
NOTICE OF SCHEME MEETING



5E RESOURCES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 202136285K)

IN THE GENERAL DIVISION OF THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OA 1266/2024

In the matter of Section 210 of the Companies Act 1967

And

In the Matter of
5E Resources Limited
(Company Registration No.: 202136285K)

... Applicant

SCHEME OF ARRANGEMENT

under Section 210 of the Companies Act 1967

Among

5E Resources Limited

And

The Shareholders (as defined herein)

And

GreenEdge Sdn. Bhd.

NOTICE IS HEREBY GIVEN that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (“**Court**”) has directed a meeting (“**Scheme Meeting**”) of the Shareholders of 5E Resources Limited (“**Company**”) to be convened and such Scheme Meeting shall be 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 following resolution:

THE SCHEME RESOLUTION

“**THAT** the Scheme of Arrangement dated 7 January 2025 proposed to be made pursuant to Section 210 of the Companies Act 1967 of Singapore, between (i) the Company, (ii) the Shareholders and (iii) GreenEdge Sdn. Bhd., a copy of which has been circulated with this Notice convening this Scheme Meeting, be and is hereby approved.”

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All references to the Scheme Document in this Notice shall mean the Company's Scheme Document to Shareholders dated 7 January 2025. All capitalised terms used but not otherwise defined herein shall have the same meanings given to them in the Scheme Document.

By the said Order of Court, the Court has appointed Mdm. Sok Ching, or failing her, any director of the Company, to act as Chairman of the Scheme Meeting and has directed the Chairman to report the results thereof to the Court.

The said Scheme of Arrangement will be subject to, inter alia, the subsequent sanction of the Court.

IMPORTANT NOTICE FROM THE COMPANY:

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.

Electronic copies of the Scheme Document (together with this Notice, the Proxy Form and the Request Form) has been made available on SGXNet at the URL <https://sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.5e-resources.com/announcements>. A Shareholder will need an internet browser and PDF reader to view these documents on SGXNet and the corporate website of the Company. A printed copy of the Scheme Document will NOT be despatched to Shareholders (unless upon request). Instead, only printed copies of this Notice of Scheme Meeting, the Proxy Form and the Request Form will be despatched to Shareholders.

Shareholders (including 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 this 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.

Notes:

1. A copy of the said Scheme of Arrangement and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act 1967 of Singapore, are incorporated in the Scheme Document of which this Notice forms part.

Arrangements for Conduct of the Scheme Meeting

2. Arrangements relating to the conduct of the Scheme meeting, including:

(a) attending the Scheme Meeting in person;

(b) submitting questions related to the Scheme Resolution to be tabled for approval at the Scheme Meeting, in advance of the Scheme Meeting or at the Scheme Meeting itself; and/or

(c) voting at the Scheme Meeting by the Shareholder (i) in person or (ii) by his/her/its duly appointed proxy,

are set out in this Notice of Scheme Meeting. Any reference to a time of day is made by reference to Singapore time.

Shareholders, including SRS Investors, or, where applicable, their appointed proxy who will be attending the Scheme Meeting in person should bring along their NRIC/passport so as to enable the verification of their identity on the day of the Scheme Meeting.

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Question & Answer, Minutes of Scheme Meeting

3. 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.
4. 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).
5. Shareholders are strongly encouraged to submit their questions electronically via email.
6. 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 corporate website. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
7. 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.
8. The Company will publish the minutes of the Scheme Meeting on the Company's corporate 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 Shareholders which are addressed during the Scheme Meeting.

Voting, or appointing a proxy to vote, at the Scheme Meeting

9. A Shareholder who wishes to exercise his/her/its voting rights at the Scheme Meeting may:
 - (a) vote at the Scheme Meeting in person; or
 - (b) appoint a proxy to vote on his/her/its behalf at the Scheme Meeting.
10. A Shareholder which is not a relevant intermediary (as defined below) 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.
11. A proxy need not be a member of the Company and may be the Chairman of the Scheme Meeting.
12. A Shareholder who wishes to submit an instrument appointing a proxy must complete the accompanying proxy form ("**Proxy Form**"), before submitting it in the manner set out below and the instructions set out in the Proxy Form.
13. A form of proxy applicable for the Scheme Meeting is enclosed with the printed document of which this Notice of Scheme Meeting forms part. Printed copies of this Notice to Scheme Meeting, the Proxy Form and the Request Form will be sent to Shareholders. The Proxy Form may also be accessed at the Company's corporate website at the URL <https://sgx.com/securities/company-announcements> and on SGXNet at the URL <https://www.5e-resources.com/announcements>.
14. In the case of joint holders of Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members of the Company or, as the case may be, the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) shall alone be entitled to vote.

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15. The Proxy Form must be deposited with the Company's 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) sent by email to shareregistry@incorp.asia,
- in either case by 10.00 a.m. on 19 January 2025 (being not less than 72 hours before the time appointed for the Scheme Meeting).
16. **Shareholders are strongly encouraged to submit their completed Proxy Forms electronically via email.**
17. If any Shareholder fails to submit a Proxy Form (if applicable) in the manner and within the period stated therein or if the Proxy Form (if applicable) is incomplete, improperly completed, illegible or where the true intentions of the Shareholder are not ascertainable from the instructions of the Shareholder specified in the Proxy Form (if applicable), the Shareholders and the proxy of such Shareholder (if applicable) may only be admitted to the Scheme Meeting at the discretion of the Chairman. Any such Shareholder shall, nonetheless, be bound by the terms of the Scheme in the event that it becomes effective.
18. **Relevant intermediaries:**
- (a) Persons who hold Shares through relevant intermediaries, other than SRS Investors, and who wish to participate in the Scheme Meeting should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than SRS Investors, may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective relevant intermediaries; or (ii) specify their voting instructions to / arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.
 - (b) In addition, SRS Investors may (i) vote at the Scheme Meeting if they are appointed as proxy by their respective SRS operators, and should contact their respective SRS operators if they have any queries regarding their appointment as proxy; or (ii) specify their voting instructions to / arrange for their votes to be submitted with their respective SRS operators, and should approach their respective SRS operators by 10.00 a.m. on 13 January 2025, being at least seven working days before the date of the Scheme Meeting, to ensure their votes are submitted.
19. In relation to any Shareholder which is a relevant intermediary:
- (a) subject to paragraph 19(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 19(b) may only cast all the voting rights attached to such Share or Shares at the Scheme Meeting in one way.

A "**relevant intermediary**" means:

- (i) 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;
- (ii) 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
- (iii) 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.

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20. For 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 10 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.

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 19(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. 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 19(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 19(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 20(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.

21. Please see the Scheme Document and the notes to the Proxy Form for more information.

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Personal data privacy

22. By either (I) attending the Scheme Meeting, (II) submitting an instrument appointing proxy to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, (III) submitting any question in advance of, or at, the Scheme Meeting, and/or (IV) submitting the Request Form to request for a printed copy of the Scheme Document, a Shareholder:
- (a) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its respective agents or service providers) for the following purposes:
 - (i) the processing, administration and analysis by the Company (or its respective agents or service providers) of instruments appointing proxy(ies) for the Scheme Meeting (including any adjournment thereof);
 - (ii) the addressing of questions received from Shareholders in advance of or at the Scheme Meeting and, if necessary, the following up with the relevant Shareholders in relation to such questions;
 - (iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof); and
 - (iv) in order for the Company (or its respective agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines,(collectively, the "**Purposes**");
 - (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy and/or representative(s) to the Company (or its respective agents or service providers), the Shareholder has obtained the prior consent of such proxy and/or representative(s) for the collection, use and disclosure by the Company (or its respective agents or service providers) of the personal data of such proxy and/or representative(s) for the Purposes;
 - (c) agrees to provide the Company with written evidence of such prior consent upon reasonable request;
 - (d) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty; and
 - (e) agrees and consents to such photographic, sound and/or video recordings of the Scheme Meeting as may be made by the Company (or its respective agents or service providers) for record keeping and to ensure the accuracy of the minutes prepared of the Scheme Meeting. Accordingly, the personal data of the Shareholder (such as his/her name, his/her presence at the Scheme Meeting and any questions he/she may raise or motions he/she may propose/second) may be recorded by the Company (or its respective agents or service providers) for such purpose.

Dated this 7th day of January 2025

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Solicitors for
5E Resources Limited