

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "EGM") of Ramba Energy Limited (the "Company") will be held at 11 Bedok North Avenue 4, #05-01 RichLand Business Centre, Singapore 489949, on 24 April 2017 at 4.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions:-

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to Shareholders of the Company dated 7 April 2017 (the "Circular").

Ordinary Resolution 1: The Proposed Adoption of the Ramba Group Share Option Scheme 2017 ("RGSOS 2017")

That:-

- (1) a new employee share option scheme to be known as RGSOS 2017, the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which Options will be granted to selected employees (including executive directors) of the Company, its subsidiaries and associated companies, details of which are set out in the Circular, be and is hereby approved;
- (2) the Committee and/or the Directors of the Company be and are hereby authorised:-
 - (a) to establish and administer the RGSOS 2017; and
 - (b) to modify and/or alter the RGSOS 2017 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the RGSOS 2017, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the RGSOS 2017; and
- (3) the Directors of the Company be and are hereby authorised to grant Options in accordance with the provisions of the RGSOS 2017 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the exercise by any Participant of the Options, provided that:
 - (a) the total number of Shares which may be issued and/or issuable pursuant to Options granted under the RGSOS 2017 on any date:-
 - (i) shall not exceed fifteen per cent (15%) of the total number of Shares of the Company on the day preceding that date; and
 - (ii) when added to the number of Shares issued and/or issuable under such other share-based incentive plans of the Company, all Options granted under the RGSOS 2017 and all Awards granted under the RGPSP 2017, shall not exceed fifteen per cent (15%) of the total number of Shares of the Company on the day preceding that date; and
 - (b) the total number of Shares comprised in the Options to the Controlling Shareholders and their associates under the RGSOS 2017, shall not exceed twenty five per cent (25%) of the Shares available under the RGSOS 2017, and that the number of Shares available over which Options may be granted under the RGSOS 2017 to each Controlling Shareholder or each of his associate shall not exceed ten per cent (10%) of the Shares available under the RGSOS 2017.

Ordinary Resolution 2: The Proposed Grant of Options at a Discount to the Market Price under the RGSOS 2017

That, contingent on the passing of Ordinary Resolution 1, approval be and is hereby given for:

- (a) the maximum discount that may be given under the RGSOS 2017 to be up to twenty per cent (20%) of the Market Price for the Shares at the time of the grant of the Option; and
- (b) the Directors to be authorised to offer Options at a maximum discount of up to twenty per cent (20%) of the Market Price for the Shares at the time of the grant of the Option.

Ordinary Resolution 3: The Proposed Participation by Mr Aditya Wisnuwardana Seky Soeryadjaya in the RGSOS 2017

That, contingent on the passing of Ordinary Resolutions 1, approval be and is hereby given for the participation by Mr Aditya Wisnuwardana Seky Soeryadjaya, a Controlling Shareholder of the Company, in the RGSOS 2017 (as defined in Ordinary Resolution 1), and that the aggregate number of Shares comprised in the Options that may be available to him under the RGSOS 2017 shall not exceed ten per cent (10%) of the Shares available under the RGSOS 2017 at any time and from time to time.

Ordinary Resolution 4: The Proposed Adoption of the Ramba Group Performance Share Plan 2017 ("RGPS 2017")

That:-

- (1) a new employee share option plan to be known as the RGPS 2017, the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which Awards will be granted, to selected employees (including executive directors) of the Company, its subsidiaries and associated companies, details of which are set out in the Circular, be and is hereby approved;
- (2) the Committee and/or the Directors of the Company be and are hereby authorised:-
 - (a) to establish and administer the RGPS 2017; and
 - (b) to modify and/or alter the RGPS 2017 at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the RGPS 2017, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the RGPS 2017; and
- (3) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the RGPS 2017 and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the Vesting of Released Awards under the RGPS 2017, provided that:-
 - (a) the total number of Shares which may be issued and/or issuable pursuant to Awards granted under the RGPS 2017 on any date:-
 - (i) shall not exceed fifteen per cent (15%) of the total number of Shares of the Company on the day preceding that date; and
 - (ii) when added to the number of Shares issued and/or issuable under such other share-based incentive plans of the Company, all Awards granted under the RGPS 2017 and Options granted under the RGSOS 2017, shall not exceed fifteen per cent (15%) of the total number of Shares of the Company on the day preceding that date; and
 - (b) the total number of Shares available over which Awards may be granted to the Controlling Shareholders and their associates under the RGPS 2017, shall not exceed twenty per cent (25%) of the Shares available under the RGPS 2017, and that the number of Shares available over which Awards may be granted under the RGPS 2017 to each Controlling Shareholder or each of his associate shall not exceed ten per cent (10%) of the Shares available under the RGPS 2017.

Ordinary Resolution 5: The Proposed Participation by Mr Aditya Wisnuwardana Seky Soeryadjaya in the RGPS 2017

That, contingent on the passing of Ordinary Resolution 4, approval be and is hereby given for the participation by Mr Aditya Wisnuwardana Seky Soeryadjaya, a Controlling Shareholder of the Company, in the RGPS 2017 (as defined in Ordinary Resolution 4), and that the aggregate number of Shares comprised in the Awards that may be available to him under the RGPS 2017 shall not exceed ten per cent (10%) of the Shares available under the RGPS 2017 at any time and from time to time.

Ordinary Resolution 6: The Proposed Renewal of the Share Purchase Mandate

That:-

- (1) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued Shares not exceeding in aggregate the Maximum Percentage (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:-
 - (a) on-market purchases in accordance with Section 76E of the Companies Act, transacted through the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose, ("Market Purchase"); and/or
 - (b) off-market purchases pursuant to an equal access scheme in accordance with Section 76C of the Companies Act ("Off-Market Purchase"), and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- (2) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:-
 - (a) the date on which the next annual general meeting of the Company is held or required by law to be held;
 - (b) the date on which the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
 - (c) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by shareholders of the Company in a general meeting;
- (3) in this Resolution:-

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days ("Market Day" being a day on which the SGX-ST is open for trading in securities) on which the Shares are transacted on the SGX-ST, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Percentage" means that number of issued Shares representing ten per cent (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:-
 - (a) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price of the Shares; and
 - (b) in the case of an Off-Market Purchase, one hundred and twenty per cent (120%) of the Average Closing Price of the Shares; and
- (4) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Chew Kok Liang
Company Secretary

Date: 7 April 2017

Notes:-

- (a) A member (other than a Relevant Intermediary*) 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 proxy need not be a member of the Company.
- (b) Where a member (other than a Relevant Intermediary) appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (c) A Relevant Intermediary may appoint more than 2 proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- (d) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- (e) If the appointor is a corporation, the proxy form must be executed under seal or its attorney duly authorised in writing.
- (f) In the case of joint shareholders, all holders must sign the form of proxy.
- (g) The instrument appointing a proxy must be deposited at the registered office of the Company at 29A Club Street Singapore 069414, not less than seventy-two (72) hours before the EGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "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 or service providers), 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 or service providers) 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.