



GSS ENERGY LIMITED

(Company Registration Number: 201432529C)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Shareholders of GSS Energy Limited (the “**Company**”) will be held at Blk 4012 Ang Mo Kio Avenue 10, #05-01 Techplace I, Singapore 569628 on 27 November 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

SPECIAL RESOLUTION

PROPOSED SELECTIVE CAPITAL REDUCTION

That pursuant to Article 11(A) of the Articles of Association of the Company, and Section 78A read with Section 78C of the Companies Act:

- (a) the issued and paid-up capital of the Company be reduced from S\$73,458,011.92851 to S\$50,658,011.92851 and that such reduction be effected and satisfied by the cancellation of the 76,000,000 shares in the capital of the Company (“**Relevant Shares**”) issued and allotted to Java Petral Energy Pte. Ltd. at an issue price of S\$0.30 per Relevant Share as part of the consideration for the Acquisition, being the share capital of the Company that has been lost or is unrepresented by available assets to the extent of S\$22,800,000; and
- (b) the Directors be and are hereby authorised to do and complete all such acts and things, including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as they may consider necessary, desirable or expedient to give full effect to this Special Resolution.

BY ORDER OF THE BOARD

Ng Say Tiong
Company Secretary
5 November 2015

Notes:

1. A member of the Company entitled to attend and vote at this meeting may appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
2. Where a member appoints more than one (1) proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
3. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
4. 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.
5. 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.
6. 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.
7. The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the registered office of the Company at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for holding the meeting and at any adjournment thereof.
8. 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 registered office at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 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 not less than forty-eight (48) hours before the commencement of the EGM.