



**H2G GREEN LIMITED**

(Company Registration Number 199806046G)  
(Incorporated in the Republic of Singapore)

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of H2G Green Limited (the “**Company**”) will be held at 213 Henderson Road, #01-08 Henderson Industrial Park, Singapore 159553 on Thursday, 25 April 2024 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

*All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 10 April 2024 (“**Circular**”).*

### **ORDINARY RESOLUTIONS**

**RESOLUTION 1: PROPOSED ACQUISITION OF 100% OF THE ISSUED SHARES OF T T J GREENFUEL PTE. LTD. (“TTJ”) BY GREEN ENERGY INVESTMENT HOLDING PRIVATE LIMITED (“GEIH”), A SUBSIDIARY OF THE COMPANY (“PROPOSED TTJ ACQUISITION”), AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF CATALIST RULES**

THAT:

- (a) pursuant to Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), approval be and is hereby given for GEIH, an approximately 50.15%-owned subsidiary of the Company (on a fully diluted and as-converted basis), to undertake the Proposed TTJ Acquisition on the terms and conditions set out in the sale and purchase agreement dated 15 August 2023 entered into between GEIH and T T J Holdings Limited in relation to the Proposed TTJ Acquisition, particulars of which are set out in the Circular; and
- (b) the directors of the Company (“**Directors**”) and each of them be and are hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document as may be required in connection with the Proposed TTJ Acquisition) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed TTJ Acquisition and the matters contemplated by this Ordinary Resolution 1.

**RESOLUTION 2: PROPOSED ALLOTMENT AND ISSUE OF 126,507,423 NEW ORDINARY SHARES BY THE COMPANY TO DIRECT UNION LIMITED (“DUL”) (OR IF DUL DIRECTS, HONGKONG CHINA TREASURY LIMITED (“HKCT”)) (“PROPOSED SHARE ISSUANCE”), IN CONSIDERATION FOR THE ACQUISITION OF SHARES HELD BY DUL IN GASHUBUNITED UTILITY PRIVATE LIMITED (“PROPOSED GU ACQUISITION”)**

THAT:

- (a) approval be given to the Directors for the purposes of Rules 805 and 812 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) to allot and issue 126,507,423 new ordinary shares in the capital of the Company (“**Shares**”) (“**Consideration Shares**”) to DUL (or if DUL directs, HKCT) at the issue price of S\$0.0163 per Consideration Share (fractional entitlements to be disregarded) in satisfaction of the Purchase Consideration for the Proposed GU Acquisition; and
- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Share Issuance pursuant to the Proposed GU Acquisition and matters contemplated by this Ordinary Resolution 2.

By Order of the Board  
**H2G GREEN LIMITED**

Lim Shao-Lin  
Executive Director and Chief Executive Officer  
10 April 2024

## Important Information

1. All shareholders of the Company are invited to attend the EGM physically. There will be no option for shareholders to participate virtually. Printed copies of the Notice of EGM and Proxy Form will be despatched to shareholders. These documents (together with the Circular) are available on the Company's website at the URL <https://www.h2g.green> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Shareholders who wish to submit substantial and relevant questions relating to resolutions as set out in this notice and the accompanying Circular in advance of the EGM may do so in the following manner:
  - (a) by post to the registered office of the Company at 39 Kaki Bukit Place, Eunos Techpark, Singapore 416217; or
  - (b) via email to [ir@h2g.green](mailto:ir@h2g.green).

in each case, all questions must be submitted by 2.30 p.m. on Wednesday, 17 April 2024 (being at least seven (7) calendar days after the date of the Notice of EGM).

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on the Company's website at the URL <https://www.h2g.green> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> before 2.30 p.m. on Saturday, 20 April 2024. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. Shareholders who wish to exercise their voting rights at the EGM may:
  - (a) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
  - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
4.
  - (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
  - (b) A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

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

5. A proxy need not be a shareholder of the Company. A shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
6. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
  - (a) by post to the office of the Company's share registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
  - (b) via email to [main@zicoholdings.com](mailto:main@zicoholdings.com),

in each case, by 2.30 p.m. on Monday, 22 April 2024 (being not less than 72 hours before the time appointed for holding the EGM).

7. A shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is sent to him/her/it/by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNET or the Company's website.
- After completing and signing the Proxy Form, he/she/it should submit it to the Company's Share Registrar, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
8. CPFIS Investors and SRS Investors who hold the Company's shares through CPF Agent Banks and/or SRS Operators:
- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,
- in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) business days before the EGM (i.e. by 2.30 p.m. on Tuesday, 16 April 2024), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 2.30 p.m. on Monday, 22 April 2024 (being not less than 72 hours before the time appointed for holding the EGM).
9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.
11. The Circular has been published and can be accessed on the Company's website at the URL <https://www.h2g.green> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

A shareholder who wishes to request for a printed copy of the Circular may do so by completing and returning the Request Form which is sent to him/her/it, by Saturday, 20 April 2024:

- (a) by post to the registered office of the Company at 39 Kaki Bukit Place Eunos Techpark Singapore 416217; or
- (b) via email to [ir@h2g.green](mailto:ir@h2g.green).

#### **Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'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 EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the EGM of the Company (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**"); and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express 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. 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 of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.