

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of 5E Resources Limited (the “Company”) will be held on Thursday, 20 April 2023 at 10.00 a.m. at 100 Victoria Street, Imagination Room Level 5, National Library Building Singapore 188064 to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2022 together with the Independent Auditors’ Report thereon.

(Resolution 1)
2. To declare a final tax exempt (one-tier) dividend of S\$0.01 per ordinary share (approximately MYR0.0327 per ordinary share) for the financial year ended 31 December 2022.

(Resolution 2)
3. To re-elect the following Directors of the Company who will be retiring pursuant to Article 97 of the Constitution of the Company, and being eligible, offered themselves for re-election.
 - 3.1 Mr. Lim Te Hua **(Resolution 3)**
 - 3.2 Mr. Shankar Narasingam **(Resolution 4)**
 - 3.3 Mr. Wong Chee Meng Lawrence **(Resolution 5)**
 - 3.4 Mr. Kam Chai Hong **(Resolution 6)**
 - 3.5 Mr. Wang Han Lin **(Resolution 7)**

[See Explanatory Note (i)]
4. To re-elect Mr. Siow Chin How who will be retiring pursuant to Article 98 of the Constitution of the Company, and being eligible, offered himself for re-election.

(Resolution 8)

[See Explanatory Note (ii)]
5. To approve the payment of Directors’ fees of S\$158,000 for the financial year ended 31 December 2022.

(Resolution 9)
6. To approve the payment of Directors’ fees of S\$158,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears.

(Resolution 10)
7. To re-appoint Messrs. PricewaterhouseCoopers LLP as the Company’s Auditors and to authorise the Directors of the Company to fix their remuneration.

(Resolution 11)
8. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

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AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

9. Authority to allot and issue shares

That pursuant to Section 161 of the Singapore Companies Act 1967 (the “**Companies Act**”) and Rule 806 Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from the exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (b)(i) or (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution.

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- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution, for the time being, of the Company; and
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier or (ii) in the case of Shares to be issued in pursuant of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is the earliest.

(Resolution 12)

[See Explanatory Note (iii)]

10. Proposed Adoption of Share Buyback Mandate

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares (“**Shares**”) in the issued share capital of the Company not exceeding in aggregate the Maximum Buyback Shares (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) on-market purchases (each a “**Market Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) or any other securities exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
 - (ii) off-market purchases (each an “**Off-Market Purchase**”) effected otherwise than on the SGX-ST in accordance with an “equal access scheme” as defined in Section 76C of the Companies Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earliest of:
 - (i) the conclusion of the next AGM of the Company following the passing of this Resolution or the date by which such AGM is required by law to be held;
 - (ii) the date on which the purchase or acquisition of Shares have been carried out to the full extent of the Share Buyback Mandate; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting.

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(c) In this Resolution:

“**Maximum Buyback Shares**” means the number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at the date of the passing of this Resolution, unless the Company has reduced its share capital in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as defined hereinafter), in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings held by the Company);

“**Relevant Period**” means the period commencing from the date of the passing of this Resolution and expiring on the date on which the earliest of the date the next AGM of the Company is held or is required by law to be held, or it is varied or revoked by the Company in general meeting (if so varied or revoked to the next AGM), or the date on which purchases and acquisitions of Shares pursuant to Share Buyback Mandate are carried out to the full extent mandated, whichever is the earlier; and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price, where:

“**Average Closing Price**” is the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period;

“**day of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company 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; and

“**Market Day**” means a day on which the SGX-ST is open for trading in securities; and

(d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

(Resolution 13)

[See Explanatory Note (iv)]

By Order of the Board

Shirley Tan Sey Liy
Company Secretary

Singapore, 5 April 2023

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Explanatory Notes:

- (i) Mr. Lim Te Hua, upon re-election as a Director of the Company, will remain as the Executive Director and Chief Executive Officer of the Company. He is also a substantial shareholder of the Company. Please refer to Additional Information on Directors Seeking Re-Election on page 78 to page 87 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr. Shankar Narasingam, upon re-election as a Director of the Company, will remain as the Executive Director and Chief Operating Officer of the Company. Please refer to Additional Information on Directors Seeking Re-Election on page 78 to page 87 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr. Wong Chee Meng, Lawrence, upon re-election as a Director of the Company, will remain as the Lead Independent and Non-Executive Director, a member each of the Audit and Risk Committee and Nominating Committee and the Board considers him independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Additional Information on Directors Seeking Re-Election on page 78 to page 87 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr. Kam Chai Hong, upon re-election as a Director of the Company, will remain as an Independent and Non-Executive Director, the Chairman of the Audit and Risk Committee and a member of Remuneration Committee and the Board considers him independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Additional Information on Directors Seeking Re-Election on page 78 to page 87 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

Mr. Wang Han Lin, upon re-election as a Director of the Company, will remain as an Independent and Non-Executive Director, the Chairman of the Nominating Committee, a member of the Remuneration Committee and the Board considers him independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Additional Information on Directors Seeking Re-Election on page 78 to page 87 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

- (ii) Mr. Siow Chin How, upon re-election as a Director of the Company, will remain as an Independent and Non-Executive Director, the Chairman of the Remuneration Committee and a member each of the Audit and Risk Committee and Nominating Committee and the Board considers him independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST. Please refer to Additional Information on Directors Seeking Re-Election on page 78 to page 87 of the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of the SGX-ST.

- (iii) The Ordinary Resolution 12, if passed, will authorise the Directors of the Company from the date of this Annual General Meeting (“AGM”) until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

- (iv) The Ordinary Resolution 13, if passed, will authorise the Directors of the Company to purchase or otherwise acquire the Maximum Buyback Shares at such price(s) as may be determined by the Directors from time to time up to the Maximum Price and will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company following the passing of Ordinary Resolution granting the said authority or date by which such AGM is required to be held (whereupon it will lapse, unless renewed at such meeting), or it is varied or revoked by the Company in general meeting (if so varied or revoked to the next AGM), or the date on which purchases and acquisitions of Shares pursuant to Share Buyback Mandate are carried out to the full extent mandated, whichever is the earliest. Please refer to Appendix for more details.

NOTICE OF RECORD AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Register of Members and the Share Transfer Books of the Company will be closed at 5:00 p.m. on 25 April 2023 (the “Record Date”) for the purpose of determining the entitlement of the shareholders of the Company to the proposed final tax exempt (one-tier) dividend of S\$0.01 per ordinary share (approximately MYR0.0327 per ordinary share) for the financial year ended 31 December 2022, subject to the shareholders’ approval at the AGM to be held on 20 April 2023. Duly completed registrable transfers received by the Company’s Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street #19-08 Prudential Tower Singapore 049712 up to the Record Date will be registered to determine the shareholders’ entitlement to the said dividend. Shareholders whose Securities Account with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company up to the Record Date will be entitled to such dividend. The proposed payment of the dividend, if approved by the shareholders at the AGM, will be made on 12 May 2023.

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Notes:

1. A member of the Company entitled to attend and vote at the AGM 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 AGM 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 AGM 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 by 10:00 a.m. on 17 April 2023 (being seventy-two (72) hours before the time appointed for holding the AGM of the Company).

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 AGM in order for the Depositor to be entitled to vote on any or all of the resolutions. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM 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 AGM. 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 AGM will not be entitled to attend and vote at the AGM.

ACCESS TO DOCUMENTS OR INFORMATION RELATING TO THE AGM

All documents and information relating to the business of the AGM (including the Annual Report, Appendix and Proxy Form) have been published on the Company's website at <https://www.5e-resources.com/> and the SGX website at <https://www.sgx.com/securities/company-announcements>.

SUBMISSION OF QUESTIONS PRIOR TO THE AGM

Shareholders may submit questions related to the resolutions to be tabled at the AGM via email to ir@5e-resources.com or by post to 30 Cecil Street #19-08 Prudential Tower Singapore 049712. Questions must be submitted not later than 10:00 a.m. on 12 April 2023 so that relevant and substantial queries may be addressed during the AGM proceedings. The responses would be published on SGXNet and, if available, the Company's corporate website on 15 April 2023.

Any relevant and subsequent queries received after 12 April 2023 will be addressed at the AGM and through the publication of the minutes of the AGM on SGXNet and the Company's website within one (1) month after the date of AGM.

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 AGM

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 AGM or the appointed proxy or proxies shall be entitled to attend the AGM of the Company.

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PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) or the Chairperson of the AGM as a proxy to vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

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.