



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

ELECTRONIC DESPATCH OF SCHEME DOCUMENT

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; and
- (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 (the "**Scheme Meeting Court Order**").

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

2. ELECTRONIC DESPATCH OF THE SCHEME DOCUMENT

2.1 Electronic Despatch of Scheme Document

The Board wishes to announce that the Company has today despatched to the Shareholders a scheme document (the "**Scheme Document**") dated 7 January 2025 by electronic means via publication on the website of the Singapore Exchange Securities Trading Limited ("**SGXNet**") at <https://sgx.com/securities/company-announcements> and the Company's website at <https://www.5e-resources.com/announcements>.

The Scheme Document contains, among others, the following:

- (a) details of the Scheme, including the recommendation of the Non-Conflicted Directors and the advice of the IFA in relation to, among others, the Scheme; and
- (b) the notice of the Scheme Meeting (the "**Notice of Scheme Meeting**") to be convened and held at SAF Yacht Club, West Wing Poolside Lounge, Level 1, 43 Admiralty Road West, Singapore 759962 on 22 January 2025 at 10.00 a.m. for the purpose of considering, and if thought fit, approving (with or without modification) the resolution relating to the Scheme (the "**Scheme Resolution**") referred to in the Notice of Scheme Meeting.

2.2 Electronic Copies of Scheme Document

Pursuant to the Public Statement on the Extension of the Temporary Measures to Allow for Electronic Despatch of Take-Over Documents under the Code issued by the SIC on 29 September 2020 and the Public Statement on the Further Extension of the Temporary Measures to Allow for Electronic Despatch of Take-Over Documents under the Code issued by the SIC on 29 June 2021 (collectively, the "**SIC Public Statements on Electronic Despatch**"), documents related to a take-over or merger transaction under the Code may be despatched electronically to the Shareholders through publication on SGXNet and on the website of the Company.

In line with the SIC Public Statements on Electronic Despatch, **no printed copies of the Scheme Document will be despatched to the Shareholders (unless upon request)**. Instead, only printed copies of the Notice of Scheme Meeting, the proxy form for the Scheme Meeting (the "**Proxy Form**") and the request form for Shareholders to request for a printed copy of the Scheme Document (the "**Request Form**") will be despatched to the Shareholders.

Electronic copies of the Scheme Document (together with the Notice of Scheme Meeting, the Proxy Form and the Request Form) are available on SGXNet at <https://sgx.com/securities/company-announcements> and the Company's website at <https://www.5e-resources.com/announcements>. A Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

2.3 Request for Printed Copies of Scheme Document

Shareholders (including Shareholders whose addresses are outside Singapore, as shown on the Register of Members of the Company, or as the case may be, in the records of The Central Depository (Pte) Limited (the "**Overseas Shareholders**")) may obtain printed copies of the Scheme Document by submitting the Request Form to the Share Registrar, In.Corp Corporate Services Pte. Ltd., either:

- (a) by post at:

- (i) **(before 13 January 2025)** 30 Cecil Street #19-08 Prudential Tower, Singapore 049712; or
- (ii) **(on or after 13 January 2025)** 36 Robinson Road, #20-01 City House, Singapore 068877; or

(b) via email to shareregistry@incorp.asia,

in either case by no later than **10.00 a.m. on 15 January 2025**. Printed copies of the Scheme Document will be sent to the address in Singapore specified by the Shareholder by ordinary post at its own risk, up to three (3) Market Days prior to the date of the Scheme Meeting.

It is the responsibility of any Overseas Shareholder who wishes to request for the Scheme Document and any related documents to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements. In requesting for the Scheme Document and any related documents or participating in the Scheme, the Overseas Shareholder represents and warrants to the Offeror and the Company that it is in full observance of the laws of the relevant jurisdiction in that connection, and that it is in full compliance with all necessary formalities or legal requirements.

If any Overseas Shareholder is in any doubt about its position, it should consult its professional adviser in the relevant jurisdiction.

3. NOTICE OF SCHEME MEETING, PROXY FORM AND REQUEST FORM

Printed copies of the Notice of Scheme Meeting, the Proxy Form and the Request Form will be despatched to the Shareholders. The Notice of Scheme Meeting, the Proxy Form and the Request Form) are also available on SGXNet at <https://sgx.com/securities/company-announcements> and the Company's website at <https://www.5e-resources.com/announcements>.

4. DATE, TIME AND CONDUCT OF THE SCHEME MEETING

- 4.1 The Scheme Meeting will be convened and held in a wholly physical format at SAF Yacht Club, West Wing Poolside Lounge, Level 1, 43 Admiralty Road West, Singapore 759962 on 22 January 2025 at 10.00 a.m.. **There will be no option for Shareholders to participate virtually.**
- 4.2 Pursuant to the Scheme Meeting Court Order, Mdm. Sok Ching, or failing her, any other director of the Company, shall be appointed Chairman of the Scheme Meeting and shall report the results of the Scheme Meeting to the Court as soon as practicable after the conclusion of the Scheme Meeting.
- 4.3 The Company will publish the minutes of the Scheme Meeting on the Company's website and on SGXNet within one (1) month from the date of the Scheme Meeting, and the minutes will include the responses to the substantial and relevant questions received from the Shareholders which are addressed during the Scheme Meeting.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

- 5.1 A Shareholder who wishes to exercise its voting rights at the Scheme Meeting may: (a) vote at the Scheme Meeting in person; or (b) appoint a proxy to vote on its behalf at the Scheme Meeting.
- 5.2 Shareholders who are unable to attend the Scheme Meeting are requested to complete the Proxy Form and lodge it with the Share Registrar, in accordance with the instructions printed thereon, not less than 72 hours before the time fixed for the Scheme Meeting.
- 5.3 The completion and lodgement of the Proxy Form will not prevent Shareholders from attending and voting in person at the Scheme Meeting if they subsequently wish to do so. In such event, the relevant Proxy Form will be deemed to be revoked.
- 5.4 SRS Investors should consult their SRS Agent Banks for further information on the Scheme. If they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

6. SUBMISSION OF QUESTIONS

- 6.1 Shareholders, including SRS Investors, may submit questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting. To do so, all questions must be submitted in the following manner by 10.00 a.m. on 15 January 2025:
- (a) if submitted by post, be deposited at the office of the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at:
- (i) (before 13 January 2025) 30 Cecil Street #19-08 Prudential Tower, Singapore 049712; or
- (ii) (on or after 13 January 2025) 36 Robinson Road, #20-01 City House, Singapore 068877; or
- (b) if submitted electronically, via email to the Company at ir@5e-resources.com.
- 6.2 Shareholders, including SRS Investors, who submit questions by post to the Share Registrar or via email to the Company must provide the following information:
- (a) the Shareholder's full name;
- (b) the Shareholder's full address; and
- (c) the manner in which the Shareholder holds Shares in the Company (e.g. via SRS).

Shareholders are strongly encouraged to submit their questions via email.

- 6.3 The Company will endeavour to address all substantial and relevant questions received by it in the manner set out above by 10.00 a.m. on 17 January 2025 (being at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms) and the Company's

responses will be posted on SGXNet and the Company's website. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

- 6.4 Shareholders (including SRS Investors) or, where applicable, their appointed proxy, may also ask the Chairman of the Scheme Meeting substantial and relevant questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, at the Scheme Meeting.

7. VOTING AT THE SCHEME MEETING

- 7.1 Each Shareholder which is not a relevant intermediary¹ and is entitled to attend and vote at the Scheme Meeting may only appoint one (1) proxy to attend and vote in his/her/its stead and may only cast all the voting rights attached to his/her/its Shares at the Scheme Meeting (whether in person or by proxy) in one (1) way. Where a Shareholder which is not a relevant intermediary appoints more than one (1) proxy, such additional appointments shall be invalid.

- 7.2 In relation to any Shareholder which is a relevant intermediary:

- (a) subject to paragraph 7.2(b) below, a Shareholder which is a relevant intermediary need not cast all the voting rights attached to the Shares held on behalf of its sub-account holders in the same way provided that each vote is exercised in relation to a different Share or Shares; and
- (b) a Shareholder which is a relevant intermediary may appoint more than two (2) proxies in relation to the Scheme Meeting to exercise all or any of the Shareholder's rights to attend and to speak and vote at the Scheme Meeting, but each proxy must be appointed to exercise the voting rights attached to a different Share or Shares held by the Shareholder (which number and class of Shares must be specified). Each proxy appointed in accordance with this paragraph 7.2(b) may only cast all the voting rights attached to such Share or Shares at the Scheme Meeting in one way.

- 7.3 For the purposes of determining whether the conditions under Section 210(3AB)(a) of the Companies Act ("Headcount Test") and Section 210(3AB)(b) of the Companies Act ("Value Test") are satisfied:

- (a) the Company shall treat each proxy appointed in accordance with paragraph 7.1 above and which casts a vote in respect of its Shares for or against the Scheme as:
 - (i) casting one (1) vote in number for purposes of the Headcount Test; and
 - (ii) the value represented by the proxy for purposes of the Value Test shall be the number of Shares in relation to which voting rights are being exercised by the proxy.

¹ "relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

For the avoidance of doubt, where a person has been appointed as proxy of more than one Shareholder to vote at the Scheme Meeting, the votes of such proxy shall be counted as separate votes attributable to each appointing Shareholder for purposes of the Headcount Test and Value Test provided that the proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified);

- (b) the Company shall treat each proxy appointed in accordance with paragraph 7.2(b) above or each sub-account holder on whose behalf the Shareholder which is a relevant intermediary holds Shares, and which casts a vote for or against the Scheme as:
 - (i) casting one (1) vote in number for purposes of the Headcount Test; and
 - (ii) the value represented by the proxy or sub-account holder for purposes of the Value Test shall be the number of Shares in relation to which voting rights are being exercised by the proxy or the sub-account holder.

For the avoidance of doubt, where a person has been appointed as proxy of more than one sub-account holder to vote at the Scheme Meeting, the votes of such proxy shall be counted as separate votes attributable to each appointing sub-account holder for purposes of the Headcount Test and Value Test provided that the proxy is exercising the voting rights attached to a different Share or Shares (which number and class of Shares must be specified). The Shareholder which is a relevant intermediary shall submit to the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd., either:

- A. by post at:
 - (1) **(before 13 January 2025)** 30 Cecil Street #19-08 Prudential Tower, Singapore 049712; or
 - (2) **(on or after 13 January 2025)** 36 Robinson Road, #20-01 City House, Singapore 068877; or
- B. send by email to shareregistry@incorp.asia,

the list of these sub-account holder(s) (which sets out the name of each sub-account holder, the number of Shares attributed to each sub-account holder, and whether the sub-account holder has voted in favour of or against the Scheme in respect of such Shares);

- (c) where a Shareholder which is a relevant intermediary casts the voting rights attached to the Shares held on behalf of its sub-account holder(s) both for and against the Scheme otherwise than in accordance with paragraph 7.2(b) above or without specifying the number of sub-account holders, the number and class of Shares held by each sub-account holder and the vote cast by each sub-account holder, without prejudice to the treatment of any proxies appointed in accordance with paragraph 7.2(b) above:
 - (i) the Company shall treat the relevant intermediary as casting one (1) vote in favour of the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes for the Scheme than against the Scheme;

- (ii) the Company shall treat the relevant intermediary as casting one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts more votes against the Scheme than for the Scheme;
- (iii) the Company shall treat the relevant intermediary as casting one (1) vote for and one (1) vote against the Scheme for the purposes of the Headcount Test if the relevant intermediary casts equal votes for and against the Scheme; and
- (iv) with respect to each of the scenarios set out in paragraphs 7.3(c)(i), (ii) and (iii) above, the value represented by the relevant intermediary for purposes of the Value Test shall be the number of Shares in relation to which voting rights “for” and “against” the Scheme are being exercised by the relevant intermediary.

8. KEY DATES/DEADLINES

The table below sets out the key dates/deadlines for Shareholders to note:

Last date and time for submission of : 15 January 2025, 10.00 a.m.
questions in advance of the Scheme Meeting

Last date and time for the Company's : 17 January 2025, 10.00 a.m.
responses to substantial and relevant
questions received from Shareholders

Last date and time for lodgement of Proxy : 19 January 2025, 10.00 a.m.
Form for the Scheme Meeting

Date and time of Scheme Meeting : 22 January 2025, 10.00 a.m.

An indicative timetable for the events which are scheduled to take place after the Scheme Meeting is set out in the Scheme Document.

9. 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
7 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.

The contact person for the Sponsor is Mr. Leong Weng Tuck at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com.