GREEN BUILD TECHNOLOGY

GREEN BUILD TECHNOLOGY LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200401338W)

RESPONSE ANNOUNCEMENT TO SGX-ST QUERIES

The Board of Directors (the "**Board**") of Green Build Technology Limited (the "**Company**", and together with its subsidiaries, the "Group") would like to clarify the queries raised by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 27 April 2026 with reference to the Company's announcement on 15 April 2026 titled "Annual Report and Related Documents" on the Company's Annual Report for the financial year ended 31 December 2025 ("**FY2025**"). The queries from the SGX-ST and the Company's responses are as follows:

<u>Query 1:</u>

The Company stated in its FY2025 financial statements that, as at 31 December 2025, Element Plus did not proceed to renew its lease as the landlord demanded a rental increase that was beyond the budget of Element Plus. As the Company's hotel management segment is the only revenue generating business in FY2025 which is solely attributable to Element Plus, please provide details on the following:

(a) Is the Company operating any business following the termination of the lease by Element Plus at the end of 31 Dec 2025? If so, please provide details of this business.

<u>Company's Response:</u>

Although the management lease in relation to the hotel situated at 41 Hong Kong Street Singapore 059680 expired on 31 December 2025 (the "**Expired Lease**"), Hotel Nuve Elements Plus Pte Ltd ("**Elements Plus**") was still providing handover services relating to hotel management to the new management of the aforesaid hotel as part of the hand over relating to the Expired Lease from January to mid-February 2026. As Elements Plus had to expend resources to ensure a proper handover of matters relating to the Expired Lease, it could not take on material commitments from January to mid-February 2026. Furthermore, Elements Plus had provided consultancy services to another hotel management using the remainder of its staff who were not involved in the handover for the same period of time. Thus, Elements Plus continues to generate income from the aforementioned services from January to mid-February 2026.

As the Group was aware of the impending expiry of the Expired Lease, it had since mid-2025 been exploring suitable new hotel lease at other locations and the Company had, on 5 January 2026, entered into a non-binding memorandum of understanding (with non-disclosure clauses) ("**MOU**") with Nuve City Pte. Ltd. (the "**Seller**"), the owner of a hotel management and consultancy company, Hotel Nuve Urbane Pte. Ltd. ("**Urbane**"), to acquire 5,100 ordinary share in the capital of Urbane (the "**Sale Shares**") (the "**Acquisition**"). The sale and purchase agreement in connection with the Acquisition was entered into on 13 March 2026 (the "**Sale and Purchase Agreement**") and as disclosed in the Company's annual report for FY2025, the Acquisition had completed and Urbane is a subsidiary of the Company.

Urbane provides management and consultancy services to a 62-room hotel located at King George's Avenue in Singapore (the "**Hotel**"), which is a location which the Company had been targeting for some period of time before it managed to finalise commercial negotiations with the Seller.

Elements Plus was involved in the oversight of Urbane since January 2026, details of which are set out in the Company's response to Query 1(b) below.

(b) The Company's FY2025 annual report stated that Hotel Nuve Element Plus Pte. Ltd. remains a subsidiary of the Company. Please describe whether the subsidiary continues to operate any business and generate any revenue, profits and cashflows after 31 Dec 2025.

<u>Company's Response:</u>

For the period from 1 January 2026 to mid-February 2026, Elements Plus was rendering handover services to the new management of the Expired Lease, as part of the hand over of the hotel at the Expired Lease.

Furthermore, as disclosed in the Company's response to Query 1(a) above, Elements Plus took on oversight of the management of Urbane since January 2026. Commencing from mid-February 2026, after Elements Plus had completed its work relating to the hand over, Elements Plus became involved in the management of Urbane as it could then devote more dedicated resources to Urbane.

Please see the Company's response to Query 2(c) below for more information on the salient terms of the Sale and Purchase Agreement.

<u>Query 2:</u>

The Company stated that in its FY2025 annual report that "On 13 March 2026, the Group entered into a sale and purchase agreement for the acquisition of a 51% equity interest in Hotel Nuve Urbane Pte Ltd ("Urbane"), a hotel management company whose principal activity is that of a hotel operator and manages a 62-room hotel. As at the date of this Report, Urbane is a subsidiary of the Company".

(a) Please explain why the Company did not announce this acquisition via SGXNet considering its materiality to the Company's business operations and ongoing financial performance.

<u>Company's Response:</u>

The Board notes that:

(i) the relative figure under Rule 1006(c) does not exceed 5%; and

(ii) the relative figure under Rule 1006(b) is a negative figure which does not exceed 5% and falls within the parameters set out in Paragraph 4.3(b) of Practice Note 10.1,

and accordingly, no announcement and shareholders' approval of the Acquisition was required.

The Company also notes that the Acquisition is an acquisition of a business which is already within the Company's ordinary course of business. Furthermore, the Consideration for the Acquisition of S$26,000 is not a substantial amount.

For each relative figure of the Acquisition computed on the bases set out in Listing Rule 1006, please refer to the Company's response to Query 2(b) below.

(b) Please disclose the relevant figures under Listing Rule 1006 for this acquisition.

<u>Company's Response:</u>

The relative figures of the Acquisition computed on the bases set out in Listing Rule 1006 are as follows:

	Relative figures
Rule 1006 (a) The net asset value of the assets to be disposed of, compared with the Group's net asset value.	Not applicable
Rule 1006 (b) Net profits attributable to the assets acquired, compared with the Group's net profits	1.83%[(1)]
Rule 1006(c) The aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	0.42%[(2)]
Rule 1006 (d) The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
Rule 1006 (e) The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable

<u>Notes:</u>

(1) *This is the absolute relative figure of the net profits of Urbane of approximately S$21,000 (based on the management accounts of Urbane for FY2025) as computed with the net loss of the Group of approximately S$1,149,000 (based on the condensed interim financial statements of the Group for FY2025, as announced on SGX-ST on 26 February 2026).*

(2) *This is the relative figure of the aggregate value of the consideration given of approximately S$26,000 for the acquisition of Urbane as computed with the market capitalization of approximately S$6,161,000 (based on the closing share price of the Company of S$0.018 per share as at the date of the Sale and Purchase Agreement).*

(c) Please disclose details of this acquisition corresponding to the requirements under Listing Rule 1010.

<u>Company's Response:</u>

The details of the acquisition corresponding to the requirements under Listing Rule 1010 are as follows:

<u>Information on Urbane and the Vendor</u>

Urbane is a private company limited by shares incorporated in Singapore on 2 May 2017 and it is in the business of providing hotel management and consultancy services. Urbane has an issued and paid-up share capital of S$10,000 comprising 10,000 ordinary shares.

Prior to completion of the Acquisition, the Seller was the sole shareholder of Urbane and owns the entire issued and paid-up share capital of the Target. Following the completion of the Acquisition, the Company holds 51% of the shareholding in Urbane, while the Seller holds 49% of the shareholding in Urbane.

Based on the management accounts of Urbane for FY2025, the net tangible asset and net book value of Urbane is approximately S$51,000.

The Seller is not related to any of the Directors, controlling shareholders of the Company and/or their respective associates. As at the date of this announcement, the Seller does not hold shares, directly or indirectly, in the Company.

<u>Rationale</u>

In comparison to the 30-room hotel of the Expired Lease, the Acquisition enables the Group to provide management and consultancy services to a 62-room hotel with some benefits of economies of scale.

<u>Salient Terms of the Sale and Purchase Agreement and the Acquisition</u>

(i) Consideration

The purchase consideration in connection with the Acquisition was S$26,000.00 (the "**Consideration**"), which was satisfied wholly in cash on the date on which completion of the Acquisition ("**Completion**") took place.

The Consideration was determined based on arm's length negotiations between the Company and the Seller and arrived at on a willing-buyer and willing-seller basis, after taking into account, *inter alia*, the recent financial performance and earnings potential of Urbane.

(ii) Economic Transfer (Profit and Loss) from Effective Transfer Date

Notwithstanding the date of Completion, the parties agreed that all profits generated and losses incurred by Urbane with effect from 1 January 2026 (the "**Effective Transfer Date**") shall be for the account of the Company (to the extent of its 51% shareholding) and the Seller (to the extent of its remaining 49% shareholding).

Notwithstanding the date of Completion, the parties expressly agreed that with effect from the Effective Transfer Date:

(1) all significant risks and rewards related to the ownership of the Sale Shares shall be transferred from the Seller to the Company;

(2) the Company shall assume the right to the variable returns arising from the Company's 51% shareholding in Urbane, and has the ability to affect those returns

through the powers granted to it under the Sale and Purchase Agreement, including but not limited to the management rights set out in clause 4 of the Sale and Purchase Agreement;

(3) the Company shall be entitled to all economic benefits (including all revenues, profits, and distributions) of Urbane attributable to the Sale Shares from the Effective Transfer Date; and

(4) the Company shall assume and be responsible for all risks associated with Urbane's operations from the Effective Transfer Date, including, without limitation, responsibility for 51% of any liabilities, losses, damages, or claims (including any pending or future legal lawsuits) arising from the operation, management, or ownership of Urbane and the Hotel, regardless of whether the underlying event giving rise to such liability, loss, damage, or claim occurred before or after the Effective Transfer Date, provided always that in respect of any underlying event which had occurred before the Effective Transfer Date, the Seller shall indemnify the Company for any such liabilities, losses, damages, or claims (including any pending or future legal lawsuits) incurred by the Company in connection with the same.

Source of Funds

The Company funded the Acquisition partly through internal funds and partly through borrowings from its directors.

Financial Effects

The financial effects of the Acquisition on the Group as set out below are for illustrative purposes only and do not reflect the actual financial performance or position of the Group after the Acquisition Transaction.

The financial effects set out below have been prepared based on the latest consolidated financial statements of the Group for FY2025 and based on the following key assumptions:

(1) the effect on the net tangible assets per share of the Group is based on the assumption that the Acquisition had been effected at the end of FY2025; and

(2) the effect on the earnings per share of the Group is based on the assumption that the Acquisition had been effected at the beginning of FY2025.

(Net Tangible Liabilities) ("**NTL**") / Net Tangible Asset ("**NTA**")[1]

	Before the Acquisition	**After the Acquisition**
(NTL)/NTA of the Group (S$'000)	(1,895)	(1,844)[3]
Number of shares (excluding treasury shares)('000)[2]	342,259	342,259
(NTL)/NTA per share up (Singapore cents)	(0.55)	(0.54)

Notes:

(1) (NTL)/NTA refers to net assets less intangible assets.
(2) As at the date of this announcement, the Company does not hold any treasury shares.
(3) Includes the NTA of Urbane of S$51,000 as at 31 December 2025 (based on the management accounts of Urbane for FY2025).

Earnings per Share ("**EPS**")

	Before the Acquisition	After the Acquisition
Net loss for FY2025 (S$'000)	(1,149)	(1,128)
Weighted average number of Shares ('000)	297,464	297,464
EPS (Singapore cents)	(0.39)	(0.38)

Interest of Directors and Substantial Shareholders

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Acquisition (save through their respective shareholdings in the Company).

Service Contracts

No person will be appointed to the Board of the Company in connection with the Acquisition and no service contracts in relation thereto will be entered into by the Company.

Relative Figures

Please see the Company's response to Query 2(b) above.

(d) Pursuant to Listing Rule 1018, listed issuers whose assets comprise wholly or substantially of cash or short-dated securities, including those that are not operating any business, will need to be suspended. Please provide the Board's view of whether the Company has complied with this rule and the bases of its view, including the proforma financial figures following this acquisition to justify that the issuer's assets do not comprise wholly or substantially of cash or short-dated securities.

Company's Response:

As the Company is still operating its hotel management and consultancy business as explained in Company's responses to Query 1(a), Query 1(b) and Query 2(c) above and with the completion of the Acquisition, the Board is of the view that it has complied with the relevant listing rules.

In addition, the Board has reviewed the proforma financial figures (such as revenue, profits, working capital, net asset value, new cashflow and net operating cashflow) of the Acquisition on the Group ("**Proforma Figures**"), and note that the Proforma Figures as illustrated in the Company's response to Query 3(b) below indicate that the Acquisition will have positive contribution to the Group's financial performance and position. Accordingly, the Board takes the position that the Group's assets do not comprise wholly or substantially of cash or short-dated securities.

Query 3:

It is noted that the Company prepared its financial statements on the going concern assumption despite its net loss and net current liabilities position after taking into consideration of the factors disclosed at Note 3 of the financial statements ("Going Concern Considerations"). The Company's statutory auditors however issued a disclaimer of opinion, partly on the basis of the going concern assumption, stating "as these factors are dependent on certain assumptions and the outcomes are inherently uncertain, we are unable to obtain sufficient appropriate audit evidence to conclude as to the appropriateness of the use of the going concern assumption in the preparation of these financial statements.".

(a) One of the Going Concern Considerations is that "The Company will continue in its efforts to source and procure new business and projects to increase the Group's revenue

stream." Aside from the Hotel Nuve Urbane Pte Ltd sale and purchase agreement, has the Group entered into any agreement for any new business and projects to increase its revenue and profits?

<u>Company's Response:</u>

As at the date of this announcement, aside from the Acquisition, the Group has not entered into any agreement for any new business and projects to increase its revenue and profits.

(b) Another one of the Going Concern Considerations stated that "This coupled with the fact that the Company is increasing its existing business revenue also means that the Group will be cash flow positive from its continuing operations." What is the Board's basis for making this statement? Please provide clear supporting evidence in this regard, including the latest audited financial figures for Hotel Nuve Urbane Pte Ltd and proforma consolidated group financial figures following the acquisition. The financial figures should include at least the following: revenue, profits, working capital, net asset value, operating cash flow and net cash flow.

<u>Company's Response:</u>

Urbane is currently exempt from audit requirements. The financial figures (such as revenue, profits, working capital, net asset value, new cash flow and net operating cashflow) of Urbane based on management accounts for FY2025 are as follows:

FY2025	**Urbane (S$'000)**
Revenue	2,477
Net profit	21
Working capital	49
Net asset value	51
Net cash flow	5
Net operating cashflow	269

The Proforma Figures as set out below are for <u>illustrative purposes only</u> and do not reflect the actual financial performance or position of the Group after the Acquisition.

The Proforma Figures set out below have been prepared based on the latest consolidated financial statements of the Group for FY2025 and based on the following key assumptions:

(1) the effect on the working capital, net asset value and net cash flow of the Group is based on the assumption that the Acquisition had been effected at the end of FY2025; and

(2) the effect on the revenue and net profit of the Group is based on the assumption that the Acquisition had been effected at the beginning of FY2025.

FY2025	**Group Before the Acquisition (S$'000)**	**Proforma Figures (adding the relevant financial figures of Urbane to that of the Group) (S$'000)**
Revenue	1,216	3,693
Net loss	(1,149)	(1,128)
Working capital	(1,895)	(1,846)
Net asset value	(1,775)	(1,724)
Net cash flow	122	127
Net operating cashflow	(46)	223

(c) Please provide details of the Company planned actions to meet its short-term debt obligations considering its net currently liability, net loss and net operating cash outflow position. Please detail any agreements entered into in this regard.

<u>Company's Response:</u>

As at the date of this announcement, the Company had, on 29 April 2026 after trading hours, entered into a subscription agreement with Helyon Pte. Ltd. (the "**Subscriber**") (the "**Subscription Agreement**") in connection with the allotment and issuance to the Subscriber: (i) 600,000,000 new ordinary shares in the capital of the Company (each a "**Subscription Share**", and collectively the "**Subscription Shares**") at an issue price of S$0.016 for each Subscription Share; and (ii) 360,000,000 free, non-listed and non-transferable warrants (the "**Warrants**" and each a "**Warrant**"), with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company at an exercise price of S$0.02 for each new share (the "**Proposed Placement**").

For more information on the Proposed Placement and the Subscription Agreement, Shareholders may refer to the Company's announcement released via SGXNET on 29 April 2026 in connection with the same.

By Order of the Board

Li Mingyang
Chairman and Executive Director of the Board
29 April 2026