



GSS Energy Limited
(Incorporated in the Republic of Singapore)
(Company Registration No. 201432529C)

**DISPOSAL OF 80% OF THE ISSUED AND PAID UP SHARE CAPITAL OF
GSS ENERGY TREMBUL LIMITED**

Pursuant to Rule 704(17)(c) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”), the Board of Directors of GSS Energy Limited (the “**Company**”) and, together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 17 June 2019 entered into a sale and purchase agreement (the “**SPA**”) with Oakhurst Investment Pte. Ltd. (the “**Purchaser**”) and PT Kharisma Agri Indo NUSA, as the guarantor for the Purchaser (the “**Guarantor**”), in relation to the disposal of 80 Class A ordinary shares (the “**Sale Shares**”) representing 80% of the issued and paid-up share capital in its wholly owned subsidiary, GSS Energy Trembul Limited (“**GETL**”), in accordance with the terms of the SPA (the “**Proposed Disposal**”). The Company will hold 20% of the issued share capital of GETL immediately after the completion of the Proposed Disposal. Accordingly, GETL will cease to be a subsidiary of the Group on such completion. Together with the SPA, the Company has on 17 June 2019 also entered into a shareholders’ agreement (the “**SHA**”) with the Purchaser to regulate the affairs in GETL and respective rights of the Company and the Purchaser as shareholders of GETL.

As the relative figures of the Proposed Disposal computed on the bases set out in Rule 1006 of the Catalist Rules do not exceed 5%, the Proposed Disposal is classified as a non-discloseable transaction under Rule 1008 of the Catalist Rules.

Based on the unaudited consolidated financial statements of GETL for the three (3) months ending 31 March 2019, the carrying value and net consolidated liabilities attributable to the disposed shares are approximately S\$1.10 and S\$3,000,417.21, respectively. There is no open market value as the shares of GETL are not publicly traded and no valuation was carried out for GETL in connection with the Proposed Disposal.

The aggregate consideration payable by the Purchaser is a nominal cash value of US\$1.00. Further, under the SPA and/or the SHA, the Purchaser undertakes to: (a) advance and do all things necessary to settle all liabilities and obligations of PT Sarana GSS Trembul (“**SGT**”), which is a joint venture entered into between GETL and a third party, in respect of tax (which have arisen during the period from 1 August 2017 until the date of execution of the SPA) with the relevant Indonesian tax authority; (b) advance and do all things necessary to settle all liabilities and obligations of SGT owed to third parties (which have arisen until the date of execution of the SPA); (c) to fund and complete the work program of GETL; and (d) the Company is entitled to recover the sunk cost in GETL, subject to various conditions as set out in the SPA and/or the SHA. Pursuant to the SPA, the Guarantor guarantees the proper and punctual performance of the obligations and covenants by the Purchaser under or in connection with the SPA and the SHA.

The Proposed Disposal is concluded on a willing-buyer, willing-seller basis, based on arms' length negotiations.

The Proposed Disposal is not expected to have any material impact on the consolidated net tangible assets and earnings per share of the Group for the financial year ending 31 December 2019.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Disposal, other than through their respective shareholdings in the Company.

BY ORDER OF THE BOARD

Ng Say Tiong/Wong Liong Khoon
Company Secretaries
18 June 2019

*This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd ("**Sponsor**"). It has not been examined or approved by Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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