

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of UNITED FIBER SYSTEM LIMITED (the “**Company**”) will be held at Orchid Country Club, Sapphire 1 & 2, 1 Orchid Club Road, Singapore 769162 on 4 March 2015 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

AS AN ORDINARY RESOLUTION
RESOLUTION 1: THE PROPOSED DSS ACQUISITION

That subject to and contingent upon the passing of Resolutions 2, 3, 4, 5 and 9, the Proposed DSS Acquisition be and is hereby approved and that approval be and is hereby given to the Directors:

- (a) to carry out and implement the Proposed DSS Acquisition in accordance with the Share Purchase Agreement; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution 1.

AS AN ORDINARY RESOLUTION
RESOLUTION 2: THE PROPOSED SHARE CONSOLIDATION

That subject to and contingent upon the passing of Resolutions 1, 3, 4, 5 and 9, the Proposed Share Consolidation be and is hereby approved and that approval be and is hereby given to the Directors:

- (a) to carry out and implement the proposed consolidation of every fifty (50) ordinary shares in the capital of the Company held by the Shareholders as at the Share Consolidation Books Closure Date into one (1) Consolidated Share with effect from a date to be fixed by the Directors;
- (b) to disregard any fraction of a Consolidated Share which may arise from the consolidation pursuant to paragraph (a) above, and all fractions of the new Consolidated Shares to which holders of the issued Shares would otherwise be entitled to shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including aggregating and selling the same and retaining the net proceeds for the benefit of the Company; and
- (c) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alternations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution 2.

AS AN ORDINARY RESOLUTION
RESOLUTION 3: THE PROPOSED DSS SHARE ISSUE

That subject to and contingent upon the passing of Resolutions 1, 2, 4, 5 and 9, the Proposed DSS Share Issue be and is hereby approved and that approval be and is hereby given to the Directors:

- (a) pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Memorandum of Association and the Articles of Association of the Company, to carry out and implement the Proposed DSS Share Issue; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution 3.

AS AN ORDINARY RESOLUTION
RESOLUTION 4: THE PROPOSED ALLOTMENT AND ISSUANCE OF THE MCB CONVERSION SHARES

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 5 and 9, the proposed allotment and issuance of the MCB Conversion Shares be and is hereby approved and that approval be and is hereby given to the Directors:

- (a) pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Memorandum of Association and the Articles of Association of the Company, to carry out and implement the proposed allotment and issuance of the MCB Conversion Shares; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution 4.

AS AN ORDINARY RESOLUTION
RESOLUTION 5: THE PROPOSED WHITEWASH RESOLUTION

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4 and 9, the Independent Shareholders of the Company, hereby (on a poll taken) unconditionally and irrevocably waive their right under Rule 14 of the Code to receive a General Offer from the DSS Obligated Parties for all the shares not already owned or controlled by the DSS Obligated Parties following from DSS's acquisition of the Consolidated DSS Consideration Shares and Consolidated DSS Compensation Shares (if any) under the Proposed DSS Acquisition.

AS AN ORDINARY RESOLUTION
RESOLUTION 6: THE PROPOSED APPOINTMENT OF NEW DIRECTORS

RESOLUTION 6(A): THE PROPOSED APPOINTMENT OF MR. LAY KRISNAN CAHYA AS DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, pursuant to the Articles of Association of the Company, Mr. Lay Krisnan Cahya be and is hereby appointed as a director of the Company with effect from DSS Completion.

RESOLUTION 6(B): THE PROPOSED APPOINTMENT OF MR. FUGANTO WIDJAJA AS DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, pursuant to the Articles of Association of the Company, Mr. Fuganto Widjaja be and is hereby appointed as a director of the Company with effect from DSS Completion.

RESOLUTION 6(C): THE PROPOSED APPOINTMENT OF MR. MOCHTAR SUHADI AS DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, pursuant to the Articles of Association of the Company, Mr. Mochtar Suhadi be and is hereby appointed as a director of the Company with effect from DSS Completion.

RESOLUTION 6(D): THE PROPOSED APPOINTMENT OF MR. BAMBANG HERUAWAN HALIMAN AS DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, pursuant to the Articles of Association of the Company, Mr. Bambang Heruawan Haliman be and is hereby appointed as a director of the Company with effect from DSS Completion.

RESOLUTION 6(E): THE PROPOSED APPOINTMENT OF MR. PAUL LIM YU NENG AS INDEPENDENT DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5, and 9, pursuant to the Articles of Association of the Company, Mr. Paul Lim Yu Neng be and is hereby appointed as an independent director of the Company with effect from DSS Completion.

RESOLUTION 6(F): THE PROPOSED APPOINTMENT OF MR. LEW SYN PAU AS INDEPENDENT DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, pursuant to the Articles of Association of the Company, Mr. Lew Syn Pau be and is hereby appointed as an independent director of the Company with effect from DSS Completion.

RESOLUTION 6(G): THE PROPOSED APPOINTMENT OF MR. IRWANDY ARIF AS INDEPENDENT DIRECTOR

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, pursuant to the Articles of Association of the Company, Mr. Irwandy Arif be and is hereby appointed as an independent director of the Company with effect from DSS Completion.

AS A SPECIAL RESOLUTION
RESOLUTION 7: THE PROPOSED CHANGE OF NAME

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, the Proposed Change of Name be and is hereby approved with effect from DSS Completion, and that the name “UNITED FIBER SYSTEM LIMITED” be substituted for “GOLDEN ENERGY AND RESOURCES LIMITED” wherever the latter name appears in the Memorandum of Association of the Company and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Resolution 7.

AS A SPECIAL RESOLUTION
RESOLUTION 8: THE PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

That the proposed amendments to the Memorandum and Articles of Association of the Company as set out in Section 10 of the UFS Letter to the Shareholders be and are hereby approved and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Resolution 8.

AS AN ORDINARY RESOLUTION
RESOLUTION 9: THE POST-COMPLETION PLACEMENT

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4 and 5, the Post-Completion Placement be and is hereby approved and that approval be and is hereby given to the Directors:

- (a) pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Memorandum of Association and the Articles of Association of the Company, to carry out and implement the Post-Completion Placement at any time and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of Placement Shares to be issued pursuant to such approval shall not exceed 226,500,000 at an issue price to be determined at the absolute discretion of the Directors but not lower than S\$0.50 per Placement Share; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution 9.

AS AN ORDINARY RESOLUTION
RESOLUTION 10: THE PROPOSED SINAR MAS IPT MANDATE

That subject to and contingent upon the passing of Resolutions 1, 2, 3, 4, 5 and 9, the Proposed Sinar Mas IPT Mandate be and is hereby approved and that approval be and is hereby given to the Directors to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Resolution 10.

Shareholders should note that:

- (a) **Ordinary Resolutions 1, 2, 3, 4, 5 and 9 (“Key Resolutions”) are inter-conditional upon each other; and**
- (b) **Ordinary Resolutions 6(A), 6(B), 6(C), 6(D), 6(E), 6(F), 6(G) and 10 and Special Resolution 7 are conditional upon the passing of the Key Resolutions (“Conditional Resolutions”).**

This means that:

- (I) **if any of the Key Resolutions is not passed, the other Key Resolutions would not be passed; and**
- (II) **if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed.**

BY ORDER OF THE BOARD
Pauline Lee
Executive Director and Acting Chief Executive Officer
30 January 2015

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting of the Company may appoint not more than two proxies to attend and vote in his/her stead. A member 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 member of the Company.
- (2) Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent. of the shareholding and any second named proxy as an alternate to the first named.
- (3) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the Company's Share Registrar in Singapore, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
- (4) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
- (5) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.