



GREEN BUILD TECHNOLOGY

GREEN BUILD TECHNOLOGY LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **GREEN BUILD TECHNOLOGY LIMITED** will be held at Shibuya Room at level 4 of TKP Conference Centre, 137 Cecil Street, Singapore 069537 on 27 April 2017 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2016 together with the Directors' Statement and the Auditors' Report of the Company. **(Resolution 1)**
2. To approve the payment of Directors' fees of up to S\$170,000 or the financial year ending 31 December 2017 to be paid quarterly in arrears. **(Resolution 2)**
3. To re-elect Mr Zhao Lizhi, who is retiring in accordance with Article 91 of the Company's Constitution, as Director of the Company. **(Resolution 3)**
[See Explanatory Note (i)]
4. To re-elect Mr Kuan Cheng Tuck, who is retiring in accordance with Article 91 of the Company's Constitution, as Director of the Company. **(Resolution 4)**
[See Explanatory Note (ii)]
5. To re-appoint Mr Gallen Tay Wi Keng, who is retiring in accordance with Article 97 of the Company's Constitution, as Director of the Company. **(Resolution 5)**
[See Explanatory Note (iii)]
6. To re-appoint Mr Dong Congwen, who is retiring in accordance with Article 97 of the Company's Constitution, as Director of the Company. **(Resolution 6)**
[See Explanatory Note (iv)]
7. To re-appoint KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

AS SPECIAL BUSINESS

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

8. **Authority to issue shares** **(Resolution 8)**
"That, pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, to:
(a) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
(b) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to 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
(c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;
and (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 while the authority was in force, provided always that:
(i) 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:
(A) new shares arising from the conversion or exercise of convertible securities, or
(B) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed, or
(C) any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
(ii) 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."
[See Explanatory Note (v)]
9. **Renewal of Shareholders' Mandate for Interested Person Transactions** **(Resolution 9)**
"That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:
(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."
[See Explanatory Note (vi)]
10. To transact any other business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Wu Xueying
Chief Executive Officer
12 April 2017

Explanatory Notes:

- (i) Mr Zhao Lizhi will, upon re-election as a Director of the Company, remain as an Executive Chairman of the Company.
- (ii) Mr Kuan Cheng Tuck 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 a member of the Nominating Committee. Mr Kuan Cheng Tuck will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (iii) Mr Gallen Tay Wi Keng will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director of the Company, the Chairman of the Nominating Committee, and a member of the Audit and Remuneration Committees. Mr Gallen Tay Wi Keng will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (iv) Mr Dong Congwen will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director of the Company, and a member of the Audit, Nominating and Remuneration Committees. Mr Dong Congwen will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (v) Ordinary Resolution 8 proposed in item 8 is to empower the Directors, from the date of the passing of Ordinary Resolution 8 to the date of the next Annual General Meeting, to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued shares (excluding treasury shares) for issues other than on a pro-rata basis to shareholders.
- (vi) The Ordinary Resolution 9 proposed in item 9 above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Annual Report and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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.

Notes:

- (1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.
"Relevant intermediary" means:
(a) a banking corporation licensed under the Banking Act (Cap. 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
(c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (4) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at **9 Temasek Boulevard Suntec City Tower 2 #09-01, Singapore 038989** at least 48 hours before the time fixed for the Annual General Meeting. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited not less than 72 hours before the time appointed for the holding of the AGM in order for him to be entitled to vote at the AGM.
- (5) By attending the Annual General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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"), (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.