



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of H2G Green Limited (the "**Company**") will be held at 51 Shipyard Crescent, Singapore 627809 on Friday, 27 September 2024 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

*All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company's circular to its shareholders dated 12 September 2024 ("**Circular**").*

ORDINARY RESOLUTIONS

RESOLUTION 1: PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 1,415,284,092 WARRANTS (THE "WARRANTS") AT AN ISSUE PRICE OF S\$0.001 FOR EACH WARRANT, EACH WARRANT CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE IN THE CAPITAL OF THE COMPANY ("SHARE(S)") ("NEW SHARE(S)") AT AN EXERCISE PRICE OF S\$0.004 FOR EACH NEW SHARE, ON THE BASIS OF ONE (1) WARRANT FOR EVERY ONE (1) EXISTING SHARE HELD BY THE SHAREHOLDERS OF THE COMPANY AS AT A RECORD DATE TO BE DETERMINED BY THE DIRECTORS, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "WARRANTS ISSUE")

THAT the renounceable non-underwritten rights issue of up to 1,415,284,092 warrants (the "**Warrants**") at an issue price of S\$0.001 for each Warrant (the "**Issue Price**"), each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("**Share(s)**") ("**New Share(s)**") at an exercise price of S\$0.004 for each New Share (the "**Exercise Price**"), on the basis of one (1) Warrant for every one (1) existing Share held by the shareholders of the Company (the "**Shareholders**") as at a date and time to be determined by the Directors for the purpose of determining the Shareholders' entitlement (the "**Record Date**"), fractional entitlements to be disregarded (the "**Warrants Issue**"), be and is hereby approved and authority be and is hereby given to the Directors or any of them to:

- (a) create and issue:
 - (i) such number of Warrants as the Directors may determine up to 1,415,284,092 Warrants in registered form at an issue price of S\$0.001 for each Warrant, each Warrant carrying the right to subscribe for one (1) New Share at an exercise price of S\$0.004 for each New Share at any time during the period commencing on and including the date of issue of the Warrants and expiring at 5:00 p.m. on the date immediately preceding the expiry of 36 months from the date of issue of the Warrants, subject to the terms and conditions of the deed poll to be executed by the Company constituting the Warrants (the "**Deed Poll**") on such terms and conditions as the Directors may deem fit; and
 - (ii) such additional Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such additional Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);

- (b) provisionally allot and issue up to 1,415,284,092 Warrants at an issue price of S\$0.001 for each Warrant, on the basis of one (1) Warrant for every one (1) existing Share held by the Shareholders whose names appear in the register of members of the Company or the records of The Central Depository (Pte) Limited ("**CDP**") as at the Record Date ("**Entitled Shareholders**") with registered addresses in Singapore or who have, not later than 5.00 p.m. (Singapore time) on the date being three Market Days prior to the Record Date, provided to the CDP or the share registrar of the Company ("**Share Registrar**"), as the case may be, addresses in Singapore for the service of notices and documents as at the Record Date, fractional entitlements to be disregarded, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
- (i) the provisional allotments of the Warrants under the Warrants Issue shall be made on a renounceable non-underwritten basis to the Entitled Shareholders;
 - (ii) no provisional allotments of the Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three Market Days prior thereto, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**");
 - (iii) the entitlements to the Warrants which would otherwise have been provisionally allotted to the Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold "nil-paid" on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the net proceeds from all such sales, after deduction of any applicable brokerage, commissions, and expenses (including goods and services tax) therefrom, will be aggregated and thereafter distributed among the Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Record Date, provided that if the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained or dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (iv) provisional allotments of the Warrants which are not taken up for any reason, shall be aggregated and used to satisfy excess applications (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company;
 - (v) the New Shares arising from the exercise of the Warrants will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the New Shares, save as may be otherwise provided in the Deed Poll;
- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
- (i) up to 1,415,284,092 New Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such New Shares (when issued and paid) to rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the New Shares, save as may be otherwise provided in the Deed Poll; and
 - (ii) on the same basis as paragraph (c)(i) above, such additional New Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (a)(ii) above;

- (d) the Directors be and are hereby authorised to take such steps, and do all such acts and things, enter into all such transactions, arrangements and agreements, and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Warrants Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient in the interests of the Company or to give effect to this Ordinary Resolution 1 or the transactions contemplated pursuant to or in connection with the Warrants Issue.

RESOLUTION 2: PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), for the Company, its subsidiaries and associated companies that are regarded as "entities at risk" (as that term is used in Chapter 9 of the Catalist Rules), or any of them, to enter into any of the transactions falling within the types of Mandated Transactions with any party who is a Mandated Interested Person, provided that such transactions are on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "**IPT General 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 expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier; and
- (c) the Directors of the Company 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 as they and/or he may consider desirable, necessary or expedient in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board
H2G GREEN LIMITED

Lim Shao-Lin
Executive Director and Chief Executive Officer
12 September 2024

Important Information

1. All shareholders of the Company are invited to attend the EGM physically. There will be no option for shareholders to participate virtually. Printed copies of the Notice of EGM and Proxy Form will be despatched to shareholders. These documents (together with the Circular) are available on the Company's website at the URL <https://www.h2g.green> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Shareholders who wish to submit substantial and relevant questions relating to resolutions as set out in this notice and the accompanying Circular in advance of the EGM may do so in the following manner:
 - (a) by post to the registered office of the Company at 39 Kaki Bukit Place, Eunos Techpark, Singapore 416217; or
 - (b) via email to ir@h2g.green,

in each case, question(s) must be submitted by 10.30 a.m. on Friday, 20 September 2024 (being at least 7 calendar days after the date of the Notice of EGM).

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.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on the Company's website at the URL <https://www.h2g.green> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> by 10.30 a.m. on Sunday, 22 September 2024. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. Shareholders who wish to exercise their voting rights at the EGM may:
 - (a) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
 - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
4. (a) A shareholder who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such shareholder appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
 - (b) A shareholder who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder. Where such shareholder appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a shareholder of the Company. A shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
6. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
 - (a) by post to the office of the Company's share registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) via email to main@zicoholdings.com,

in each case, by 10.30 a.m. on Tuesday, 24 September 2024 (being not less than 72 hours before the time appointed for holding the EGM).

7. 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.

8. CPFIS Investors and SRS Investors who hold the Company's shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the EGM (i.e. by 10.30 a.m. on Tuesday, 17 September 2024), 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 10.30 a.m. on Tuesday, 24 September 2024 (being not less than 72 hours before the time appointed for holding the EGM).

9. 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.
10. 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 EGM as certified by CDP to the Company.

11. The Circular has been published and can be accessed on the Company's website at the URL <https://www.h2g.green> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

A shareholder who wishes to request for a printed copy of the Circular may do so by completing and returning the Request Form which is sent to him/her/it, by Sunday, 22 September 2024:

- (a) by post to the registered office of the Company at 39 Kaki Bukit Place Eunos Techpark Singapore 416217; or
- (b) via 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 EGM 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 EGM 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 EGM 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 EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.