



## GREEN BUILD TECHNOLOGY

### GREEN BUILD TECHNOLOGY LIMITED

(Company Registration No. 200401338W)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

#### MINUTES OF ANNUAL GENERAL MEETING

<b>DATE</b>	:	Friday, 30 April 2021	
<b>PLACE</b>	:	Held via live webcast and audio only means	
<b>TIME</b>	:	10.00 a.m.	
<b>PRESENT</b>	:	Ms. Wu Xueying	- Chief Executive Officer and Executive Director
		Mr. Dong Congwen	- Independent Director
		Mr. Soh Yeow Hwa	- Independent Director
		Mr. Ng Poh Khoon	- Independent Director
<b>ABSENT WITH APOLOGIES</b>	:	Mr. Zhao Lizhi	- Executive Chairman and Executive Director
<b>IN ATTENDANCE</b>	:	Mr. Lim Kok Meng	- Company Secretary
		Ms. Jacelyn Chua	- From the Company Secretary's Office
		Mr. Tan Peng Hong	- From the Company Secretary's Office
		Mr. Lim Kok Heng	- Representative from the Company's Independent Auditors, Baker Tilly TFW LLP
		Ms. Jessie Lai	- Representative from the Company's Independent Auditors, Baker Tilly TFW LLP
		Mr. Ho Chu Cheng	- Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd
		Ms. Lau Shee Ren	- Representative from the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd
	:	Shareholders	- As per the attendance list maintained by the Company
<b>CHAIRMAN OF THE MEETING</b>	:	Ms. Wu Xueying	

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#### 1. INTRODUCTION BY CHAIRMAN

The chairman of the Meeting (the “**Chairman**”), Ms Wu Xueying (“**Ms Wu**”), welcomed the shareholders to the Company’s annual general meeting (the “**AGM**” or “**Meeting**”).

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## 2. QUORUM

- 2.1. The Chairman informed the Meeting that the SGX-ST had issued regulations stating that attendance by electronic means was as good as physical attendance at a general meeting. Therefore, as there was a quorum present for the Meeting, the Chairman formally called the Meeting to order.
- 2.2. The Chairman invited the representative from the Company Secretary's office, Ms. Jacelyn Chua (the "**Company Representative**"), to assist her in conducting the proceedings of the Meeting in English.

## 3. INTRODUCTION BY THE COMPANY REPRESENTATIVE FROM THE COMPANY SECRETARY'S OFFICE

- 3.1 On behalf of the Chairman, the Company Representative thanked shareholders for their participation and apologised for any inconvenience caused in holding the AGM virtually. The Company Representative then introduced the Directors, the Company Secretary, as well as the representatives from the Company's Independent Auditors and Share Registrar present.
- 3.2 The Company Representative informed the Meeting that the Executive Chairman and Executive Director, Mr. Zhao Lizhi was unable to attend the Meeting as he had been called away at the last minute to an urgent meeting with provincial officials from another city for discussions on a potential tender for and on behalf of the Company, and apologised on his behalf for his absence.

## 4 NOTICE OF MEETING

- 4.1. The Company Representative referred the Meeting to the notice of meeting dated 15 April 2021 (the "**Notice of Meeting**") and the Company's Annual Report for the year ended 31 December 2020, which were supplemented by the Company's announcement dated 15 April 2021, which had been published on SGXNET.
- 4.2. With the consent of the Meeting, the Notice of Meeting was taken as read.

## 5 POLLING PROCESS

- 5.1. The Company Representative informed the Meeting that voting at the Meeting would be conducted by way of poll in accordance with SGX's Listing Rules and in accordance with the various regulatory guidelines, there will be no physical voting conducted for the Meeting. All votes were to be counted on the basis of the proxy forms submitted to the Company and/or its Share Registrar as at 10.00 a.m. on 28 April 2021. In this regard, the Share Registrar had counted the proxy votes received as at the cut-off date on 28 April 2021 at 10.00 a.m. and Gateway 21 Pte Ltd, the independent scrutineer for the AGM, had verified the votes cast through the proxy forms.
- 5.2. Before proceeding with the agenda of the Meeting, the Company Representative informed the Meeting that she will announce the results of the poll for each resolution during the course of the Meeting.

## AS ORDINARY BUSINESS

### 6. ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE DIRECTORS' STATEMENT AND THE AUDITORS' REPORT OF THE COMPANY

- 6.1. The Company Representative informed the Meeting that Ordinary Resolution 1 was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 ("**FY2020**") and the Directors' Statement and the Auditors' Report thereon. In this regard, as the Audited Financial Statements for FY2020, the Directors' Statement and

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the Auditors' Report had been in the hands of the shareholders for the prescribed period of not less than 14 days, it was proposed, with the shareholders' permission, that the documents be taken as read.

- 6.2. The following Ordinary Resolution 1 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

"To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the Directors' Statement and the Auditors' Report of the Company."

- 6.3. The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 6.4. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 1 had been carried unanimously.

**7. ORDINARY RESOLUTION 2 – TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO S\$75,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2021, TO BE PAID QUARTERLY IN ARREARS**

- 7.1. The Company Representative informed the Meeting that Ordinary Resolution 2 was to approve the payment of an aggregate sum of up to S\$75,000.00 as directors' fees for the financial year ending 31 December 2021, to be paid quarterly in arrears.

- 7.2. The following Ordinary Resolution 2 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

"To approve the payment of Directors' fees of up to S\$75,000 for the financial year ending 31 December 2021 to be paid quarterly in arrears."

- 7.3. The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

- 7.4. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 2 had been carried unanimously.

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**8. ORDINARY RESOLUTION 3 – TO RE-ELECT MR DONG CONGWEN AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 91 OF THE COMPANY'S CONSTITUTION**

8.1. The Company Representative informed the Meeting that Ordinary Resolution 3 was to re-elect Mr Dong who was retiring as a director by rotation and, being eligible, had offered himself for re-election. Mr Dong will, upon re-election, remain as a Non-Executive and Independent Director and a member of the Audit Committee, Nominating Committee and the Remuneration Committee. Mr Dong will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.

8.2. The following Ordinary Resolution 3 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“To re-elect Mr Dong Congwen, who is retiring in accordance with Regulation 91 of the Company's Constitution, as Director of the Company.”

8.3. The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

8.4. Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 3 had been carried unanimously.

**9. ORDINARY RESOLUTION 4 – TO RE-ELECT MR SOH YEOW HWA AS DIRECTOR OF THE COMPANY IN ACCORDANCE WITH REGULATION 91 OF THE COMPANY'S CONSTITUTION**

9.1 The Company Representative informed the Meeting that Ordinary Resolution 4 was to re-elect Mr Soh Yeow Hwa who was retiring as a director and, being eligible, had offered himself for re-election. Mr Soh will, upon re-election as a Director of the Company, remain as a Non-Executive and Independent Director, the Chairman of the Audit Committee and Remuneration Committee, and a member of the Nominating Committee. Mr Soh will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.

9.2 The following Ordinary Resolution 4 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“To re-elect Mr Soh Yeow Hwa, who is retiring in accordance with Regulation 91 of the Company's Constitution, as Director of the Company.”

9.3 The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented	FOR		AGAINST	
	Number of	Percentage (%)	Number of Shares	Percentage (%)

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by votes for and against the relevant resolution	Shares			
122,576,111	122,576,111	100.00	0	0.00

9.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 4 had been carried unanimously.

**10. ORDINARY RESOLUTION 5: TO RE-APPOINT MESSRS BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

10.1 The Company Representative informed the Meeting that Ordinary Resolution 5 was to consider the re-appointment of Baker Tilly TFW LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

10.2 The following Ordinary Resolution 5 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoo:

“To re-appoint Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.”

10.3 The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
122,576,111	122,576,111	100.00	0	0.00

10.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 5 had been carried unanimously.

**11. ANY OTHER ORDINARY BUSINESS**

The Company Representative informed the shareholders that no notice of any other business had been received by the Company, the Chairman or the Company Secretary's office. The Company Representative therefore moved on with the Special Business to be transacted at the Meeting.

**AS SPECIAL BUSINESS**

**12. ORDINARY RESOLUTION 6 – AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 (“COMPANIES ACT”) AND RULE 806(2) OF THE LISTING MANUAL (THE “LISTING MANUAL”) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

12.1 The Company Representative informed the Meeting that Ordinary Resolution 6 was to the authorise the Directors to issue shares pursuant to Section 161 of the Companies Act and Rule 806(2) of the Listing Manual, the details of which had been set out in the text of the resolution in item 7 of the Notice of Meeting.

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- 12.2 The following Ordinary Resolution 6 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“That, pursuant to Section 161 of the Companies Act, Cap. 50 (the “Act”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, to:

- (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “Instruments”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding that the authority conferred by the shareholders may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this resolution) does not exceed fifty per centum (50%) of the Company’s total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company’s total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:

- (i) new shares arising from the conversion or exercise of convertible securities, or
- (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed; or
- (iii) any subsequent bonus issue, consolidation or subdivision of the Company’s shares; and
- (c) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

- 12.3 The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

Total number of shares represented by votes for	FOR		AGAINST	
	Number of Shares	Percentage (%)	Number of Shares	Percentage (%)

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<b>and against the relevant resolution</b>				
122,576,111	122,576,111	100.00	0	0.00

12.4 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 6 had been carried unanimously.

**13. ORDINARY RESOLUTION 7 – RENEWAL OF SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS**

13.1 The Company Representative informed the Meeting that Ordinary Resolution 7 was in relation to the renewal of shareholder’s mandate for interested persons transactions, the details of which had been set out in the text of the resolution in item 8 of the Notice of Meeting.

13.2 It was noted that the next part of resolution relates to Mr Zhao. As an interested person in relation to the interested person transactions set out in this Resolution 7, Mr Zhao therefore has abstained from voting.

13.3 The following Ordinary Resolution 7 was proposed by the Chairman and was seconded by Mr Chan Mang Ghoon:

“That for the purposes of Chapter 9 of the Listing Manual of the SGX-ST:

- (a) approval be given for the renewal of the mandate for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to the Annual Report (the “**Appendix**”) with any party who is of the class of Interested Persons described in the Appendix, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures of the Company for such Interested Person Transactions as set out in the Appendix (the “**Shareholders’ Mandate**”);
- (b) the Shareholders’ Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier; and
- (c) authority be given to the Directors of the Company to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders’ Mandate as they may think fit.”

13.4 The Company Representative informed shareholders that the results of the valid proxy votes, which had been verified by the scrutineers, were as follows:

<b>Total number of shares represented by votes for and against the relevant resolution</b>	<b>FOR</b>		<b>AGAINST</b>	
	<b>Number of Shares</b>	<b>Percentage (%)</b>	<b>Number of Shares</b>	<b>Percentage (%)</b>
25,058,000	25,058,000	100.00	0	0.00

13.5 Based on the results of the valid proxy votes, it was declared that Ordinary Resolution 7 had been carried unanimously.

**14. QUESTIONS**

The Company Representative informed the Meeting that in the Company's announcement to shareholders released on 15 April 2021, the Company had informed shareholders that questions relating to any item of the agenda of the Notice of Meeting could be submitted by way of email at least 48 hours prior to the AGM.

The Company Representative informed the Meeting that as of 28 April 2021, the Company had received questions from the Securities Investors Association (Singapore). In this regard, the Company was able to publish its responses to the substantial and relevant questions on SGX-NET on 29 April 2021.

**15. CONCLUSION**

There being no other business to transact, on behalf of the Chairman, the Company Representative declared the Meeting closed at 10.12 a.m. The Company Representative thanked the shareholders for attending the Meeting and wished everyone good health and safety.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**WU XUEYING  
CHAIRMAN OF THE MEETING**