**Shares**") in the capital of the Company will be granted to selected employees and directors of the Company and its subsidiaries (including non-executive directors) and controlling shareholders and/or their associates be approved;
- (b) the Board of Directors of the Company be and is hereby authorised:
 - (i) to establish and administer the Scheme;
 - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
 - (iii) to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the Scheme, the Share Plan and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any shares held in treasury) from time to time; and
 - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

**ORDINARY RESOLUTION 2 –
THE PROPOSED GRANT OF OPTIONS FOR THE SUBSCRIPTION OF SHARES AT A DISCOUNT**

THAT subject to and contingent upon the passing of Ordinary Resolution 1, approval be given for Options to be granted under the Scheme for the subscription of Shares at subscription prices which may, at the discretion of the committee administering the Scheme, be subject to a discount to the market price for the Shares prevailing at the date of grant of the respective Options (such market price to be determined in accordance with the Rules of the Scheme), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option.

**ORDINARY RESOLUTION 3 –
THE PROPOSED PARTICIPATION BY MR CHAN SHUT LI, WILLIAM IN THE SCHEME**

THAT subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Chan Shut Li, William, who is a Controlling Shareholder (as defined in the Listing Manual) of the Company, in the Scheme in accordance with the Rules of the Scheme on the following terms, be and is hereby approved:

- (i) Proposed Date of Grant of Option(s) : At the discretion of the ESOS Committee pursuant to the proposed Rules of the Scheme appearing in Appendix I
- (ii) Number of Shares comprised in the proposed Options and the Awards : Up to 15,525,750 Shares (representing approximately 1.5% of the total issued Shares as the Latest Practicable Date)
- (iii) Exercise Price per Share for the proposed Options : At the discretion of the ESOS Committee pursuant to Rule 9 of the proposed Rules of the Scheme appearing in Appendix I
- (iv) Exercise Period for the proposed Options : In accordance with Rule 11 of the proposed Rules of the Scheme appearing in Appendix I

For the avoidance of doubt, any proposed grant of Options under the Scheme to Mr Chan Shut Li, William, who is a Controlling Shareholder of the Company, shall be separately approved by the independent Shareholders at a general meeting of the Company.

**ORDINARY RESOLUTION 4 –
THE PROPOSED MIRACH ENERGY PERFORMANCE SHARE PLAN**

THAT:

- (a) the performance share plan to be known as the "Mirach Energy Performance Share Plan" ("**Share Plan**") particulars of which are set out in the circular dated 14 July 2014 ("**Circular**"), under which awards ("**Awards**") of fully paid-up shares in the capital of the Company ("**Shares**") will be granted, free of charge, to employees and directors of the Company and its subsidiaries (including non-executive directors) and controlling shareholders and/or their associates be approved.
- (b) the Board of Directors of the Company be and is hereby authorised:
 - (i) to establish and administer the Share Plan;
 - (ii) to modify and/or amend the Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan;
 - (iii) to grant Awards in accordance with the provisions of the Share Plan and pursuant to Section 161 of the Companies Act and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the vesting of Awards provided that the aggregate number of Shares available pursuant to the Share Plan, the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any shares held in treasury) from time to time;
 - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Share Plan; and
 - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

**ORDINARY RESOLUTION 5 –
THE PROPOSED PARTICIPATION BY MR CHAN SHUT LI, WILLIAM IN THE SHARE PLAN**

THAT subject to and contingent upon the passing of Ordinary Resolution 4, the participation of Mr Chan Shut Li, William, who is a Controlling Shareholder (as defined in the Listing Manual) of the Company, in the Share Plan in accordance with the Rules of the Share Plan on the following terms, be and is hereby approved:

- (i) Proposed Date of Grant of Awards : At the discretion of the PSP Committee pursuant to the proposed Rules of the Share Scheme appearing in Appendix II
- (ii) Number of Shares comprised in the proposed Options and Awards : Up to 15,525,750 Shares (representing approximately 1.5% of the total issued Shares as the Latest Practicable Date)

For the avoidance of doubt, any proposed grant of Awards under the Share Plan to Mr Chan Shut Li, William, who is a Controlling Shareholder of the Company, shall be separately approved by the independent Shareholders at a general meeting of the Company.

**ORDINARY RESOLUTION 6 –
THE PROPOSED CHANGE OF AUDITORS FROM MESSRS RT LLP TO MESSRS ERNST & YOUNG LLP**

THAT:

- (a) Messrs Ernst & Young LLP be and is hereby appointed as auditors of the Company in place of Messrs RT LLP to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms to be agreed between the Directors and Messrs Ernst & Young LLP; and
- (b) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the proposed change of Auditors and/or this Ordinary Resolution 6.

By Order of the Board of Directors
Mirach Energy Limited

Lin Moi Heyang
Lee Bee Fong
Company Secretaries
14 July 2014

Notes:—

- (1) A shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead. A shareholder of the Company which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- (2) Where a shareholder appoints two (2) proxies, the appointments shall be invalid unless the shareholder specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy in the proxy form.
- (3) The instrument appointing a proxy or proxies must be deposited at the **Share Registrar of the Company at Tricor Barbinder Share Registration Services at, 80 Robinson Road #02-00, Singapore 068898** not less than 48 hours before the time of the EGM.
- (4) The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. If the appointor is a corporation, the instrument appointing a proxy or proxies must be executed by the appointor under its common seal or under the hand of an officer, attorney or other person authorised to sign the same. The power of attorney or other authority (if any) or a duly certified copy thereof must be attached to the instrument of proxy.
- (5) A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to attend and vote at EGM.