



5E RESOURCES LIMITED
(Company Registration No.: 202136285K)
(Incorporated in Singapore)

PROPOSED ACQUISITION BY GREENEDGE SDN. BHD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF 5E RESOURCES LIMITED (OTHER THAN TREASURY SHARES AND SHARES HELD BY THE OFFEROR CONCERT PARTY GROUP) BY WAY OF A SCHEME OF ARRANGEMENT

RESULTS OF THE SCHEME MEETING HELD ON 22 JANUARY 2025

1. INTRODUCTION

The board of directors (the "**Board**" or "**Directors**") of 5E Resources Limited (the "**Company**") refers to the announcements dated:

- (a) 18 October 2024 made by the Company titled " *Holding Announcement* ";
- (b) 25 October 2024 (the "**Joint Announcement**") made by the Company and GreenEdge Sdn. Bhd. (the "**Offeror**") in relation to the proposed acquisition (the "**Acquisition**") of all the issued and fully paid-up ordinary shares in the capital of the Company (the "**Shares**") by the Offeror, other than treasury Shares held by the Company and Shares held by the Offeror Concert Party Group, which will be effected by way of a scheme of arrangement (the "**Scheme**") in accordance with Section 210 of the Companies Act 1967 of Singapore (the "**Companies Act**") and the Singapore Code on Take-overs and Mergers (the "**Code**");
- (c) 1 November 2024 made by the Company in relation to the appointment by the Company of W Capital Markets Pte. Ltd. as the independent financial adviser to advise the directors of the Company who are considered independent for the purposes of the Scheme;
- (d) 10 December 2024 ("**Notice of Court Hearing Date Announcement**") made by the Company in relation to the hearing date of the application in HC/OA 1266/2024 ("**Application**") that had been filed with the Court for leave to convene the Scheme Meeting in the manner set out in the Application;
- (e) the order of the Court dated 24 December 2024 granting liberty to the Company to convene the meeting(s) of the Shareholders to consider, and if thought fit, approving the Scheme (the "**Scheme Meeting**") and containing further orders in relation to the conduct of the Scheme Meeting;
- (f) the scheme document ("**Scheme Document**") electronically despatched on 7 January 2025 to the shareholders of the Company ("**Shareholders**") in relation to the Acquisition and the Scheme; and
- (g) the notice of the Scheme Meeting ("**Notice of Scheme Meeting**") dated 7 January 2025.

*Unless otherwise defined, capitalised terms used in this announcement (the "**Announcement**") shall bear the same meanings as set out in the Scheme Document.*

2. RESULTS OF THE SCHEME MEETING

2.1 Results of the Scheme Meeting

The Board wishes to announce that at the Scheme Meeting convened pursuant to an Order of the Court dated 24 December 2024 and held in a wholly physical format on 22 January 2025 at 10.00 a.m. (Singapore time), the Shareholders have, by a majority in number of Shareholders present and voting (either in person or by proxy) at the Scheme Meeting, such majority representing not less than three-fourths in value of the Shares voted at the Scheme Meeting, **APPROVED** the Scheme.

The information as required under Rule 704(15) of the Catalist Rules is set out in this announcement.

2.2 Breakdown of all valid votes cast at the Scheme Meeting

The results of the Scheme Meeting are set out in the following table:

Resolution		Total	For		Against	
		Number for and against the Scheme Resolution	Number	As a percentage of total number for and against the resolution (%) ⁽¹⁾	Number	As a percentage of total number for and against the resolution (%) ⁽¹⁾
<u>Scheme Resolution</u> To approve the Scheme of Arrangement	Shareholders present and voting (either in person or by proxy)	100	98	98.00	2	2.00
	Shares represented by votes (either in person or by proxy)	29,472,400	28,272,400	95.93	1,200,000	4.07

Note:

(1) Rounded to the nearest two (2) decimal places.

2.3 Details of Parties Required to Abstain from Voting on the Scheme Resolution

The Offeror Concert Party Group, comprising the following persons and collectively holding an aggregate of 108,974,784 Shares, representing 77.22% of the total number of issued Shares (excluding treasury shares), was required to abstain from voting on the Scheme Resolution at the Scheme Meeting:

- (a) Mdm. Sok Ching holds directly 39,339,900 Shares, representing approximately 27.88% of the total number of issued Shares (excluding treasury shares);

- (b) Mr. Kim Fatt holds directly 30,262,296 Shares, representing approximately 21.44% of the total number of issued Shares (excluding treasury shares);
- (c) Mr. Kim Wah holds directly 16,901,988 Shares, representing approximately 11.98% of the total number of issued Shares (excluding treasury shares);
- (d) Mr. Te Hua holds directly 15,888,522 Shares, representing approximately 11.26% of the total number of issued Shares (excluding treasury shares); and
- (e) Mr. Shankar holds directly 6,582,078 Shares, representing approximately 4.66% of the total number of issued Shares (excluding treasury shares).

Save for the above, no other Shareholder was required to abstain from voting on the Scheme Resolution at the Scheme Meeting.

2.4 Scrutineer for the Scheme Meeting

Gong Corporate Services Pte. Ltd. was appointed as the scrutineer for the Scheme Meeting.

2.5 Additional Considerations

Shareholders who are in any doubt as to the course of action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.

3. NEXT STEPS AND INDICATIVE TIMELINE FOR THE SCHEME

In light of the approval by Shareholders of the Scheme, the Company will be submitting its application to the Court for sanction of the Scheme under Section 210 of the Companies Act (“Court Order”).

Subject to the grant of the Court Order and the satisfaction (or, where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Implementation Agreement, the Scheme will become effective and binding upon the lodgement of the Court Order with the Accounting and Corporate Regulatory Authority of Singapore (“ACRA”).

As set out in the Scheme Document, Shareholders should note the following indicative timetable in relation to the Scheme:

Expected date of Court hearing of the application to sanction the Scheme	: On or around 5 February 2025 ⁽¹⁾
Expected last day of trading of the Shares	: On or around 11 February 2025
Expected Record Date	: On or around 20 February 2025, 5.00 p.m. ⁽²⁾
Expected Effective Date	: On or around 21 February 2025 ⁽³⁾
Expected date for payment of the Scheme Consideration	: On or prior to 4 March 2025
Expected date for the Delisting of the Shares	: On or around 6 March 2025 ⁽⁴⁾

Notes:

- (1) The date of the Court hearing of the application to sanction the Scheme will depend on the date that is allocated by the Court.
- (2) The expected Record Date is conditional upon the SGX-ST waiver of Rule 704(24) of the Catalist Rules.
- (3) On the basis that all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement and the Court Order is lodged with ACRA pursuant to Section 210(5) of the Companies Act by the Company on a date to be reasonably agreed between the Parties falling within seven Business Days from the Record Date. The Scheme will only become effective if all the Scheme Conditions have been satisfied (or, where applicable, waived) in accordance with the Implementation Agreement and a copy of the Court Order has been lodged with ACRA.
- (4) The Delisting is conditional upon the SGX-ST Delisting Approval.

The above table is indicative only and may be subject to change. Please refer to the future announcement(s) by the Company and/or the SGX-ST for the exact dates of those events.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company (including any who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement which relate to the Company (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and the directors of the Company jointly and severally accept responsibility accordingly.

Where any information in this announcement (including information which relates to the Company) has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement in its proper form and context. The directors of the Company do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.

By Order of the Board

Lim Te Hua
Executive Director and Chief Executive Officer
22 January 2025

This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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