

NOTICE OF ANNUAL GENERAL MEETING

GREEN BUILD TECHNOLOGY LIMITED

(Company Registration No. 200401338W)
(the "Company")



GREEN BUILD TECHNOLOGY

NOTICE IS HEREBY GIVEN that the Annual General Meeting of GREEN BUILD TECHNOLOGY LIMITED will be held at RELC International Hotel, 30 Orange Grove Road, Singapore 258352 on Thursday, 30 April 2015 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$100,000 for the financial year ended 31 December 2014. **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$120,000 for the financial year ending 31 December 2015 to be paid quarterly in arrears. **(Resolution 3)**
4. To re-elect Mr Li Bin, who is retiring in accordance with Article 91 of the Company's Articles of Association as Director of the Company. **(Resolution 4)**
[See Explanatory Note (i)]
5. To re-elect Mr Zhao Lizhi, who is retiring in accordance with Article 97 of the Company's Articles of Association as Director of the Company. **(Resolution 5)**
[See Explanatory Note (ii)]
6. To re-elect Mr Kuan Cheng Tuck, who is retiring in accordance with Article 97 of the Company's Articles of Association as Director of the Company. **(Resolution 6)**
[See Explanatory Note (iii)]
7. To re-elect Mr Lu King Seng, who is retiring in accordance with Article 97 of the Company's Articles of Association as Director of the Company. **(Resolution 7)**
[See Explanatory Note (iv)]
8. To re-elect Dr Yao Fengge, who is retiring in accordance with Article 97 of the Company's Articles of Association as Director of the Company. **(Resolution 8)**
[See Explanatory Note (v)]
9. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:

10. Authority to issue shares

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 ("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:

- (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;
- (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 (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (a) 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, and
 - (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares; and
- (b) 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. **(Resolution 10)**

[See Explanatory Note (vi)]

11. Renewal of Shareholders' Mandate for Interested Person Transactions

That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:

- (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. **(Resolution 11)**

12. To transact any other business which may properly be transacted at an Annual General Meeting.

By Order of the Board

Jong Voon Hoo
Lim Kok Meng
Company Secretaries

15 April 2015

Explanatory Notes:

- (i) Mr Li Bin will, upon re-election as a Director of the Company, remain as an executive director of the Company.
- (ii) Mr Zhao Lizhi will, upon re-election as a Director of the Company, remain as the Non-Executive Chairman of the Company.
- (iii) Mr Kuan Cheng Tuck will, upon re-election as a Director of the Company, remain as Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee. Mr Kuan Cheng Tuck will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (iv) Mr Lu King Seng will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. Mr Lu King Seng will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (v) Dr Yao Fengge will, upon re-election as a Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees. Dr Yao Fengge will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- (vi) Ordinary Resolution 10 proposed in item no. 10 is to empower the Directors, from the date of the passing of Ordinary Resolution 10 to the date of the next Annual General Meeting, to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued Shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued Shares (excluding treasury shares) for issues other than on a pro rata basis to shareholders.
- (vii) The Ordinary Resolution 11 proposed in item 11 above, if passed, will authorise the Interested Person Transactions as described in the Appendix to the Annual Report and recurring in the year and will empower the Directors of the Company to do all acts necessary to give effect to the Shareholders' Mandate. This authority will, unless previously revoked or varied by the Company in a general meeting, expire at 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 the earlier.

Notes:

- 1) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- 2) A proxy need not be a member of the Company.
- 3) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 4) The instrument appointing a proxy must be deposited at the Company's registered office at 6 Temasek Boulevard #27-04, Suntec Tower 4, Singapore 038986 at least 48 hours before the time of the Meeting.