

GREEN BUILD TECHNOLOGY LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200401338W)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **GREEN BUILD TECHNOLOGY LIMITED** will be held on Friday, 26 June 2020 at 10.00 a.m. by electronic means to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' Statement and the Auditors' Report of the Company **(Resolution 1)**
2. To approve the payment of Directors' fees of up to S\$80,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr Zhao Lizhi as Director of the Company in accordance with Regulation 91 of the Company's Constitution. **(Resolution 3)**
[See Explanatory Note (i)]
4. To re-elect Ms Wu Xueying as Director of the Company in accordance with Regulation 91 of the Company's Constitution. **(Resolution 4)**
[See Explanatory Note (ii)]
5. To re-elect Mr Soh Yeow Hwa as Director of the Company in accordance with Regulation 97 of the Company's Constitution. **(Resolution 5)**
[See Explanatory Note (iii)]
6. To re-elect Mr Ng Poh Khoon as Director of the Company in accordance with Regulation 97 of the Company's Constitution. **(Resolution 6)**
[See Explanatory Note (iv)]
7. To re-appoint Messrs Baker Tilly TFW LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

9. Authority to issue shares **(Resolution 8)**

"That, pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") and Rule 806(2) of the Listing Manual (the "Listing Manual") of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding that the authority conferred by the shareholders may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided always that:
the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the Company's total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this Resolution is passed, after adjusting for:
- (i) new shares arising from the conversion or exercise of convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (c) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."
[See Explanatory Note (v)]

10. Renewal of Shareholders' Mandate for Interested Person Transactions **(Resolution 9)**

"That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Annual Report (the "Appendix") with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the "Shareholders' Mandate");
- (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate as they may think fit."
[See Explanatory Note (vi)]

By Order of the Board
Wu Xueying
Chief Executive Officer and Executive Director
11 June 2020

Explanatory Notes:

- (i) Mr Zhao Lizhi will, upon re-election as a Director of the Company, remain as an Executive Director of the Company.
- (ii) Ms Wu Xueying will, upon re-election as a Director of the Company, remain as the Chief Executive Officer and an Executive Director of the Company.
- (iii) Mr Soh Yeow Hwa will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director, the Chairman of the Audit and Remuneration Committees and member of the Nominating Committee. Mr Soh Yeow Hwa will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) Mr Ng Poh Khoo will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director, the Chairman of the Nominating Committee, and member of the Audit and Remuneration Committees. Mr Ng Poh Khoo will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (v) Ordinary Resolution 8 proposed in item 9 is to empower the Directors, from the date of the passing of Ordinary Resolution 8 to the date of the next Annual General Meeting, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares) for issues other than on a pro-rata basis to shareholders.
- (vi) The Ordinary Resolution 9 proposed in item 10 above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Annual Report and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Notes:

- (1) The Annual General Meeting is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- (2) **Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the Annual General Meeting in person.** Alternative arrangements relating to attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting, addressing of substantial and relevant questions at the Annual General Meeting and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting, are set out in the accompanying Company's announcement dated 11 June 2020. This announcement may be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- (3) A member of the Company (including a Relevant Intermediary*) must appoint the Chairman of the AGM as his/her/their proxy to vote on his/her/their behalf at the Annual General Meeting if such member wishes to exercise his/her/their voting rights at the Annual General Meeting. The accompanying proxy form for the Annual General Meeting may be accessed from the SGX website at the URL <https://www.sgx.com/securities/AGM-announcements>.
***"Relevant Intermediary"** has the same meaning ascribed to it in section 181 of the Companies Act, Chapter 50.
- (4) The instrument appointing the Chairman of the AGM as a proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (5) The instrument appointing the Chairman of the AGM as proxy must be submitted in the following manner:
 - (a) submitted by post, be lodged with the Company's Share Registrar at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
 - (b) submitted by way of email to greenbuildagm@gmail.com.in either case not less than 48 hours before the time set for the Annual General Meeting.
- (6) A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited not less than 72 hours before the time appointed for the holding of the AGM in order for him to be entitled to vote at the AGM.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting and / or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and / or guidelines.