GREEN BUILD TECHNOLOGY

# GREEN BUILD TECHNOLOGY LIMITED

(Incorporated in Republic of Singapore)
(Company Registration Number: 200401338W)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Green Build Technology Limited (the "**Company**") will be held on 24 May 2023 at 10.00 a.m. by way of electronic means, for the purpose of considering and, if thought fit, passing (with or without modifications) the resolution set out below.

Please refer to the section titled 'IMPORTANT INFORMATION' below for details.

All capitalised terms in this Notice which are not defined herein shall have the same meanings as ascribed to them in the Company's circular dated 9 May 2023 (the "**Circular**").

This Notice has been made available on SGXNET at the URL https://www.sgx.com/securities/companyannouncements. A printed copy of this Notice will NOT be despatched to the shareholders of the Company.

**ORDINARY RESOLUTION:**

**THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF GBT INVESTMENTS PTE. LTD. AND FUTURE CITY DEVELOPMENT AND MANAGEMENT GRP PTE. LTD. AS A MAJOR TRANSACTION**

IT IS RESOLVED that:

(a) pursuant to Rule 1014 of the Listing Manual, that approval be and is hereby given for the Company to enter into the Proposed Disposal pursuant to the terms and conditions of the SPA;

(b) the execution of the SPA by the Company be and is hereby confirmed, approved and ratified;

(c) the Directors be and are hereby authorised to from time to time, amend, modify and/or supplement the terms of the Proposed Disposal and/or the SPA as such Directors or any of them may deem appropriate; and

(d) the Director be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the Proposed Disposal as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.

By Order of the Board

Mr Li Mingyang
Executive Director and Chairman of the Board

9 May 2023

**IMPORTANT INFORMATION**

1. **No attendance in person**

The EGM is being convened, and will be held, by way of 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. This Notice will accordingly be sent to members by electronic means via publication on the SGXNet website at the URL:
https://www.sgx.com/securities/companyannouncements.

2. **Alternative arrangements**

The Company is arranging for a live webcast and live audio feed of the EGM proceedings (the "**Live Webcast**" and "**Live Audio Stream**") which will take place on 24 May 2023 at 10.00 a.m. in place of a physical EGM. Members will be able to watch or listen to the EGM proceedings through the Live Webcast or the Live Audio Stream. Alternative arrangements have been put in place to allow members to participate in the EGM by:

(a) attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream);

(b) submitting questions relating to the resolutions to be tabled at the EGM in advance of the EGM;

(c) submitting text-based questions during the Live Webcast;

(d) appointing proxy(ies) to attend and vote on their behalf at the EGM; and

(e) participating in the live voting during the Live Webcast.

3. **Registration for attendance at the EGM**

Members may watch or listen to the EGM proceedings through the Live Webcast or the Live Audio Stream. To do so, members will need to pre-register themselves or where applicable, their appointed proxy(ies) at https://go.lumiengage.com/GBTLEGM2023 (the "**Registration Link**") by no later than 10.00 a.m. on 22 May 2023, being 48 hours prior to the EGM (the "**Registration Deadline**") to enable the Company to verify their status. Following verification, authenticated members or where applicable, their appointed proxy(ies) will receive an email on 23 May 2023 and will be able to access the Live Webcast or the Live Audio Stream on the day of the meeting via the Registration Link using their login credentials created during the pre-registration process. Members must not share their login credentials to other persons who are not members of the Company and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast or the Live Audio Stream. Members who have registered by the Registration Deadline but did not receive an email response by 12.00 p.m on 23 May 2023 may contact the Company's Share Registrar at +65 6536 5335 (during office hours from 9.00 a.m to 5.00 p.m.) or by email to bcasmeetings@boardroomlimited.com.

4. **Asking questions prior to and during the EGM**

All members may, prior to the EGM, submit questions relating to the business of the EGM no later than 10.00 a.m. on 17 May 2023, being seven (7) calendar days after this Notice is published via either of the following:

(a) the Registration Link; 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.

The Company will endeavour to address questions on SGXNET which are substantial and relevant on or before 10.00 a.m. on 20 May 2023 (being not less than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.

Members who registered and are verified to attend the EGM will be able to ask questions relating to the business of the EGM during the EGM. For the avoidance of doubt, members will not be able to do so via the Live Audio Stream. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed. The Company will endeavour to respond to such queries during the EGM as far as reasonably practicable.

Shareholders who wish to appoint a proxy(ies) (other than the chairman of the EGM (the "**Chairman**")) to ask questions "live" at the EGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the Registration Link that will be sent to the appointed proxy(ies) by the Company upon verification of the Proxy Form(s).

Shareholders (including CPF/SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the Live Webcast in order to ask questions "live" at the EGM, and will not be able to do so via the Live Audio Stream.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET, and the minutes will include the responses to any clarifications or follow-up questions raised prior to or at the EGM in respect of substantial and relevant matters as referred to above.

5. **Voting by members**

To minimise physical interactions and COVID-19 transmission risks, a member will not be able to attend the EGM in person. A member who wishes to exercise his/her/its voting rights at the EGM may do so by:

(a) casting the vote remotely in real time via electronic means when attending the EGM by way of the Live Webcast ("**Live-Voting**");

(b) appointing a proxy or proxies to vote on the member's behalf at the EGM by Live-Voting when attending the EGM by way of the Live Webcast; or

(c) by appointing the Chairman as proxy to vote on his/her/its behalf at the EGM.

The accompanying Proxy Form for the EGM may be downloaded from the SGXNet website at the URL: https://www.sgx.com/securities/company-announcements.

6. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument; and (b) a member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

7. A proxy need not be a member of the Company. The Chairman of the EGM, as proxy, need not be a member of the Company.

8. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

(a) if submitted by post, be lodged with 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, be submitted by way of email to greenbuildagm@gmail.com,

in each case, by 10.00 a.m. on 22 May 2023 (not less than 48 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from the SGXNet, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

9. CPF Investors and SRS Investors:

(a) may vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

(b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.

10. This Notice, the Circular and the Proxy Form will be sent to the members solely by electronic means via publication on SGXNet. Printed copies of these documents will not be sent to Shareholders. Please refer to the SGXNet at the URL: https://www.sgx.com/securities/company-announcements for the (a) Circular; (b) Notice of EGM; and (c) Proxy Form.

REMINDER

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Members are advised to closely monitor announcements made on SGXNet and the Company's website for updates on the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and / or any adjournment thereof, a member of the Company (i) 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 proxy(ies) and/or representative(s) as proxy for the EGM (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.