



GSS ENERGY LIMITED
(Incorporated In The Republic Of Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of GSS Energy Limited will be held at Block 4012 Ang Mo Kio Avenue 10, #05-01 Techplace I, Singapore 569628 on the 24th day of April 2017 at 10.00 a.m. for the following purposes:

- To receive and adopt the Audited Accounts of the Company for the year ended 31 December 2016 together with the Reports of the Directors and Auditors of the Company. **(Resolution 1)**
- To approve the payment of Directors' Fees of S\$108,000 for the year ended 31 December 2016. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Regulation 89 of the Constitution of the Company:
(i) Mr Kuek Eng Chye, Anthony (See Explanatory Note 1) **(Resolution 3a)**
(ii) Mr Ng Say Tiong **(Resolution 3b)**
- To re-elect Mr Glenn Fung Kau Lee, Director of the Company retiring pursuant to Regulation 88 of the Constitution of the Company. (See Explanatory Note 2) **(Resolution 4)**
- To re-appoint BDO LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

Special Business

To consider and if thought fit, to pass the following Resolutions as Ordinary Resolutions, (save for Resolution 11 which shall be a Special Resolution), with or without any modifications:

- Authority to allot and issue shares**
That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalyst (the "Catalist Rules"), the Directors of the Company be authorised and empowered to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of the shares to be allotted and issued pursuant to this Ordinary Resolution 6 shall not exceed hundred per centum (100%) of the total number of issued shares in the capital of the Company (excluding treasury shares) at the time of the passing of this Ordinary Resolution 6, of which the aggregate of shares and convertible securities to be issued other than on a pro-rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued shares in the capital of the Company (excluding treasury shares) and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next annual general meeting or the date by which the next annual general meeting of the Company is required by the law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Ordinary Resolution 6, until the issuance of such shares in accordance with the terms of such convertible securities. (See Explanatory Note 3) **(Resolution 6)**
- Authority to grant share options, allot and issue shares under the GEL Scheme**
That the Directors of the Company be and are hereby authorised, pursuant to Section 161 of the Act, to offer and grant options ("Options") under the GSS Energy Limited Executive Share Option Scheme (the "GEL Scheme"), and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the GEL Scheme and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that:
(a) the aggregate number of shares over which Options may be granted on any date (when added to the number of shares issued and/or are issuable upon the exercise of the Options and the number of shares issued and/or issuable in respect of all Shares, options or awards granted under any other share option or share scheme of the Company then in force (if any)) shall not exceed fifteen per cent (15%) of the total number of the total issued share capital of the Company (excluding treasury shares) of the Company on the day preceding that date;
(b) the aggregate number of Shares to be offered to certain participants collectively and individually during the duration of the GEL Scheme (subject to adjustments, if any, made under the GEL Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the GEL Scheme. (See Explanatory Note 4) **(Resolution 7)**
- The proposed renewal of the Share Buy-Back Mandate**
That:
(a) pursuant to Section 76C and 76E of the Act, and Part XI of Chapter 8 of the Catalyst Rules, the Directors of the Company be authorized and empowered to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
(i) on-market purchases through the ready market of the Singapore Exchange Securities Trading Limited ("SGX-ST") or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange"), through one or more duly licensed stockbrokers appointed by the Company for the purpose (the "On-Market Share Buy-Back"); and/or
(ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined in Section 76C of the Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Catalyst Rules (the "Off-Market Share Buy-Back");
and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buy-Back Mandate");
(b) any Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share in accordance with the Act;
(c) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the proposed renewal Share Buy-Back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earliest of:
(i) the date on which the next annual general meeting of the Company is held or required by law to be held;
(ii) the date on which purchases and acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; and
(iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by the Company in a general meeting;
(d) In this resolution:
"Maximum Limit" means the number of Shares representing ten percent (10%) of the total issued ordinary share capital of the Company ascertained as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act at any time during the Relevant Period (as defined hereinafter), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);
"Relevant Period" means the period commencing from the date on which the last annual general meeting of the Company was held and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is earlier, or until it is varied or revoked by the Company in a general meeting, after the date of the passing of this resolution; and
"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
(i) In the case of an On-Market Share Buy-Back, 105% of the Average Closing Price; and
(ii) in the case of an Off-Market Share Buy-Back, 120% of the Average Closing Price,
where:
"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, preceding the day of the On-Market Share Buy-Back or, as the case may be, the day of the making of the offer pursuant to an Off-Market Share Buy-Back, as deemed to be adjusted for any corporate action that occurs after the relevant five (5) market day period;
(e) The Directors of the Company be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution. (See Explanatory Note 5) **(Resolution 8)**
- The proposed participation of Mr. Yeung Kin Bond, Sydney, the Group Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, in the GEL Scheme**
That:
(a) the participation by Mr. Yeung Kin Bond, Sydney, the Group Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, in the GEL Scheme be and is hereby approved; and
(b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including 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 this Resolution. (See Explanatory Note 6) **(Resolution 9)**
- The proposed grant of Options under the GEL Scheme to Mr. Yeung Kin Bond, Sydney, the Group Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company**
That subject to and contingent upon the passing of Ordinary Resolution 10 above:
(a) the proposed grant to Options to Mr. Yeung Kin Bond, Sydney, the Group Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, pursuant to and in accordance with the rules of the GEL Scheme, be and is hereby approved, confirmed and ratified and Directors and each of them be and are hereby authorised to allot and issue or deliver from time to time such number of Shares upon the exercise of such Options:
(i) Date of grant : 28 February 2017
(ii) Exercise price of Options : S\$0.09856 per Option ("Discount Options") being a 20% discount to the market price
(iii) Number of Options granted : 7,400,000 Discount Options
(iv) Market price of the Company's securities on the date of grant : S\$0.1232
(v) Validity/term of Options granted : Discount Options are only exercisable after the second anniversary of the date of grant. The Options shall be exercised before the fifth anniversary of the date of grant failing which all unexercised Options shall immediately lapse and become null and void.
(b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things (including 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 this Resolution. (See Explanatory Note 7) **(Resolution 10)**
- The proposed adoption of amendments to the Constitution of the Company**
To pass as a Special Resolution that:
(a) the Constitution shall be amended as set out in the Appendix to this Notice of AGM; and
(b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all such acts and things including to execute 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 this Resolution. **(Resolution 11)**

Dated this 1st day of April 2017

By Order of the Board

Ng Say Tiong
Company Secretary

Explanatory Notes:

- The Ordinary Resolution 3a in item 3 above, if passed Mr Kuek Eng Chye, Anthony will remain as the Chairman of the Remuneration and Nominating Committees and a member of Audit Committee, and will be considered independent for the purpose of Rule 704 (7) of the Catalyst Rules.
- The Ordinary Resolution 4 in item 4 above, if passed Mr Glenn Fung Kau Lee, will remain as a member of the Audit and Remuneration Committees, and will be considered non-independent for the purpose of Rule 704 (7) of the Catalyst Rules.
- The Ordinary Resolution 6 in item 7 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting or the date by which the next annual general meeting is required by law to be held or varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the capital of the Company. The number of shares and convertible securities that the Directors may allot and issue under Ordinary Resolution 6 would not exceed hundred per centum (100%) of the total number of issued shares of the Company at the time of passing Ordinary Resolution 6. For issue of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed fifty per centum (50%) of the total number of issued shares of the Company.
For the purpose of Ordinary Resolution 6, the percentage of issued shares is based on the total number of issued shares at the time Ordinary Resolution 6 is passed after adjusting for (a) new shares arising from the conversion or exercise of convertible securities, (b) new shares arising from the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Ordinary Resolution 6 is passed, provided the options and awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules and (c) any subsequent bonus issue, consideration or subdivision of shares.
- The Ordinary Resolution 7 in item 8 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options granted or to be granted in accordance with the GEL Scheme provided that the number of shares which the Directors may allot and issue under this Resolution, together with any shares issued and issuable in respect of all options granted or to be granted under the GEL Scheme as well as any shares, options or awards granted under any other share option or share scheme of the Company then in force (if any), shall not, in aggregate, exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares of the Company on the day preceding that date.
- The Ordinary Resolution 8 in item 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to purchase or otherwise acquire issued ordinary Shares of the Company by way of On-Market Share Buy-Backs or Off-Market Share Buy-Backs of up to the Maximum Limit at the Maximum Price in accordance with the terms and conditions set out in the Appendix to this Notice Annual General Meeting, the Act and the Catalyst Rules. Please refer to the Appendix for more details.
- The Ordinary Resolution 9 in item 10 above, if passed, will approve the participation of Mr Yeung Kin Bond, Sydney, the Group Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, in the GEL Scheme, on the terms and subject to the conditions set out in the Resolution and the Appendix. Please refer to the Appendix for more details.
- The Ordinary Resolutions 10 in item 11 above, if passed, will approve the participation grant of Options to Mr. Yeung Kin Bond, the Group Chief Executive Officer, who is also an Executive Director and a Controlling Shareholder of the Company, under GEL Scheme, on the terms and subject to the conditions set out in the Resolution and the Appendix. Please refer to the Appendix for more details.

Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The form of proxy in the case of an individual shall be signed by the appointer 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.
- 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.
- If no name is inserted in the space for the name of your proxy in the form of proxy, the Chairman of the Meeting will act as your proxy.
- The form of proxy or other instruments of appointment shall not be treated as valid unless deposited at the Company's Registered Office 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.

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