



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

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PROPOSED INVESTMENT IN GREEN ENERGY INVESTMENT HOLDING PRIVATE LIMITED

- COMPLETION OF THE THIRD AND FOURTH INVESTMENT TRANCHES

The Board of Directors ("**Board**") of H2G Green Limited (the "**Company**", together with its subsidiaries, collectively the "**Group**") refers to the Company's announcements dated 14 December 2022, 30 December 2022, 16 January 2023, 6 February 2023, 23 February 2023, 14 August 2023, 17 August 2023 and 15 September 2023, and the Company's circular dated 30 December 2022 (collectively, the "**Announcements**"), in relation to the Proposed Investment by RD Property Holdings Pte. Ltd. (the "**Investor**") in Green Energy Investment Holding Private Limited ("**GEIH**"), a subsidiary of the Company, pursuant to the A&R SSA (as amended and varied in accordance with the Variation Letter) ("**Revised A&R SSA**").

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Announcements.

The Board is pleased to announce that, following the fulfilment (or otherwise waiver, as the case may be) of the milestone conditions in respect of the third and fourth investment tranches under the Proposed Investment ("**Third and Fourth Tranches**"), the completion of the Third and Fourth Tranches has taken place on 6 June 2024. In the interest of proceeding to completion, the Investor has agreed to waive all milestone conditions in respect of the Third and Fourth Tranches, save for (a) the completion of the Second Tranche and (b) there being no breach by any Warrantor (being the Company, GEIH and Mr Lim Shao-Lin) of any representation and warranty under the Revised A&R SSA or material breach of the SHA in respect of GEIH (which has not been cured).

Pursuant to the Revised A&R SSA, GEIH has on 6 June 2024 allotted and issued an aggregate of 2 Class A Preference Shares to the Investor, in consideration of the aggregate investment amount of S\$9,000,000 disbursed by the Investor to GEIH.

Upon the completion of the Third and Fourth Tranches, the Proposed Investment has been completed and GEIH has become a 50.10%-owned subsidiary of the Company, based on the total number of issued shares in the capital of GEIH (including Ordinary Shares and Class A Preference Shares) on a fully diluted and as-converted basis. For completeness, the Board was informed that the Mr Kwan Call Option has not been exercised. Accordingly, the resultant shareholding interest in GEIH (on a fully diluted and as-converted basis) immediately following the completion of the Proposed Investment is as follows:

GEIH Shareholder	Number of Shares ⁽¹⁾	Shareholding Percentage ⁽²⁾
H2G Green Limited	1,002 Ordinary Shares	50.10%
RD Property Holdings Pte. Ltd.	998 Class A Preference Shares	49.90%
Total		100.00%

Notes:

- (1) Including Ordinary Shares and Class A Preference Shares.
- (2) Based on the total number of issued shares (including Ordinary Shares and Class A Preference Shares) in the capital of GEIH, on a fully diluted and as-converted basis.

By Order of the Board

Lim Shao-Lin
Executive Director, CEO

6 June 2024