

GOLDEN ENERGY AND RESOURCES LIMITED

(Company Registration No. 199508589E)
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING TO BE HELD ON 25 JUNE 2020

1. **Introduction:** Golden Energy and Resources Limited (“**GEAR**” or the “**Company**”) refers to:
 - (a) GEAR’s announcements dated 3 April 2020 and 14 April 2020 in relation to the application and waiver granted by both Accounting and Corporate Regulatory Authority (“**ACRA**”) and Singapore Exchange Regulation (“**SGX RegCo**”) to allow the Company an extension of time of up to 29 June 2020 in respect of holding the Company’s Annual General Meeting for the financial year ended 31 December 2019 (“**FYE31Dec2019**”);
 - (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
 - (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which was gazetted on 13 April 2020 and subsequently amended on 14 April 2020 and 24 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies.
 - (d) the joint statement released by the ACRA, the Monetary Authority of Singapore and SGX RegCo on 13 April 2020, providing additional guidance on the conduct of general meetings during the elevated safe distancing period.
2. **Date, time and conduct of Annual General Meeting:** GEAR is pleased to announce that pursuant to the Order, the Annual General Meeting of the Company for the FYE31Dec2019 will be convened and held by way of electronic means on **Thursday, 25 June 2020 at 10.30 a.m.** (Singapore time) (the “**AGM**”) to transact the business set out in the Notice of the AGM.
3. **Notice of AGM, Additional Information on Directors Seeking Re-election, Proxy Form and Appendices to Notice of AGM:** The Notice of AGM, Additional Information on Directors Seeking Re-election, Proxy Form and Appendix in relation to the Proposed Renewal of the Sinar Mas IPT Mandate will be sent to members solely by electronic means via publication on our corporate website at the URL: <http://investor.gear.com.sg/ar.html> and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will **NOT** be sent to members.
4. **No personal attendance at the AGM:** Due to the current COVID-19 restriction orders in Singapore, members will **NOT** be able to attend the AGM in person.
5. **Participation at the AGM electronically:** Members may participate at the AGM by:
 - (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and
 - (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM.

Details of the steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM are set out in the Appendix to this announcement.

6. **Pre-registration of attendance at the AGM via electronic means:** Members will be able to watch the AGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. To do so, please pre-register at the URL: <https://complete-corp.com.sg/gear-agm/> by **10.30 a.m. on 22 June 2020** to enable GEAR to verify your status as a member.

If the Company is unable to verify your member status following your pre-registration, you will receive an email notification by 3.00 p.m. on 23 June 2020 informing you of this. Please contact our polling agent, Complete Corporate Services Pte Ltd. (“CCS”), via email at gear-agm@complete-corp.com.sg between 3.00 p.m. on 23 June 2020 and 10.30 a.m. on 24 June 2020 if you have any questions.

Once you have been verified as a member, a confirmation email containing the instructions to join the live webcast will be sent to you by 12.00 noon on 24 June 2020 with your log-in password and the link to access the live audio-visual webcast or toll-free telephone number, meeting ID and password to call for the audio-only stream (“**Confirmation Email**”).

Members who do not receive the Confirmation Email by **12.00 noon on 24 June 2020**, but have registered by the 22 June 2020 deadline and have not been informed of an unsuccessful registration on 23 June 2020 should contact our polling agent, CCS, via email at gear-agm@complete-corp.com.sg between 12.00 noon and 5.00 p.m. if you have any questions.

Please note that the AGM is a private event for GEAR’s members only. The abovementioned link and telephone number will be provided to the members who registered with and authenticated by the Company. The authenticated members who receive the foregoing details for accessing the AGM must not share with other persons who are not members of the Company and who are not registered to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

7. **Proxy Forms:** Members who wish to vote at the AGM may submit a Proxy Form for the AGM to appoint the Chairman of the AGM to cast votes on their behalf.
- (a) if submitted by post, be deposited at the office of the Company’s appointed polling agent, Complete Corporate Services Pte. Ltd, 10 Anson Road #29-07 International Plaza, Singapore 079903; or
 - (b) if submitted electronically, by email to CCS at gear-agm@complete-corp.com.sg.

in either case, by 10.30 a.m. on 22 June 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).

A member who wishes to submit an instrument of proxy by using abovementioned (7)(a) or (7)(b) must first download, print, complete and sign the Proxy Form, before scanning and submitting it to the email address or posting to the office address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, the Company strongly encourages members to submit completed Proxy Forms electronically via email.

8. **Persons who hold shares through relevant intermediaries:** Persons who hold the Company’s shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50), including CPF and SRS investors, and who wish to participate in the AGM by:
- (a) observing and/or listening to the AGM proceedings via live audio-visual webcast or live audio-only stream;
 - (b) submitting questions in advance of the AGM; and/or
 - (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, respectively,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM. CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 June 2020.

9. **Key dates/deadlines:** In summary, the key dates/deadlines which members should take note of are set out in the table below:

Key dates	Actions
3 June 2020 (Wednesday)	<ul style="list-style-type: none"> Members may begin to pre-register for live audio-visual webcast/live audio-only stream of the AGM proceedings at the URL: https://complete-corp.com.sg/gear-agm/
15 June 2020 at 5.00 p.m. (Monday)	<ul style="list-style-type: none"> Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
22 June 2020 at 10.30 a.m. (Monday)	<ul style="list-style-type: none"> Deadline for members to: <ol style="list-style-type: none"> pre-register at the URL: https://complete-corp.com.sg/gear-agm/ for live audio-visual webcast/live audio-only stream of the AGM proceedings; submit questions in advance of the AGM; and submit Proxy Forms appointing the Chairman of the AGM as proxy in respect of the resolution tabled for approval at the AGM.
23 June 2020 at 3.00 p.m. (Tuesday)	<ul style="list-style-type: none"> Members will receive an email notification by 3.00 p.m. on 23 June 2020 if we are unable to verify your member status following your pre-registration. Please contact our polling agent, Complete Corporate Services Pte. Ltd. {"CCS"}, via email at gear-agm@complete-corp.com.sg between 3.00 p.m. on 23 June 2020 and 10.30 a.m. on 24 June 2020 if you have any questions.
24 June 2020 at 12.00 noon (Wednesday)	<ul style="list-style-type: none"> Authenticated members will receive an email with login credentials to access the live audio-visual webcast, and telephone number to access the audio-only stream of the AGM proceedings (the "Confirmation Email"). Members who have registered by the 22 June 2020 10.30 a.m. deadline, but have not been informed of an unsuccessful registration on 23 June 2020 and have not received the Confirmation Email by 12.00 noon on 24 June 2020, should contact our polling agent, CCS, by email at gear-agm@complete-corp.com.sg on 24 June 2020 between 12.00 noon to 5.00 p.m.
25 June 2020 at 10.30 a.m. (Thursday)	<ul style="list-style-type: none"> Follow the instructions in the Confirmation Email to access the live audio-visual webcast of the AGM proceedings. You may access the URL link indicated in your confirmation email at 10.15 a.m. The AGM will commence at 10.30 a.m. sharp. The telephone line to access the audio-only stream will be open from 10.15 a.m. onwards. Members will be put on hold until the AGM commences at 10.30 a.m..

10. **Documents for the AGM:** Documents relating to the business of the AGM, which comprise the Company's Annual Report for FYE31Dec2019 ("**Annual Report FY2019**"), the Appendix to the Proposed Renewal of Sinar Mas IPT Mandated dated 3 June 2020 ("**Appendix for IPT Mandate**") and Additional Information on Directors Seeking Re-election have been published on the Investor Relations page of our corporate website:

- (a) the Annual Report FY2019 may be accessed at the URL: <http://investor.gear.com.sg/ar.html>.
- (b) the Appendix for IPT Mandate dated 3 June 2020 may be accessed at the URL: <http://investor.gear.com.sg/ar.html>.
- (c) the Additional Information on Directors Seeking Re-election may be accessed at the URL: <http://investor.gear.com.sg/ar.html>.

(collectively, the "**Documents**")

In respect of the Updated Statistics of Shareholdings as announced in the Notices of Electronic Communications on 15 April 2020, pursuant to the FAQs on Automatic Time Extension to Hold AGMs published by the SGX-ST on 9 April 2020, no further updates to the statistics of shareholdings ("**Statistics**") is required if the Statistics was made up to a date not more than 1 month before the announcement of the annual report released to SGX-ST. The Statistics was made up to 26 March 2020 and the Annual Report FY2019 was released to SGX-ST on 15 April 2020. As such, the Updated Statistics will **NOT** be provided to the members together with the abovementioned Documents.

11. **Further queries:** If members have further queries on participation at the AGM, please refer to the FAQ or submit such queries by email to gear-agm@complete-corp.com.sg.

12. **Important reminder:** Due to the current COVID-19 situation in Singapore, the Company may be required to change its arrangements for the AGM at short notice. Members are advised to check on the Company's announcement on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> or the Company's website at URL: <http://investor.gear.com.sg/ar.html> for the latest updates on the status of the AGM.

Members' understanding and cooperation in enabling GEAR to hold the AGM in line with the appropriate safe distancing measures amidst the current COVID-19 situation is much appreciated.

By order of the Board

Pauline Lee
Group Company Secretary

Singapore, 3 June 2020

APPENDIX

Steps for pre-registration of attendance at the AGM via electronic means, pre-submission of questions and voting at the AGM

Members will be able to observe and/or listen to the AGM proceedings through a live audio-video webcast or live audio-only stream via their mobile phones, tablets or computers, submit questions in advance of the AGM and/or vote by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

To do so, please complete the following steps:

No.	Steps	Details
1.	Pre-registration	<ul style="list-style-type: none"> • Members must pre-register at the pre-registration website at the URL: https://complete-corp.com.sg/gear-agm/ from now till 10.30 a.m. on 22 June 2020 to enable GEAR to verify their status as members. • Following the verification, authenticated members will receive an email by 12.00 noon on 24 June 2020. The email will contain a link to access the live audio-visual webcast of the AGM proceedings and a telephone number to access the audio-only stream of the AGM proceedings. • Members who do not receive an email by 12.00 noon on 24 June 2020, but have registered by 10.30 a.m. on the 22 June 2020 deadline should contact our polling agent, Complete Corporate Services Pte. Ltd. (“CCS”) by email at gear-agm@complete-corp.com.sg. • Members will receive an email notification by 3.00 p.m. on 23 June 2020 if GEAR is unable to verify your member status following your pre-registration.
2.	Submit questions in advance	<ul style="list-style-type: none"> • Members will NOT be able to ask questions at the AGM live during the webcast or audio-stream, and therefore it is important for members to pre-register and submit their questions in advance of the AGM. • Submission of questions: Members can submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner: <ul style="list-style-type: none"> (a) via pre-registration website: Members who pre-register to observe and/or listen to the AGM proceedings may submit their questions via the pre-registration website at https://complete-corp.com.sg/gear-agm/; or (b) by email: Members may also submit their questions by email to gear-agm@complete-corp.com.sg; or (c) by post: Members may also submit their questions by post to the Company’s polling agent, Complete Corporate Services Pte Ltd, at 10 Anson Road #29-07 International Plaza, Singapore 079903. <p>When sending in your questions by email or post, please also provide us with the following details:</p> <ul style="list-style-type: none"> • your full name; • your address; and • the manner in which you hold shares in GEAR (e.g., via CDP, CPF or SRS).

No.	Steps	Details
		<ul style="list-style-type: none"> • Deadline to submit questions: All questions must be submitted by 10.30 a.m. on 22 June 2020. • Addressing questions: We will endeavour to address all substantial and relevant questions at the AGM itself. • Minutes of AGM: We will publish the minutes of the AGM on our corporate website and on SGXNet, and the minutes will include the responses to substantial and relevant questions from members which are addressed during the AGM.
3.	Submit Proxy Forms to vote	<ul style="list-style-type: none"> • Appointment of Chairman of the Meeting as proxy: Members (whether individual or corporate) who pre-register to observe and/or listen to the AGM proceedings and wish to vote on the resolutions to be tabled at the AGM MUST appoint the Chairman of the AGM as their proxy to attend, speak and vote on their behalf at the AGM, in accordance with the instructions on the Proxy Form. • Specific voting instructions to be given: Where members (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. • Submission of Proxy Forms: Proxy Forms must be submitted in the following manner: <ul style="list-style-type: none"> (a) if submitted by post, be deposited at the office of the Company's appointed polling agent, CCS, at 10 Anson Road #29-07 International Plaza, Singapore 079903; or (b) if submitted electronically, by email to CCS at gear-agm@complete-corp.com.sg. <p>in either case, by 10.30 a.m. on 22 June 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM).</p> <p>A member who wishes to submit an instrument of proxy by using abovementioned item (a) or (b) must first download, print, complete and sign the Proxy Form, before scanning and submitting it to the email address or posting to the office address provided above.</p> <p>In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, the Company strongly encourages members to submit completed Proxy Forms electronically via email.</p> <ul style="list-style-type: none"> (c) CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 15 June 2020.