

CIRCULAR DATED 30 APRIL 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by Sheffield Green Ltd. (the “**Company**”). If you are in any doubt in relation to the contents of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser, or other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular, together with the Notice of EGM and the accompanying Proxy Form, to the purchaser or transferee as arrangements will be made by CDP for a separate Circular, together with the Notice of EGM and the accompanying Proxy Form, to be sent to the purchaser or transferee. If you have sold or transferred all of your ordinary shares in the capital of the Company which are not deposited with CDP, you should immediately forward this Circular, together with the Notice of EGM and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s Sponsor, Evolve Capital Advisory Private Limited (the “**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.

The contact persons for the Sponsor are:

Names: Mr. Jerry Chua (Registered Professional) and Mr. Paul Kuo (Registered Professional)

Address: 138 Robinson Road, Oxley Tower, #13-02, Singapore 068906

Telephone: (65) 6241 6626



SHEFFIELD GREEN LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 202134454W)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED CHANGE OF AUDITORS FROM DELOITTE & TOUCHE LLP TO RSM SG ASSURANCE LLP

IMPORTANT DATES AND TIMES

| | | |
|--|---|--|
| Last date and time for lodgement of Proxy Form | : | 13 May 2024 at 10 a.m. |
| Date and time of EGM | : | 15 May 2024 at 10 a.m. |
| Place of EGM | : | Aloft Singapore Novena, 16 Ah Hood Road, Singapore 329982, Balestier 3 function room |

CONTENTS

| | Page |
|---|-------------|
| DEFINITIONS..... | 2 |
| LETTER TO SHAREHOLDERS | 4 |
| 1. INTRODUCTION | 4 |
| 2. THE PROPOSED CHANGE OF AUDITORS | 4 |
| 2.1 Reasons for the Proposed Change of Auditors | 4 |
| 2.2 Information on RSM and the Audit Engagement Partner..... | 5 |
| 2.3 Requirements under Rules 712 and 715 of the Catalist Rules | 6 |
| 2.4 Confirmations pursuant to Rule 712(3) of the Catalist Rules | 7 |
| 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS..... | 7 |
| 4. EXTRAORDINARY GENERAL MEETING | 8 |
| 5. ACTION TO BE TAKEN BY SHAREHOLDERS | 8 |
| 6. AUDIT COMMITTEE'S RECOMMENDATION | 8 |
| 7. DIRECTORS' RECOMMENDATIONS..... | 8 |
| 8. DIRECTORS' RESPONSIBILITY STATEMENT | 8 |
| 9. DOCUMENTS AVAILABLE FOR INSPECTION | 9 |
| APPENDIX A – COMPANY'S LETTER AND NOTICE OF RESIGNATION..... | 10 |
| NOTICE OF EXTRAORDINARY GENERAL MEETING | 12 |
| PROXY FORM | |

DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

| | | |
|-------------------------------|---|--|
| “Accountants Act” | : | The Accountants Act 2004 of Singapore, as amended or modified from time to time |
| “ACRA” | : | Accounting and Corporate Regulatory Authority of Singapore |
| “Audit Committee” | : | The audit committee of the Company for the time being |
| “Auditors” | : | The auditors of the Company |
| “Board” | : | The board of Directors of the Company for the time being |
| “Catalist” | : | The Catalist board of the SGX-ST |
| “Catalist Rules” | : | The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time |
| “CDP” | : | The Central Depository (Pte) Limited |
| “Circular” | : | This circular to Shareholders dated 30 April 2024 |
| “Companies Act” | : | The Companies Act 1967 of Singapore, as amended or modified from time to time |
| “Company” | : | Sheffield Green Ltd. |
| “Company’s Letter” | : | Has the meaning ascribed to it in paragraph 2.1 |
| “Director” | : | Director of the Company for the time being |
| “Deloitte” | : | Deloitte & Touche LLP |
| “EGM” | : | The extraordinary general meeting of the Company |
| “FY” | : | Financial year ended or ending 30 June |
| “Group” | : | The Company and its subsidiaries |
| “Latest Practicable Date” | : | 22 April 2024 being the latest practicable date prior to the printing of this Circular |
| “Notice of EGM” | : | The notice of EGM dated 30 April 2024 |
| “Proposed Change of Auditors” | : | The proposed change of Auditors from Deloitte to RSM |
| “Proxy Form” | : | The proxy form attached to the Notice of EGM |

| | | |
|---------------------------|---|--|
| “RSM” | : | RSM SG Assurance LLP |
| “SGX-ST” | : | Singapore Exchange Securities Trading Limited |
| “Shareholders” | : | Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the Depositors whose securities accounts maintained with CDP are credited with such Shares |
| “Share Registrar” | : | Boardroom Corporate & Advisory Services Pte. Ltd. |
| “Shares” | : | Ordinary shares in the capital of the Company |
| “Sponsor” | : | Evolve Capital Advisory Private Limited |
| “Substantial Shareholder” | : | A person who has an interest in the Shares of the Company, and the total votes attached thereto are not less than 5.0% of the total votes attached to all the voting Shares of the Company |
| “S\$” and “cents” | : | Singapore dollars and cents respectively |
| “US\$” or “US cents” | : | United States dollars and cents respectively |
| “%” or “per cent.” | : | Per centum or percentage |

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore (as amended or modified from time to time).

The terms “treasury shares” and “subsidiary” shall have the meanings ascribed to them respectively in Section 4 and Section 5 of the Companies Act. The term “subsidiary holdings” shall mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be. Summaries of the provisions of any laws or regulations contained in this Circular are of such laws or regulations as at the Latest Practicable Date. Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

SHEFFIELD GREEN LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number 202134454W)

Directors:

Mr. Kee Boo Chye (Chief Executive Officer, Chairman,
Executive Director)
Mr. Liang Shian On (Independent Director)
Dr. Ong Seh Hong (Independent Director)
Mr. Tan Kheng Soon (Independent Director)
Ms. Tan Yuni (Non-Executive Director)

Registered Office:

11 Collyer Quay,
#06-01, The Arcade,
Singapore 049317

30 April 2024

To: The Shareholders of Sheffield Green Ltd.

THE PROPOSED CHANGE OF AUDITORS

Dear Shareholder,

1. INTRODUCTION

The Directors of the Company are convening the EGM to be held on Wednesday, 15 May 2024 to seek Shareholders' approval for the Proposed Change of Auditors from Deloitte to RSM.

The purpose of this Circular is to explain the rationale for and to provide Shareholders with information relating to the Proposed Change of Auditors and to seek Shareholders' approval at the EGM.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Reasons for the Proposed Change of Auditors

Amidst a challenging business climate and given the Group's current financial position, the Board is of the view that it would be prudent to manage the Group's overall business costs and expenses. As such, it would be an appropriate time to review the appointment of Auditors of the Company, benchmark the audit fees and realise cost efficiencies for the Group.

The Company's management has considered several reputable audit firms in Singapore, and in reviewing and deliberating on their suitability, have taken into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA and factors such as the adequacy of resources and experience of the audit firms and the audit engagement partner to be assigned to the audit, the audit firms' other engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned by the audit firms and their proposed audit fees. After evaluation, the management has recommended to the Audit Committee and the Board that RSM be appointed as Auditors of the Company in place of Deloitte.

The Board and the Audit Committee, having taken into account the management's recommendation and the factors considered in their evaluation (including the Audit Quality Indicators Disclosure Framework issued by ACRA), are satisfied that RSM will be able to meet the audit requirements of the Group without compromising the standard and effectiveness of the audit of the Group. The quality and scope of audit services to be provided by RSM will be comparable to those provided by Deloitte and the audit fees proposed by RSM for the FY2024 audit would provide cost savings of approximately S\$57,000 for the Group. There will be no change in the quality and scope of audit.

Given the above reasons, the Board wishes to propose that RSM be appointed as Auditors of the Company in place of Deloitte with effect from FY2024. The Board wishes to highlight that the Proposed Change of Auditors is not the result of any disagreement and that there will not be any material changes in the scope of audit.

The Company had on 7 March 2024 served a notice to Deloitte to discontinue Deloitte's audit services to the Group for FY2024 and to inform Deloitte about the Proposed Change of Auditors ("**Company's Letter**"). Accordingly, Deloitte tendered its letter to the Company to resign as Auditors of the Company on 2 April 2024 ("**Notice of Resignation**") and applied for consent from ACRA to resign as auditors of the Company pursuant to the Companies Act. Copies of the Company's Letter and the Notice of Resignation are set out in the Appendix to this Circular.

RSM had on 2 April 2024 given their written consent to act as the Auditors of the Company, which will be subject to the approval of Shareholders at the EGM. The appointment of RSM as the Auditors of the Company will take effect upon receipt of Shareholders' approval, and if appointed, RSM will hold office until the conclusion of the next annual general meeting of the Company.

The Board wishes to express its appreciation for the past services rendered by Deloitte.

2.2 Information on RSM and the Audit Engagement Partner

The information on RSM and the Audit Engagement Partner below was provided to the Company by RSM and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

RSM

Established in 1985, RSM SG Assurance LLP is part of the international RSM network of independent public accounting firms providing assurance, tax and business advisory services. The international RSM network has over 820 offices worldwide and a global staff strength of over 64,000. The international RSM network is the sixth largest global provider of audit, tax and accounting services, and each line of service is staffed with highly qualified and experienced professionals. RSM SG Assurance LLP has experience in carrying out audit on companies listed on SGX-ST, including those with broadly similar business activities to the Group. With a total staff strength of over 1,200, RSM SG Assurance LLP is ranked the largest accounting and business advisory firm outside the big four accounting firms in Singapore. RSM SG Assurance LLP is approved under the Accountants Act and is also registered with the Public Company Accounting Oversight Board.

Ms. Chua Ling Ling will assume the role of audit engagement partner for the Group. She will be assisted by an audit manager and 3 audit professionals. In addition, the audit of the Group will also be reviewed by a concurring partner and an independent engagement quality control reviewer.

For more information about RSM, please visit www.rsm.global/singapore.

Audit Engagement Partner

Ms. Chua Ling Ling is a practicing member of the Institute of Singapore Chartered Accountants and is a Public Accountant, registered under the Accountants Act.

Ms. Chua Ling Ling has more than 18 years of experience in the audit profession. She joined RSM SG Assurance LLP in 2005 and was admitted as a partner in 2017. Her clientele covers a wide spectrum of industries with regional business presence. Her experience ranges from the audit of emerging businesses to multinationals and public-listed companies in industries such as manufacturing, construction, engineering, trading and service providers.

2.3 Requirements under Rules 712 and 715 of the Catalist Rules

Rule 712

RSM is an audit firm registered with ACRA. The Board, having considered various factors, including the following:

- (a) the fee structure and the adequacy of the resources and experience of RSM;
- (b) the audit engagement partner assigned to the audit;
- (c) the other audit engagements of RSM;
- (d) the size and complexity of the Group's operations;
- (e) the number and experience of supervisory and professional staff assigned to the audit of the financial statements of the Company and the Group; and
- (f) both RSM and Ms. Chua Ling Ling are registered with ACRA and approved under the Accountants Act,

is of the opinion that RSM will be able to meet the audit requirements of the Group and Rule 712 of the Catalist Rules has been complied with.

For more information about RSM, please visit www.rsm.global/singapore.

Rule 715

Upon receipt of Shareholders' approval of the Proposed Change of Auditors, RSM will become the Auditors of the Company. The Board confirms that RSM will also be appointed as the auditors of the Group's Singapore-incorporated subsidiaries and significant associated companies.

In view of the above, the Board is of the opinion that Rule 715 of the Catalist Rules has been complied with.

2.4 Confirmations pursuant to Rule 712(3) of the Catalist Rules

The Audit Committee and the Board confirm that:

- (a) the outgoing Auditors, Deloitte, have confirmed to RSM, via its professional clearance letter dated 2 April 2024, that they are not aware of any professional reasons why RSM should not accept the appointment as Auditors of the Company;
- (b) there were no disagreements with Deloitte on accounting treatments within the last 12 months prior to the effective date of Deloitte's resignation;
- (c) the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders or creditors of the Group, which has not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Change of Auditors are disclosed in Paragraph 2.1 above. The Proposed Change of Auditors is not due to the dismissal of Deloitte, or Deloitte declining to continue to serve as Auditors of the Company, or was Deloitte dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of RSM as its new Auditors.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the share capital of the Company as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders kept by the Company, are as follows:

| | Direct Interest | | Deemed Interest | |
|---|-----------------|------------------|-----------------|-------|
| | No. of Shares | % ⁽¹⁾ | No. of Shares | % |
| Directors | | | | |
| Kee Boo Chye ⁽²⁾ | – | – | 136,729,300 | 73.41 |
| Liang Shian On | – | – | – | – |
| Ong Seh Hong | 100,000 | 0.005 | – | – |
| Tan Kheng Soon | – | – | – | – |
| Tan Yuni | – | – | – | – |
| Substantial Shareholders (who are not Directors) | | | | |
| Sheffield Energies Pte. Ltd. | 136,729,300 | 73.41 | – | – |

Notes:

- (1) The percentages are calculated based on 186,255,600 issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the Latest Practicable Date.
- (2) Kee Boo Chye holds 8,514,739 ordinary shares representing 58.35% of the shares in Sheffield Energies Pte. Ltd. ("SEsPL") which, in turn, holds 136,729,300 Shares representing 73.41% of the total number of Shares.

Save as disclosed in this Circular, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Change of Auditors.

4. EXTRAORDINARY GENERAL MEETING

The EGM will be held at Aloft Singapore Novena, 16 Ah Hood Road, Singapore 329982, Balestier 3 function room on Wednesday, 15 May at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution for the Proposed Change of Auditors as set out in the Notice of EGM.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend on their behalf are requested to complete and sign the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon and submit in the following manner:

- (a) personally or by post to the office of the Company's Share Registrar at 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632; or
- (b) by electronic mail to srs.teamE@boardroomlimited.com, so as to be received not less than 48 hours before the time fixed for the EGM, failing which the Proxy Form will be treated as invalid. The completion and lodgement of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

6. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended the change of Auditors from Deloitte to RSM after taking into consideration and having satisfied itself of the suitability of RSM and compliance with the requirements of the Catalist Rules. The factors considered by the Audit Committee have been set out in Paragraph 2.1 above.

7. DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale and information relating to the Proposed Change of Auditors as set out in this Circular, the Directors are of the opinion that the Proposed Change of Auditors is in the best interest of the Company, and accordingly, recommend that Shareholders vote in favour of the ordinary resolution 1, in respect of the Proposed Change of Auditors to be proposed at the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular 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 Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by prior appointment at the office of the Company at 11 Collyer Quay, #06-01 The Arcade, Singapore 049317, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Company's Letter;
- (b) the Notice of Resignation;
- (c) Deloitte's professional clearance letter to RSM dated 2 April 2024;
- (d) RSM's letter to the Company dated 2 April 2024 in relation to its consent to act as the Auditors of the Company; and
- (e) the Annual Report of the Company for FY2023.

Yours faithfully
For and on behalf of the Board of Directors of
SHEFFIELD GREEN LTD.

Kee Boo Chye
CEO, Chairman and Executive Director

APPENDIX A – COMPANY’S LETTER AND NOTICE OF RESIGNATION



*Sheffield Green Ltd
11 Collyer Quay #06-01
The Arcade Singapore 049317
Tel: +65-6250-2688 Fax: +65-6268-8007
Co. Registration Number: 202134454W*

7 March 2024

Deloitte & Touche LLP
6 Shenton Way
OUE Downtown 2
#33-00
Singapore 068809

Attention: Ms Priscilla Mao/Ms Tay Hwee Ling

Dear Sirs

CHANGE OF COMPANY’S AUDITORS

We have decided to appoint RSM Chio Lim LLP as our Company auditors with effect from the financial year ending 30 June 2024.

In this connection, we shall appreciate your written resignation as auditors of our Company.

Please do contact the undersigned if there are any existing matters to be resolved prior to your resignation.

Meanwhile, we take this opportunity to thank you for the past services rendered to our Company and hope that opportunity may arise for us to use your services again.

Thank you for your attention and early reply.

Yours faithfully
For and on behalf of
Sheffield Green Ltd.

A handwritten signature in black ink, appearing to be "Kee Boo Chye". The signature is stylized with a large, circular loop at the end and several horizontal strokes across the middle.

.....
Kee Boo Chye
Executive Director, Chairman and CEO



Deloitte & Touche LLP
Unique Entity No. T08LL0721A
6 Shenton Way
QUE Downtown 2
#33-00
Singapore 068809

Tel: +65 6224 8288
Fax: +65 6538 6166
www.deloitte.com/sg

Our Ref : PMMJ/LRC/fz

2 April 2024

Sheffield Green Ltd.
11 Collyer Quay
#06-01 The Arcade
Singapore 049317

Attention: Mr Bryan Kee

Dear Sirs

RESIGNATION AS AUDITORS

We refer to your letter dated 7 March 2024.

We hereby give notice to resign as statutory auditors of your company. Our resignation will take effect from 2 April 2024 pursuant to section 205AA(1) of the Singapore Companies Act 1967.

Yours faithfully

Deloitte & Touche LLP

NOTICE OF EXTRAORDINARY GENERAL MEETING

SHEFFIELD GREEN LTD.

(Company Registration No.: 202134454W)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Sheffield Green Ltd. (the “**Company**”) will be convened and held at Aloft Singapore Novena, 16 Ah Hood Road, Singapore 329982, Balestier 3 function room on Wednesday, 15 May 2024, at 10:00 a.m., for the purpose of transacting the following business:

AS ORDINARY RESOLUTION

That:

- (a) RSM SG Assurance LLP be and is hereby appointed as auditors of the Company in place of Deloitte & Touche LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Company and RSM SG Assurance LLP (the “**Proposed Change of Auditors**”); and
- (b) the Directors and each of them be and are hereby authorised to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required) as the Directors or any of them may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution as they or he/she may think fit.

(Resolution 1)

By Order of the Board

Chia Foon Yeow
Company Secretary
30 April 2024

Explanatory Notes:

DISCLOSURE PURSUANT TO RULE 712(3) OF CATALIST RULES

Shareholders should note that in accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (“**Catalist Rules**”):

- (a) Rule 712(3)(a) – Confirmation from the outgoing auditors. The outgoing auditor, Deloitte & Touche LLP, via its professional clearance letter dated 2 April 2024, has confirmed that they are not aware of any professional reasons why RSM SG Assurance LLP should not accept appointment as auditors of the Company.
- (b) Rule 712(3)(b) – Confirmation from the issuer as to whether there were disagreements with the outgoing auditors. The Company confirms that there were no disagreements with Deloitte & Touche LLP on accounting treatments within the last twelve (12) months.
- (c) Rule 712(3)(c) – Confirmation from the issuer on circumstances connected with the change. The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.
- (d) Rule 712(3)(d) – Specific reasons for the change of auditors. The Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of the Circular titled “Reasons for the Proposed Change of Auditors”. The Proposed Change of Auditors was not due to the dismissal of Deloitte & Touche LLP, Deloitte & Touche LLP declining to stand for re-election or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules.

- (e) Rule 712(3)(e) – Compliance with Rule 712 and Rule 715. The Company confirms that it complies with Rule 712 and Rule 715 of the Catalyst Rules in relation to the proposed appointment of RSM SG Assurance LLP as the new auditors of the Company.

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967, a member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him/her.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
4. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
5. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632, not less than 48 hours before the time appointed for holding the Meeting.

Submission of Questions prior to the Extraordinary General Meeting

1. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations no later than 5.30 p.m. on 7 May 2024 by email to srs.teamE@boardroomlimited.com or by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632.
2. The Company will upload the responses to the substantial and relevant questions from shareholders on the SGXNET and Company's website by 11 May 2024, 10:00 am.
3. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to at (b) above, at the Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

SHEFFIELD GREEN LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 202134454W)

**PROXY FORM
EXTRAORDINARY GENERAL MEETING****Important:**

- 1 For investors who have used their SRS monies to buy the Shares, this report is forwarded to them at the request of their SRS Approved Nominees and is sent solely FOR INFORMATION ONLY.
- 2 This Proxy Form is not valid for use by SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We, _____ (Name)

_____ (NRIC/Passport No.)

of _____ (Address)

being a member/members of SHEFFIELD GREEN LTD. (the “**Company**”) hereby appoint the Chairman of the Meeting or:

| Name | Address | NRIC/ Passport No. | Proportion of Shareholdings (Ordinary Shares) | |
|------|---------|-----------------------|---|---|
| | | | No. of Shares | % |
| | | | | |

and/or (delete as appropriate)

| Name | Address | NRIC/ Passport No. | Proportion of Shareholdings (Ordinary Shares) | |
|------|---------|-----------------------|---|---|
| | | | No. of Shares | % |
| | | | | |

as my/our proxy/proxies to vote for me/us on my/our behalf, at the Extraordinary General Meeting (“**EGM**”) of the Company, to be held at Aloft Singapore Novena, 16 Ah Hood Road, Singapore 329982, Balestier 3 function room on Wednesday, 15 May 2024, at 10:00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM.

| No. | Resolutions relating to: | For* | Against* | Abstain* |
|-----|--|------|----------|----------|
| 1. | To approve the Proposed Change of Auditors of the Company from Deloitte & Touche LLP to RSM SG Assurance LLP | | | |

* Please indicate your vote “For” or “Against” with a tick (✓) within the box provided.

Dated this _____ day of _____, 2024.

TOTAL NUMBER OF SHARES IN:

(a) CDP Register

(b) Register of Members

Signature(s) of Member(s) or
Common Seal of Corporate Member(s) or
Duly Authorised Attorney/Officer of Member(s)

(Please see notes overleaf before completing this form)



Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore (the “**Act**”), a member entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his stead.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. Where a member appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company’s option to treat this proxy form as invalid.
4. A proxy need not be a member of the Company.
5. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by you.
6. This proxy form must be (i) sent by email to srs.teamE@boardroomlimited.com in Portable Document Format (PDF) or (ii) deposited at the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632 in either case not less than 48 hours before the time set for the Meeting (i.e. no later than 10:00 am on 13 May 2024).
7. This proxy form must be under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.
9. The Company shall be entitled to reject an instrument of proxy 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 instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting a proxy form 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 member of the Company (i) consents to the collection, use and disclosure of the member’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 and other documents relating to the EGM (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”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior 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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.