



**CHEMOIL ENERGY LIMITED**  
(Company Registration No. 200591)  
(Incorporated in Hong Kong with limited liability)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Chemoil Energy Limited ("the Company") will be held at Casuarina Suite B, Level 3, Raffles Hotel Singapore, 1 Beach Road, Singapore 189673 on Friday, 25 April 2008 at 2.30 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2007 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a first and final dividend of US\$0.005 or one half of one US cent per ordinary share for the year ended 31 December 2007 (2006: US\$0.01 or one US cent per ordinary share). **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to Articles 119 and 126 of the Articles of Association of the Company:

Mr Koji Takayanagi	(Retiring under Article 119)	<b>(Resolution 3)</b>
Mr Philip Calvin Anderson	(Retiring under Article 119)	<b>(Resolution 4)</b>
Mr Peter Michael Meade	(Retiring under Article 126)	<b>(Resolution 5)</b>

*Mr Philip Calvin Anderson will, upon re-election as a Director of the Company, remain as Chairman of the Nominating and Remuneration Committee and will be considered independent.*

*Mr Peter Michael Meade will, upon re-election as a Director of the Company, remain as a member of the Audit Committee and Nominating and Remuneration Committee and will be considered independent.*

- To approve the payment of Directors' fees of US\$576,579 for the year ended 31 December 2007 (2006: US\$122,667). **(Resolution 6)**
- To re-appoint Messrs PricewaterhouseCoopers, Hong Kong as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
- 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 resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares up to 50 per centum (50%) of the issued shares in the capital of the Company

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Directors of the Company be empowered to

- issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- 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

- (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:

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments 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 issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the issued share capital of the Company at the time of the passing of this Resolution, after adjusting for:

- new shares arising from the conversion or exercise of the Instruments or any convertible securities;
- new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of the passing of this Resolution; and
- any subsequent bonus issue, consolidation or subdivision of shares;

- (in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and

- unless revoked or varied by the Company in a general meeting, such authority shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments. [See Explanatory Note (i)]

**(Resolution 8)**

- Authority to Issue Shares Under the 2006 Share Option Scheme**

That the Directors of the Company be authorised and empowered to offer and grant options under the 2006 Share Option Scheme ("the 2006 Scheme") and to 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 options granted by the Company under the 2006 Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the 2006 Scheme shall not exceed five per centum (5%) of the issued share capital of the Company 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 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 earlier. [See Explanatory Note (ii)]

**(Resolution 9)**

- Renewal of Shareholders' Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in Annexure A of the Company's Appendix to the Notice of Annual General Meeting dated 2 April 2008 ("Appendix") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out in the normal course of business, at arm's length and on commercial terms and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the Company's Appendix (the "Shareholders' Mandate");

- the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier; and

- authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit. [See Explanatory Note (iii)]

**(Resolution 10)**

By Order of the Board

Tan San-Ju  
Yvonne Yap  
Representing Company Secretary  
- Karalon Limited  
Singapore, 2 April 2008

### Explanatory Notes:

- The Ordinary Resolution 8 in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 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 issued share capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

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

- The Ordinary Resolution 9 in item 8 above, if passed, will empower the Directors of the Company, from the date of this Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the 2006 Scheme up to a number not exceeding in total (for the entire duration of the 2006 Scheme) five per centum (5%) of the issued share capital of the Company from time to time ("the five percent Limit"). The five per cent Limit is calculated by including the shares which have already been allotted and issued pursuant to the exercise of options under the 2006 Scheme since the implementation of the 2006 Scheme.

- The Ordinary Resolution 10 proposed in item 9 above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Notice of Annual General Meeting and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a 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 of the Company is required by law to be held whichever is the earlier.

### Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If a shareholder of the Company, being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) wishes to attend and vote at the Meeting, he must be shown to have Shares entered against his name in the Depository Register, as certified by the CDP, at least forty-eight (48) hours before the time of the Meeting.
- If a Depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the Company's Share Transfer Agent's office in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd. at 3 Church Street, #08-01 Samsung Hub, Singapore 049483, at least forty-eight (48) hours before the time of the Meeting.