



(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 THURSDAY, 25 APRIL 2024 AT 2.30 P.M. (THE “EGM” OR “MEETING”)

All capitalised terms used and not defined herein shall have the same meanings given to them in the circular to shareholders of the Company dated 10 April 2024 (“Circular”) unless otherwise expressly stated or the context otherwise requires.

PRESENT

Mr Tay Shui Wen	(Non-Executive Chairman and Independent Director)
Mr Lim Shao-Lin	(Chief Executive Officer and Executive Director)
Mr Koh Beng Leong	(Executive Director - Finance)
Ms Leow Sau Wan	(Executive Director)
Mr Lien Kait Long	(Independent Director)
Mr Mak Yen-Chen Andrew	(Independent Director)

IN ATTENDANCE

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

1. CHAIRMAN

Mr Tay Shui Wen, 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 2.30 p.m.

3. NOTICE OF MEETING

The Notice of EGM dated 10 April 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 Catalyst 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 ACQUISITION OF 100% OF THE ISSUED SHARES OF T T J GREENFUEL PTE. LTD. BY GREEN ENERGY INVESTMENT HOLDING PRIVATE LIMITED, A SUBSIDIARY OF THE COMPANY, AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

The Chairman presented Ordinary Resolution 1 on the Notice, which was to seek Shareholders' approval for the Proposed acquisition of 100% of the issued shares of T T J Greenfuel Pte. Ltd. ("TTJ") by Green Energy Investment Holding Private Limited ("GEIH"), a subsidiary of the Company (the "**Proposed TTJ Acquisition**"), as a major transaction under Chapter 10 of the Catalist Rules. 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:

- (a) pursuant to Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), approval be and is hereby given for GEIH, an approximately 50.15%-owned subsidiary of the Company (on a fully diluted and as-converted basis), to undertake the Proposed TTJ Acquisition on the terms and conditions set out in the sale and purchase agreement dated 15 August 2023 entered into between GEIH and T T J Holdings Limited in relation to the Proposed TTJ Acquisition, particulars of which are set out in the Circular; and
- (b) the directors of the Company ("**Directors**") 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, and to approve any amendment, alteration or modification to any document as may be required in connection with the Proposed TTJ Acquisition) as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to the Proposed TTJ Acquisition and the matters contemplated by this Ordinary Resolution 1."

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

7. ORDINARY RESOLUTION 2: PROPOSED ALLOTMENT AND ISSUE OF 126,507,423 NEW ORDINARY SHARES BY THE COMPANY TO DIRECT UNION LIMITED (OR IF DIRECT UNION LIMITED DIRECTS, HONGKONG CHINA TREASURY LIMITED), IN CONSIDERATION FOR THE ACQUISITION OF SHARES HELD BY DIRECT UNION LIMITED IN GASHUBUNITED UTILITY PRIVATE LIMITED

The Chairman presented Ordinary Resolution 2 on the Notice, which was to seek Shareholders' approval for the Proposed allotment and issue of 126,507,423 new ordinary shares by the Company to Direct Union Limited ("**DUL**") (or if DUL directs, Hongkong China Treasury Limited ("**HKCT**") (the "**Proposed Share Issuance**"), in consideration for the acquisition of shares held by DUL in Gashubunited Utility Private Limited (the "**Proposed GU Acquisition**"). 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 given to the Directors for the purposes of Rules 805 and 812 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) to allot and issue 126,507,423 new ordinary shares in the capital of the Company (“**Shares**”) (“**Consideration Shares**”) to DUL (or if DUL directs, HKCT) at the issue price of S\$0.0163 per Consideration Share (fractional entitlements to be disregarded) in satisfaction of the Purchase Consideration for the Proposed GU Acquisition; and
- (b) the Directors or any of them be authorised to exercise such discretion to 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, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Share Issuance pursuant to the Proposed GU Acquisition and matters contemplated by this Ordinary Resolution 2.”

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 then handed over the completed poll voting papers to the Polling Agent.

After the Polling Agent completed the counting of the votes, the Chairman was provided with the poll results and announced them at the Meeting as follows:

ORDINARY RESOLUTION NUMBER	NO. OF SHARES FOR	% FOR	NO. OF SHARES AGAINST	% AGAINST
Resolution 1	576,584,639	100%	0	0%
Resolution 2	576,584,639	100%	0	0%

It was noted that DUL and its associates (including HKCT) were 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 2.50 p.m. and thanked all present for attending the Meeting.

Signed as a correct record,

Tay Shui Wen
Chairman of the Meeting