



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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF H2G GREEN LIMITED, HELD AT 213 HENDERSON ROAD, #01-08 HENDERSON INDUSTRIAL PARK, SINGAPORE 159553 ON FRIDAY, 28 JULY 2023 AT 10.20 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 13 July 2023 (“Circular”) unless otherwise expressly stated or the context otherwise requires.

PRESENT

Mr Tay Shui Wen	(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 Lien Kait Long	(Independent Director)
Mr Mak Yen-Chen Andrew	(Independent Director)

IN ATTENDANCE

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

1. CHAIRMAN

Mr Tay Shui Wen, the Non-Executive Chairman and Independent Director of the Company (the “**Chairman**”), took the chair of the EGM and extended a welcome to shareholders of the Company (each a “**Shareholder**” and collectively, the “**Shareholders**”) for their attendance at the EGM.

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 10.20 a.m.

3. NOTICE OF MEETING

The Notice of EGM dated 13 July 2023 (the “**Notice**”), having been despatched to Shareholders and made available on SGXNET and the Company’s website, was taken as read.

4. QUESTIONS FROM SHAREHOLDERS

The Chairman informed that the Company had not received any written questions from Shareholders relating to the resolutions set out in the Notice prior to the Meeting. He then invited Shareholders present at the EGM to ask questions during the Question and Answer session. No questions were raised by Shareholders during the EGM.

5. 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 73 of the Company’s Constitution. All the proposed resolutions 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 the Chairman of the Meeting and had voted in accordance with such Shareholders' instructions.

The Chairman directed that the poll on each resolution be conducted after all the resolutions had been formally proposed and seconded.

6. ORDINARY RESOLUTION 1: PROPOSED ADOPTION OF THE H2G EMPLOYEE SHARE OPTION SCHEME 2023

The Chairman presented Ordinary Resolution 1 on the Notice, which was to seek Shareholders' approval for the Proposed Adoption of the H2G Employee Share Option Scheme 2023. 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:

- (a) a share option scheme to be known as the "H2G Employee Share Option Scheme 2023" (the "**H2G ESOS**"), the details and rules of which are set out in the Circular, under which options ("**Options**") to subscribe for ordinary shares in the capital of the Company (the "**Shares**") will be granted to selected Employees and Directors of the Company and its Subsidiaries (including Non-Executive Directors) and Controlling Shareholders and/or their Associates, and other selected participants, details of which are set out in the Circular, be approved;
- (b) the Directors of the Company or the remuneration committee be authorised to:
 - (i) implement, establish and administer the H2G ESOS; and
 - (ii) modify and/or amend the H2G ESOS from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the H2G ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the H2G ESOS;
 - (iii) offer and grant Options in accordance with the rules of the H2G ESOS and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the H2G ESOS, the H2G PSP and any other share-based schemes of the Company, shall not exceed 15% of the total number of all issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
 - (iv) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the Shares required to be issued pursuant to the exercise of Options granted under the H2G ESOS; and
- (c) complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution."

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

7. ORDINARY RESOLUTION 2: PROPOSED GRANT OF OPTIONS UNDER THE H2G EMPLOYEE SHARE OPTION SCHEME 2023 AT A DISCOUNT

Ordinary Resolution 2 on the Notice was to seek Shareholders' approval for the Proposed Grant of Options under the H2G ESOS. 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, subject to and contingent upon the passing of Ordinary Resolution 1, approval be given for Options to be granted under the H2G ESOS for the subscription of Shares at exercise prices which may, at the discretion of the Committee administering the H2G ESOS, be set at a discount not exceeding 20% of the Market Price for the Shares prevailing at the Date of Grant of the respective Options (such market price to be determined in accordance with the Rules of the H2G ESOS), provided that such discount does not exceed the relevant limits as may be set by the SGX-ST from time to time."

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

8. ORDINARY RESOLUTION 3: PROPOSED ADOPTION OF THE H2G PERFORMANCE SHARE PLAN 2023

The last ordinary resolution on the Notice was to seek Shareholders' approval for the Proposed Adoption of the H2G Performance Share Plan 2023. The proposed Ordinary Resolution 3 as set out in the Notice was taken as read.

The Chairman put the following motion to the Meeting:

"THAT:

- (a) a share award plan to be known as the "H2G Performance Share Plan 2023" (the "**H2G PSP**"), the rules of which are set out in the Circular and under which awards ("**Awards**") of fully-paid Shares, their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular, be approved;
- (b) the Directors of the Company or the remuneration committee be authorised to:
 - (i) implement, establish and administer the H2G PSP; and
 - (ii) modify and/or amend the H2G PSP from time to time, provided that such modification and/or amendment is effected in accordance with the provisions of the H2G PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the H2G PSP; and
 - (iii) offer and grant Awards in accordance with the rules of the H2G PSP and pursuant to Section 161 of the Companies Act and to allot and issue such number of fully-paid Shares and/or transfer such number of existing Shares held in treasury, free of charge, as may be required to be issued or delivered from time to time pursuant to the vesting of Awards under the H2G PSP, provided that the aggregate number of Shares issued and/or issuable and/or transferred and transferable pursuant to the H2G ESOS, the H2G PSP and all other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and

- (iv) subject to the same being allowed by law, apply any Share purchased under any share buyback mandate towards the satisfaction of Awards granted under the H2G PSP; and
- (c) the Directors be authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may in their absolute discretion consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution 3.”

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

9. POLL RESULTS

The Company had appointed M & C Services Private Limited as Polling Agent, and Agile 8 Solutions Pte. Ltd. as Scrutineer, for the poll. The Chairman invited the Scrutineer to brief the Shareholders on the poll voting process.

As all the motions on the resolutions to be considered at the Meeting had been duly proposed and seconded, the Shareholders proceeded to vote on the resolutions by poll pursuant to Regulation 73 of the Company's Constitution. Shareholders handed over the completed poll voting papers to the Polling Agent, M & C Services Private Limited.

The Chairman invited Shareholders for refreshments while waiting for the Polling Agent to complete the counting of the votes.

The Chairman called the Meeting back to order, and the Meeting resumed at 10.45 a.m.

The Chairman announced the poll results as follows:

ORDINARY RESOLUTION NUMBER	NO. OF SHARES FOR	% FOR	NO. OF SHARES AGAINST	% AGAINST
Resolution 1	56,960,000	100%	0	0%
Resolution 2	56,960,000	100%	0	0%
Resolution 3	56,960,000	100%	0	0%

It was noted that Mr Lim, Ms Leow Sau Wan, Messrs Gashubunited Holding Private Limited, and a Group Employee are required to and had abstained from voting on Ordinary Resolutions 1, 2, and 3.

Based on the poll results, the Chairman declared all the resolutions carried.

10. END OF MEETING

The Chairman declared the Meeting closed at 10.50 a.m. and thanked all present for attending the Meeting.

Signed as a correct record,

Tay Shui Wen
Chairman of the Meeting