

METIS ENERGY LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199006289K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Metis Energy Limited (“**Company**”) will be held by physical means at MND Auditorium, 9 Maxwell Road, Annexe A, MND Complex, Singapore 069112 on Friday, 25 April 2025 at 9.30 a.m. (“**2025 AGM**”) for the following purposes:

As Ordinary Business

- | | | |
|----|---|-----------------------|
| 1. | To receive and adopt the directors’ statement and the audited financial statements for the financial year ended 31 December 2024, together with the independent auditors’ report thereon. | (Resolution 1) |
| 2. | To re-elect Mr Tang Kin Fei, a director retiring under regulation 101 of the Company’s constitution. | (Resolution 2) |
| 3. | To re-elect Mr Tan Tong Hai, a director retiring under regulation 101 of the Company’s constitution. | (Resolution 3) |
| 4. | To approve directors’ fees of S\$600,000 for the financial year ending 31 December 2025 payable half-yearly in arrears (2024: S\$600,000). | (Resolution 4) |
| 5. | To re-appoint Ernst & Young LLP as auditors of the Company for the financial year ending 31 December 2025, and to authorise the directors to fix their remuneration. | (Resolution 5) |
| 6. | To transact any other ordinary business that may properly be transacted at an annual general meeting. | |

As Special Business

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

- | | | |
|----|--|---|
| 7. | Share Issue Mandate | (Resolution 6) |
| | That, under section 161 of the Companies Act 1967 (“ Companies Act ”) and the Listing Manual of the Singapore Exchange Securities Trading Limited (“ SGX-ST ”), authority be given to the directors of the Company to: | |
| | (a) | (i) issue shares in 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) warrants, debentures or other instruments convertible or exchangeable into Shares, |
| | | 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; and |
| | (b) | (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force, |

provided that:

- (1) the aggregate number of Shares to be issued under this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted under this Resolution) does not exceed 50 per cent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 (including Shares to be issued in pursuance of Instruments made or granted under this Resolution) does not exceed 20 per cent of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments 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 shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; 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 Companies Act, 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 for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

8. **Authority to offer and grant options and issue shares under the Metis Energy Share Option Scheme 2022** **(Resolution 7)**

That approval be given to the directors:

- (a) to offer and grant options from time to time in accordance with the rules of the Metis Energy Share Option Scheme 2022 ("**MESOS 2022**"); and
- (b) under section 161 of the Companies Act, 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 under the exercise of options under the MESOS 2022, provided that the aggregate number of new shares to be issued under the MESOS 2022, and any share-based schemes of the Company, shall not exceed 15 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) from time to time.

9. **Authority to grant awards and issue shares under the Metis Energy Performance Share Scheme 2022** **(Resolution 8)**

That approval be given to the directors:

- (a) to grant awards from time to time in accordance with the rules of the Metis Energy Performance Share Scheme 2022 ("**MEPSS 2022**"); and

- (b) under section 161 of the Companies Act, 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 under the vesting of awards under the MEPSS 2022, provided that the aggregate number of new shares to be issued under the MEPSS 2022, and any share-based schemes of the Company, shall not exceed 15 per cent of the total number of issued shares (excluding treasury shares and subsidiary holdings) from time to time.

10. **Renewal of Shareholders' Mandate for Interested Person Transactions**

(Resolution 9)

That:

- (a) for purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be given for the Company, its subsidiaries and associated companies or any of them, to enter into, amend and/or renew any of the transactions falling within the types of interested person transactions described in the addendum to the Annual Report 2024 ("**Addendum**") with any party who is of the class of interested persons described in the Addendum, provided that such transactions are on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders, and are in accordance with the review procedures for such interested person transactions as set out in the Addendum ("**Shareholders' Mandate**");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company and each of them be authorised to complete and to do all acts and things (including without limitation to making such arrangements, entering into all such transactions, arrangements and agreements and executing all such documents as may be required or as they (or he/she) may from time to time consider necessary, desirable or expedient, or in the interests of the Company), to give effect to the Shareholders' Mandate and/or this Resolution as they (or he/she) may deem fit (including without limitation to the foregoing, to affix the Common Seal of the Company to any such documents, if required.).

By Order of the Board

Madelyn Kwang
Company Secretary
10 April 2025
Singapore

Explanatory Notes

Resolution 2

If re-elected, Mr Tang Kin Fei will remain as the Executive Board Chairman and Interim Chief Executive Officer of the Company. He will also continue to serve as the Chairman of the Executive Committee and a member of the Nominating Committee.

Resolution 3

If re-elected, Mr Tan Tong Hai, a Non-Executive and Non-Independent Director of the Company, will remain as a member of each of the Audit and Executive Committees.

Resolution 6

The proposed Resolution 6, if passed, will empower the directors, from the date of the Annual General Meeting until the next annual general meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings, if any, with a sub-limit of 20 per cent for Shares issued other than on a *pro rata* basis to Shareholders.

Resolution 7

The proposed Resolution 7, if passed, will empower the directors to offer and grant options under the MESOS 2022 (which was approved at the Extraordinary General Meeting of the Company held on 28 April 2022) and to allot and issue shares in the capital of the Company, under the exercise of options under the MESOS 2022, provided that the aggregate number of shares to be issued under the MESOS 2022 and any share-based schemes of the Company does not exceed 15 per cent of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) for the time being.

Resolution 8

The proposed Resolution 8, if passed, will empower the directors to grant awards under the MEPSS 2022 (which was approved at the Extraordinary General Meeting of the Company held on 28 April 2022) and to allot and issue shares in the capital of the Company, under the vesting of awards under the MEPSS 2022, provided that the aggregate number of shares to be issued under the MEPSS 2022 and any share-based schemes of the Company does not exceed 15 per cent of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) for the time being.

Resolution 9

The proposed Resolution 9, if passed, will renew the Shareholders' Mandate (which was approved at the annual general meeting held on 26 April 2024) and empower the Company, its subsidiaries and associated companies or any of them, to enter into, amend and/or renew any of the Interested Person Transactions as described in the Addendum to this Notice of Annual General Meeting and to do all acts necessary to give effect to the Shareholders' Mandate. The authority under the renewed Shareholders' Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting is required by law to be held, whichever is earlier. In accordance with the requirements of Chapter 9 of the Listing Manual, Dato' Dr Low Tuck Kwong, Madam Wong Kai Lai, Mr Low Yi Ngo, Ms Elaine Low, Energy Resources Investment Pte Ltd, Kaiyi Investment Pte Ltd will abstain, and will ensure that their associates will abstain from voting on this Ordinary Resolution 9 in relation to the renewal of the Shareholders' Mandate.

Notes

- (1) A member of the Company entitled to attend and vote at the 2025 AGM (other than a member who is a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
- (2) Pursuant to Section 181 of the Companies Act, a member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the 2025 AGM instead of such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

- (3) In appointing a proxy or proxies, a member (whether individual or corporate and including a relevant intermediary as defined in Section 181 of the Companies Act, which includes CPFIS Investors and/or the SRS Investors) must submit his/her/its instrument appointing the proxy(ies) (i.e. the **"Proxy Form"**) together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, to vote on his/her/its behalf. A member should give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the proxy will vote at his/her/its own discretion.
- (4) The Proxy Forms must be submitted to the Company in the following manner:
 - (a) if submitted in hard copy and sent by post, the Proxy Forms must be lodged at the Company's registered office at 133 New Bridge Road, #18-01/02 Chinatown Point, Singapore 059413; or
 - (b) if submitted electronically, the Proxy Forms must be submitted via email to the Company at investor.relations@metisenergy.com,

in either case, at least 48 hours before the time for holding the 2025 AGM, by no later than 9.30 a.m. on 23 April 2025 (the **"Proxy Deadline"**).

- (5) Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPFIS Investors and SRS Investors) and who wish to exercise their votes by appointing a proxy or proxies should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS agent banks) to submit their voting instructions by 9.30 a.m. on 14 April 2025 (being seven (7) working days before the date of 2025 AGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies), to vote on their behalf no later than the Proxy Deadline.
- (6) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time appointed for the 2025 AGM in order for the Depositor to be entitled to attend and vote at the 2025 AGM.
- (7) Members may raise questions at the 2025 AGM or submit questions related to the resolutions to be tabled for approval at the 2025 AGM, in advance of the 2025 AGM. Members who would like to submit questions in advance of the 2025 AGM may do so in the following manner:
 - (a) if submitted by post, by depositing at the registered office of the Company at 133 New Bridge Road, #18-01/02 Chinatown Point, Singapore 059413; or
 - (b) if submitted by email, be received by the Company at investor.relations@metisenergy.com,

in either case, by 9.30 a.m. on 17 April 2025 (being seven (7) calendar days from the date of the Notice of Annual General Meeting) (the **"Questions Submission Cut-Off Date"**).

Members submitting questions are requested to state: (i) their full name; and (ii) their identification/registration number, failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by members prior to or during the 2025 AGM.

The responses to substantial and relevant questions raised by members on or before the Questions Submission Cut-Off Date will be published on SGXNet and the Company's website at the URL <http://www.metisenergy.com> prior to the 2025 AGM or at the 2025 AGM.

Substantial and relevant questions which are submitted after the Questions Submission Cut-Off Date will be consolidated and addressed at the 2025 AGM.

- (8) The Annual Report has been uploaded on SGXNet on 10 April 2025 and may be accessed on SGXNet at the URL (<http://www2.sgx.com/securities/company-announcements>) or at the Company's website at the URL (<http://www.metisenergy.com>).

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2025 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 2025 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2025 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, "**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 warranty.

METIS ENERGY LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199006289K)

PROXY FORM

ANNUAL GENERAL MEETING

This form of proxy has been made available on SGXNet and the Company's website and may be accessed at the URL <http://www.metisenergy.com>.

IMPORTANT

1. A relevant intermediary may appoint more than two (2) proxies to attend the 2025 AGM and vote.
2. This Proxy Form is not valid for use by CPFIS and SRS Investors and shall be ineffective for all intents and purpose if used or purported to be used by them.
3. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of such other person(s) as a member's proxy(ies) to vote on your behalf at the 2025 AGM.**

I/We _____ (NRIC/Passport No./Company Registration No.) _____

of _____ (Address)

being a member/members of Metis Energy Limited ("Company"), hereby appoint:

Name	Address	NRIC/Passport Number	Email Address**	Proportion of Shareholdings (%)	
				No. of Shares	%

and/or*

Name	Address	NRIC/Passport Number	Email Address**	Proportion of Shareholdings (%)	
				No. of Shares	%

and/or the Chairman of the annual general meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the annual general meeting of the Company to be held by physical means at MND Auditorium, 9 Maxwell Road, Annexe A, MND Complex, Singapore 069112 on **Friday, 25 April 2025** at 9.30 a.m. ("**2025 AGM**") and any adjournment thereof. *I/We direct my/our proxy/proxies to vote for or against the ordinary resolutions to be proposed at the 2025 AGM as indicated hereunder.

(Voting will be conducted by poll. Please indicate with a "✓" in the space provided within the relevant box to vote for or against or abstain from voting, in respect of the resolutions to be proposed at the 2025 AGM as indicated hereunder. Alternatively, please indicate the number of shares that your proxy is directed to vote "For" or "Against" or to abstain from voting. **In the absence of specific directions in respect of a resolution, the proxy will vote at his/her/its own discretion.**)

No.	Resolutions	No. of votes For	No. of votes Against	No. of votes Abstained
Ordinary Business				
1.	To receive and adopt the directors' statement and the audited financial statements for the year ended 31 December 2024, together with the independent auditors' report thereon.			
2.	To re-elect Mr Tang Kin Fei as a director retiring under regulation 101 of the Company's constitution.			
3.	To re-elect Mr Tan Tong Hai as a director retiring under regulation 101 of the Company's constitution.			
4.	To approve directors' fees of S\$600,000 for the financial year ending 31 December 2025 payable half-yearly in arrears (2024: S\$600,000).			
5.	To re-appoint Ernst & Young LLP as auditors of the Company for the financial year ending 31 December 2025, and to authorise the directors to fix their remuneration.			
Special Business				
6.	To authorise directors to issue shares and/or Instruments under Section 161 of the Companies Act 1967 of Singapore.			
7.	To authorise directors to offer and grant options and to issue shares under the Metis Energy Share Option Scheme 2022.			
8.	To authorise directors to grant awards and to issue shares under the Metis Energy Performance Share Scheme 2022.			
9.	To approve the renewal of the Shareholders' Mandate for interested person transactions.			

Dated this _____ day of April 2025

Signature(s) of member(s)/Common Seal of corporate member

* Delete as applicable

IMPORTANT

PLEASE READ NOTES OVERLEAF

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	
Total	

Notes:

1. A member should insert the total number of ordinary shares in the capital of the Company (“**Shares**”) held. If the member has Shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of Shares. If the member has Shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of Shares. If a member has Shares entered against his/her/its name in the Depository Register and Shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of Shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members. If no number is inserted, this instrument appointing a proxy or proxies will be deemed to relate to all Shares held by the member.
2. A member of the Company entitled to attend and vote at a meeting of the Company (other than a member who is a relevant intermediary) is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member of the Company (other than a member who is a relevant intermediary) appoints more than one proxy, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. Pursuant to Section 181 of the Companies Act 1967 of Singapore (“**Companies Act**”), a member of the Company who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote at the 2025 AGM instead of such member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act.

5. The instrument appointing a proxy(ies) (“**Proxy Forms**”) must be submitted to the Company in the following manner:
 - (a) if submitted in hard copy and sent by post, the Proxy Forms must be lodged at the Company’s registered office at 133 New Bridge Road, #18-01/02 Chinatown Point, Singapore 059413; or
 - (b) if submitted electronically, the Proxy Forms must be submitted via email to the Company at investor.relations@metisenergy.com, in either case, at least 48 hours before the time for holding the 2025 AGM, by no later than **9.30 a.m. on 23 April 2025** (the “**Proxy Deadline**”).

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

6. Investors who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act (including CPFIS and SRS Investors) and who wish to exercise their votes by appointing a proxy or proxies should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS agent banks) to submit their voting instructions by 9.30 a.m. on 14 April 2025 (being seven (7) working days before the date of 2025 AGM) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies), to vote on their behalf **no later than the Proxy Deadline**.
7. Completion and return of a Proxy Form by a member shall not prevent the member of the Company from attending, speaking and voting at the 2025 AGM if the member so wishes. Any appointment of proxy(ies) shall be deemed to be revoked if a member of the Company attends the meeting in person, and in such event, the Company reserves the right to refuse any proxy(ies) appointed under the relevant Proxy Form to the 2025 AGM.
8. The instrument appointing a proxy(ies) must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
9. A corporation which is a member of the Company may, in accordance with Section 179 of the Companies Act, authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the 2025 AGM.
10. The Company shall be entitled to reject the instrument appointing a proxy(ies) 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 or proxies.
11. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged if the member of the Company, being the appointor, is not shown to have Shares entered against his/her/its names in the Depository Register as at 72 hours before the time appointed for holding the 2025 AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2025 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 2025 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2025 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, “**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 warranty.