



GREEN BUILD TECHNOLOGY

GREEN BUILD TECHNOLOGY LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200401338W)

PROPOSED PLACEMENT OF 20,115,000 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or the “**Directors**”) of Green Build Technology Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had, on 26 September 2023 after trading hours, entered into subscription agreements (each a “**Subscription Agreement**”, and collectively the “**Subscription Agreements**”) with each of the subscribers set out in paragraph 2.2 of this announcement (the “**Subscribers**”).
- 1.2 Subject to and upon the terms of the respective Subscription Agreements, the Subscribers have agreed to subscribe and pay for, and the Company will allot and issue to the Subscribers, an aggregate of 20,115,000 new ordinary shares in the share capital of the Company (each a “**Subscription Share**”, and collectively the “**Subscription Shares**”) at an issue price of S\$0.031 (the “**Issue Price**”) for each Subscription Share, amounting to an aggregate sum of S\$623,565 (the “**Subscription Consideration**”) (the “**Proposed Placement**”).

2. DETAILS OF THE PROPOSED PLACEMENT

2.1 The Issue Price

- 2.1.1 The Issue Price of S\$0.031 is equivalent to a 8.8% discount from the volume weighted average price of S\$0.034⁽¹⁾ per Share, based on trades done on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 4 August 2023, being the last full market day on which the shares of the Company (the “**Shares**”) were traded preceding the date and up to the time the Subscription Agreements were signed.

Note:

(1) Rounded to the nearest three (3) decimal places.

2.2 Details of the Subscribers and their respective subscriptions

- 2.2.1 Shareholders should note that information relating to the Subscribers in this paragraph and elsewhere in this announcement were provided by the Subscribers. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.

2.2.2 The details of the Subscribers and their respective subscription of the Subscription Shares are as follows:

Name of Subscriber	Number of existing Shares held	Number of Subscription Shares subscribed	Shareholding prior to the completion of the Proposed Placement ("Completion") as a percentage of the existing issued share capital of the Company ⁽¹⁾	Shareholding (including the number of Subscription Shares subscribed for) as a percentage of enlarged issued share capital of the Company after Completion ⁽²⁾	Subscription Consideration payable (S\$) ⁽³⁾
Peh Chiew Yun	0	8,400,548	3.09%	2.87%	260,417
Nuve Holdings Pte. Ltd. ("NHPL")	0	11,714,452	4.30%	4.01%	363,148
	Total	20,115,000	7.39%	6.88%	623,565

Notes:

- (1) Based on the number of Subscription Shares divided by the existing issued and paid-up share capital of the Company of 272,144,462 fully paid-up ordinary shares immediately before the Proposed Placement.
- (2) Based on the number of Subscription Shares divided by the enlarged issued and paid-up share capital of the Company of 292,259,462 fully paid-up ordinary shares immediately after the Proposed Placement.
- (3) Rounded up to the nearest whole number.

2.2.3 Further information about the Subscribers is set out below:

Name of Subscriber	Background of the Subscriber and the rationale for subscription
Peh Chiew Yun	Ms Peh Chiew Yun ⁽¹⁾ is a private investor and regularly invests in private companies which are in the business of property investment and management.
NHPL	NHPL is an investment holding company incorporated in Singapore. The directors of NHPL are Mr Lim Wei Siong, Ms Lim Shirley, Ms Soh Shil Nie and Ms Soh Shil Fang, Doreen. The directors are also the substantial shareholders of NHPL and their shareholding in NHPL is as follows: (i) Mr Lim Wei Siong ⁽²⁾ – 125,000 ordinary shares (25%); (ii) Ms Lim Shirley ⁽³⁾ – 125,000 ordinary shares (25%); (iii) Ms Soh Shil Nie ⁽⁴⁾ – 125,000 ordinary shares (25%); and (iv) Ms Soh Shil Fang, Doreen ⁽⁵⁾ – 125,000 ordinary shares (25%).

Notes:

- (1) *Ms Peh Chiew Yun is the wife of Mr Lim Wei Siong.*
- (2) *Mr Lim Wei Siong is the cousin of Ms Soh Shil Fang, Doreen and Ms Soh Shil Nie. He is also a director of Hotel Nuve Elements Plus Pte. Ltd., the joint venture company which the Company has a 40% interest in (the “**Joint Venture Company**”). Please refer to the Company’s announcement dated 27 October 2022 for more information on the joint venture.*
- (3) *Ms Lim Shirley is the sister of Mr Lim Wei Siong.*
- (4) *Ms Soh Shil Nie is the sister of Ms Soh Shil Fang, Doreen.*
- (5) *Ms Soh Shil Fang, Doreen is the cousin of Mr Lim Wei Siong and also a director of the Joint Venture Company.*

2.2.4 Pursuant to the Singapore Code on Take-overs and Mergers (the “**Take-over Code**”), the Subscribers would be deemed to be parties who are presumed to be acting in concert as NHPL is a company which is controlled and managed by her husband, Mr Lim Wei Siong and his close relatives, who are substantial shareholders of NHPL. Accordingly, the Subscribers have confirmed to the Company that they would be presumed to be acting in concert.

2.2.5 The Company was introduced to the Subscribers through the business contacts and connections of Mr Chan Mang Ghoon, the Executive Director and Chief Financial Officer of the Company. The aforementioned Subscribers had expressed an interest to invest in the Company through the Proposed Placement for their own respective financial investment purposes.

2.2.6 Save as disclosed above in paragraphs 2.2.3 to 2.2.5 of this announcement, the Subscribers currently do not have any other connections or relationships with the Group, any of the Directors and/or substantial shareholders of the Company.

2.2.7 The Subscribers have each represented and warranted to the Company, *inter alia*, that:

- (i) save where they are deemed to be parties acting in concert with each other under the Take-over Code as described in paragraphs 2.2.3 and 2.2.4 of this announcement, each of them have not acted with any other person and/or entity to obtain or consolidate effective control in the Company through the subscription of the Subscription Shares;
- (ii) each of them is not a Director or a substantial shareholder of the Company, an interested person as defined in Chapter 9 of the SGX-ST Listing Manual: Rules of Mainboard (the “**Mainboard Rules**”) or any other person in the categories set out in Rule 812(1) of the Mainboard Rules;
- (iii) each of them, do not, directly or indirectly, hold any Shares in the Company as at the date of the relevant Subscription Agreements; and
- (iv) each of them is subscribing for the Subscription Shares solely for the purposes of investment and solely for their own benefit and as principal (and not as an underwriter or a placement agent or a nominee or a trustee for any person) and has not entered into any arrangement or agreement to sell or otherwise dispose of any of the Subscription Shares to any person.

2.2.8 The consideration to be paid for the Subscription Shares is the full sum to be capitalised from the Outstanding Sums (as defined below) owing by the Company to the Subscribers under the

Loan Agreements (as defined below). For more information on the Loan Agreements (as defined below), please refer to paragraph 3 of this announcement.

2.3 The Subscription Shares

- 2.3.1 Following Completion, the Company's issued share capital will increase from 272,144,462 Shares as at the date of this announcement to 292,259,462 Shares. The Subscription Shares represent approximately 7.39% of the existing issued share capital of the Company comprising 272,144,462 Shares as at the date of this announcement and will represent approximately 6.88% of the enlarged issued share capital of the Company of 292,259,462 Shares, based on the assumption that there will be no changes to the number of Shares (excluding treasury shares and subsidiary holdings) before Completion. The Company does not hold any treasury shares.
- 2.3.2 The Subscription Shares, when issued and delivered, will be free from all pre-emption rights, charges, liens and other encumbrances and with all rights and benefits attaching thereto and shall rank *pari passu* in all respects with the Shares existing as at the date of the issuance of the Subscription Shares save for dividends, rights, allotments or other distributions, the record date of which falls on or before the date of allotment and issuance of all of the Subscription Shares.
- 2.3.3 The Subscription Shares have not been placed to any person who is a Director or a substantial shareholder of the Company, an interested person as defined in Chapter 9 of the Mainboard Rules or any other person in the categories set out in Rule 812(1) of the Mainboard Rules.
- 2.3.4 The Proposed Placement will not result in a transfer of controlling interest of the Company within the definition of Rule 803 of the Mainboard Rules and there are no share borrowing arrangements for the Proposed Placement. The Proposed Placement is not expected to give rise to any material conflicts of interest.

2.4 Mandate for the allotment and issuance of all of the Subscription Shares

- 2.4.1 The Subscription Shares will be allotted and issued pursuant to the general share issue mandate (the "**General Mandate**") granted by shareholders of the Company (the "**Shareholders**") to the Directors pursuant to Section 161 of the Companies Act 1967 of Singapore by way of an ordinary resolution passed at the annual general meeting of the Company held on 31 July 2023 (the "**FY2022 AGM**").
- 2.4.2 Under the General mandate, the Directors are authorised to, in the case where shares are issued other than on a *pro-rata* basis to existing Shareholders, allot and issue new Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of passing by the Shareholders of the General Mandate, after adjusting for:
- (i) any new Shares arising from the conversion or exercise of any convertible securities which were issued and outstanding or subsisting at the time the General Mandate was approved;
 - (ii) any new Shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time the General Mandate was approved (provided that such options or awards were granted in compliance with the provisions of the Mainboard Rules); and

(iii) any subsequent bonus issue, consolidation or subdivision of Shares.

2.4.3 As at the date of this announcement, the Company has not issued any Shares pursuant to the General Mandate and accordingly, the Company is authorised to issue up to 54,428,892 of Subscription Shares other than on a *pro-rata* basis. The proposed allotment and issuance of 20,115,000 Subscription Shares falls within the limit of the General Mandate obtained at the FY2022 AGM, and represents approximately 7.39% of the issued share capital of the Company of 272,144,462 Shares at the time the approval for the General Mandate was granted.

2.5 Additional Listing Application

The Company will be making an application to the SGX-ST for the listing of and quotation of all of the Subscription Shares on the Mainboard Board of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice in respect of all of the Subscription Shares from SGX-ST (the “**Listing and Quotation Notice**”).

2.6 No payment of introducer fee or placement commission

No introducer fee or placement commission has been paid or will be payable by the Company in connection with the Proposed Placement and no placement agent has been appointed for the Proposed Placement.

2.7 Exemption from the prospectus requirement

The offer and allotment and issuance of the Subscription Shares is made pursuant to the exemption under Section 272B of the Securities and Futures Act 2001 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

3. **RATIONALE FOR THE PROPOSED PLACEMENT**

3.1 The Company has entered into various loan agreements with the Subscribers as set out below:

3.1.1 a loan agreement with Ms Peh Chiew Yun dated 17 October 2022 for an amount of S\$250,000; and

3.1.2 a loan agreement with NHPL dated 24 October 2022 for an amount of S\$350,000,

(collectively the “**Loan Agreements**” and each a “**Loan Agreement**”) pursuant to which the sum of S\$600,000 (the “**Loans**”) and the pro-rated interest of S\$23,565 accrued on the Loans (the “**Outstanding Sums**”) is to be repaid by the Company to the Subscribers on 4 December 2023 and 30 November 2023 respectively.

3.2 The Company subsequently agreed with each of the Subscribers that it will instead issue shares as full and final settlement of the Outstanding Sums in lieu of cash repayment.

3.3 The Loan Agreements were entered into by the Company then to *inter alia*, strengthen its cash position and for the Group’s working capital purposes, especially to fund expenses in connection with targets that the Group was looking to invest in. The Loans were drawn down earlier and utilised for settlement of the expenses and the investment in Joint Venture Company as set out below in paragraph 3.4 of this announcement.

- 3.4 The estimated amount of proceeds from the Proposed Placement (net of the professional fees and listing expenses of S\$42,000 to be incurred in connection with the Proposed Placement) will be S\$558,000 (the “**Net Proceeds**”). The Net Proceeds have been utilised in the following manner:

Use of Net Proceeds	Amount (S\$)⁽¹⁾	As a percentage of the Net Proceeds⁽²⁾
Investment in the Joint Venture Company	250,000	44.80%
Payment of professional fees and listing expenses	104,000	18.64%
Payment of directors’ fees and remuneration	204,000	36.56%
Total	558,000	100%

Notes:

(1) Rounded to the nearest thousand.

(2) Rounded to the nearest two (2) decimal places.

- 3.5 Further, the Proposed Placement is part of the Company’s ongoing and prudent balance sheet management to strengthen its financial position, enlarge its capital base and further enhance the financial flexibility of the Group.
- 3.6 Pursuant to Rule 704(30) of the Mainboard Rules, the Company will make periodic announcements on the utilisation of the Net Proceeds as and when the Net Proceeds are materially disbursed or utilised, and whether such use is in accordance with the stated use. The Company will also provide a status report on the use of the Net Proceeds in the Company’s interim and full year financial statements and the annual report of the Company. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation. Where the Net Proceeds are to be used for working capital, the Company will disclose a breakdown with specific details on the use of the Net Proceeds for working capital in its announcements and annual reports. As of date, the Net Proceeds have been utilised as set out in paragraph 3.4 of this announcement.
- 3.7 The Proposed Placement is in lieu of cash repayment by the Company to the Subscribers of the outstanding amounts under the Loan Agreements, and accordingly, no cash proceeds will be received by the Company from the Subscribers for the Proposed Placement. Subject to and upon completion of the Proposed Placement, the Loan Agreements shall be irrevocably and unconditionally terminated and settled, and the Company shall be fully released and discharged from its obligations under the Loan Agreements, and each of the Subscribers shall have no further or other claims of any nature whatsoever against the Company, arising out or in connection with the Loan Agreements.

4. OTHER SALIENT TERMS OF THE SUBSCRIPTION AGREEMENTS

4.1 Completion

4.1.1 Subject to the terms and conditions of the Subscription Agreements, Completion shall take place on the date falling no later than the fifth (5th) business day after the satisfaction of the last of the conditions precedent to the Subscription Agreements have been satisfied or waived in accordance with the terms of the Subscription Agreements (as the case may be), or such other date as may be agreed in writing between the parties to the Subscription Agreements may mutually agree (the “**Completion Date**”).

4.1.2 On the Completion Date, the Subscribers shall make payment of the Subscription Consideration by issuing a written confirmation to the Company confirming that the Outstanding Sums under the respective Loan Agreements can be capitalised for the purposes of the Proposed Placement.

4.2 Conditions Precedent

4.2.1 Completion is conditional upon, *inter alia*, the following conditions:

- (i) the approval in-principle from the SGX-ST being obtained for the Listing and Quotation Notice of the Subscription Shares and such approval not having been revoked or amended as at the Completion Date, and if the approval is granted subject to conditions, such conditions being reasonably acceptable to the Company, and to the extent that any conditions for the listing and quotation of all of the Subscription Shares are required to be fulfilled on or before Completion Date, they are so fulfilled;
- (ii) the Company obtaining such approval(s) from its Board in connection with the Subscription Agreements and the transactions contemplated herein as may be necessary;
- (iii) the allotment, issue, and subscription of all of the Subscription Shares by the Subscribers not being prohibited by any statute, order, rule, regulation or directive promulgated or issued hereafter by any legislative, executive or regulatory body or authority of Singapore;
- (iv) the representations and warranties of the Company in the Subscription Agreements being true, accurate, and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and the Company having performed in all of its obligations set out in the respective Subscription Agreements on or before the Completion Date;
- (v) the representations and warranties of the Subscribers in the Subscription Agreements being true, accurate and correct as if repeated on and as of the Completion Date, with reference to the then existing circumstances and each of the Subscribers having performed in all of its obligations set out in their respective Subscription Agreements on or before the Completion Date; and
- (vi) there having occurred no material adverse change, or any development reasonably likely to involve a prospective material adverse change, in the financial condition, prospects, earnings, business, undertakings, assets or properties of the Group, whether or not arising from transactions in the ordinary course of business subsequent to the date of the Subscription Agreements.

4.3 Long-Stop Date

Each of the Subscription Agreements is subject to the long-stop date falling six (6) months after the date of the respective Subscription Agreements or any other date that the Subscribers may agree with the Company (the “**Long-Stop Date**”). The Subscription Agreements will terminate on or before the Long-Stop Date (or such later date as the Company and the Subscriber may agree in writing) if any of the conditions precedent set out in paragraph 4.2 of this announcement are not satisfied or otherwise mutually waived by the Company and the respective Subscribers, or the time for performance is not extended by the respective Subscribers. In respect of which, neither of such Subscriber nor the Company shall have any claim against the other for costs, expenses, damages, losses, compensation or otherwise in respect of the subscription of the Subscription Shares by the Subscriber, save for any other rights or liabilities which have accrued prior to such termination or which are expressed to apply after such termination.

5. PREVIOUS PLACEMENT OF NEW SHARES BY THE COMPANY IN THE PAST TWO YEARS

5.1 The Company had on 19 September 2022 completed the placement of 25,466,666 new ordinary shares in the Company at an issue price of S\$0.015 for each subscription share, for an aggregate consideration of S\$382,000.00 (the “**Previous Placement**”).

5.2 As disclosed in the Company’s announcement dated 28 April 2023, the net proceeds from the Previous Placement had been utilised as follows:

	Intended Use of Net Proceeds (S\$’000)	Amount utilised as at 31 December 2022 (S\$’000)	Balance as at 31 December 2022 (S\$’000)
Payment of professional fees and listing expenses	267	267	-
Payment of directors’ fees and remuneration	100	100	-
Total	367	367	-

5.3 The utilisation of the net proceeds is in accordance with the stated use of such proceeds. As at 31 December 2022, the net proceeds from the Previous Placement have been fully utilised.

6. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

6.1 Assumptions

6.1.1 The *pro forma* financial effects of the Proposed Placement on the Group are set forth below and have been computed based on the audited financial statements of the Group for its financial year ended 31 December 2022 (“**FY2022**”).

6.1.2 The financial effects of the Proposed Placement are based on the following bases and assumptions:

- (i) the Subscription Shares are fully placed out;

- (ii) the estimated fees and expenses (including professional fees and listing expenses in relation to the Proposed Placement) incurred by the Company in connection with the Proposed Placement is approximately S\$42,000;
- (iii) the financial effect on the net tangible liabilities per Share is computed based on the assumption that the Proposed Placement was completed on 31 December 2022;
- (iv) the financial effect on the loss per Share is computed based on the assumption that the Proposed Placement was completed on 31 December 2022; and
- (v) the use of the Monetary Authority of Singapore currency exchange rate as of 25 September 2023 of S\$1.00 to RMB5.35⁽¹⁾.

Note:

(1) Rounded to the nearest two (2) decimal places.

6.2 Share capital

Details on the share capital of the Company before and after the allotment and issuance of all of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Issued and paid-up share capital (S\$'000)	25,727	26,327
Number of Shares as at 31 December 2022 (excluding treasury shares) ⁽¹⁾	272,144,462	292,259,462

Note:

(1) As at the date of this announcement, the Company does not hold any treasury shares.

6.3 Net Tangible Liabilities ("NTL")

Details on the NTL per Share of the Group before and after the allotment and issuance of all of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
NTL of the Group as at 31 December 2022 (RMB'000)	(99,772)	(96,562)
Total number of issued and paid-up Shares (excluding treasury shares) ⁽¹⁾	272,144,462	292,259,462
NTL per Share of the Group (RMB cents)	(0.37)	(0.33)

Note:

(1) As at the date of this announcement, the Company does not hold any treasury shares.

6.4 Loss per Share (“LPS”)

Details on the LPS of the Group before and after the allotment and issuance of all of the Subscription Shares are as follows:

	Before the allotment and issuance of all Subscription Shares	After the allotment and issuance of all Subscription Shares
Net loss for FY2022 (RMB'000)	(165,339)	(165,339)
Weighted average number of Shares	253,864,000	292,259,462
LPS (RMB cents)	(65.13)	(0.57)

6.5 The *pro forma* financial effects of the Proposed Placement are presented solely for illustrative purposes only and are not intended to be indicative or reflective of the actual financial position of the Group after Completion.

7. **CONFIRMATION BY DIRECTORS**

In accordance with Rule 814(1)(f) of the Mainboard Rules, the Directors are of the opinion that after taking into consideration:

- (i) the present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for reasons provided in paragraph 3 of this announcement; and
- (ii) the present bank facilities available to the Group and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

8. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors and their respective associates, and to the best of the knowledge of the Directors, none of the substantial shareholders of the Company, as well as their respective associates, has any interest, whether direct or indirect, in the Proposed Placement (other than in his capacity as Director or Shareholder of the Company, as the case may be).

9. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. DOCUMENT AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements are available for inspection during the normal business hours at the registered office of the Company at 16 Raffles Quay, #17-03 Hong Leong Building, Singapore 048581 for a period of three (3) months from the date of this announcement.

11. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Placement (including any material developments and progress made) as may be appropriate from time to time.

12. CAUTIONARY STATEMENT

Shareholders and potential investors should note that the Proposed Placement is subject to the fulfilment of, *inter alia*, the conditions precedent set out above, and accordingly, should exercise caution when trading in the Shares. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

By Order of the Board

Li Mingyang

Chairman and Executive Director of the Board

26 September 2023