



Company Registration No. 199806046G)
(Incorporated in the Republic of Singapore)

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF H2G GREEN LIMITED, HELD BY ELECTRONIC MEANS ON MONDAY, 16 JANUARY 2023 AT 10.00 A.M. (THE “EGM” OR “MEETING”)

All capitalised terms used and not defined herein shall have the same meanings given to them in the circular to shareholders of the Company dated 30 December 2022 (“Circular”) unless otherwise expressly stated or the context otherwise requires.

PRESENT

Mr Lau Ping Sum Pearce	(Non-Executive Chairman and Independent Director)
Mr Lim Shao-Lin	(Chief Executive Officer and Executive Director)
Mr Koh Beng Leong	(Executive Director - Finance)
Ms Leow Sau Wan	(Executive Director)
Mr Chia Soon Hin William	(Independent Director)
Mr Tay Shui Wen	(Independent Director)
Mr Gerard Low	(Chief Financial Officer)

IN ATTENDANCE

As set out in the attendance list maintained by the Company.

1. CHAIRMAN

Mr Lau Ping Sum Pearce, the Non-Executive Chairman of the Board and Independent Director of the Company (the “**Chairman**”), took the chair of the EGM and welcomed and thanked the shareholders of the Company (“**Shareholders**”) for their participation at the EGM proceedings.

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 10.00 a.m.

3. NOTICE OF MEETING

The Notice of EGM dated 30 December 2022 (the “**Notice**”), having been made available previously to Shareholders by electronic means on the SGX website and the Company’s website, was taken as read

4. PRESENTATION BY CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

Mr Lim Shao-Lin (“**Mr Lim**”), the Chief Executive Officer and Executive Director of the Company presented a brief background on the Proposed Investment (as defined below), including a brief overview of the Proposed Investment and Green Energy Investment Holding Private Limited, a summary of the terms of Proposed Investment and use of funds, and the rationale of the Proposed Investment.

Please refer to the Company’s announcement in relation to the Results of EGM released on the SGXNet and the Company’s website on 16 January 2023, for a copy of the presentation slides.

5. QUESTIONS FROM SHAREHOLDERS

The Chairman informed that the Company had not received any questions from the Shareholders relating to the items on the agenda of the EGM prior to the Meeting. The Chairman then invited Shareholders who were accessing the EGM proceedings to submit any questions relating to the items on the agenda of the EGM through the “live” chat function. Questions from Shareholders would be addressed during the Question and Answer (“Q&A”) session.

As there were no questions received from Shareholders relating to the resolutions set out in the EGM Notice during the Q&A session, the Chairman continued with the formal proceedings of the EGM.

6. POLL VOTING

The Chairman informed Shareholders that in accordance with Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”), all motions tabled at the EGM would be voted on by way of a poll pursuant to Regulation 74 of the Company’s Constitution. All the proposed motions tabled at the EGM would require a simple majority of votes for them to be carried.

The Chairman further informed that he had been appointed as proxy by certain Shareholders to vote on their behalf in his capacity as Chairman of the Meeting and had voted in accordance with their instructions. The valid proxy forms received by the Company had been counted by the Polling Agent and verified by the Scrutineer.

The Company had appointed M & C Services Private Limited and Agile 8 Solutions Pte. Ltd. as Polling Agent and Scrutineer respectively for the EGM.

The Chairman directed that Shareholders present may proceed to cast their votes after each resolution had been formally proposed and seconded, and the results of the votes would be announced after the voting has ended.

Further to this, the Chairman informed that Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional. This meant that if either Ordinary Resolution were not approved, both Ordinary Resolutions 1 and 2 would not be deemed to be duly passed.

7. ORDINARY RESOLUTION 1: THE PROPOSED ALLOTMENT AND ISSUE OF UP TO AN AGGREGATE OF 998 CLASS A CONVERTIBLE PREFERENCE SHARES BY GREEN ENERGY INVESTMENT HOLDING PRIVATE LIMITED TO RD PROPERTY HOLDINGS PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

The Chairman presented the first item on the Notice which was to seek Shareholders’ approval for the proposed allotment and issue of up to an aggregate of 998 Class A convertible preference shares by Green Energy Investment Holding Private Limited to RD Property Holdings Pte. Ltd. (“**Proposed Investment**”) as a major transaction under Chapter 10 of the Catalist Rules. The proposed Ordinary Resolution 1 as set out in the Notice was taken as read.

The Chairman put the following motion to the Meeting:

“THAT, contingent upon the passing of Ordinary Resolution 2:

- (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 the Proposed Investment on the terms and subject

to the conditions set out in the share subscription agreement dated 14 December 2022 entered into between the Company, Green Energy Investment Holding Private Limited (“**GEIH**”), RD Property Holdings Pte. Ltd. (the “**Investor**”) and Mr Lim Shao-Lin in relation to the Proposed Investment (“**SSA**”), particulars of which are set out in the Circular;

- (b) the directors of the Company (“**Directors**”) and each of them be and are hereby authorised to take such steps, make such amendments to the terms and conditions of the SSA (provided that the amendments are not material), enter into all such transactions, arrangements and agreements and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) 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 Investment and matters contemplated by this Ordinary Resolution 1.”

The motion was duly proposed and seconded by a Shareholder respectively.

8. ORDINARY RESOLUTION 2: THE PROPOSED MATERIAL DILUTION OF 20% OR MORE OF THE COMPANY’S SHAREHOLDING INTEREST IN GREEN ENERGY INVESTMENT HOLDING PRIVATE LIMITED PURSUANT TO THE PROPOSED INVESTMENT

The Chairman presented the second item on the Notice which was to seek Shareholders’ approval for the proposed material dilution of 20% or more of the Company’s shareholding interest in GEIH pursuant to the Proposed Investment (the “**Proposed Dilution**”). The proposed Ordinary Resolution 2 as set out in the Notice was taken as read.

The Chairman put the following motion to the Meeting:

“THAT, contingent upon the passing of Ordinary Resolution 1:

- (a) pursuant to Chapter 8 of the Catalist Rules, approval be and is hereby given to the Company for a material dilution of 20% or more of the Company’s shareholding interest in GEIH resulting from the proposed allotment and issue of up to an aggregate of 998 Class A convertible preference shares in the capital of GEIH to the Investor pursuant to the Proposed Investment;
- (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 Dilution and matters contemplated by this Ordinary Resolution 2.”

The motion was duly proposed and seconded by a Shareholder respectively.

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9. POLL RESULTS

Shareholders proceeded to vote on the resolutions. The Chairman announced the poll results as follows:

RESOLUTION	NO. OF SHARES FOR	% FOR	NO. OF SHARES AGAINST	% AGAINST
Ordinary Resolution 1	634,372,139	100%	0	0%
Ordinary Resolution 2	634,372,139	100%	0	0%

The Chairman declared all the motions carried.

10. END OF MEETING

The Chairman declared the Meeting closed at 10.20 a.m. and thanked all present for attending the Meeting.

Signed as a correct record,

Lau Ping Sum Pearce
Chairman of the Meeting