



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

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF H2G GREEN LIMITED (THE “COMPANY”) HELD AT 213 HENDERSON ROAD, #01-08 HENDERSON INDUSTRIAL PARK, SINGAPORE 159553 ON TUESDAY, 29 OCTOBER 2024 AT 10.20 A.M. (THE “EGM” OR “MEETING”)

All capitalised terms used herein which are not otherwise defined shall have the same meanings as ascribed to them in the Company’s circular to its shareholders dated 14 October 2024 (“Circular”).

PRESENT

Mr Mak Yen-Chen Andrew	(Non-Executive Chairman and Independent Director)
Mr Lim Shao-Lin	(Executive Director and Chief Executive Officer)
Ms Leow Sau Wan	(Executive Director)
Mr Kwan Yau-Shing Sydney	(Executive Director)
Mr Lien Kait Long	(Independent Director)
Mr Yong Kok Hoon	(Independent Director)

IN ATTENDANCE

As set out in the attendance list maintained by the Company.

1. CHAIRMAN

Mr Mak Yen-Chen Andrew, the Non-Executive Chairman and Independent Director of the Company (the “**Chairman**”), took the chair of the EGM and extended a welcome to shareholders of the Company (each a “**Shareholder**” and collectively, the “**Shareholders**”) for their attendance at the EGM.

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 10.20 a.m.

3. NOTICE OF MEETING

The Notice of EGM dated 14 October 2024 (the “**Notice**”), having been despatched to Shareholders and made available on SGXNet and the Company’s website, was taken as read.

4. QUESTIONS FROM SHAREHOLDERS

The Chairman informed that the Company had not received any written questions from Shareholders relating to the resolutions set out in the Notice prior to the Meeting. He then invited Shareholders present at the EGM to ask questions during the Question and Answer session. No questions were raised by Shareholders during the EGM.

5. POLL VOTING

The Chairman informed Shareholders that in accordance with Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”), all motions tabled at the EGM would be voted on by way of a poll pursuant to Regulation 73 of the Company’s Constitution. All the proposed resolutions would require a simple majority of votes for them to be carried.

The Chairman further informed that he had been appointed as proxy by certain Shareholders to vote on their behalf in his capacity as the Chairman of the Meeting and had voted in accordance with such Shareholders’ instructions.

The Chairman directed that the poll on each resolution be conducted after all the resolutions had been formally proposed and seconded.

6. **ORDINARY RESOLUTION 1: PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 1,415,284,092 WARRANTS (THE "WARRANTS") AT AN ISSUE PRICE OF S\$0.001 FOR EACH WARRANT, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY ("SHARE(S)") ("NEW SHARE(S)") AT AN EXERCISE PRICE OF S\$0.004 FOR EACH NEW SHARE, ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) EXISTING SHARE HELD BY THE SHAREHOLDERS OF THE COMPANY AS AT A RECORD DATE TO BE DETERMINED BY THE DIRECTORS, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "WARRANTS ISSUE")**

The Chairman presented Ordinary Resolution 1 on the Notice, which was to seek Shareholders' approval for the proposed Warrants Issue. The proposed Ordinary Resolution 1 as set out in the Notice was taken as read.

The Chairman put the following motion to the Meeting:

"That the renounceable non-underwritten rights issue of up to 1,415,284,092 warrants (the **"Warrants"**) at an issue price of S\$0.001 for each Warrant (the **"Issue Price"**), each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (**"Share(s)"**) (**"New Share(s)"**) at an exercise price of S\$0.004 for each New Share (the **"Exercise Price"**), on the basis of one (1) Warrant for every one (1) existing Share held by the shareholders of the Company (the **"Shareholders"**) as at a date and time to be determined by the Directors for the purpose of determining the Shareholders' entitlement (the **"Record Date"**), fractional entitlements to be disregarded (the **"Warrants Issue"**), be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

(a) create and issue:

- (i) such number of Warrants as the Directors may determine up to 1,415,284,092 Warrants in registered form at an issue price of S\$0.001 for each Warrant, each Warrant carrying the right to subscribe for one (1) New Share at an exercise price of S\$0.004 for each New Share at any time during the period commencing on and including the date of issue of the Warrants and expiring at 5:00 p.m. on the date immediately preceding the expiry of 36 months from the date of issue of the Warrants, subject to the terms and conditions of the deed poll to be executed by the Company constituting the Warrants (the **"Deed Poll"**) on such terms and conditions as the Directors may deem fit; and
- (ii) such additional Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such additional Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);

(b) provisionally allot and issue up to 1,415,284,092 Warrants at an issue price of S\$0.001 for each Warrant, on the basis of one (1) Warrant for every one (1) existing Share held by the Shareholders whose names appear in the register of members of the Company or the records of The Central Depository (Pte) Limited (**"CDP"**) as at the Record Date (**"Entitled Shareholders"**) with registered addresses in Singapore or who have, not later than 5.00 p.m. (Singapore time) on the date being three Market Days prior to the Record Date, provided to the CDP or the share registrar of the Company (**"Share Registrar"**), as the case may be, addresses in Singapore for the service of notices and documents as at the Record Date, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:

- (i) the provisional allotments of the Warrants under the Warrants Issue shall be made on a renounceable non-underwritten basis to the Entitled Shareholders;

- (ii) no provisional allotments of the Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three Market Days prior thereto, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**");
 - (iii) the entitlements to the Warrants which would otherwise have been provisionally allotted to the Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold "nil-paid" on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the net proceeds from all such sales, after deduction of any applicable brokerage, commissions, and expenses (including goods and services tax) therefrom, will be aggregated and thereafter distributed among the Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Record Date, provided that if the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (iv) provisional allotments of the Warrants which are not taken up for any reason, shall be aggregated and used to satisfy excess applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company;
 - (v) the New Shares arising from the exercise of the Warrants will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the New Shares, save as may be otherwise provided in the Deed Poll;
- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
 - (i) up to 1,415,284,092 New Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such New Shares (when issued and paid) to rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the New Shares, save as may be otherwise provided in the Deed Poll; and
 - (ii) on the same basis as paragraph (c)(i) above, such additional New Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (a)(ii) above;
- (d) the Directors be and are hereby authorised to take such steps, and do all such acts and things, enter into all such transactions, arrangements and agreements, and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Warrants Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient in the interests of the Company or to give effect to this Ordinary Resolution 1 or the transactions contemplated pursuant to or in connection with the Warrants Issue."

The motion was duly proposed and seconded by a Shareholder, respectively.

7. ORDINARY RESOLUTION 2: PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

Ordinary Resolution 2 on the Notice was to seek Shareholders' approval for the proposed adoption of a general mandate for interested person transactions. The proposed Ordinary Resolution 2 as set out in the Notice was taken as read.

The Chairman put the following motion to the Meeting:

"That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("**Catalist Rules**"), for the Company, its subsidiaries and associated companies that are regarded as "entities at risk" (as that term is used in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the types of Mandated Transactions with any party who is a Mandated Interested Person, provided that such transactions are on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "**IPT General 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 expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company and each of them be and are hereby authorised to approve, perform, complete and do all such acts and things (including, without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution."

The motion was duly proposed and seconded by a Shareholder, respectively.

8. POLL RESULTS

The Company had appointed B.A.C.S. Private Limited as Polling Agent, and Agile 8 Solutions Pte. Ltd. as Scrutineer, for the poll. The Chairman invited the Scrutineer to brief the Shareholders on the poll voting process.

As all the motions on the resolutions to be considered at the Meeting had been duly proposed and seconded, the Shareholders proceeded to vote on the resolutions by poll pursuant to Regulation 73 of the Company's Constitution. Shareholders handed the completed poll voting papers to the Polling Agent.

The Chairman invited Shareholders for refreshments while waiting for the Polling Agent to complete the counting of the votes.

The Chairman called the Meeting back to order, and the Meeting resumed at 11.05 a.m.

The Chairman announced the poll results as follows:

ORDINARY RESOLUTION NUMBER	NO. OF SHARES FOR	% FOR	NO. OF SHARES AGAINST	% AGAINST
Resolution 1	660,437,239	100%	0	0%
Resolution 2	660,437,239	100%	0	0%

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It was noted that Hongkong China Treasury Limited and its associates are required to, and had abstained from, voting on Ordinary Resolution 2.

Based on the poll results, the Chairman declared all the resolutions carried.

9. END OF MEETING

The Chairman declared the Meeting closed at 11.10 a.m. and thanked all present for attending the Meeting.

Signed as a correct record,

Mak Yen-Chen Andrew
Chairman of the Meeting