

APPENDIX DATED 13 JULY 2023

THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

This Appendix, together with the Annual Report of H2G Green Limited. (the “**Company**”) for the financial year ended 31 March 2023, the notice of AGM and the accompanying proxy form, has been made available to the shareholders of the Company (the “**Shareholders**”) on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <http://www.h2g.green>. Its purpose is to explain to Shareholders the relevant information relating to, and to seek Shareholders’ approval for the proposed renewal of the Share BuyBack Mandate (as defined herein) to be tabled at the annual general meeting (the “**AGM**”) of the Company to be held at 213 Henderson Road, #01-08 Henderson Industrial Park, Singapore 159553 on Friday, 28 July 2023 at 10.00 a.m. or at any adjournment thereof.

A printed copy of this Appendix and the Annual Report will NOT be despatched to Shareholders. Printed copies of the notice of AGM and the accompanying proxy form will be despatched to shareholders.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward the notice of AGM and the accompanying proxy form to the purchaser or transferee as arrangements will be made by CDP for a separate notice of AGM and accompanying proxy form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward the notice of AGM and the accompanying proxy form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee. You should also inform the purchaser or transferee, or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser, that this Appendix, together with the Annual Report of the Company, the notice of AGM and the accompanying Proxy Form, may be accessed on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at <http://www.h2g.green>.

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

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



(Incorporated in the Republic of Singapore)
(Company Registration Number: 199806046G)

APPENDIX TO THE ANNUAL REPORT IN RELATION TO

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

IMPORTANT DATES AND TIMES

Latest Date and Time for Lodgement of Proxy Form	:	25 July 2023 at 10.00 a.m.
Date and Time of AGM	:	28 July 2023 at 10.00 a.m.
Place of AGM	:	The AGM will be held at 213 Henderson Road, #01-08 Henderson Industrial Park, Singapore 159553

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DEFINITIONS

The following definitions apply throughout in this Appendix except where the context otherwise requires:

- “ACRA”** : The Accounting and Corporate Regulatory Authority of Singapore
- “Appendix”** : This appendix dated 13 July 2023 to the Annual Report in relation to the proposed renewal of the Share BuyBack Mandate
- “AGM”** : The annual general meeting of the Company
- “associate”** : (a) in relation to any individual, including a Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more
- (b) in relation to a Substantial Shareholder or Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “associated company”** : A company in which at least 20% but not more than 50% of its shares are held by the listed company or the group
- “Board” or “Board of Directors”** : The Board of Directors of the Company as at the Latest Practicable Date
- “Catalist Rules”** : The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
- “CDP” or “Depository”** : The Central Depository (Pte) Limited
- “Company”** : H2G Green Limited
- “Companies Act”** : The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
- “Constitution”** : The constitution of the Company, as may be amended or modified from time to time
- “Control”** : The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
- “Controlling Shareholder”** : A person (including a corporation) who:
- (a) (unless otherwise determined by the SGX-ST) holds directly or

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	indirectly 15% or more of the nominal amount of all voting Shares; or
	(b) in fact exercises Control over the Company
“Directors”	: The directors of the Company as at the Latest Practicable Date
“EPS”	: Earnings per Share
“FY”	: Financial year of the Company ended or ending 31 March (as the case may be)
“GHPL”	: Gashub United Holding Private Limited
“Group”	: The Company and its Subsidiaries, collectively
“Latest Practicable Date”	: 7 July 2023, being the latest practicable date prior to the issuance of this Appendix for ascertaining information included herein
“LPS”	: Loss per Share
“Market Day”	: A day on which the SGX-ST is open for trading in securities
“Market Purchase”	: Has the meaning ascribed to it in Paragraph 3.3 of this Appendix
“Mr Lim”	: Mr Lim Shao-Lin, the Chief Executive Officer and Executive Director, and a controlling shareholder of the Company
“Ms Leow”	: Ms Leow Sau Wan, an Executive Director of the Company and the spouse of Mr Lim
“NTA”	: Net tangible assets
“Off-Market Purchase”	: Has the meaning ascribed to it in Paragraph 3.3 of this Appendix
“Proxy Form”	: The proxy form in respect of the AGM enclosed with the notice of AGM and the Annual Report
“Relevant Period”	: 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 on which the resolution relating to the proposed renewal of Share BuyBack Mandate is passed
“Securities Account”	: A securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)
“SFA”	: The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited

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- “Share BuyBack Mandate”** : A general share buy back mandate granted by Shareholders to authorise the Directors to exercise all the powers of the Company to purchase or otherwise acquire Shares in accordance with the terms set out in the Appendix as well as the rules and regulations set forth in the Companies Act and the Catalist Rules as may for the time being be applicable
- “Share(s)”** : Ordinary share(s) in the share capital of the Company
- “Shareholders”** : Registered holders of Shares in the register of members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
- “SIC”** : The Securities Industry Council of Singapore
- “Substantial Shareholder”** : A Shareholder who has an interest in not less than five per cent. (5%) of the total issued and voting share capital of the Company
- “Take-over Code”** : The Singapore Code on Take-overs and Mergers, as may be amended, modified or supplemented from time to time
- “Treasury Share”** : A Share which was (or is treated as having been) acquired and held by the Company in circumstances in which Section 76H of the Companies Act applies, and has been held by the Company continuously since it was so acquired and has not been cancelled
- “%” or “per cent.”** : Percentage or per centum
- “S\$”, “\$” and “cents”** : Singapore dollars and cents, respectively

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings ascribed to them respectively in Section 81SF of the SFA. The term **“subsidiary”** shall have the same meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Appendix to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Appendix shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference in this Appendix to shares being allotted to a person includes allotment to CDP for the account of that person.

Any reference to a time of day and to dates in this Appendix shall be a reference to Singapore time and dates respectively, unless otherwise stated.

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The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

Any discrepancies in figures included in this Appendix between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Appendix may not be an arithmetic aggregation of the figures which precede them.

Opal Lawyers LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to this Appendix.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this Appendix are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “**seek**”, “**expect**”, “**anticipate**”, “**estimate**”, “**believe**”, “**intend**”, “**project**”, “**plan**”, “**strategy**”, “**forecast**” and similar expressions or future or conditional verbs such as “**will**”, “**if**”, “**would**”, “**should**”, “**could**”, “**may**” and “**might**”. However, these words are not the exclusive means of identifying forward-looking statements. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guaranteeing of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and the Company assumes no obligation to update publicly or revise any forward-looking statement.

LETTER TO SHAREHOLDERS

H2G GREEN LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 199806046G)

Directors:

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

Registered Office:

39 Kaki Bukit Place
Eunos Techpark
Singapore 416217

13 July 2023

To: The Shareholders of H2G Green Limited

Dear Sir/Madam,

THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

1. INTRODUCTION

- 1.1. The Directors refer to the notice of AGM of the Company dated 13 July 2023 (the “**Notice of AGM**”) convening the AGM of the Company to be held on 28 July 2023.
- 1.2. The proposed Ordinary Resolution 9 in the Notice of AGM relates to the proposed renewal of the Share BuyBack Mandate. The Shareholders had previously approved, at the AGM of the Company held on 28 July 2022 (the “**2022 AGM**”), the renewal of the Share BuyBack Mandate to authorise the Directors to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the “**Shares**”). The authority conferred by the Share BuyBack Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 7 at the 2022 AGM and will expire on the date of the forthcoming AGM. Accordingly, Shareholders’ approval is being sought for the renewal of the Share BuyBack Mandate at the forthcoming AGM.
- 1.3. The purpose of this Appendix is to provide Shareholders with the relevant information pertaining to, and to explain the rationale for, the proposed renewal of the Share BuyBack Mandate and to seek Shareholders’ approval for the resolution in respect thereof to be tabled at the AGM.
- 1.4. The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Appendix. The Sponsor has reviewed this Appendix according to Rules 226(2)(b) and 753(2) of the Catalist Rules.
- 1.5. This Appendix has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) or for any other purpose. If a Shareholder is in any doubt as to the course of action he should take, he should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

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2. THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

2.1. Background

Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by its Constitution, the Companies Act and the Catalist Rules and such other laws and regulations as may, for the time being, be applicable. Pursuant to Regulation 38 of the Company's Constitution, the Company is permitted to, subject to and in accordance with the Companies Act and the Catalist Rules, purchase or otherwise acquire its issued Shares on such terms as the Company may think fit and in the manner prescribed by the Companies Act. Under the Companies Act, the Company is required to obtain the approval of its Shareholders at a general meeting should it wish to purchase or acquire its own Shares.

The Shareholders had previously approved, at the 2022 AGM, the renewal of the Share BuyBack Mandate to authorise the Directors to purchase or otherwise acquire Shares. The authority conferred by the Share BuyBack Mandate was expressed to take effect on the date of the passing of Ordinary Resolution 7 at the 2022 AGM and will expire on the date of the forthcoming AGM. Accordingly, Shareholders' approval is being sought at the forthcoming AGM for the renewal of the Share BuyBack Mandate.

If renewed, the Share BuyBack Mandate will take effect from the date of the AGM and continue in force until the conclusion of the next AGM of the Company or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier, unless prior thereto, purchases and acquisitions of Shares pursuant to the Share BuyBack Mandate are carried out to the full extent mandated or the Share BuyBack Mandate is revoked or varied by the Company at a general meeting.

Subject to its continued relevance to the Company, the Share BuyBack Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company.

2.2. Rationale for the Share BuyBack Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) The Share BuyBack Mandate would provide the Company with the flexibility to undertake purchases or acquisitions of its own Shares if and when circumstances permit during the period when the Share BuyBack Mandate is in force, subject to the terms and limits as described further in paragraph 3 below;
- (b) It provides the Company with an expedient, effective and cost-efficient mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, if any, which are in excess of its financial requirements, taking into account its growth and expansion plans, to its Shareholders. It will also provide the Directors with greater flexibility over the Company's share capital structure with a view to enhancing the EPS and/or NTA per Share when the Share BuyBack Mandate is in force;
- (c) The purchase or acquisition of Shares under the Share BuyBack Mandate will help to mitigate short-term share price volatility (by way of stabilising the supply and demand of Shares) and offset the effects of short-term share price speculation, supporting the fundamental value of the Shares, and thereby bolstering Shareholders' confidence which are not otherwise caused by general market factors or sentiments and/or the fundamentals of the Company; and
- (d) Shares purchased pursuant to the Share BuyBack Mandate will either be cancelled or held as

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treasury shares as may be determined by the Directors to be used to purchase existing Shares which may then be held in treasury, and such Treasury Shares may consequently be transferred for the purposes of or pursuant to employees' share schemes implemented by the Company.

The Share BuyBack Mandate will give the Directors the flexibility to, if and when circumstances permit, decide whether to effect Share purchases via market purchases or off-market purchases, after taking into account the amount of surplus cash available, the prevailing market conditions, the funding arrangements at the time and the most cost-effective and efficient approach. The Company will only purchase or acquire Shares pursuant to the Share BuyBack Mandate when the Directors are of the view that such Share buy-back would benefit the Company and its Shareholders.

Shareholders should note that purchases or acquisitions of Shares pursuant to the Share BuyBack Mandate may not be carried out at all, or to the full limit as authorised. The Directors do not propose to carry out Share buy-backs to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group.

3. AUTHORITY AND LIMITS OF THE SHARE BUYBACK MANDATE

The authority and limitations placed on purchases of Shares by the Company under the Share BuyBack Mandate, if renewed at the forthcoming AGM, are summarised below:

3.1. Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings) of the Company as at the date of the AGM at which the proposed renewal of Share BuyBack Mandate is approved (the "**Approval Date**"), 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, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any Treasury Shares that may be held by the Company and subsidiary holdings from time to time). For the purpose of calculating the percentage of the total number of issued Shares above, any Shares which are held as Treasury Shares and subsidiary holdings will be disregarded.

For illustrative purposes only, on the basis of the total number of issued Shares as at 7 July 2023, being the Latest Practicable Date, of 1,288,776,669 Shares (excluding Treasury Shares and subsidiary holdings), and assuming that there is no change in such number of issued Shares (excluding Treasury Shares and subsidiary holdings) as at the date of the AGM, not more than 128,877,666 Shares (representing approximately 10% of the number of issued Shares (excluding Treasury Shares and subsidiary holdings) as at the date of the AGM) may be purchased or acquired by the Company pursuant to the Share BuyBack Mandate.

While the Share BuyBack Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings), Shareholders should note that the Company may not necessarily purchase or acquire Shares pursuant to the Share BuyBack Mandate up to the full 10% limit as authorised, or at all. In particular, no purchase or acquisition of the Shares would be made in circumstances which would have or may have a material adverse effect on the float, liquidity, orderly trading of the Shares and/or financial position of the Group.

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3.2. Duration of Authority

The authority conferred on the Directors to purchase or acquire Shares pursuant to the Share BuyBack Mandate may be exercised, at any time and from time to time, during the period commencing from the Approval Date, and expiring on the earlier of:

- (a) the date on which the next AGM of the Company is held or required by law to be held;
- (b) the date on which the purchases and acquisitions of Shares pursuant to the Share BuyBack Mandate are carried out to the full extent mandated; or
- (c) the effective date on which the authority conferred by the Share BuyBack Mandate is varied or revoked by Shareholders at a general meeting.

The Share BuyBack Mandate may be renewed on an annual basis at a general meeting of the Company.

3.3. Manner of Purchase or Acquisition of Shares

Purchases or acquisitions of Shares can be effected by the Company by way of, *inter alia*:

- (a) on-market purchase (the “**Market Purchase**”), transacted on the SGX-ST through the SGX-ST’s trading system or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers/stockbrokers appointed by the Company for the purpose of the Share Buy-back; and/or
- (b) off-market purchase (the “**Off-Market Purchase**”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as defined under Section 76C of the Companies Act and as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules.

The Directors may impose such terms and conditions which are not inconsistent with the Share BuyBack Mandate, the Catalist Rules and the Companies Act as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. An Off-Market Purchase must, however, satisfy all the following conditions:

- (a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (c) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (i) differences in consideration attributable to the fact that offers may relate to Shares with different accrued dividend entitlements;
 - (ii) (if applicable) differences in consideration attributable to the fact that offers may relate to Shares with different amounts remaining unpaid; and
 - (iii) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provides that, in making an Off-Market Purchase (in accordance with an equal access scheme), the Company must issue an offer document to all Shareholders which must

LETTER TO SHAREHOLDERS

contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share buy-back;
- (d) the consequences, if any, of Share buy-back by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share buy-backs, if made, would have any effect on the listing of the Company's equity securities on the Catalist of the SGX-ST;
- (f) details of any Share buy-backs made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of the Shares purchased, the purchase price per Share or the highest or lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

3.4. Maximum Purchase Price for the Shares

The purchase price (excluding applicable brokerage, commission, stamp duties, goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors.

However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined below); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined below),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes of determining the Maximum Price:

- (i) "**Average Closing Price**" means the average of the closing market prices of the Shares 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 during the relevant five Market Day period and the day on which the purchases are made; and
- (ii) "**day of making of the offer**" means the day on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, 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.

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4. STATUS OF PURCHASED OR ACQUIRED SHARES UNDER THE SHARE BUYBACK MANDATE

4.1. Cancellation

Shares purchased or acquired by the Company pursuant to the Share BuyBack Mandate shall, unless held as Treasury Shares to the extent permitted under the Companies Act, be deemed cancelled immediately on purchase or acquisition, and all rights and privileges attached to those Shares will expire on such cancellation. Accordingly, the total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as Treasury Shares.

All Shares purchased or acquired by the Company (other than Treasury Shares held by the Company to the extent permitted under the Companies Act), will be automatically de-listed by the SGX-ST, and the certificates in respect thereof will be cancelled by the Company as soon as reasonably practicable following settlement of any such purchase or acquisition.

At the time of each purchase or acquisition of Shares by the Company, the Directors will decide whether the Shares purchased or acquired will be cancelled or held as treasury shares, or partly cancelled and partly held as treasury shares, as the Directors deem fit in the interest of the Company at that time.

4.2. Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

(a) Maximum Holdings

The aggregate number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Companies Act within six (6) months from the day the aforesaid limit is first exceeded or such further periods as ACRA may allow.

(b) Voting and Other Rights

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at general meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus Shares in respect of Treasury Shares is allowed. A subdivision or consolidation of any Treasury Share into Treasury Shares of a greater or smaller number is also allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

(c) Disposal and Cancellation

Where Shares are held as Treasury Shares, the Company may at any time, but subject always to the Take-over Code:

- i. sell the Treasury Shares (or any of them) for cash;

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- ii. transfer the Treasury Shares (or any of them) for the purposes of or pursuant to share scheme, whether for employees, directors or other persons;
- iii. transfer the Treasury Shares (or any of them) as consideration for the acquisition of shares in or assets of another company or assets of a person;
- iv. cancel the Treasury Shares (or any of them); or
- v. sell, transfer, or otherwise use the Treasury Shares (or any of them) for such other purposes as may be prescribed by the Minister for Finance of Singapore.

The Company is required under Rule 704(31) of the Catalist Rules to immediately announce any sale, transfer, cancellation and/or use of Treasury Shares. Such announcement should include the following:

- i. date of the sale, transfer, cancellation and/or use;
- ii. purpose of such sale, transfer, cancellation and/or use;
- iii. number of treasury shares sold, transferred, cancelled and/or used;
- iv. number of treasury shares before and after such sale, transfer, cancellation and/or use;
- v. percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- vi. value of the treasury shares if they are used for a sale or transfer, or cancelled.

Shares purchased or acquired under the Share BuyBack Mandate will be held as Treasury Shares or cancelled by the Company taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

As at the Latest Practicable Date, the Company has no Treasury Shares. Where Shares purchased or acquired pursuant to the Share Buyback Mandate are held as Treasury Shares, the number of such Shares to be held as Treasury Shares, when aggregated with the existing Treasury Shares held, shall not, subject to the Companies Act, exceed the abovementioned Treasury Shares limit at any time.

5. SOURCES OF FUNDS FOR SHARE BUY-BACK

In purchasing or acquiring Shares pursuant to the Share BuyBack Mandate, the Company may only apply funds legally available for such purchases or acquisitions as provided in the Constitution and in accordance with the applicable laws in Singapore. The Company may not purchase or acquire its Shares on the SGX-ST for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the SGX-ST.

Under the Companies Act, the Company may purchase or acquire its Shares out of capital or profits so long as the Company is solvent. Pursuant to Section 76F(4) of the Companies Act, the Company is solvent if:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if:
 - (i) it is intended to commence winding up of the Company within the period of 12 months

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immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

- (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the purchase or acquisition of Shares pursuant to the Share BuyBack Mandate, become less than the value of its liabilities (including contingent liabilities).

In determining whether the Company is solvent, the Directors must have regard to the most recently audited financial statements, other relevant circumstances, and may rely on valuations or estimates of assets or liabilities. In determining the value of contingent liabilities, the Directors may take into account the likelihood of the contingency occurring, as well as any counter-claims by the Company.

The Company may use internal resources or external borrowings or a combination of both to fund the Company's purchase or acquisition of its Shares pursuant to the Share BuyBack Mandate. In purchasing or acquiring Shares pursuant to the Share BuyBack Mandate, the Directors will take into consideration, *inter alia*, the financial position and the working capital requirements of the Group, the gearing level of the Group, as well as the expansion and investment plans of the Group, availability of internal resources, availability of external financing, rationale for the purchase or acquisition of Shares and prevailing market conditions.

The Directors will only make purchases or acquisitions pursuant to the Share BuyBack Mandate in a manner and to such extent which they believe will not result in any material adverse effect to the financial position of the Company or the Group, but rather will be undertaken if in the reasonable opinion of the Directors, it can benefit the Group and Shareholders.

Under Section 76F(3) of the Companies Act, it is an offence for a Director or chief executive officer of the Company to approve or authorise the purchase or acquisition of Shares, knowing that the Company is not solvent.

6. FINANCIAL EFFECTS OF THE SHARE BUYBACK MANDATE

It is not possible for the Company to realistically calculate or quantify the impact of purchases that may be made pursuant to the Share BuyBack Mandate on the EPS and NTA per Share, as the financial effects on the Company and the Group arising from purchases or acquisitions of Shares which may be made pursuant to the Share BuyBack Mandate will depend on factors such as, *inter alia*, the aggregate number of Shares purchased or acquired, the purchase prices paid for such Shares, whether the Shares are purchased out of capital and/or profits of the Group, the amount (if any) borrowed by the Company to fund the purchases or acquisitions, and whether the Shares purchased or acquired are held in treasury or cancelled.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of distributable profits, such purchase or acquisition (including costs incidental to the purchase or acquisition) will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The financial effects on the Group and the Company presented in this section, based on the audited financial statements of the Group for the financial year ended 31 March 2023 ("FY2023"), are based on

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the assumptions set out below:

(a) Information as at the Latest Practicable Date

As at the Latest Practicable Date, the Company has 1,288,776,669 Shares (excluding Treasury Shares and subsidiary holdings).

(b) Illustrative Financial Effects

Purely for illustrative purposes, on the basis of 1,288,776,669 Shares (excluding Treasury Shares and subsidiary holdings) in issue at the Latest Practicable Date, the purchase or acquisition by the Company of 10% of its issued Shares will result in the purchase or acquisition of 128,877,666 Shares pursuant to the Share BuyBack Mandate (“**Maximum Number of Shares**”).

In the case of Market Purchases by the Company and assuming that the Company purchases or acquires 128,877,666 Shares at the Maximum Price of S\$0.02142 for each Share (being the price equivalent to 105% of the Average Closing Price of the Shares for the last five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 128,877,666 Shares is approximately S\$2,760,560 (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees).

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 128,877,666 Shares at the Maximum Price of S\$0.02448 for each Share (being the price equivalent to 120% of the Average Closing Price of the Shares for the last five Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 128,877,666 Shares is approximately S\$3,154,925 (excluding ancillary expenses such as related brokerage, goods and services tax, stamp duties and clearance fees).

For illustrative purposes only and on the basis of the assumptions set out above, as well as the following:

- (i) the Share BuyBack Mandate had been effective on 1 April 2022; and
- (ii) such Share buy-backs were funded solely by internal resources,

the financial effects on the audited consolidated financial results of the Group for FY2023, are set out below.

The illustrations set out below are based on audited historical figures for FY2023 and are purely for illustrative purposes only. Accordingly, such illustrations are not representative or otherwise indicative of future financial performance of the Company and/or the Group. No illustrations will be shown for the purchases made out of profits as the Company does not have sufficient revenue reserves or profits to do so.

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(A) Market Purchases made entirely out of capital and cancelled or held as Treasury Shares

As at 31 March 2023	GROUP			COMPANY		
	Before Share Purchase	After Market Purchase		Before Share Purchase	After Market Purchase	
	S\$'000	Purchased Shares Cancelled S\$'000	Purchased Shares held as Treasury Shares S\$'000	S\$'000	Purchased Shares Cancelled S\$'000	Purchased Shares held as Treasury Shares S\$'000
Share capital	36,981	34,220	36,981	36,981	34,220	36,981
Accumulated Losses	(15,256)	(15,256)	(15,256)	(11,430)	(11,430)	(11,430)
Reserves	(6,177)	(6,335)	(6,335)	-	-	-
	15,548	12,629	15,390	25,551	22,790	25,551
Non-Controlling Interests	3,697	-	-	-	-	-
Treasury shares	-	-	(2,761)	-	-	(2,761)
Total equity	19,245	12,629	12,629	25,551	22,790	22,790
NTA ⁽¹⁾	18,398	11,782	11,782	25,419	22,658	22,658
Current assets	16,878	14,117	14,117	1,279	632	632
Current liabilities	(7,389)	(7,389)	(7,389)	(1,009)	(3,123)	(3,123)
Total borrowings	(7,784)	(7,784)	(7,784)	(3,238)	(3,238)	(3,238)
Cash and cash equivalents	9,626	6,865	6,865	647	-	-
Net loss after tax attributable to owners of the Company	(3,317)	(3,317)	(3,317)	(1,735)	(1,735)	(1,735)
Number of Shares (in '000)						
Number of Shares (excluding treasury shares) ⁽⁶⁾	1,288,777	1,159,899	1,159,899	1,288,777	1,159,899	1,159,899
Number of treasury shares	-	-	128,878	-	-	128,878
Weighted average number of shares	1,009,126	808,248	808,248	1,009,126	808,248	808,248
Financial Ratios						
NTA per Share (cent) ⁽²⁾	1.43	1.02	1.02	1.97	1.95	1.95
Gearing ratio (times) ⁽³⁾	0.40	0.62	0.62	0.13	0.14	0.14
Current ratio (times) ⁽⁴⁾	2.28	1.91	1.91	1.27	0.20	0.20
LPS (cent) ⁽⁵⁾	(0.38)	(0.38)	(0.37)	(0.17)	(0.20)	(0.20)

Notes:

- (1) NTA refers to net assets less intangible assets and non-controlling interests.
- (2) NTA per Share is computed based on the NTA (i.e., net assets less intangible assets) divided by the number of issued Shares.
- (3) Gearing ratio equals total borrowings divided by total equity.
- (4) Current ratio equals current assets divided by current liabilities.
- (5) LPS is computed based on net loss attributable to the owners of the Company divided by the weighted average number of Shares.
- (6) Based on the number of Shares in issue as of the Latest Practicable Date.

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(B) Off-Market Purchases made entirely out capital and cancelled or held as Treasury Shares

	GROUP			COMPANY		
	Before Share Purchase	After Off-Market Purchase		Before Share Purchase	After Off-Market Purchase	
		Purchased Shares Cancelled	Purchased Shares held as Treasury Shares		Purchased Shares Cancelled	Purchased Shares held as Treasury Shares
As at 31 March 2023	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Share capital	36,981	33,826	36,981	36,981	33,826	36,981
Accumulated Losses	(15,256)	(15,256)	(15,256)	(11,430)	(11,430)	(11,430)
Reserves	(6,177)	(6,335)	(6,335)	-	-	-
	15,548	12,235	15,390	25,551	22,396	25,551
Non-Controlling Interests	3,697	-	-	-	-	-
Treasury shares	-	-	(3,155)	-	-	(3,155)
Total equity	19,245	12,235	12,235	25,551	22,396	22,396
NTA ⁽¹⁾	18,398	11,388	11,388	25,419	22,264	22,264
Current assets	16,878	13,723	13,723	1,279	632	632
Current liabilities	(7,389)	(7,389)	(7,389)	(1,009)	(3,517)	(3,517)
Total borrowings	(7,784)	(7,784)	(7,784)	(3,238)	(3,238)	(3,238)
Cash and cash equivalents	9,626	6,471	6,471	647	-	-
Net loss after tax attributable to owners of the Company	(3,317)	(3,317)	(3,317)	(1,735)	(1,735)	(1,735)
Number of Shares (in '000)						
Number of Shares (excluding treasury shares) ⁽⁶⁾	1,288,777	1,159,899	1,159,899	1,288,777	1,159,899	1,159,899
Number of treasury shares	-	-	128,878	-	-	128,878
Weighted average number of shares	1,009,126	908,213	908,213	1,009,126	908,213	908,213
Financial Ratios						
NTA per Share (cent) ⁽²⁾	1.43	0.98	0.98	1.97	1.92	1.92
Gearing ratio (times) ⁽³⁾	0.40	0.64	0.64	0.13	0.14	0.14
Current ratio (times) ⁽⁴⁾	2.28	1.86	1.86	1.27	0.18	0.18
LPS (cent) ⁽⁵⁾	(0.33)	(0.38)	(0.38)	(0.17)	(0.20)	(0.20)

Notes:

- (1) NTA refers to net assets less intangible assets
- (2) NTA per Share is computed based on the NTA (i.e. net assets less intangible assets) divided by the number of issued Shares.
- (3) Gearing ratio equals to total borrowings divided by total equity.
- (4) Current ratio equals to current assets divided by current liabilities.
- (5) LPS is computed based on net loss attributable to the owners of the Company divided by the weighted average number of Shares.
- (6) Based on the number of Shares in issue as of the Latest Practicable Date.

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It should be noted that although the proposed renewal of the Share BuyBack Mandate would authorise the Company to purchase or acquire up to 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings). In addition, the Company may cancel, or hold as Treasury Shares, all or part of the Shares purchased or acquired.

Further, the Directors do not propose to exercise the Share BuyBack Mandate to such an extent as would have a material adverse effect on the working capital requirements of the Company or the gearing levels. The purchase or acquisition of the Shares will only be effected after considering relevant factors such as the financial position of the Company and the Group (including but not limited to the working capital requirements, debt position, gearing ratio, cash surplus), prevailing market conditions and the trading performance of the Company's Shares.

7. REPORTING REQUIREMENTS UNDER THE CATALIST RULES AND COMPANIES ACT

7.1. Notification to the SGX-ST

The Catalist Rules specify that a listed company must make an announcement on SGXNET of all purchases or acquisitions of its shares no later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptance of the offer.

Such announcement shall include, *inter alia*, details of the total number of Shares authorised for purchase or acquisition, the date of purchase or acquisition, the total number of Shares purchased or acquired, the purchase price per Share or (in the case of Market Purchases) the purchase price per Share or the highest price and lowest price per Share, the total consideration paid for the Shares, the number of issued Shares after purchase or acquisition, and such other information as may be prescribed under the Catalist Rules from time to time.

In addition, under the Catalist Rules, an immediate announcement must be made of any sale, transfer, cancellation and/or use of treasury shares (in each case, the "**usage**"). Such announcement must include details such as the date of the usage, the purpose of the usage, the number of treasury shares comprised in the usage, the number of treasury shares before and after the usage, the percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such usage, and the value of the treasury shares if they are used for a sale or transfer or cancelled, and such other information as may be prescribed under the Catalist Rules from time to time.

7.2. Notification to ACRA

Within 30 days of the passing of the Shareholders' resolution to approve the proposed renewal of the Share BuyBack Mandate, the Company shall lodge a copy of such resolution with ACRA.

The Company shall lodge with ACRA a notice of purchase or acquisition of Shares within 30 days of such purchase or acquisition. Such notification shall include, *inter alia*, the date of the purchase or acquisition, the number of Shares purchased or acquired, the number of Shares cancelled and/or the number of Shares held as Treasury Shares, the Company's issued share capital before and after the purchase or acquisition, the amount of consideration paid by the Company for the purchase or acquisition

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and whether such consideration is paid out of the profits or capital of the Company, and such other information as may be prescribed from time to time.

In addition, within 30 days of the cancellation or disposal of Treasury Shares, the Company shall lodge with ACRA a notice of the cancellation or disposal of Treasury Shares with such information as may be prescribed from time to time.

8. CATALIST RULES

8.1 While the Catalist Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time or times, because the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share BuyBack Mandate at any time after a price sensitive development has occurred or has been the subject of consideration and/or a decision of the Board until such price sensitive information has been publicly announced. Further, in line with the best practices guide on dealings with securities stipulated in the Catalist Rules, the Company and its officers should not purchase or acquire any Shares through Market Purchases or Off-Market Purchases pursuant to the Share BuyBack Mandate during the period commencing one month immediately preceding the announcement of the Company’s interim (half year) or the annual (full year) financial statements (if not required to announce quarterly financial statements).

8.2 The Catalist Rules requires a listed company to ensure that at least ten per cent. (10%) of the total number of any class of its listed securities must be held by public shareholders. The “public”, as defined under the Catalist Rules, are persons other than the Directors, Substantial Shareholders, chief executive officers or Controlling Shareholders of the Company and its subsidiaries, as well as associates of such persons. As at the Latest Practicable Date, 573,224,635 Shares representing 44.48% of the issued Shares are held by public Shareholders. For illustrative purposes only, assuming that the Company purchases the maximum of ten per cent. (10%) of its total number of issued Shares as at the Latest Practicable Date from such public Shareholders, the resultant percentage of the issued Shares held by the public Shareholders would be reduced to approximately 38.31%.

Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full ten per cent. (10%) limit pursuant to the Share BuyBack Mandate without adversely affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to adversely affect orderly trading. The Company will not carry out any Share buy-back unless at least ten per cent. (10%) of its listed securities can be maintained in the hands of public Shareholders and that the number of Shares remaining in the hands of the public will not fall to such to a level as to cause market illiquidity or to adversely affect orderly trading. The Company does not have any individual shareholding limit or foreign shareholding limit.

9.3 Under the Catalist Rules, a listed company may only purchase shares by way of a market acquisition at a price which is not more than five per cent. (5%) above the average closing market price. The term “average closing market price” is defined as the average of the closing market prices of shares over the last five Market Days, on which transactions in the shares were recorded, before the day on which purchases are made. The Maximum Price for a Share in relation to Market Purchases by the Company, referred to in Section 3.4 of this Appendix, conforms to this restriction.

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9. TAKE-OVER IMPLICATIONS UNDER THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

Appendix 2 of the Take-over Code (“**Appendix 2**”) contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

9.1. Obligations to make a take-over offer

Pursuant to the Take-over Code, an increase of a Shareholder’s proportionate interest in the voting rights of the Company resulting from a share buy back by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code (“**Rule 14**”).

Under Rule 14, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory take-over offer if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company’s voting rights, increase their voting rights in the Company by more than one per cent. (1%) in any period of six (6) months.

Consequently, a Shareholder or a group of Shareholders acting in concert with a Director could obtain or consolidate effective control of the Company and become obliged to make a mandatory take-over offer for the Company under Rule 14, unless the conditions for exemption pursuant to paragraph 3(a) of Appendix 2 are satisfied.

9.2. Persons Acting in Concert

Under the Take-over Code, persons acting in concert (the “**concert parties**”) comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trusts;
- (b) a company with its parent company, its subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing for the purchase of voting rights;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled

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by any of such directors, their close relatives and related trusts), which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;

- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in its ordinary course of business) to any of the foregoing persons and/or entities for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with each of them respectively, will incur an obligation to make a mandatory take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2.

9.3. Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted pursuant to paragraph 3(a) of Appendix 2, a Director and his concert parties will incur an obligation to make a mandatory take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Director and his concert parties would increase to 30% or more; or in the event that such Director and his concert parties hold between 30% and 50% of the Company's voting rights, if the voting rights of such Director and his concert parties would increase by more than one per cent. (1%) in any period of six (6) months. In calculating the percentages of voting rights of such Director and his concert parties, Treasury Shares shall be excluded.

Under Appendix 2, a Shareholder not acting in concert with the Directors will not be required to make a mandatory take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its own Shares, the voting rights of such Shareholder would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the ordinary resolution authorising the proposed renewal of the Share BuyBack Mandate.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any share purchase or acquisitions by the Company pursuant to the Share BuyBack Mandate, are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity.

9.4. Application of the Take-over Code

As at the Latest Practicable Date:

- (a) Mr Lim Shao-Lin ("**Mr Lim**") is the Chief Executive Officer and Executive Director, and a controlling shareholder of the Company. Mr Lim holds an aggregate of approximately 44.49% of the total number of issued voting Shares, comprising 12.7% direct interest and 31.79% deemed interest;
- (b) Ms Leow Sau Wan ("**Ms Leow**"), the Executive Director of the Company, is the spouse of Mr Lim. Ms Leow holds approximately 0.25% of the total number of issued voting Shares (direct

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interest); and

- (c) Gashubunited Holding Private Limited (“**GHPL**”) holds approximately 31.79% of the total number of issued voting Shares (direct interest). Mr Lim is a director and shareholder of GHPL holding approximately 60.25% shareholding interest in GHPL.

Accordingly, Mr Lim, Ms Leow and GHPL are deemed to be concert parties under the Take-over Code.

For illustrative purposes, assuming that:

- (a) the Company, pursuant to the Share BuyBack Mandate, purchases or acquires up to 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings), being 128,877,666 Shares (based on the total number of issued Shares of 1,288,776,669 Shares (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date);
- (b) apart from the change in interest resulting directly from the abovementioned purchases or acquisitions of Shares by the Company pursuant to the Share BuyBack Mandate, there is no change in the number of Shares held or deemed to be held by Mr Lim, Ms Leow and GHPL as at the Latest Practicable Date; and
- (c) there is no change in their interest in the voting rights in the Company for the duration of the Proposed Share BuyBack Mandate,

the voting rights of Mr Lim, Ms Leow and GHPL will be increased as follows:

Shareholder	Before Share Buy-back		After Share Buy-back	
	Number of Shares	Approximate % of total voting Shares	Number of Shares	Approximate % of total voting Shares
Lim Shao-Lin ⁽¹⁾	163,699,808	12.70	163,699,808	14.11
Leow Sau Wan	3,211,700	0.25	3,211,700	0.28
GHPL	409,672,131	31.79	409,672,131	35.32
Total	576,583,639	44.74	576,583,639	49.71

Note:

- (1) Excludes Mr Lim’s deemed interest in the 409,672,131 Shares held by GHPL.

Accordingly, in the event that the Company should, pursuant to the Share BuyBack Mandate, purchase or acquire up to 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings), the voting rights of Mr Lim and his concert parties (including Ms Leow and GHPL) in the Company could increase by more than 1% in any six-month period. Under the Take-over Code, Mr Lim, and his concert parties (including Ms Leow and GHPL) would therefore incur a mandatory take-over obligation for the issued Shares not already owned by them.

As at the Latest Practicable Date, save as disclosed above, there are no Shareholders who are parties acting in concert with Mr Lim, Ms Leow and GHPL.

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The respective shareholding interests of the Directors as well as Substantial Shareholders as at the Latest Practicable Date, and after the purchases or acquisitions of Shares by the Company of up to 10% of the total number of issued Shares (excluding Treasury Shares and subsidiary holdings), being 128,877,666 Shares, pursuant to the Share BuyBack Mandate are as follows:

	Before Share Buy-back ⁽¹⁾				After Share Buy-back ⁽²⁾			
	(As at the Latest Practicable Date)							
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
No. of Shares	(%) of total shares	No. of Shares	(%) of total shares	No. of Shares	(%) of total shares	No. of Shares	(%) of total shares	
Directors								
Lim Shao-Lin ⁽³⁾	163,699,808	12.70	409,672,131	31.79	163,699,808	14.11	409,672,131	35.32
Koh Beng Leong	-	-	-	-	-	-	-	-
Leow Sau Wan	3,211,700	0.25	-	-	3,211,700	0.28	-	-
Lien Kait Long	-	-	-	-	-	-	-	-
Mak Yen-Chen Andrew	-	-	-	-	-	-	-	-
Tay Shui Wen	-	-	-	-	-	-	-	-
Substantial Shareholders (other than Directors)								
GHPL ⁽³⁾	409,672,131	31.79	-	-	409,672,131	35.32	-	-
Hongkong China Treasury Limited ⁽⁴⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Rickon Holdings Limited ⁽⁵⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Lippo China Resources Limited ⁽⁶⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Skyscraper Realty Limited ⁽⁷⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Lippo Limited ⁽⁸⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Lippo Capital Limited ⁽⁹⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Lippo Capital Holdings Company Limited ⁽¹⁰⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Lippo Capital Group Limited ⁽¹¹⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Dr. Stephen Riady ⁽¹²⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
PT Trijaya Utama Mandiri ⁽¹³⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26
Mr. James Tjahaja Riady ⁽¹⁴⁾	-	-	142,180,095	11.03	-	-	142,180,095	12.26

Notes:

- (1) As a percentage of the Company's total number of issued Shares (excluding Treasury Shares and subsidiary holdings) of 1,288,776,669 Shares as at the Latest Practicable Date.
- (2) As a percentage of the Company's total number of issued Shares (excluding Treasury Shares and subsidiary holdings) of 1,159,899,002 Shares, assuming that the Company purchases or acquires the maximum number of 128,877,666 Shares under the Share BuyBack Mandate.
- (3) Mr Lim Shao-Lin is deemed to be interested in all the 409,672,131 Shares held by GHPL under Section 7 of the Companies Act and Section 4 of the SFA, as he holds approximately 60.25% shareholding interest in GHPL.
- (4) Hongkong China Treasury Limited ("**HKC Treasury**") is deemed to be interested in 142,180,095 shares registered in the name of a nominee account of OCBC Securities Private Limited.
- (5) Rickon Holdings Limited ("**RHL**") is the holding company of HKC Treasury. Accordingly, RHL is deemed to have an interest in all the shares held by HKC Treasury.
- (6) Lippo China Resources Limited ("**LCR**") is an intermediate holding company of HKC Treasury. Accordingly, LCR is deemed to have an interest in all the shares held by HKC Treasury.

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- (7) Skyscraper Realty Limited (“**SRL**”) is an intermediate holding company of HKC Treasury. Accordingly, SRL is deemed to have an interest in all the shares held by HKC Treasury.
- (8) Lippo Limited (“**LL**”) is an intermediate holding company of HKC Treasury. LL is deemed to have an interest in all the shares held by HKC Treasury.
- (9) Lippo Capital Limited (“**LCL**”) is an intermediate holding company of HKC Treasury. Accordingly, LCL is deemed to have an interest in all the shares held by HKC Treasury.
- (10) Lippo Capital Holdings Company Limited (“**LCH**”) is an intermediate holding company of HKC Treasury. Accordingly, LCH is deemed to have an interest in all the shares held by HKC Treasury.
- (11) Lippo Capital Group Limited (“**LCG**”) is the holding company of LCH, which in turn is an intermediate holding company of HKC Treasury. Accordingly, LCG is deemed to have an interest in all the shares held by HKC Treasury.
- (12) Dr. Stephen Riady holds the entire issued share capital of LCG, which is the holding company of LCH. LCH, in turn, is an intermediate holding company of HKC Treasury. Accordingly, Dr. Stephen Riady is deemed to have an interest in all the shares held by HKC Treasury.
- (13) PT Trijaya Utama Mandiri (“**PT Trijaya**”) holds more than 20% of the shares in LCL, which is an intermediate holding company of HKC Treasury. Accordingly, PT Trijaya is deemed to have an interest in all the shares held by HKC Treasury.
- (14) Mr. James Tjahaja Riady effectively holds all the shares of PT Trijaya. PT Trijaya holds more than 20% of the shares in LCL, which is an intermediate holding company of HKC Treasury. Accordingly, Mr. James Tjahaja Riady is deemed to have an interest in all the shares held by HKC Treasury.

Save as disclosed above, the Directors are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interest in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase or acquisition of Shares by the Company pursuant to the Share BuyBack Mandate.

9.5. Dispensation from Rule 14

Under Appendix 2 of the Take-over Code, Mr Lim and the persons acting in concert with him (including Ms Leow and GHPL), will be exempted from the requirement under Rule 14 to make a general offer for the issued Shares not already owned by them if their voting rights in the Company increase by more than one per cent. (1%) in any six-month period, as a result of any Share buy-back carried out by the Company pursuant to the Share BuyBack Mandate, subject to the following conditions:

- (a) this Appendix contains:
 - (i) advice to the effect that by voting to approve the Share BuyBack Mandate, Shareholders are waiving their rights to a general offer at the required price from Mr Lim and the persons acting in concert with him (including Ms Leow and GHPL) who, as a result of the company buying back its Shares under the Share BuyBack Mandate, would increase their voting rights by more than one per cent. (1%) in any period of six (6) months; and
 - (ii) the names of Mr Lim and the persons acting in concert with him (including Ms Leow and GHPL), and their voting rights at the time of the resolution and after the proposed Share buy-back pursuant to the Share BuyBack Mandate;
- (b) the resolution to authorise the Share BuyBack Mandate is approved by a majority of those Shareholders present and voting at the AGM on a poll who could not become obliged to make a general offer as a result of the proposed share buy-back pursuant to the Share BuyBack Mandate;
- (c) Mr Lim and/or persons acting in concert with him (including Ms Leow and GHPL) abstain from voting for and/or recommending Shareholders to vote in favour of the resolution to authorise the Share BuyBack Mandate;
- (d) within seven (7) days after the passing of the resolution to authorise the Share BuyBack Mandate, Mr Lim, and parties acting in concert with him, to submit to the SIC a duly signed form as prescribed by the SIC; and

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- (e) Mr Lim and persons acting in concert with him (including Ms Leow and GHPL) have not acquired and will not acquire any Shares between the date on which they know that the announcement of the Share BuyBack Mandate is imminent and the earlier of:
- (i) the date on which the authority of the Share BuyBack Mandate expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by the Share BuyBack Mandate, or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the proposed Share buy-back, would cause their aggregate voting rights to increase by more than one per cent. (1%) in any six-month period.

If the Company ceases to buy back its Shares and the increase in the voting rights held by Mr Lim and the persons acting in concert with him as a result of the proposed share buy back at the time of such cessation is less than one per cent. (1%) in any six-month period, Mr Lim and the persons acting in concert with him will be allowed to acquire Shares. However, any increase in the percentage of voting rights in the Company of Mr Lim and the persons acting in concert with him as a result of the proposed Share buy-back will be taken into account together with any voting rights acquired by Mr Lim and the persons acting in concert with him (by whatever means) in determining whether they have increased their aggregate voting rights in the Company by more than one per cent. (1%) in any six-month period.

9.6. Advice to Shareholders

Shareholders should therefore note that by voting in favour of the resolution to approve the proposed renewal of the Share BuyBack Mandate, they are waiving their rights to a mandatory take-over offer by Mr Lim and the persons acting in concert with him under the circumstances set out above. Such take-over offer, if required to be made and had not been exempted by the SIC, would have to be made in cash or be accompanied by a cash alternative at the Required Price (as defined below).

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any share purchase or acquisitions by the Company pursuant to the Share BuyBack Mandate, are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity.

“**Required Price**” means in relation to the offer required to be made under the provisions of Rule 14.1 of the Take-over Code, the highest of the price paid by the offeror and/or any person(s) acting in concert with him for the Shares (i) during the offer period and within the preceding six months, (ii) acquired through the exercise of instruments convertible into securities which carry voting rights within six months of the offer and during the offer period, or (iii) acquire through the exercise of rights to subscribe for, and options in respect of, securities which carry voting rights within six months of the offer or during the offer period; or at such price as determined by SIC under Rule 14.3 of the Take-over Code.

9.7. Submission of Form 2 to the SIC

Form 2 (Submission by directors and their concert parties pursuant to Appendix 2) is the prescribed form to be submitted to the SIC by a director and persons acting in concert with him pursuant to the conditions for exemption as set out in Section 10.5(d) above from the requirement to make an offer under Rule 14 as a result of the buy-back of shares by a listed company under its share buy-back mandate.

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Mr Lim has informed the Company that he and the persons acting in concert with him (including Ms Leow and GHPL) will be submitting Form 2 to the SIC within seven (7) days after the passing of the resolution authorising the renewal of the Share BuyBack Mandate.

10. INTERESTS OF DIRECTORS AND/OR SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and/or Substantial Shareholders of the Company as at the Latest Practicable Date are as follows:

	Direct Interest		Deemed Interest		Total ⁽¹⁾ (%)	
	No. of Shares	(%) of total shares	No. of Shares	(%) of total shares	No. of Shares	(%) of total shares
Directors						
Lim Shao-Lin ⁽²⁾	163,699,808	12.7	409,672,131	31.79	573,371,939	44.49
Koh Beng Leong	-	-	-	-	-	-
Leow Sau Wan	3,211,700	0.25	-	-	3,211,700	0.25
Lien Kait Long	-	-	-	-	-	-
Mak Yen-Chen Andrew	-	-	-	-	-	-
Tay Shui Wen	-	-	-	-	-	-
Substantial Shareholders (other than Directors)						
GHPL ⁽²⁾	409,672,131	31.79	-	-	409,672,131	31.79
Hongkong China Treasury Limited ⁽³⁾	-	-	142,180,095	11.03	142,180,095	11.03
Rickon Holdings Limited ⁽⁴⁾	-	-	142,180,095	11.03	142,180,095	11.03
Lippo China Resources Limited ⁽⁵⁾	-	-	142,180,095	11.03	142,180,095	11.03
Skyscraper Realty Limited ⁽⁶⁾	-	-	142,180,095	11.03	142,180,095	11.03
Lippo Limited ⁽⁷⁾	-	-	142,180,095	11.03	142,180,095	11.03
Lippo Capital Limited ⁽⁸⁾	-	-	142,180,095	11.03	142,180,095	11.03
Lippo Capital Holdings Company Limited ⁽⁹⁾	-	-	142,180,095	11.03	142,180,095	11.03
Lippo Capital Group Limited ⁽¹⁰⁾	-	-	142,180,095	11.03	142,180,095	11.03
Dr. Stephen Riady ⁽¹¹⁾	-	-	142,180,095	11.03	142,180,095	11.03
PT Trijaya Utama Mandiri ⁽¹²⁾	-	-	142,180,095	11.03	142,180,095	11.03
Mr. James Tjahaja Riady ⁽¹³⁾	-	-	142,180,095	11.03	142,180,095	11.03

Notes:

- (1) Based on the Company's total number of issued Shares (excluding Treasury Shares and subsidiary holdings) of 1,288,776,669 Shares as at the Latest Practicable Date.
- (2) Mr Lim Shao-Lin is deemed to be interested in all the 409,672,131 Shares held by GHPL under Section 7 of the Companies Act and Section 4 of the SFA, as he holds approximately 60.25% shareholding interest in GHPL.
- (3) Hongkong China Treasury Limited ("**HKC Treasury**") is deemed to be interested in 142,180,095 shares registered in the name of a nominee account of OCBC Securities Private Limited.
- (4) Rickon Holdings Limited ("**RHL**") is the holding company of HKC Treasury. Accordingly, RHL is deemed to have an interest in all the shares held by HKC Treasury.
- (5) Lippo China Resources Limited ("**LCR**") is an intermediate holding company of HKC Treasury. Accordingly, LCR is deemed to have an interest in all the shares held by HKC Treasury.
- (6) Skyscraper Realty Limited ("**SRL**") is an intermediate holding company of HKC Treasury. Accordingly, SRL is deemed to have an interest in all the shares held by HKC Treasury.
- (7) Lippo Limited ("**LL**") is an intermediate holding company of HKC Treasury. LL is deemed to have an interest in all the shares held by HKC Treasury.
- (8) Lippo Capital Limited ("**LCL**") is an intermediate holding company of HKC Treasury. Accordingly, LCL is deemed to have an interest in all the shares held by HKC Treasury.
- (9) Lippo Capital Holdings Company Limited ("**LCH**") is an intermediate holding company of HKC Treasury. Accordingly, LCH is deemed to have an interest in all the shares held by HKC Treasury.
- (10) Lippo Capital Group Limited ("**LCG**") is the holding company of LCH, which in turn is an intermediate holding company of HKC Treasury. Accordingly, LCG is deemed to have an interest in all the shares held by HKC Treasury.

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- (11) Dr. Stephen Riady holds the entire issued share capital of LCG, which is the holding company of LCH. LCH, in turn, is an intermediate holding company of HKC Treasury. Accordingly, Dr. Stephen Riady is deemed to have an interest in all the shares held by HKC Treasury.
- (12) PT Trijaya Utama Mandiri (“**PT Trijaya**”) holds more than 20% of the shares in LCL, which is an intermediate holding company of HKC Treasury. Accordingly, PT Trijaya is deemed to have an interest in all the shares held by HKC Treasury.
- (13) Mr. James Tjahaja Riady effectively holds all the shares of PT Trijaya. PT Trijaya holds more than 20% of the shares in LCL, which is an intermediate holding company of HKC Treasury. Accordingly, Mr. James Tjahaja Riady is deemed to have an interest in all the shares held by HKC Treasury.

Save as disclosed in this Appendix, other than through their respective shareholdings in the Company, none of the Directors and to the best of the Directors’ knowledge, none of the Substantial Shareholders has any interest, whether directly or indirectly, in the proposed renewal of the Share BuyBack Mandate by way of an ordinary resolution at the AGM.

11. DETAILS OF SHARES PURCHASED BY THE COMPANY IN THE PAST TWELVE (12) MONTHS

The Company has not made any purchases or acquisitions of its Shares within the twelve (12) months immediately preceding the Latest Practicable Date.

12. TAX IMPLICATIONS

Shareholders who are in doubt as to their respective tax positions or the tax implications of Share buy-back by the Company, or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

13. APPROVAL AND RESOLUTION

Shareholders’ approval for the proposed renewal of the Share BuyBack Mandate will be sought at the AGM. The resolution relating to the proposed renewal of the Share BuyBack Mandate is contained in the Notice of AGM as Ordinary Resolution 9.

14. DIRECTORS’ RECOMMENDATION

Mr Lim and Ms Leow will abstain from voting on the resolution relating to the proposed renewal of the Share BuyBack Mandate and have therefore refrained from making any recommendation to Shareholders on Ordinary Resolution 9 set out in the Notice of AGM.

Having fully considered, *inter alia*, the rationale, benefit and the information relating to the proposed renewal of the Share BuyBack Mandate (including the terms and the rationale thereof as set out in this Appendix), the rest of the Directors are of the opinion that the proposed renewal of Share BuyBack Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution 9 set out in the Notice of AGM relating to the proposed renewal of Share BuyBack Mandate.

15. ABSTENTION FROM VOTING

Mr Lim and the persons acting in concert with him (including Ms Leow and GHPL) as well as their associates will abstain from voting (whether by proxy or otherwise) on the Ordinary Resolution 9 set out in the Notice of AGM relating to the proposed renewal of the Share BuyBack Mandate. The Company shall disregard any votes cast by Mr Lim and parties acting in concert with him (including Ms Leow and GHPL) as well as their associates on the said resolution. They will also not accept nominations as proxies or otherwise for voting in respect of the aforesaid ordinary resolution at AGM, unless specific instructions

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have been given in the Proxy Form(s) as to the manner in which votes are to be cast in respect of such resolution.

16. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the proposed renewal of the Share BuyBack Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Appendix misleading. Where information in the Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Appendix in its proper form and context.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the Company's registered office at 39 Kaki Bukit Place, Eunos Techpark, Singapore 416217 during normal business hours from the date of this Appendix up to and including the date of the AGM:

- (i) the Constitution of the Company; and
- (ii) the Annual Report of the Company for FY2023.

Please contact the Company at the email address ir@h2g.green prior to making any visits, to arrange for a suitable time slot for the inspection.

Yours faithfully
For and on behalf of the Board of Directors of
H2G Green Limited

Lim Shao-Lin
Chief Executive Officer and Executive Director