



GREEN BUILD TECHNOLOGY

GREEN BUILD TECHNOLOGY LIMITED

(Company Registration No. 200401338W)

(Incorporated in the Republic of Singapore)

(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

DATE	:	Thursday, 30 June 2022
PLACE	:	Held via live webcast and audio only means
TIME	:	10.00 a.m.
PRESENT	:	Mr Chan Mang Ghoon - Executive Director and Chief Financial Officer Mr Li Mingyang - Executive Director and Chief Business Development Officer Mr Soh Yeow Hwa - Independent Director Mr Ng Poh Khoon - Independent Director
IN ATTENDANCE	:	Mr Lim Kok Meng - Company Secretary Ms Jacelyn Chua - From the Company Secretary's Office Ms Janice Low - From the Company Secretary's Office Ms Lim Shi Wen - From the Company Secretary's Office Mr Lim Kok Heng - Representative from the Company's Independent Auditors, Baker Tilly TFW LLP Ms Amanda See - Representative from the Company's Independent Auditors, Baker Tilly TFW LLP Ms Adeline Ng - Representative from the Company's Independent Auditors, Baker Tilly TFW LLP Mr Ho Chu Cheng - Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd Ms Lau Shee Ren - Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd : Shareholders - As per the attendance list maintained by the Company
ABSENT APOLOGIES	WITH :	Ms Wu Xueying - Executive Director and Chief Executive Officer Mr Dong Congwen - Independent Director

CHAIRMAN OF THE MEETING : Mr Chan Mang Ghoon**1. INTRODUCTION BY CHAIRMAN**

The chairman of the Meeting, Mr Chan Mang Ghoon (the “**Chairman**”) welcomed the shareholders to the Company’s annual general meeting (the “**AGM**” or “**Meeting**”) via the live audio-and-video webcast and live audio feed.

2. QUORUM

- 2.1. The Chairman thanked shareholders for their participation and apologised for any inconvenience caused in holding the AGM virtually. The Chairman then introduced the Directors, Company Secretary, the representatives from the Company Secretary’s Office, the Independent Auditors and the Share Registrar to the Meeting.
- 2.2. The Chairman informed the Meeting that the SGX-ST had issued regulations stating that attendance by electronic means was as good as physical attendance at a general meeting. Therefore, as there was a quorum present for the Meeting, the Chairman formally called the Meeting to order.
- 2.3. The Chairman informed the Meeting that the Executive Director and Chief Executive Officer, Ms Wu Xueying was unable to attend the Meeting as she was unwell, while one of the Independent Directors, Mr Dong Congwen was unable to attend the meeting as he had to travel urgently for a personal matter, and apologised on their behalf for their absence.

3. NOTICE OF MEETING

- 3.1. The Chairman referred the Meeting to the notice of meeting dated 15 June 2022 (the “**Notice of Meeting**”) and the Company’s Annual Report for the year ended 31 December 2021, which were supplemented by the Company’s announcement dated 15 June 2022, and which have been published on SGXNET.
- 3.2. The Chairman took the Notice of Meeting was taken as read.

4. POLLING PROCESS

- 4.1. The Chairman informed the Meeting that in line with the Listing Manual of the SGX-ST, voting at the Meeting would be conducted by way of poll. There would therefore be no physical voting conducted for the Meeting. All votes were to be counted on the basis of the proxy forms submitted to the Company or its Share Registrar as at 10.00 a.m. on 28 June 2022. In this regard, the Share Registrar had counted the proxy votes received as at the cut-off date on 28 June 2022 at 10.00 a.m. and Gateway 21 Pte Ltd, the independent scrutineer for the AGM, had verified the votes cast through the proxy forms.
- 4.2. The Chairman informed the Meeting that he will announce the results of the votes for each resolution after each resolution has been formally proposed.

AS ORDINARY BUSINESS**5. ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE DIRECTORS’ STATEMENT AND THE AUDITORS’ REPORT OF THE COMPANY**

- 5.1. The Chairman informed the Meeting that Ordinary Resolution 1 was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2021 (“**FY2021**”) and the Directors’ Statement and the Auditors’ Report thereon. In this regard, as the Audited Financial Statements for FY2021, the Directors’ Statement and the Auditors’ Report had

Minutes of the Annual General Meeting held on 30 June 2022

been in the hands of the shareholders for the prescribed period of not less than 14 days, it was proposed, with the shareholders' permission, that the documents be taken as read.

- 5.2. The following Ordinary Resolution 1 was proposed by the Chairman:

"To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2021 together with the Directors' Statement and the Auditors' Report of the Company."

- 5.3. The Chairman informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 1 To receive and adopt the audited financial statements	84,408,600	84,408,600	100	0	0

- 5.4. Based on the results of the votes, it was declared that Ordinary Resolution 1 had been carried unanimously.

6. ORDINARY RESOLUTION 2 – TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO S\$75,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022, TO BE PAID QUARTERLY IN ARREARS

- 6.1. The Chairman informed the Meeting that Ordinary Resolution 2 was to approve the payment of Director's fees of up to S\$75,000.00 for the financial year ending 31 December 2022 to be paid quarterly in arrears.

- 6.2. The following Ordinary Resolution 2 was proposed by the Chairman:

"To approve the payment of Directors' fees of up to S\$75,000 for the financial year ending 31 December 2022 to be paid quarterly in arrears."

- 6.3. The Chairman informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 2 To approve the payment of directors' fees	84,408,600	84,408,600	100	0	0

Minutes of the Annual General Meeting held on 30 June 2022

- 6.4. Based on the results of the votes, it was declared that Ordinary Resolution 2 had been carried unanimously.

7. ORDINARY RESOLUTION 3 – TO RE-ELECT MS WU XUEYING, WHO IS RETIRING IN ACCORDANCE WITH REGULATION 91 OF THE COMPANY’S CONSTITUTION, AS DIRECTOR OF THE COMPANY

- 7.1. The Chairman informed the Meeting that Ordinary Resolution 3 was to re-elect Ms Wu who was retiring as a director by rotation and, being eligible, had offered herself for re-election. Ms Wu will, upon re-election, remain as an Executive Director and Chief Executive Officer.

- 7.2. The following Ordinary Resolution 3 was proposed by the Chairman:

“To re-elect Ms Wu Xueying, who is retiring in accordance with Regulation 91 of the Company’s Constitution, as Director of the Company.”

- 7.3. The Company Secretary informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 3 To re-elect Ms Wu Xueying	84,408,600	0	0	84,408,600	100

- 7.4. Based on the results of the votes, it was declared that Ordinary Resolution 3 was not passed.

8. ORDINARY RESOLUTION 4 – TO RE-ELECT MR NG POH KHOON, WHO IS RETIRING IN ACCORDANCE WITH REGULATION 91 OF THE COMPANY’S CONSTITUTION, AS DIRECTOR OF THE COMPANY

- 8.1. The Chairman informed the Meeting that Ordinary Resolution 4 was to re-elect Mr Ng Poh Khoon who was retiring as a director by rotation and, being eligible, had offered himself for re-election. Mr Ng will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee, and a member of the Audit and Remuneration Committees.

- 8.2. The following Ordinary Resolution 4 was proposed by the Chairman:

“To re-elect Mr Ng Poh Khoon, who is retiring in accordance with Regulation 91 of the Company’s Constitution, as Director of the Company.”

- 8.3. The Chairman informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)

Minutes of the Annual General Meeting held on 30 June 2022

Ordinary Resolution 4 To re-elect Mr Ng Poh Khoo	84,408,600	84,408,600	100	0	0
--	------------	------------	-----	---	---

8.4. Based on the results of the votes, it was declared that Ordinary Resolution 4 had been carried unanimously.

9. ORDINARY RESOLUTION 5: TO RE-ELECT MR CHAN MANG GHOON, WHO IS RETIRING IN ACCORDANCE WITH REGULATION 97 OF THE COMPANY'S CONSTITUTION, AS DIRECTOR OF THE COMPANY

9.1. The Chairman informed the Meeting that Ordinary Resolution 5 related to his re-election and passed the chair to the Company Secretary to carry out the proceedings.

9.2. The Company Secretary informed the Meeting that Ordinary Resolution 5 was to re-elect Mr Chan who was retiring as a director by rotation and, being eligible, had offered himself for re-election. Mr Chan will, upon re-election, remain as an Executive Director and Chief Financial Officer.

9.3. The following Ordinary Resolution 5 was proposed by the Company Secretary on behalf of the Chairman:

"To re-elect Mr Chan Mang Ghoo, who is retiring in accordance with Regulation 97 of the Company's Constitution, as Director of the Company."

9.4. The Company Secretary informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 5 To re-elect Mr Chan Mang Ghoo	84,408,600	84,408,600	100	0	0

9.5. Based on the results of the votes, it was declared that Ordinary Resolution 5 had been carried unanimously.

9.6. The Company Secretary then passed the chair back to Mr Chan to carry out the proceedings of the AGM.

10. ORDINARY RESOLUTION 6: TO RE-ELECT MR LI MINGYANG, WHO IS RETIRING IN ACCORDANCE WITH REGULATION 97 OF THE COMPANY'S CONSTITUTION, AS DIRECTOR OF THE COMPANY

10.1. The Chairman informed the Meeting that Ordinary Resolution 6 was to re-elect Mr Li who was retiring as a director by rotation and, being eligible, had offered himself for re-election. Mr Li will, upon re-election, remain as an Executive Director and Chief Business Development Officer.

10.2. The following Ordinary Resolution 6 was proposed by the Chairman:

Minutes of the Annual General Meeting held on 30 June 2022

“To re-elect Mr Li Mingyang, who is retiring in accordance with Regulation 97 of the Company’s Constitution, as Director of the Company.”

- 10.3. The Chairman informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 6 To re-elect Mr Li Mingyang	84,408,600	84,408,600	100	0	0

- 10.4. Based on the results of the votes, it was declared that Ordinary Resolution 6 had been carried unanimously.

11. ORDINARY RESOLUTION 7: TO RE-APPOINT BAKER TILLY TFW LLP AS THE INDEPENDENT AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

- 11.1. The Chairman informed the Meeting that Ordinary Resolution 7 was to consider the re-appointment of Baker Tilly TFW LLP as the independent auditors of the Company and to authorise the Directors of the Company to fix their remuneration for the financial year ending 31 December 2022.

- 11.2. The following Ordinary Resolution 7 was proposed by the Chairman:

“To re-appoint Baker Tilly TFW LLP as the Independent Auditors of the Company and to authorise the Directors to fix their remuneration for the financial year ending 31 December 2022.”

- 11.3. The Chairman informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 7 To re-appoint Baker Tilly TFW LLP as Auditors	84,408,600	84,408,600	100	0	0

- 11.4. Based on the results of the votes, it was declared that Ordinary Resolution 7 had been carried unanimously.

12. ANY OTHER ORDINARY BUSINESS

The Chairman informed the shareholders that no notice of any other business had been received by the Company, or the Company Secretary's office. The Chairman therefore moved on with the Special Business to be transacted at the Meeting.

AS SPECIAL BUSINESS

13. ORDINARY RESOLUTION 8 – AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT, 1967 OF SINGAPORE (“COMPANIES ACT”) AND RULE 806(2) OF THE LISTING MANUAL (THE “LISTING MANUAL”) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

13.1. The Chairman informed the Meeting that Ordinary Resolution 8 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act and Rule 806(2) of the Listing Manual, the details of which had been set out in the text of the resolution in item 9 of the Notice of Meeting.

13.2. The following Ordinary Resolution 8 was proposed by the Chairman:

“That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company 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, to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “**Instruments**”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) notwithstanding that the authority conferred by the shareholders may have ceased to be in force, issue shares pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:
 - (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
 - (A) new shares arising from the conversion or exercise of convertible securities, or

Minutes of the Annual General Meeting held on 30 June 2022

- (B) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; or
 - (C) any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
- (c) such authority shall, unless revoked or varied by the Company at 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 of the Company is required by law to be held, whichever is earlier."

- 13.3. The Chairman informed shareholders that the results of the valid votes cast, which had been verified by the scrutineers, were as follows:

Resolution Number and Details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Resolution 8 Authority to issue shares	84,408,600	84,408,600	100	0	0

- 13.4. Based on the results of the votes, it was declared that Ordinary Resolution 8 had been carried unanimously.

14. QUESTIONS

- 14.1. The Chairman informed the Meeting that in the Company's announcement to shareholders released on 15 June 2022, the Company had informed shareholders that questions relating to any item of the agenda of the Notice of Meeting could be submitted by way of email at least 48 hours prior to the closing date and time for the lodgement of the proxy forms.
- 14.2. The Chairman informed the Meeting that that the Company did not receive any questions from shareholders.

15. CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed at 10.14 a.m. The Chairman then thanked the shareholders for attending the Meeting and wished everyone good health and safety.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**CHAN MANG GHUON
CHAIRMAN OF THE MEETING**