

SHEFFIELD GREEN LTD.
(Company Registration No.: 202134454W)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sheffield Green Ltd. (the “**Company**”) will be convened and held at Grand Mercure Singapore Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769, Level 3, Meyer & Frankel Rooms on Tuesday, 23 January 2024, at 10:00 a.m., for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the audited financial statements for the financial year ended 30 June 2023 together with the Directors’ Statement and Auditor’s Report thereon.

(Resolution 1)
2. To declare a final one-tier tax exempt dividend of 1.0 Singapore cents per ordinary share for the financial year ended 30 June 2023.

(Resolution 2)
3. To pre-approve the payment of up to S\$160,000.00 as Directors’ fees for the financial year ended 30 June 2024 to be paid in arrears.

(Resolution 3)
4. To re-elect Mr. Liang Shian On who is retiring pursuant to Regulation 108 of the Company’s Constitution.

(Resolution 4)
See Explanatory Note 1
5. To re-elect Dr. Ong Seh Hong who is retiring pursuant to Regulation 108 of the Company’s Constitution.

(Resolution 5)
See Explanatory Note 2
6. To re-elect Mr. Tan Kheng Soon who is retiring pursuant to Regulation 108 of the Company’s Constitution.

(Resolution 6)
See Explanatory Note 3
7. To re-elect Ms. Tan Yuni who is retiring pursuant to Regulation 108 of the Company’s Constitution.

(Resolution 7)
See Explanatory Note 4
8. To re-appoint Messrs Deloitte & Touche LLP as Auditor of the Company and to authorise the Directors to fix their remuneration.

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

By Order of the Board

Chia Foon Yeow
Company Secretary

8 January 2024

Explanatory Notes:

1. Mr. Liang Shian On will, upon re-election as a director, remain as Lead Independent Director of the Company and Chairman of the Audit Committee and member of the Remuneration Committee. Mr. Liang is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr. Liang does not have any relationships, including immediate family relationships, with the other Directors, the Company and the substantial shareholders, which may affect his independence.
2. Dr. Ong Seh Hong will, upon re-election as a director, remain as Independent Director of the Company and Chairman of the Nominating Committee and member of the Audit Committee. Dr. Ong is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Dr. Ong does not have any relationships, including immediate family relationships, with the other Directors, the Company and the substantial shareholders, which may affect his independence.
3. Mr. Tan Kheng Soon will, upon re-election as a director, remain as Independent Director of the Company and Chairman of the Remuneration Committee and member of the Audit Committee and Nominating Committee. Mr. Tan is considered independent for the purpose of Rule 704(7) of the Catalist Rules. Mr. Tan does not have any relationships, including immediate family relationships, with the other Directors, the Company and the substantial shareholders, which may affect his independence.
4. Ms. Tan Yuni will, upon re-election as a director, remain as Non-Executive Director of the Company and member of the Nominating Committee and Remuneration Committee.

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him/her.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
4. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
5. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632, not less than 48 hours before the time appointed for holding the Meeting.

Submission of Questions prior to the Annual General Meeting

1. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations no later than 5.30 p.m. on 15 January 2024 by email to AGM.TeamE@boardroomlimited.com or by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632.
2. The Company will upload the responses to the substantial and relevant questions from shareholders on the SGXNET and Company's website by 19 January 2024, 10:00 am.
3. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after its responses referred to at (b) above, at the Meeting itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.