

ULTRAGREEN.AI LIMITED
(Company Registration No. 202437045W)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of UltraGreen.ai Limited (the “**Company**”) will be held at M Hotel Singapore City Centre, 81 Anson Road, Anson III & IV (Level 2), Singapore 079909 on Friday, 24 April 2026 at 3.00 p.m. (Singapore time) to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2025 (“**FY2025**”) and the Auditor’s Report thereon.

[Resolution 1]

2. To re-elect the following Directors of the Company who will be retiring by rotation under Article 94 of the Constitution of the Company and who, being eligible, offer themselves for re-election:

- (i) Mr Kwa Chong Seng
- (ii) Mr Ravinder Sajwan

[Resolution 2]

[Resolution 3]

[see Explanatory Note (1)]

3. To approve Directors’ Fees of S\$646,002 for the financial year ending 31 December 2026 (“**FY2026**”), payable quarterly in arrears. (FY2025: S\$88,493)

[Resolution 4]

[see Explanatory Note (2)]

4. To re-appoint KPMG LLP as Auditor of the Company to hold office until the conclusion of the next AGM of the Company and to authorise the Directors of the Company to fix their remuneration.

[Resolution 5]

5. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

6. Authority to issue shares

That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company (“**Directors**”) to:

- (i) (A) issue shares of the Company (“**shares**”) whether by way of rights, bonus or otherwise, and/or
- (B) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such person(s) as the Directors may, in their absolute discretion deem fit; and

- (ii) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) 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 50 per cent. (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (A) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (B) any subsequent bonus issue, consolidation or subdivision of shares;and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall 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 the earlier.

[Resolution 6]

[see Explanatory Note (3)]

7. Authority to allot and issue shares under the UltraGreen.ai Share Option Scheme (the “**Scheme**”)

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

- (i) offer and grant options (“**Options**”) from time to time in accordance with the rules of the rules of the Scheme (“**Scheme Rules**”); and
- (ii) to allot and issue from time to time such number of new shares of the Company as may be required to be issued pursuant to the exercise of Options granted under the Scheme,

provided always that the total number of (i) new shares allotted and issued and/or to be allotted and issued, and (ii) existing shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the Scheme shall not exceed 5 per cent. (5%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the Scheme.

[Resolution 7]

[see Explanatory Note (4)]

8. Proposed Adoption of the Share Purchase Mandate

That

- (i) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - (A) an on-market purchase ("**On-Market Purchase**") transacted through the SGX-ST; and/or
 - (B) an off-market purchase ("**Off-Market Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act) as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the Listing Manual,and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Purchase Mandate**");
- (ii) unless varied or revoked by an ordinary resolution of shareholders of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on:
 - (A) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - (B) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
 - (C) the date on which the purchases or acquisitions of shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated,

whichever is the earliest;

- (iii) in this Resolution:

"**Prescribed Limit**" means the number (subject to any proportionate adjustments as may result from any capital subdivision and/or consolidation of the Company) of shares representing ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings as defined in the Listing Manual) of the Company as at the date of the passing of this Resolution; and

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding related brokerage, commission, clearance fees, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Purchase, five per centum (5%) above the average of the closing market prices of the shares over the last five market days on the SGX-ST, on which transactions in the shares were recorded immediately preceding the day of the On-Market Purchase and deemed to be adjusted for any corporate action occurring during such five market day period and the date of the On-Market Purchase by the Company; and
- (ii) in the case of an Off-Market Purchase, five per centum (5%) above the average of the closing market prices of the shares over the last five market days on the SGX-ST, on which transactions in the shares were recorded immediately preceding the day on which the Company makes an announcement of an offer under an equal access scheme; and

- (iv) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents, as may be required) as they or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

[Resolution 8]

[see Explanatory Note (5)]

By Order of the Board
Lee Bee Fong
Secretary
UltraGreen.ai Limited
9 April 2026

EXPLANATORY NOTES:

- (1) **Ordinary Resolutions 2 and 3** are to re-elect Mr Kwa Chong Seng and Mr Ravinder Sajwan who will be retiring by rotation under Article 94 of the Constitution of the Company.

Mr Kwa will, upon re-election, remain as non-independent non-executive Chairman of the Board, and a member of the Nominating Committee and Remuneration Committee.

Mr Sajwan will, upon re-election, continue to serve as the Chief Executive Officer and executive Director of the Company, and a member of the Nominating Committee.

Detailed information on these Directors (including information as set out in Appendix 7.4.1 of the Listing Manual) can be found under “Board of Directors” and “Additional Information Required Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST on Directors Seeking Re-election” in the Company’s Annual Report 2025.

- (2) **Ordinary Resolution 4** is to approve the proposed FY2026 directors’ fees of S\$646,002. Such amount reflects a full financial year from 1 January to 31 December 2026, whereas the FY2025 fees of S\$88,493 relate only to a short period from the respective dates of appointment of the Directors prior to the Company’s listing on 3 December 2025 up to 31 December 2025, and are therefore not directly comparable.
- (3) **Ordinary Resolution 6**, if passed, will empower the Directors to issue shares and to make or grant Instruments (such as options, warrants or debentures) convertible into shares, and to issue shares in pursuance of such Instruments, up to a number not exceeding 50 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings), with a sub-limit of 20 per cent. for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time that Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time that Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (4) **Ordinary Resolution 7**, if passed, will empower the Directors to allot and issue from time to time such number of new shares as may be required to be allotted and issued pursuant to the exercise of such Options under the Scheme, provided always that the total number of (i) new ordinary shares allotted and issued and/or to be allotted and issued, and (ii) existing shares (including treasury shares) delivered and/or to be delivered, pursuant to the Scheme shall not exceed 5 per cent. of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, as determined in accordance with the provisions of the Scheme.
- (5) **Ordinary Resolution 8** is to authorise the Directors to make on-market and off-market purchases or acquisitions of shares of up to ten per centum (10%) of the issued shares (excluding treasury shares and subsidiary holdings) at such price(s) up to the Maximum Price and will empower the Directors to do all acts necessary to give effect to the Share Purchase Mandate, at any time during the period that the Share Purchase Mandate is in force. Please refer to the Appendix to this Notice of AGM (the “**Appendix**”) for more details.

NOTES

Format of Meeting

- (1) The AGM will be held, in a wholly physical format, at M Hotel Singapore City Centre, 81 Anson Road, Anson III & IV (Level 2), Singapore 079909 on Friday, 24 April 2026 at 3.00 p.m. (Singapore time). **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice of AGM (excluding the Appendix), the proxy form and the request form will be sent by post to members. The Company’s annual report (“**AR**”) and the Appendix are made available to members by electronic means via the Company’s website at the URL <https://investor.ultragreen.ai/annual-reports.html> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Members have the right to elect whether to receive the AR and the Appendix in physical copy by completing the request form sent together with this Notice of AGM, and return it to the Company by 18 April 2026.

- (2) Please bring along your NRIC/passport so as to enable the Company to verify your identity.

Arrangements for Participating in Meeting

- (3) Arrangements relating to:

- (a) in-person attendance at the AGM by shareholders, including SRS investors who hold shares through SRS Operators, and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person);
- (b) submission of questions by shareholders, including SRS investors, in advance of, or at, the AGM, and addressing of substantial and relevant questions in advance of, or at, the AGM; and
- (c) voting at the AGM by (i) shareholders or their duly appointed proxies (other than the Chairman of the AGM) or representative(s); (ii) SRS investors if they are appointed as proxies by their SRS Operators; or (iii) shareholders, or SRS investors, appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM,

are set out in the accompanying Company's announcement dated 9 April 2026. This announcement may be accessed at the Company's website at the URL <https://investor.ultragreen.ai/annual-reports.html> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

- (4) Each of the resolutions to be put to the vote of members at the AGM (and at any adjournment thereof) will be voted on by way of a poll.

Appointment of Proxy(ies)

- (5) (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion is specified, the first named proxy shall be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

- (6) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.

If a member wishes to appoint the Chairman of the AGM as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the AGM as proxy. In the absence of specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as the proxy will be treated as invalid.

- (7) Completion and return of the instrument appointing a proxy(ies) by a member will not prevent the member from attending, speaking and voting at the AGM if the member so wishes. However, the appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM in person and the Company reserves the right to refuse to admit any proxy(ies) appointed under the relevant instrument appointing a proxy(ies) to the AGM.

- (8) The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
- (a) if submitted personally or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) if submitted electronically via email, be submitted to the Company's Share Registrar at uga.agm2026@boardroomlimited.com;
- and in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for holding the AGM (ie no later than 3.00 p.m. on 21 April 2026).
- (9) SRS investors:
- (a) may vote at the AGM if they are appointed as proxies by their SRS Operators, and should contact their SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their SRS Operators to submit their votes by 5.00 p.m. on 15 April 2026, being seven (7) working days prior to the date of AGM.

Submission of Questions in Advance of, or at the AGM

- (10) Members, including SRS investors, may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by 5.00 p.m. on 16 April 2026:
- (a) by email, to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd at uga.agm2026@boardroomlimited.com or the Company at ir@ultragreen.ai; or
 - (b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.

Members submitting questions are required to state: (a) their full name; (b) their identification/ registration number; and (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, SRS and/or scrip), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

All questions submitted in advance of the AGM must be received by the Company by the time and date stated above to be treated as valid. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

To ensure that questions are received by the Company by the stipulated deadline, members are strongly encouraged to submit questions by email.

- (11) The Company will endeavour to address the substantial and relevant questions (as may be determined by the Company in its sole discretion) relating to the resolutions to be tabled and for approval at the AGM prior to or at the AGM. The responses to these questions will be published on or before 18 April 2026 via SGXNet and the Company's website or if answered during the AGM, will be included in the minutes of the AGM which shall be published on the Company's website and the SGXNet within one month after the date of AGM.

PERSONAL DATA PRIVACY

By attending, speaking or voting at the AGM and/or any adjournment thereof, submitting any questions to the Company prior to the AGM, and/or submitting any instrument appointing any proxy or representative to do any of the foregoing, without affecting any other consents you have previously provided us, nor any other basis upon which we may lawfully collect, use or disclose any personal data:

- (1) you consent to the collection, use, and/or disclosure of your personal data by the Company (or its agents or service providers) for all of the following purposes (collectively, the "**Purposes**"):
 - (a) processing, administration and analysis of proxies and representatives appointed for the AGM (including any adjournment thereof);

- (b) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof);
 - (c) addressing and/or communicating with you in relation to any question submitted to the Company;
 - (d) 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;
- (2) where you have disclosed the personal data of any third party (including, without limitation any proxy or representative), you represent and warrant that you have obtained the prior consent of the third party for the collection, use and disclosure by the Company (or its agents or service providers) of the third party's personal data for all of the Purposes; and
- (3) you irrevocably and unconditionally agree to indemnify the Company (and its agents and service providers) in connection with any penalties, liabilities, claims, demands, losses and damages arising in relation to your breach of the representation and warranty in (2) above.