



## **5E RESOURCES LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 202136285K)

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the “**EGM**”) of 5E Resources Limited (the “**Company**”) will be convened and held on Wednesday, 4 October 2023 at 11.00 a.m. at 10 Anson Road, International Plaza, #34-08, Singapore 079903 for the purpose of considering and, if thought fit, passing with or without any modifications, the following Ordinary Resolution:

All capitalised terms used in this notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 19 September 2023 (the “**Circular**”) in relation to the Proposed Change of Auditors.

#### **ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS**

That:

- (i) the appointment of Foo Kon Tan LLP as Auditors in place of PricewaterhouseCoopers LLP, with effect from the date of Shareholders’ approval of this Ordinary Resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Foo Kon Tan LLP be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or the transactions authorised by this Ordinary Resolution.

#### **BY ORDER OF THE BOARD**

Loo Sok Ching  
Chairperson and Executive Director  
19 September 2023

**Explanatory Notes:**

**DISCLOSURE PURSUANT TO RULE 712(3) OF CATALIST RULES**

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

- (a) Rule 712(3)(a) - Confirmation from the outgoing auditors  
The outgoing auditors, PricewaterhouseCoopers LLP, via its professional clearance letter dated 18 August 2023, have confirmed that it is not aware of any professional reasons why Foo Kon Tan LLP should not accept appointment as Auditors.
- (b) Rule 712(3)(b) - Confirmation from the issuer as to whether there were disagreements with the outgoing auditors  
The Company confirms that there were no disagreements with PricewaterhouseCoopers LLP on accounting treatments within the last twelve (12) months.
- (c) Rule 712(3)(c) - Confirmation from the issuer on circumstances connected with the change  
The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.
- (d) Rule 712(3)(d) - Specific reasons for the change of auditors  
The Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 2.1 of the Circular. The Proposed Change of Auditors was not due to PricewaterhouseCoopers LLP declining to stand for re-election, the dismissal of PricewaterhouseCoopers LLP or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules.
- (e) Rule 712(3)(e) – Compliance with Rule 712 and Rule 715  
The Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the proposed appointment of Foo Kon Tan LLP as the new auditors of the Company.

**Notes:**

- 1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2. (a) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend and vote at the EGM of the Company.  
  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the EGM of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.  
  
“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.
- 3. A proxy need not be a member of the Company.
- 4. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
- 5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), if required by law, be duly stamped and lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- 6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 or via email to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia) by 11:00 a.m. on 1 October 2023 (being seventy-two (72) hours before the time appointed for holding the EGM of the Company).
- 7. A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited (“**CDP**”) at least seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote on any or all of the resolution. In view of Section 81SJ(4) of the SFA, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the EGM. Any shareholder who is holding his/her shares via the CDP but whose name is not registered with the CDP seventy-two (72) hours before the EGM will not be entitled to attend and vote at the EGM.

## ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE EGM

All documents and information relating to the business of the EGM (comprising the Circular, together with the enclosed Notice of EGM, the accompanying Proxy Form and the Request Form) have been published on the Company's website at the URL <https://www.5e-resources.com/> and SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of EGM, Proxy Form and the Request Form have also been despatched by post to Shareholders. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 26 September 2023:-

- (a) [ir@5e-resources.com](mailto:ir@5e-resources.com); or
- (b) via post to the Company's registered address at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

## SUBMISSION OF QUESTIONS PRIOR TO THE EGM

Shareholders may submit questions related to the resolution to be tabled at the EGM via email to [ir@5e-resources.com](mailto:ir@5e-resources.com) or by post to 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712. Questions must be submitted not later than 11:00 a.m. on 26 September 2023 so that relevant and substantial queries may be addressed during the EGM proceedings. The responses would be published on SGXNet and, if available, the Company's corporate website on 29 September 2023. Any relevant and subsequent queries received after 26 September 2023 will be addressed at the EGM and through the publication of the minutes of the EGM on SGXNet and the Company's website within one (1) month after the date of EGM.

Shareholders or their corporate representative must state his/her full name, identification/registration number and whether he/she is a shareholder or a corporate representative of a corporate shareholder. Any question without the identification details will not be addressed.

## ATTENDANCE AT THE EGM

Due to the limited sitting capacity of the venue, only shareholders whose names appear in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM or the appointed proxy or proxies shall be entitled to attend the EGM of the Company.

## PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) or the Chairperson of the EGM as a proxy to vote at the EGM and/or any adjournment thereof, a shareholder of the Company consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

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

The contact person for the Sponsor is Mr. Leong Weng Tuck – Registered Professional, 36 Robinson Road, #10-06 City House, Singapore 068877, [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).