
NOTICE OF EXTRAORDINARY GENERAL MEETING

METIS ENERGY LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199006289K)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Metis Energy Limited (“Company”) will be held by electronic means on Thursday, 5 January 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, passing Resolutions 1 and 2 which will be proposed as Ordinary Resolutions.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 13 December 2022 (the “Circular”).

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION AND AN INTERESTED PERSON TRANSACTION

That:

- (a) the execution of the conditional sale and purchase agreement dated 2 September 2022 (“SPA”) between the Company, as seller, and Kaiyi Investment Pte. Ltd., as buyer, in relation to the sale of all of the Company’s shareholding interest in Manhattan Property Development Pte. Ltd. be and is hereby approved, confirmed and ratified;
- (b) the transactions contemplated under the SPA be and are hereby approved, confirmed and ratified; and
- (c) the Directors and each of them be and are hereby authorised to take all such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the purposes of or in connection with the SPA (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the SPA) and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

ORDINARY RESOLUTION 2

THE PROPOSED LOAN AS AN INTERESTED PERSON TRANSACTION

That:

- (a) the execution of the loan agreement dated 2 September 2022 (“Loan Agreement”) between the Company, as borrower, and Onward Capital Pte. Ltd., as lender, in relation to the extension of a loan facility to the Company up to a maximum principal amount of US\$30 million, be and is hereby approved, confirmed and ratified;
- (b) the transactions contemplated under the Loan Agreement be and are hereby approved, confirmed and ratified; and
- (c) the Directors and each of them be and are hereby authorised to take all such steps, complete and do all such acts, matters and things as they may consider necessary or expedient for the

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purposes of or in connection with the Loan Agreement (including but not limited to amending, finalising, approving and executing all such documents as may be required in connection with the Loan Agreement) and exercise such discretion as the Directors or any of them may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

This Notice has been made available on SGXNet and on the Company's website. A printed copy of this Notice will NOT be despatched to Shareholders.

By Order of
the Board of Directors of
Metis Energy Limited

Tang Kin Fei
Board Chairman

13 December 2022

Notes:

- (1) The EGM is being convened, and will be held, by electronic means pursuant to (a) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020; and (b) the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore, and Singapore Exchange Regulation on 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022). Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at <http://www.metisenergy.com>, and will also be made available on SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM or submitting questions "live" at the EGM, addressing of substantial and relevant questions at the EGM and voting "live" at the EGM or by appointing the Chairman of the EGM as proxy to vote at the EGM, are set out in Section 9 of the Circular. The Circular may be accessed together with this Notice of EGM at the Company's website at <http://www.metisenergy.com>, and will also be made available on SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (3) A member (whether individual or corporate) who wishes to attend the EGM must pre-register or appoint the Chairman of the EGM or such other person(s) as his/her/its proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying Proxy Form for the EGM may be accessed at the Company's website at <http://www.metisenergy.com> and will also be made available on SGXNet at <https://www.sgx.com/securities/company-announcements>.
- (4) **Pre-registration.** Members must pre-register at the pre-registration website at <https://globalmeeting.bigbangdesign.co/metis2023egm/> from the date of the Circular till **10:00 a.m. on 3 January 2023** (the "**Pre-Registration Deadline**") to enable the Company to verify their status as members.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 ("**Companies Act**") (other than investors who have purchased shares (a) using their Central Provident Fund contributions pursuant to the Central Provident Fund Investment Scheme ("**CPFIS Investors**") and/or (b) pursuant to the Supplementary Retirement Scheme ("**SRS Investors**")) will not be able to pre-register at the foregoing website, for the "live" audio-video webcast or "live" audio-only stream of the EGM. An investor (other than CPFIS Investors and/or SRS Investors) who wishes to participate in the "live" audio-video webcast or "live" audio-only stream of the EGM

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should instead approach his/her/its relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her/its name, email address and NRIC/Passport/UEN number) to the Share Registrar, B.A.C.S. Private Limited, via email to main@zicoholdings.com no later than **10:00 a.m. on 3 January 2023**.

Following the verification, authenticated members will receive an email by **10:00 a.m. on 4 January 2023** containing login credentials and the link to access the "live" audio-video webcast or "live" audio-only stream of the EGM (the "**Confirmation Email**"). As this is a private meeting, members must not disclose such details to others. Members who have pre-registered by the Pre-Registration Deadline but have not received the Confirmation Email by **10:00 a.m. on 4 January 2023**, should contact the Company's webcast vendor, Big Bang Design Pte Ltd, by email at webcast@bigbangdesign.co for assistance. The Company advises all members to pre-register as early as possible.

Members who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, such as CPFIS Investors and SRS Investors, should approach their CPF Agent Banks or SRS Agent Banks, to participate in the "live" audio-video webcast or "live" audio-only stream of the EGM.

- (5) **Submission of Questions.** Members, including CPFIS Investors and SRS Investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, "live" at, the EGM, or in advance of the EGM in the following manner:

- (a) **Via the pre-registration website.** Members who have pre-registered to observe and/or listen to the EGM proceedings may submit their questions via the pre-registration website at <https://globalmeeting.bigbangdesign.co/metis2023egm/>.
- (b) **Via email.** Members may submit their questions via email to investor.relations@metisenergy.com.
- (c) **By post:** Members may also submit their questions by post to the Company's registered office at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413. When sending in your questions by post, members should provide the Company with the following details:
 - (i) their full name;
 - (ii) their address; and
 - (iii) the manner in which they hold Shares in the Company (e.g., via CDP, CPFIS or SRS).

Deadline to submit questions. All questions must be submitted by the **Pre-Registration Deadline**. Members must Pre-register to ask substantial and relevant questions "live" at the EGM. Verified members (including CPFIS Investors and SRS Investors) can also ask substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, "live" at the EGM, by typing in and submitting their questions via electronic means at the live-streaming platform.

- (6) **Live voting.** Members (except a relevant intermediary (as defined in Section 181 of the Companies Act)) may cast their votes for each resolution "live" at the EGM. Unique access details for "live" voting will be provided to members who have pre-registered at <https://globalmeeting.bigbangdesign.co/metis2023egm/> and who have been verified to attend the EGM.
- (7) **Voting via the appointment of the Chairman of the EGM or such other person(s).** As an alternative to "live" voting, a member (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes CPFIS Investors and/or SRS Investors) may appoint the Chairman of the EGM or such other person(s) as his/her/its proxy(ies) to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.
- (8) In appointing the Chairman of the EGM or such other person(s) as proxy(ies), a member (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes CPFIS Investors and/or the SRS Investors) must submit his/her/its instrument appointing the Chairman of the EGM or such other person(s) (i.e. the Proxy Form) together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, to vote on his/her/its behalf. A member should give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the proxy will vote at his/her/its own discretion.

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- (9) The Chairman of the EGM or such other person(s), as proxy(ies), need not be a member of the Company.
- (10) The instrument appointing the Chairman of the EGM or such other person(s) as proxy(ies) must be submitted to the Company in the following manner:
- (a) if submitted in hard copy and sent by post, the Proxy Form must be lodged at the Company's registered office at 133 New Bridge Road, #18-09 Chinatown Point, Singapore 059413; or
 - (b) if submitted electronically, the Proxy Forms must be submitted via email to the Company at investor.relations@metisenergy.com,

in either case, at least 48 hours before the time for holding the EGM, by no later than **10:00 a.m. on 3 January 2023** (the "**Proxy Deadline**").

Members who wish to submit an instrument of proxy must first download, complete and sign the Proxy Forms, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed Proxy Forms electronically via email.

- (11) Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPFIS Investors and SRS Investors) and who wish to exercise their votes by appointing the Chairman of the EGM or such other person(s) as proxy(ies) should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Agent Banks) to submit their voting instructions by **10:00 a.m. on 22 December 2022** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM or such other person(s), as the case may be, to vote on their behalf **no later than the Proxy Deadline**.
- (12) A member may withdraw an instrument appointing the Chairman of the EGM or such other person(s) as proxy(ies) by sending an email to the Company at investor.relations@metisenergy.com to notify the Company of the withdrawal, **no later than the Proxy Deadline**.
- (13) Submission by a member of a valid instrument appointing the Chairman of the EGM or such other person(s) as proxy(ies) **by the Proxy Deadline** will supersede any previous instrument appointing a proxy(ies) submitted by that member.
- (14) The Circular has been uploaded on SGXNet on 13 December 2022 and may be accessed on SGXNet at <https://www.sgx.com/securities/company-announcements> or at the Company's website at <http://www.metisenergy.com>.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the EGM or such other person(s) as proxy(ies) 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, "**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.