



GOLDEN ENERGY AND RESOURCES LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Golden Energy and Resources Limited (the "Company") will be held at Carpenter 29 Restaurant, (金禧楼) Corporate Room Level 4, 29 Carpenter Street, Singapore 059923 on Friday, 28 April 2017 at 5.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- 1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 December 2016 together with the Auditors' Report thereon. (Resolution 1)
2. To re-elect the following Directors of the Company retiring pursuant to Article 107 of the Constitution of the Company: Mr Fuganto Widjaja [See Explanatory Note (i)] (Resolution 2), Mr Lew Syn Pau [See Explanatory Note (ii)] (Resolution 3), Mr Irwandy Arif [See Explanatory Note (iii)] (Resolution 4)
3. To approve the payment of Directors' fees of S\$232,000.00 for the year ended 31 December 2016 (previous year: S\$209,279.45). (Resolution 5)
4. To approve the payment of Directors' fees of S\$239,000.00 for the year ending 31 December 2017. (Resolution 6)
5. To re-appoint Ernst & Young LLP as the Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. (Resolution 7)
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

- 7. Authority to issue new shares
That pursuant to Section 161 of the Companies Act, Cap. 50 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
(b) (notwithstanding 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 in pursuance of 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) 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 shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares) 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) shall be based on the total number of issued Shares (excluding treasury shares) 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 vestible 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 shall continue 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 8)

[See Explanatory Note (iv)]

By Order of the Board

Pauline Lee
Company Secretary

Singapore, 13 April 2017

Explanatory Notes:

- (i) Mr Fuganto Widjaja will, upon re-election as a Director of the Company, continue to serve as Executive Director and Group CEO of the Company. Detailed information on Mr Widjaja can be found under the section entitled "Board of Directors" in pages 8 and 9 of the Annual Report. Mr. Widjaja is a member of Nominating Committee. Mr. Widjaja is the son of Mr. Indra Widjaja and nephew of Mr. Franky Oesman Widjaja and Mr. Muktar Widjaja. Mr. Indra Widjaja, Mr. Franky Oesman Widjaja and Mr. Muktar Widjaja who are the ultimate controlling shareholders of the Company. Except for the above, Mr. Widjaja does not have any relationship including immediate family relationship with the Directors or the Company as defined in the Code of Corporate Governance 2012.
(ii) Mr Lew Syn Pau will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee, Chairman of the Remuneration Committee, member of the Audit Committee and will be considered independent. Detailed information on Mr Lew can be found under the section entitled "Board of Directors" in pages 8 and 9 of the Annual Report. There are no material relationships (including immediate family relationships) between Mr Lew and the other directors of the Company.
(iii) Mr Irwandy Arif will, upon re-election as a Director of the Company, continue to serve as Independent Director of the Company. Detailed information on Mr Arif can be found under the section entitled "Board of Directors" in pages 8 to 9 and of the Annual Report. There are no material relationships (including immediate family relationships) between Mr Arif and the other directors of the Company.
(iv) The Ordinary Resolution 8 in item 7 above, 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) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) 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.

Notes:

- 1. (a) A member who is not a Relevant Intermediary, is entitled to appoint one or two proxies to attend and vote in his/her stead at the Annual General Meeting (the "Meeting").
(b) A member who is a Relevant Intermediary, is entitled to appoint more than two proxies to attend and vote instead of the member at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.

"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

- 2. A proxy need not be a member of the Company.
3. Each of the resolutions to be put to the vote of members at the Meeting (and at any adjournment thereof) will be voted on by way of a poll.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 10 Collyer Quay, #10-01, Ocean Financial Centre, Singapore 049315 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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"), (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, 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 warrant.