



GREEN BUILD TECHNOLOGY

GREEN BUILD TECHNOLOGY LIMITED

(Company Registration No. 200401338W)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

DATE	:	Friday, 26 June 2020
PLACE	:	Held via live webcast and audio only means
TIME	:	10.00 a.m.
PRESENT	:	Mr. Zhao Lizhi - Executive Chairman and Executive Director Ms. Wu Xueying - Chief Executive Officer and Executive Director Mr. Dong Congwen - Independent Director Mr. Soh Yeow Hwa - Independent Director Mr. Ng Poh Khoon - Independent Director
IN ATTENDANCE	:	Mr. Lim Kok Meng - Company Secretary Ms. Jacelyn Chua - From the Company Secretary’s Office Mr. Tan Peng Hong - From the Company Secretary’s Office Mr. Lim Kok Heng - Representative from the Company’s Independent Auditors, Baker Tilly TFW LLP Ms. Jessie Lai - Representative from the Company’s Independent Auditors, Baker Tilly TFW LLP Mr. Ho Chu Cheng - Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd Ms. Lau Shee Ren - Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd Mr. Eugene Yio - Representative from the scrutineer, Gateway 21 Pte Ltd : Shareholders - As per the attendance list maintained by the Company
CHAIRMAN OF THE MEETING	:	Mr Zhao Lizhi

1. INTRODUCTION BY CHAIRMAN

The chairman of the Meeting (the “**Chairman**”), Mr Zhao Lizhi (“**Mr Zhao**”), welcomed the shareholders to the Company’s annual general meeting (the “**AGM**” or “**Meeting**”).

2. QUORUM

- 2.1. The Chairman informed the Meeting that the SGX-ST had issued regulations stating that attendance by electronic means was as good as physical attendance at a general meeting. Therefore, as there was a quorum present for the Meeting, the Chairman formally called the Meeting to order.
- 2.2. The Chairman invited the Company Secretary, Mr Lim Kok Meng (the “**Company Secretary**”), to assist him in conducting the proceedings of the Meeting in English.

3. INTRODUCTION BY THE COMPANY SECRETARY

On behalf of the Chairman, the Company Secretary thanked shareholders for their participation and apologised for any inconvenience caused in holding the AGM virtually. The Company Secretary then introduced the Directors, representatives from the Company’s Independent Auditors and Share Registrar present.

4 NOTICE OF MEETING

- 4.1. The Company Secretary referred the Meeting to the notice of Meeting dated 11 June 2020 (the “**Notice of Meeting**”) and the Company’s Annual Report for the year ended 31 December 2019, which were supplemented by the Company’s announcement dated 11 June 2020, which had been published on SGXNET.
- 4.2. With the consent of the Meeting, the Notice of Meeting was taken as read.

5 POLLING PROCESS

- 5.1. The Company Secretary informed the Meeting that voting at the Meeting would be conducted by way of poll in accordance with SGX’s Listing Rules and in accordance with the various regulatory guidelines, there will be no physical voting conducted for the Meeting. All votes were to be counted on the basis of the proxy forms submitted to the Company and/or its Share Registrar as at 10.00 a.m. on 24 June 2020. In this regard, the Share Registrar had counted the proxy votes received as at the cut-off date on 24 June 2020 at 10.00 a.m. and Gateway 21 Pte Ltd, the independent scrutineer for the AGM, had verified the votes cast through the proxy forms.
- 5.2. Before proceeding with the agenda of the Meeting, the Company Secretary informed the Meeting that he will announce the results of the poll for each resolution during the course of the Meeting.

AS ORDINARY BUSINESS

6. ORDINARY RESOLUTION 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

- 6.1. The Company Secretary informed the Meeting that Ordinary Resolution 1 was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2019 (“**FY2019**”) and the Directors’ Statement and the Auditors’ Report thereon. In this regard, as

the Audited Financial Statements for FY2019, the Directors' Statement and the Auditors' Report had been in the hands of the shareholders for the prescribed period of not less than 14 days, it was proposed, with the shareholders' permission, that the documents be taken as read.

- 6.2. The following Ordinary Resolution 1 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

"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."

- 6.3. There being no questions raised in relation to Ordinary Resolution 1, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 6.4. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 1 had been carried by a majority vote.

7. ORDINARY RESOLUTION 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

- 7.1. The Company Secretary informed the Meeting that Ordinary Resolution 2 was to approve the payment of up to S\$80,000.00 as directors' fees for the financial year ending 31 December 2020, to be paid quarterly in arrears.

- 7.2. The following Ordinary Resolution 2 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

"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."

- 7.3. There being no questions raised in relation to Ordinary Resolution 2, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 7.4. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 2 had been carried by a majority vote.

8. ORDINARY RESOLUTION 3 – TO RE-ELECT MR ZHAO LIZHI AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 91 OF THE COMPANY’S CONSTITUTION

8.1. The Company Secretary informed the Meeting that Ordinary Resolution 3 was to re-elect Mr Zhao who was retiring as a director by rotation and, being eligible, had offered himself for re-election. Mr Zhao will, upon re-election, remain as Executive Director and Chairman of the Company.

8.2. Mr Zhao requested that Ms Wu Xueying (“**Ms Wu**”) chair the next part of the Meeting as it concerned Mr Zhao’s re-election. Ms Wu thanked Mr Zhao and requested that the Company Secretary continue to carry out the proceedings on her behalf in English.

8.3. The following Ordinary Resolution 3 was proposed by Ms Wu as Chairman and was seconded by Mr Chan Mang Ghoon:

“To re-elect Mr Zhao Lizhi as Director of the Company in accordance with Regulation 91 of the Company’s Constitution.”

8.4. There being no questions raised in relation to Ordinary Resolution 3, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

8.5. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 3 had been carried by a majority vote. At this juncture, Ms Wu handed the chair back to Mr Zhao.

9. ORDINARY RESOLUTION 4 – TO RE-ELECT MS WU XUEYING AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 91 OF THE COMPANY’S CONSTITUTION

9.1. The Company Secretary informed the Meeting that Ordinary Resolution 4 was to re-elect Ms Wu who was retiring as a director by rotation and, being eligible, had offered herself for re-election. Ms Wu will, upon re-election, remain as the Chief Executive Officer and an Executive Director of the Company.

9.2. The following Ordinary Resolution 4 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“To re-elect Ms Wu Xueying as Director of the Company in accordance with Regulation 91 of the Company’s Constitution.”

9.3. There being no questions raised in relation to Ordinary Resolution 4, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 9.4. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 4 had been carried by a majority vote.

10. ORDINARY RESOLUTION 5 – TO RE-ELECT MR SOH YEOW HWA AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 97 OF THE COMPANY’S CONSTITUTION

- 10.1 The Company Secretary informed the Meeting that Ordinary Resolution 5 was to re-elect Mr Soh Yeow Hwa who was retiring as a director and, being eligible, had offered himself for re-election. Mr Soh 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 will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

- 10.2 The following Ordinary Resolution 5 was proposed by the Chairman and was seconded by Ms Wu:

“To re-elect Mr Soh Yeow Hwa as Director of the Company in accordance with Regulation 97 of the Company’s Constitution.”

- 10.3 There being no questions raised in relation to Ordinary Resolution 5, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 10.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 5 had been carried by a majority vote.

11. ORDINARY RESOLUTION 6 – TO RE-ELECT MR NG POH KHOON AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 97 OF THE COMPANY’S CONSTITUTION

- 11.1 The Company Secretary informed the Meeting that Ordinary Resolution 6 was to re-elect Mr Ng Poh Khoo who was retiring as a director and, being eligible, had offered himself for re-election. Mr Ng 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 will be considered independent

for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

- 11.2 The following Ordinary Resolution 6 was proposed by the Chairman and was seconded by Ms Wu:

“To re-elect Mr Ng Poh Khoo as Director of the Company in accordance with Regulation 97 of the Company’s Constitution.”

- 11.3 There being no questions raised in relation to Ordinary Resolution 6, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 11.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 6 had been carried by a majority vote.

12. ORDINARY RESOLUTION 7: TO RE-APPOINT MESSRS BAKER TILLY TFW LLP AS INDEPENDENT AUDITOR OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

- 12.1 The Company Secretary informed the Meeting that Ordinary Resolution 7 was to consider the re-appointment of Baker Tilly TFW LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

- 12.2 The following Ordinary Resolution 7 was proposed by the Chairman and was seconded by Ms Wu:

“To re-appoint Messrs Baker Tilly TFW LLP as Independent Auditor of the Company and to authorise the Directors to fix their remuneration.”

- 12.3 There being no questions raised in relation to Ordinary Resolution 7, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 12.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 7 had been carried by a majority vote.

13. ANY OTHER ORDINARY BUSINESS

The Company Secretary informed the shareholders that no notice of any other business had been received by the Company, the Chairman or the Company Secretary. The Company Secretary therefore moved on with the Special Business to be transacted at the Meeting.

AS SPECIAL BUSINESS**14. ORDINARY RESOLUTION 8 – AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 (“COMPANIES ACT”) AND RULE 806(2) OF THE LISTING MANUAL (THE “LISTING MANUAL”) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

14.1 The Company Secretary informed the Meeting that Ordinary Resolution 8 was to the authorise the Directors to issue shares pursuant to Section 161 of the Companies Act and Rule 806(2) of the Listing Manual, the details of which had been set out in the text of the resolution in item 9 of the Notice of Meeting.

14.2 The following Ordinary Resolution 8 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“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.”

- 14.3 There being no questions raised in relation to Ordinary Resolution 8, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 14.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 8 had been carried by a majority vote.

15. ORDINARY RESOLUTION 9 – RENEWAL OF SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS

- 15.1 The Company Secretary informed the Meeting that Ordinary Resolution 9 was in relation to the renewal of shareholder’s mandate for interested persons transactions, the details of which had been set out in the text of the resolution in item 10 of the Notice of Meeting.

- 15.2 Mr Zhao requested that Ms Wu chair the next part of the Meeting as the resolution relates to Mr Zhao. As an interested person in relation to the interested person transactions set out in this Resolution 9, Mr Zhao will also therefore not be a proposer or seconder. He will also abstain from voting. Ms Wu thanked Mr Zhao, and requested for the Company Secretary to continue the proceedings in English.

- 15.3 The following Ordinary Resolution 9 was proposed by Ms Wu as Chairman and was seconded by Mr Chan Mang Ghoon:

“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.”

- 15.4 There being no questions raised in relation to Ordinary Resolution 9, the Company Secretary informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
25,058,000	25,058,000	100.00	0	0.00

- 15.5 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 9 had been carried by a majority vote.

16. CONCLUSION

There being no other business to transact, on behalf of the Chairman, the Company Secretary declared the Meeting closed at 10.15 a.m. The Company Secretary thanked the shareholders for attending the Meeting and wished everyone good health and safety.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

ZHAO LIZHI
CHAIRMAN OF THE MEETING