
NOTICE OF EXTRAORDINARY GENERAL MEETING



GSS ENERGY LIMITED
(Company Registration Number: 201432529C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of **GSS Energy Limited** (the “**Company**”) will be held at Block 4012 Ang Mo Kio Ave 10, #05-01 Techplace 1, Singapore 569628 on Thursday, 16 November 2023 at 10.00 am for the purpose of considering and, if thought fit, passing, with or without amendments, the Ordinary Resolution set out below.

All capitalised terms in this notice of EGM (“**Notice of EGM**”) which are not defined herein shall have the same meaning as ascribed to them in the circular dated 1 November 2023 (the “**Circular**”) issued by the Company to the Shareholders.

ORDINARY RESOLUTION – PROPOSED CHANGE OF AUDITORS

That:

- (a) RSM Chio Lim LLP having consented to act, be and is hereby appointed as Auditors of the Company in place of BDO LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed between the Directors and RSM Chio Lim LLP; and
- (b) the Directors or any of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the proposed change of Auditors of the Company and/or the transactions authorised by this Ordinary Resolution.

BY ORDER OF THE BOARD

Kuek Eng Chye, Anthony
Chairman

1 November 2023

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Explanatory Notes:

Shareholders should note that in accordance with of Rule 712(3) of the Catalist Rules:

- (1) by way of letter dated 13 September 2023, BDO LLP has confirmed to RSM Chio Lim LLP that they are not aware of any professional reasons why RSM Chio Lim LLP should not accept the appointment as Auditors of the Company;
- (2) the Company confirms that there were no disagreements with BDO LLP on accounting treatments within the last twelve (12) months up to the date of their resignation, being 13 October 2023;
- (3) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (4) the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Circular. The Proposed Change of Auditors is not due to BDO LLP having declined to stand for election, having been dismissed or having been directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (5) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of RSM Chio Lim LLP as the new Auditors of the Company.

IMPORTANT NOTES

1. The members of the Company are invited to attend the EGM physically in person. There will be no option for members to participate at the EGM virtually. The Circular, Notice of EGM and the accompanying Proxy Form will be sent to members by electronic means via publication on the Company's website at the URL <https://gssenergy.com.sg/> and will also be available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member will need an internet browser and PDF reader to view these documents. Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent to members via post. Printed copies of the Circular will NOT be sent to members. A member who wishes to obtain a printed copy of the Circular should request the same by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. ("**BCAS**"), at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632 or by email to gssegm2023@boardroomlimited.com no later than at 10.00 a.m. on 8 November 2023. The printed copy will be mailed to you within fourteen (14) working days upon receiving your request.
2. A member who is not a Relevant Intermediary (as defined at Section 181 of the Companies Act), is entitled to appoint one (1) or two (2) proxies to attend, speak and vote at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company. Where such member appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the appointment will be considered as invalid.
3. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to different Shares held by such member.
"Relevant Intermediary" has the meaning prescribed to it in Section 181 of the Companies Act and means:
 - (a) a banking corporation licensed under the Banking Act 1970 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;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory. If a member wishes to appoint the Chairman of the EGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy is given, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
5. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
 - (a) if submitted by post, be submitted to the Company's Share Registrar, BCAS, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar, BCAS, at gssegm2023@boardroomlimited.com.

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in either case not less than seventy-two (72) hours before the time appointed for the EGM (i.e., by 10.00 a.m. on 13 November 2023) or any adjournment thereof.

A member who wishes to submit an instrument of proxy must first complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- (c) The instrument appointing a proxy must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
 - (d) Investors who hold the Shares via a securities sub-account with a Depository Agent (“DA”) and wish to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, should contact their respective DAs as soon as possible in order for the necessary arrangements to be made by their DAs for such appointment.
 - (e) The Chairman of the EGM, as proxy, need not be a member of the Company.
 - (f) The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
6. Members may submit questions related to the Ordinary Resolution to be tabled for approval at the EGM in advance of the EGM in the following manner:
- (a) if submitted by post, be submitted to the Company’s Share Registrar, BCAS, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar, BCAS, at gssegm2023@boardroomlimited.com.

The submission deadline for questions is 10.00 a.m. on 8 November 2023.

The Company will consider all questions and endeavour to address all substantial and relevant questions on the Ordinary Resolution tabled for approval at the EGM which are received from members, via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at URL <https://gssenergy.com.sg/announcements/> no later than 10.00 a.m. on 11 November 2023, which is at least forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms to facilitate members’ votes and to allow members to make an informed decision on the Ordinary Resolution to be tabled at the EGM.

7. For questions addressed during the EGM, the responses to such questions will be included in the minutes of the EGM which will be published on the Company’s corporate website and on SGXNet within one (1) month after the EGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy(ies) or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any questions prior to the EGM in accordance with this Notice of EGM, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the following purposes:

- (1) processing and administration by the Company (or its agents or service providers) of the appointment of the proxy(ies) and representative appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (2) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (3) in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder (such as his/her/its name, his/her/its presence at the EGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.

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