



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

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of **GREEN BUILD TECHNOLOGY LIMITED** (the “Company”) will be held on Friday, 30 April 2021 at 10.00 a.m. by electronic means for the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors’ Statement and the Auditors’ Report of the Company. **(Resolution 1)**
2. To approve the payment of Directors’ fees of up to S\$75,000 for the financial year ending 31 December 2021 to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr Dong Congwen, who is retiring in accordance with Regulation 91 of the Company’s Constitution, as Director of the Company. **(Resolution 3)**
[See Explanatory Note (i)]
4. To re-elect Mr Soh Yeow Hwa, who is retiring in accordance with Regulation 91 of the Company’s Constitution, as Director of the Company. **(Resolution 4)**
[See Explanatory Note (ii)]
5. To re-appoint Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

7. **Authority to issue shares** **(Resolution 6)**

“That, pursuant to Section 161 of the Companies Act, Cap. 50 (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:

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:

 - (i) new shares arising from the conversion or exercise of convertible securities, or
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; or
 - (iii) 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.”

[See Explanatory Note (iii)]
8. **Renewal of Shareholders’ Mandate for Interested Person Transactions** **(Resolution 7)**

“That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

 - (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and 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 the Appendix to the Annual Report (the “Appendix”) with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the “Shareholders’ Mandate”);
 - (b) 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
 - (c) 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 (iv)]

By Order of the Board

Wu Xueying
Chief Executive Officer and Executive Director
15 April 2021

Explanatory Notes:

- (i) Mr Dong Congwen will, upon re-election as a Director of the Company, remain as an Independent Director, and member of the Audit Committee, Remuneration Committee and Nominating Committee. Mr Dong will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (ii) Mr Soh Yeow Hwa will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit and Remuneration Committees and a member of the Nominating Committee. Mr Soh will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (iii) Ordinary Resolution 6 proposed in item 7 is to empower the Directors, from the date of the passing of Ordinary Resolution 6 to the date of the next AGM, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares) for issues other than on a pro-rata basis to shareholders.
- (iv) The Ordinary Resolution 7 proposed in item 8 above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Annual Report 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 AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

Notes:

- (1) The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (2) **In view of the current COVID-19 situation and in light of the advisories issued by the relevant authorities in Singapore as well as the related safe distancing measures in Singapore, shareholders will not be able to attend the AGM in person.**
- (3) Shareholders of the Company who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio feed via telephone must pre-register at greenbuildagm@gmail.com (the "**Pre-registration Email**") no later than 10.00 a.m. on 28 April 2021 (the "**Registration Cut-Off Time**"). Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio feed of the proceedings of the AGM will be sent to authenticated shareholders by 10.00 a.m. on 29 April 2021. Shareholders who do not receive any email by 10.00 a.m. on 29 April 2021, but have registered by the Registration Cut-Off Time, should contact the Company by email at greenbuildagm@gmail.com. Shareholders who hold shares through a Relevant Intermediary (which has the same meaning ascribed to it in section 181 of the Companies Act, Chapter 50), (excluding CPF and SRS investors, who may register directly via the Pre-registration Email) who wish to participate in the "live" audio-and-video webcast or "live" audio feed should approach their Relevant Intermediary as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
- (4) **Shareholders must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM may be accessed from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Where a shareholder (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
- (5) Shareholders who hold his/her/its shares through a Relevant Intermediary (including CPF and SRS investors) who wish to appoint the Chairman of the AGM as proxy should approach his/her/its respective Relevant Intermediary to submit their votes not less than 7 working days before the AGM.
- (6) The instrument appointing the Chairman of the AGM as a proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (7) The instrument appointing the Chairman of the AGM as proxy must be submitted in the following manner:
 - (a) submitted by post, be lodged with the Company's Share Registrar at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
 - (b) submitted by way of email to greenbuildagm@gmail.com, in either case not less than 48 hours before the time set for the AGM.
- (8) In the case of shareholders of the Company whose shares are entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act (Chapter 289 of Singapore)), the Company may reject any proxy form lodged if such shareholders are not shown to have shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.
- (9) Shareholders will not be able to ask questions "live" during the broadcast of the AGM. Shareholders may submit questions relating to the business of the AGM no later than 10.00 a.m. on 28 April 2021 by email to the Company at greenbuildagm@gmail.com.
- (10) The Company will endeavour to answer all substantial and relevant questions prior to, or at, the AGM.
- (11) All documents (including the proxy form, and this Notice of AGM) or information relating to the AGM have been, or will be, published on SGXNet and the Company's website which can be accessed via the following link: <http://www.webggt.com>. Printed copies of the documents will not be despatched to shareholders. Shareholders are advised to check SGXNet and/or the Company's website regularly for updates.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and / or any adjournment thereof, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and / or guidelines.