



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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fourth Annual General Meeting (the “**AGM**”) of H2G Green Limited (the “**Company**”) will be held at 213 Henderson Road, #01-08 Henderson Industrial Park, Singapore 159553 on Friday, 28 July 2023 at 10.00 a.m. to transact the following businesses:–

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 March 2023, together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Lim Shao-Lin, who is retiring in accordance with Regulation 106 of the Company’s Constitution, as Director of the Company. **(Resolution 2)**
[See Explanatory Note (i)]
3. To re-elect Mr Lien Kait Long, who is retiring in accordance with Regulation 110(1) of the Company’s Constitution, as Director of the Company. **(Resolution 3)**
[See Explanatory Note (ii)]
4. To re-elect Mr Mak Yen-Chen Andrew, who is retiring in accordance with Regulation 110(1) of the Company’s Constitution, as Director of the Company. **(Resolution 4)**
[See Explanatory Note (iii)]
5. To approve the payment of Directors’ fees of S\$165,500 for the financial year ending 31 March 2024. (2023: S\$124,822) **(Resolution 5)**
6. To approve the payment of one-off Directors’ fees of S\$34,500 for the financial year ended 31 March 2023. **(Resolution 6)**
[See Explanatory Note (iv)]
7. To re-appoint Messrs Foo Kon Tan LLP as 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 any modifications:

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

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may at their absolute discretion deem fit; and

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

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed one hundred percent (100%) 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 (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 fifty 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);
- (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 convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (2)(a) and (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company at a general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier; or in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note (v)]

10. **The Proposed Renewal of the Share Buy Back Mandate**

(Resolution 9)

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the Directors be authorised to exercise all the powers of the Company to purchase or otherwise acquire 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:
- (i) market purchases (each a “**Market Purchase**”) transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other provisions of the Companies Act and the Catalyst Rules as may for the time being be applicable (the “**Share Buy Back Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy Back Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by Shareholders of the Company at a general meeting, the authority conferred on the Directors for the purchases or acquisition of shares pursuant to the Share Buy Back 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 the earliest of:
 - (i) the date on which the next AGM of the Company is held or is required by law to be held;
 - (ii) the date on which pursuant to the Share Buy Back Mandate the share buy back is carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by Shareholders of the Company in a general meeting;
- (d) for the purposes of this resolution:

“**Prescribed Limit**” means 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereinafter defined), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding treasury shares and subsidiary holdings);

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution is passed; and

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

- (i) in the case of a Market Purchase: One hundred and five per cent (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase: One hundred and twenty per cent (120%) of the Average Closing Price (as defined below),

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, the day of making of the offer for an Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) market days period and the day on which the purchases or acquisitions of shares are made;

“**day of making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

“**market day**” means a day on which the SGX-ST is open for trading in securities, and

- (e) any of the Directors be and/or any of them are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.

[See Explanatory Note (vi)]

By Order of the Board

Tan Zi Jing, Clara
Company Secretary

Singapore,
13 July 2023

Explanatory Notes:

- (i) Mr Lim Shao-Lin, an Executive Director of the Company, will, upon re-election, continue to serve as the Chief Executive Officer of the Company. Please refer to the "Additional Information on Directors Seeking Re-election" section of the Annual Report 2023 of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (ii) Mr Lien Kait Long, an Independent Director of the Company, will, upon re-election, continue to serve as Chairman of the Audit Committee, and Member of the Nominating and Remuneration Committees of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Additional Information on Directors Seeking Re-election" section of the Annual Report 2023 of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iii) Mr Mak Yen-Chen Andrew, an Independent Director of the Company, will, upon re-election as Director of the Company, continue to serve as Chairman of the Nominating Committee, and Member of the Audit and Remuneration Committees of the Company. He is considered independent by the Board of Directors of the Company for the purpose of Rule 704(7) of the Catalist Rules. Please refer to the "Additional Information on Directors Seeking Re-election" section of the Annual Report 2023 of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
- (iv) The proposed one-off Directors' fees are an aggregate amount of S\$34,500, in which each of Mr Lau Ping Sum Pearce (an Independent Director who resigned from the Board of Directors of the Company with effect from 1 July 2023), Mr Tay Shui Wen, and Mr Chia Soon Hin William (an Independent Director who resigned from the Board of Directors of the Company with effect from 1 April 2023) will each receive S\$11,500, as a recognition and appreciation of their significant contribution of time and effort on the envisioning, structuring, planning and realization of the corporate exercises during the financial year ended 31 March 2023. Their added contributions and involvement in past corporate exercises, including the proposed subscription of new ordinary shares in the capital of Gashubunity Utility Private Limited, were beyond their usual responsibilities in, amongst others, providing leadership to Management and overseeing the process of the exercises.
- (v) Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of this AGM 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, or the date on which such authority is varied or revoked by the Company at a general meeting, whichever is the earlier, to issue new ordinary shares, make or grant Instruments convertible into new ordinary shares and to issue new ordinary shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per cent (100%) of the total number of issued ordinary shares, (excluding treasury shares and subsidiary holdings), up to fifty per cent (50%) of the total number of issued shares, (excluding treasury shares and subsidiary holdings), may be issued other than on a *pro rata* basis to Shareholders of the Company.
- (vi) Ordinary Resolution 9, if passed, will empower the Directors, from the date of the AGM until the date on which the next AGM is held or is required by law to be held, the date on which the share buy back is carried out to the full extent mandated, or the date on which the authority contained in the Share Buy Back Mandate is varied or revoked by the Company at a general meeting, whichever is the earliest, to make purchases (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Buy Back Mandate are set out in greater detail in the Appendix accompanying this notice.

Important Information:

Submission of written questions in advance of the AGM

1. A shareholder can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, to the Company, in the following manner:

- (a) if submitted by post, be lodged at the registered office of the Company at 39 Kaki Bukit Place, Eunos Techpark, Singapore 416217; or
- (b) if submitted electronically via email, be submitted to ir@h2g.green,

in each case, by 10.00 a.m. on Thursday, 20 July 2023 (being at least seven (7) calendar days before the date and time of the AGM).

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

2. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM by publishing the responses to such questions on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.h2g.green> before 10.00 a.m. on Sunday, 23 July 2023. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Voting

1. A shareholder who is not a relevant intermediary is entitled to appoint not more than 2 proxies to attend, speak and vote at the AGM. Where such shareholder appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

A shareholder who is a relevant intermediary is entitled to appoint more than 2 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 member. Where such shareholder appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

2. A proxy need not be a shareholder of the Company. A shareholder can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.

3. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged at the office of the Company's share registrar, M&C Services Private Limited (the "**Share Registrar**") at 112 Robinson Road #05-01, Singapore 068902; or
- (b) if submitted electronically via email, be submitted to the Company's Share Registrar at gpb@mncsingapore.com,

in each case, by 10.00 a.m. on Tuesday, 25 July 2023 (being not less than 72 hours before the time appointed for holding the AGM).

4. CPFIS Investors and SRS Investors who hold the Company's shares through CPF Agent Banks/SRS Operators:

- (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operator, and should approach their CPF Agent Banks/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 CPF Agent Banks/SRS Operators (as the case may be) to submit their votes at least 7 business days before the AGM (i.e. by 10.00 a.m. on Wednesday, 19 July 2023), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 10.00 a.m. on Tuesday, 25 July 2023 (being not less than 72 hours before the time appointed for holding the AGM).

5. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

6. A shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is sent to him/her/it/by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNET or the Company's website.

After completing and signing the Proxy Form, he/she/it should submit it to the Company's Share Registrar, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.

7. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.

Documents

The Company's (i) Annual Report 2023 and (ii) Appendix to this Notice of AGM in relation to the Proposed Renewal of the Share Buy Back Mandate (collectively, the "**Documents**") have been published and can be accessed at the following websites:

1. SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>; and
2. the Company's website at the URL: <http://www.h2g.green>.

A shareholder who wishes to request for a printed copy of the above Documents may do so by completing and returning the Request Form which is sent to him/her/it, by Sunday, 23 July 2023:

- (a) by post to the registered office of the Company at 39 Kaki Bukit Place, Eunos Techpark, Singapore 416217; or
- (b) by email to ir@h2g.green.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); and (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").*

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Bao Qing – Registered Professional, 36 Robinson Road, #10-06 Singapore 068877, sponsor@rhtgoc.com.