



LOYZ ENERGY LIMITED

Registration No. 199905693M
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting ("AGM") of the Company will be held on Thursday, 30 October 2014 at Klapsos, The Boutique Hotel - Eighteen, 1 & 2 at Level 18, 15 Hoe Chiang Road, Tower Fifteen, Singapore 089316 at 11.00 a.m. to transact the following businesses:

AGENDA

ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company and the reports of the Directors and Auditors for the financial year ended 30 June 2014 ("FY2014"). (Resolution 1)
2. To re-elect the following Directors retiring pursuant to the Company's articles of association ("Article"):
 - a) Mr Chia Yong Whatt (Article 107) (Resolution 2)
Mr Chia Yong Whatt shall, upon re-election as Director of the Company, remain as Chairman of the Risk Management Committee and the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. Mr Chia Yong Whatt shall be considered independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst ("Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST").
 - b) Mr Chan Eng Yew (Zeng Rongyao) (Article 107) (Resolution 3)
Mr Chan Eng Yew (Zeng Rongyao) shall, upon re-election as Director of the Company, remain as a member of the Audit Committee, the Remuneration Committee and the Risk Management Committee.
 - c) Mr Lien Jown Jing Vincent (Article 117) (Resolution 4)
Mr Lien Jown Jing Vincent shall, upon re-election as Director of the Company, remain as a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. Mr Lien Jown Jing Vincent shall be considered independent for the purpose of Rule 704(7) of the Catalyst Rules.
[See Explanatory Note (i)]
3. To approve the Directors' fees of S\$239,000 for FY2014. (Resolution 5)
4. To re-appoint Messrs BDO LLP as the Company's auditors for the ensuing year and to authorise the Directors to fix their remuneration. (Resolution 6)

SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as ordinary resolution, with or without amendments:

5. **Authority to allot and issue shares** (Resolution 7)
"Pursuant to Section 161 of the Singapore Companies Act, Cap. 50. and subject to Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors of the Company ("Directors") to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit provided that:
 - (i) the aggregate number of shares and/or convertible securities to be issued pursuant to this resolution must not be more than 100 per cent (100%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph below), of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
 - (ii) (subject to such manner of calculations 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 (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this resolution is passed 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 outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of shares; and
 - (iii) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (ii)]
6. **Authority to grant options and allot and issue shares under the Loyz Energy Employee Share Option Scheme** (Resolution 8)
"That pursuant to Section 161 of the Singapore Companies Act, Cap 50., authority be and is hereby given to the Directors to offer and grant options in accordance with the provisions of the Loyz Energy Employee Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Scheme (including but not limited to allotment and issuance of shares in the capital of the Company at any time, whether during the continuance of such authority or thereafter, pursuant to options made or granted by the Company whether granted during the subsistence of this authority or otherwise) provided always that the aggregate number of shares to be issued pursuant to the Scheme when aggregated together with shares issued and/or issuable in respect of all options granted under the Scheme, all other existing share schemes or share plans of the Company for the time being shall not exceed 15% of the total number of issued shares of the Company excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier."
[See Explanatory Note (iii)]
7. **Authority to grant awards and allot and issue shares under the Loyz Energy Performance Share Plan** (Resolution 9)
"That pursuant to Section 161 of the Singapore Companies Act, Cap 50., the Directors be and are hereby authorised to grant awards in accordance with the provisions of the Loyz Energy Performance Share Plan (the "Plan") and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the awards granted under the Plan (including but not limited to allotment and issuance of shares in the capital of the Company at any time, whether during the continuance of such authority or thereafter, pursuant to award made or granted by the Company whether granted during the subsistence of this authority or otherwise) provided always that the aggregate number of shares to be issued pursuant to the Plan when aggregated together with shares issued and/or issuable in respect of all awards granted under the Plan, all other existing share schemes or share plans of the Company for the time being shall not exceed 15% of the total number of issued shares of the Company excluding treasury shares from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier."
[See Explanatory Note (iv)]
8. And to transact any other business which may be properly transacted at an annual general meeting.

BY ORDER OF THE BOARD

Yap Peck Khim
Company Secretary
Date: 15 October 2014

Explanatory Notes:

- (i) The key information of Mr Chia Yong Whatt, Mr Chan Eng Yew (Zeng Rongyao) and Mr Lien Jown Jing Vincent can be found in the annual report.
There are no relationships including immediate family relationships between Mr Chia Yong Whatt, Mr Lien Jown Jing Vincent and the other Directors, the Company or its 10% shareholders.
- (ii) The ordinary resolution proposed in item 5, if passed, will empower the Directors from the date of the above annual general meeting until the date of the next annual general meeting, to allot and issue shares and/or convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this resolution shall not exceed 100% of the Company's total number of issued shares excluding treasury shares at the time of passing this resolution. For allotment and issuance of shares and/or convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 50% of the Company's total number of issued shares excluding treasury shares. This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting.
- (iii) The ordinary resolution proposed in item 6, if passed, will empower the Directors to offer and grant options under the Scheme and to allot and issue shares upon the exercise of such options in accordance with the Scheme.
- (iv) The ordinary resolution proposed in item 7 above, if passed, will empower the Directors to grant awards under the Plan and to allot and issue shares in accordance with the Plan.

Notes:

- (a) A member of the Company entitled to attend and vote at the above AGM is entitled to appoint a proxy but not more than two proxies to attend and vote in his/her behalf. A proxy need not be a member of the Company.
- (b) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (c) The instrument appointing a proxy or proxies must be lodged at the registered office of the Company at 15 Hoe Chiang Road, #19-01 Tower Fifteen, Singapore 089316 not less than 48 hours before the time appointed for the AGM.

This notice has been prepared by the Company and its contents have been reviewed by the company's sponsor, Canaccord Genuity Singapore Pte Ltd (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements made, reports contained or opinions expressed in this notice. The contact person for the Sponsor is Mr Alex Tan, CEO, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.