

NOTICE OF EXTRAORDINARY GENERAL MEETING

SHEFFIELD GREEN LTD.

(Company Registration No.: 202134454W)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Sheffield Green Ltd. (the “**Company**”) will be convened and held at Aloft Singapore Novena, 16 Ah Hood Road, Singapore 329982, Balestier 3 function room on Wednesday, 15 May 2024, at 10:00 a.m., for the purpose of transacting the following business:

AS ORDINARY RESOLUTION

That:

- (a) RSM SG Assurance LLP be and is hereby appointed as auditors of the Company in place of Deloitte & Touche LLP to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Company and RSM SG Assurance LLP (the “**Proposed Change of Auditors**”); and
- (b) the Directors and each of them be and are hereby authorised to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required) as the Directors or any of them may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution as they or he/she may think fit.

(Resolution 1)

By Order of the Board

Chia Foon Yeow
Company Secretary
30 April 2024

Explanatory Notes:

DISCLOSURE PURSUANT TO RULE 712(3) OF CATALIST RULES

Shareholders should note that in accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited (“**Catalist Rules**”):

- (a) Rule 712(3)(a) – Confirmation from the outgoing auditors. The outgoing auditor, Deloitte & Touche LLP, via its professional clearance letter dated 2 April 2024, has confirmed that they are not aware of any professional reasons why RSM SG Assurance LLP should not accept appointment as auditors of the Company.
- (b) Rule 712(3)(b) – Confirmation from the issuer as to whether there were disagreements with the outgoing auditors. The Company confirms that there were no disagreements with Deloitte & Touche LLP on accounting treatments within the last twelve (12) months.
- (c) Rule 712(3)(c) – Confirmation from the issuer on circumstances connected with the change. The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.
- (d) Rule 712(3)(d) – Specific reasons for the change of auditors. The Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in paragraph 2.1 of the Circular titled “Reasons for the Proposed Change of Auditors”. The Proposed Change of Auditors was not due to the dismissal of Deloitte & Touche LLP, Deloitte & Touche LLP declining to stand for re-election or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules.

- (e) Rule 712(3)(e) – Compliance with Rule 712 and Rule 715. The Company confirms that it complies with Rule 712 and Rule 715 of the Catalyst Rules in relation to the proposed appointment of RSM SG Assurance LLP as the new auditors of the Company.

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967, a member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him/her.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, 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 number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
4. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
5. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632, not less than 48 hours before the time appointed for holding the Meeting.

Submission of Questions prior to the Extraordinary General Meeting

1. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations no later than 5.30 p.m. on 7 May 2024 by email to srs.teamE@boardroomlimited.com or by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632.
2. The Company will upload the responses to the substantial and relevant questions from shareholders on the SGXNET and Company's website by 11 May 2024, 10:00 am.
3. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to at 2 above, at the Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.