

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Golden Energy and Resources Limited (the “**Company**”) will be convened and held by way of electronic means on Friday, 28 April 2023 at 11.00 a.m. for the following purposes:

## **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2022 together with the Independent Auditor’s Report thereon.  
**(Resolution 1)**
2. To re-elect Mr. Fuganto Widjaja, a Director retiring pursuant to Regulation 107 of the Constitution of the Company.  
[See Explanatory Note (ii)] **(Resolution 2)**
3. To re-elect Mr. Mark Zhou You Chuan, a Director retiring pursuant to Regulation 107 of the Constitution of the Company.  
[See Explanatory Note (iii)] **(Resolution 3)**
4. To re-elect Mr. Lew Syn Pau, a Director retiring pursuant to Regulation 107 of the Constitution of the Company.  
[See Explanatory Note (iv)] **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$371,946 for the financial year ending 31 December 2023.  
(FY2022: S\$412,100). **(Resolution 5)**
6. To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

## **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

### **7. Authority to issue new shares**

“That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

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- (b) (even though the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority continues to be in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier." **(Resolution 7)**

[See Explanatory Note (v)]

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## 8. Proposed Renewal of the Sinar Mas IPT Mandate for Interested Person Transactions

“That:

- (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of interested person transactions described in the Appendix dated 6 April 2023 (the “**Appendix**”) appended to the Annual Report, with any person who falls within the classes of interested persons described in the Appendix, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in the Appendix (the “**Sinar Mas IPT Mandate**”);
- (b) the Sinar Mas IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next AGM of the Company is held or required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the Sinar Mas IPT Mandate and/or this Resolution.”

**(Resolution 8)**

[See Explanatory Note (vi)]

By Order of the Board

Lai Kuan Loong, Victor  
Company Secretary

Singapore, 6 April 2023

### Explanatory Notes:

- (i) For Ordinary Resolutions 2, 3 and 4, detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled “Board of Directors” and “Additional Information on Directors Seeking Re-Election” in the Company’s Annual Report 2022.
- (ii) **Ordinary Resolution 2** is to re-elect Mr. Fuganto Widjaja pursuant to Regulation 107 of the Company’s Constitution and if he is re-elected, he will continue to serve as an Executive Chairman of the Company.
- (iii) **Ordinary Resolution 3** is to re-elect Mr. Mark Zhou You Chuan pursuant to Regulation 107 of the Company’s Constitution and if he is re-elected, he will continue to serve as an Executive Director of the Company.
- (iv) **Ordinary Resolution 4** is to re-elect Mr. Low Syn Pau pursuant to Regulation 107 of the Company’s Constitution and if he is re-elected, he will continue to serve as the Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee of the Company. Mr. Low Syn Pau is considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.

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- (v) **Ordinary Resolution 7**, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is 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 issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (vi) **Ordinary Resolution 8**, if passed, will renew the Sinar Mas IPT Mandate to allow the Company, its subsidiaries and associated companies or any of them, to enter into the interested person transactions, as described in the Appendix. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

## Notes:

1. The Annual General Meeting ("**AGM**") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. **Members will not be allowed to attend the AGM in person.** Alternative arrangements have been provided to allow the members to participate and vote at the AGM via electronic means. Printed copies of this Notice, Proxy Form, Appendix in relation to the Proposed Renewal of the Sinar Mas IPT Mandate and Annual Report for the financial year ended 31 December 2022 (collectively the "**AGM Documents**") will not be sent to members. Instead, the AGM Documents will be sent to members by electronic means via publication on the Company's website at the URL <http://investor.gear.com.sg/ar.html> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Members should refer to the Company's announcement dated 6 April 2023 relating to alternative arrangements for participation at the AGM at the Company's website and SGXNet at the URLs listed in Note 1 above relating to: (a) attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via a "live" audio-visual webcast or a "live" audio-only stream); (b) submission of questions in advance of the AGM or "live" via text-based questions through the audio-visual webcast platform at the AGM; and (c) voting at the AGM (i) "live" by members themselves or their duly appointed proxy(ies) (other than the Chairman of the AGM) via electronic means; or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM.

## "Live" audio-visual webcast and "live" audio-only stream

3. Members or their duly appointed proxies will be able to observe and/or listen to the AGM proceedings through the "live" audio-visual webcast or "live" audio-only stream. To do so, members or their duly appointed proxies will need to pre-register at the URL <https://conveneagm.sg/GEARAGM2023> ("**Registration Link**") by 11.00 a.m. on 25 April 2023 ("**Registration Deadline**") to enable the Company to verify their status.
4. Following verification, authenticated members or their duly appointed proxies will receive an email by 11.00 a.m. on 27 April 2023 containing instructions on how to access the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings. Members or their duly appointed proxies must not forward the abovementioned instructions to persons who are not members of the Company and who are not entitled to attend the AGM.
5. Members or, where applicable, appointed proxy(ies), who register by the Registration Deadline but do not receive an email response by 11.00 a.m. on 27 April 2023, should email [support@conveneagm.com](mailto:support@conveneagm.com).

## Voting at the AGM

6. Voting for the Ordinary Resolutions will be conducted by poll. Voting at the AGM may be carried out as set out below:
  - (a) (where the member is an individual) vote "live" via electronic means at the AGM;
  - (b) (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the AGM) to vote "live" via electronic means at the AGM on his behalf; or
  - (c) (where the member is an individual or a corporate) submit a Proxy Form (in advance of the AGM) appointing the Chairman of the AGM to cast votes, or abstain from voting, on their behalf.
7. A proxy need not be a member of the Company.
8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. ("**Boardroom**") at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

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- (b) if submitted electronically, be submitted
  - (i) via email to the Company's Share Registrar, Boardroom, at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com); or
  - (ii) via the online process through the Registration Link.

in either case by 11.00 a.m. on 25 April 2023 (being not less than seventy-two (72) hours before the time fixed for the holding of the AGM).

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download, complete and sign the proxy form before submitting it by post to the address provided above, or before submitting it via email (e.g. by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above. A member may also appoint a proxy(ies) via the online process through the Registration Link. Members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or via the Registration Link.

CPF or SRS investors:

- (a) may vote "live" via electronic means at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 11.00 a.m. on 18 April 2023.
9. In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any Proxy Form submitted if such members are not shown to have shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), as at seventy-two (72) hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

## Submission of questions

10. Members and, where applicable, appointed proxy(ies), who participate by way of observing the "live" audio-visual webcast or "live" audio-only stream of the AGM proceedings may ask text-based questions relating to the Ordinary Resolutions live and online (in real time) during the AGM, by typing in and submitting their questions via the "live" "Ask a Question" function via the online platform hosting the audio-visual webcast.
11. Alternatively, members (including CPF and SRS investors) may pre-submit questions relating to the Ordinary Resolutions
- (a) by email to [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com);
  - (b) via the Registration Link; or
  - (c) by post to the Company's Share Registrar, Boardroom, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.
12. For questions submitted by email or post, members are to provide their full name, address and the manner in which the member holds the shares in the Company (eg. via CDP, scrip, CPF or SRS). Answers to all substantial and relevant questions received by 11.00 a.m. on 18 April 2023 will be published on the Company's website and SGXNet at the URLs listed in Note 1 above by 21 April 2023, to facilitate members' votes and to allow members to make an informed decision on the Ordinary Resolutions to be tabled at the AGM.

## Relevant intermediaries

13. Investors who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act), including CPF and SRS investors, and who wish to participate in the AGM by (a) observing or listening to the AGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions live and online (in real time) during the AGM or in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM, 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 to make the necessary arrangements for them to participate in the AGM.

## Personal data privacy:

Where a member of the Company completing the pre-registration in accordance with this notice or submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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"); (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), 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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the AGM) may be recorded by the Company for such purpose.