

APPENDIX DATED 31 May 2024

**THIS APPENDIX IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**This Appendix is circulated to the Shareholders (as defined herein) of No Signboard Holdings Ltd (the "Company"). The purpose of this Appendix is to provide information to the Shareholders in relation to, and seek Shareholders' approval for the Proposed Change of Name (hereinafter defined) to be tabled at the Annual General Meeting ("AGM") to be held on 24 June 2024 at 3.00 p.m. at 277 Orchard Rd, #B1-13 Orchard Gateway, Singapore 238858.**

The Notice of AGM, Request Form and the accompanying Proxy Form have been despatched to Shareholders and copies of the Notice of AGM, Request Form and the Proxy Form are available on SGXNet and the Company's website at <https://www.nosignboardseafood.com>.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company, you should immediately forward this Appendix, the Annual Report and enclosed documents to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or the transferee.

This Appendix has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Appendix, including the correctness of any of the statements or opinions made or reports contained in this Appendix.

The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).

This Appendix has been made available on SGXNET. A printed copy of this Appendix will NOT be despatched to Shareholders. Please refer to paragraph 8 of this Appendix for further information, including the steps to be taken by Shareholders to participate at the AGM.



**NO SIGNBOARD HOLDINGS LTD**

(Company Registration No.: 201715253N)  
(Incorporated in the Republic of Singapore)

**APPENDIX TO THE NOTICE OF AGM**

in relation to

**THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "NO SIGNBOARD HOLDINGS LTD" TO "BROMAT HOLDINGS LTD"**

## DEFINITIONS

The following definitions shall apply throughout this Appendix unless the context otherwise requires or unless otherwise stated:

"ACRA"	:	The Accounting and Corporate Regulatory Authority of Singapore
"AGM"	:	The annual general meeting of the Company to be held on 24 June 2024, at 3.00 p.m., at 277 Orchard Rd, #B1-13 Orchard, Gateway Singapore 238858
"Annual Report"	:	The annual report of the Company for the financial year ended 30 September 2022
"Board"	:	The board of Directors of the Company, from time to time
"Catalist Rules"	:	Any or all of the rules in Section B of the SGX-ST Listing Manual: Rules of Catalist, as amended, supplemented or modified from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Companies Act"	:	The Companies Act 1967 of Singapore
"Company"	:	No Signboard Holdings Ltd
"Directors"	:	The directors of the Company from time to time
"Notice of AGM"	:	The notice of the AGM that has been despatched to Shareholders on the date of this Appendix
"NSB Trademarks"	:	Has the meaning given to it in paragraph 2.1 of this Appendix
"Proposed Change of Name"	:	Has the meaning given to it in paragraph 1 of this Appendix, being the proposed change of name of the Company from "No Signboard Holdings Ltd" to "Bromat Holdings Ltd"
"Proxy Form"	:	The proxy form in respect of the AGM which has been despatched to Shareholders on the date of this Appendix
"Rebranding Exercise"	:	Has the meaning given to it in paragraph 2.1 of this Appendix
"Register of Members"	:	The register of members of the Company
"Relevant Intermediary"	:	Has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore
"Request Form"	:	The request form sent together with the Notice of AGM and Proxy Form to be filled up and returned by Shareholders who would like a printed copy of the Annual Report and this Appendix

"Securities Account"	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
"SFA"	:	The Securities and Futures Act 2001 of Singapore
"SGXNet"	:	Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of announcements by listed companies
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"Share(s)"	:	Ordinary Share(s) in the capital of the Company
"Shareholder"	:	Registered holders of Share(s), except that where the registered holder is CDP, the term " <b>Shareholders</b> " shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
"Sponsor"	:	PrimePartners Corporate Finance Pte. Ltd.
"Trademarks Disposal Announcement"	:	Has the meaning given to it in paragraph 2.1 of this Appendix

A reference to "**paragraph**" is a reference to a paragraph of this Appendix unless otherwise specified or the context otherwise requires.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing any one gender shall, where applicable, include the other genders. References to persons shall, where applicable, include corporations.

Any reference in this Appendix to any enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or the Catalist Rules or any statutory modification thereof and used in this Appendix shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day in this Appendix (including the Notice of AGM and the Proxy Form) shall be a reference to Singapore time unless otherwise stated.

The information on the websites or any website directly or indirectly linked to such websites or the websites of the Company does not form part of this Appendix and should not be relied on.

The headings in this Appendix are inserted for convenience only and shall be ignored in construing this Appendix.

## NO SIGNBOARD HOLDINGS LTD

(Company Registration No.: 201715253N)  
(Incorporated in the Republic of Singapore)

### Directors:

Lim Teck-Ean, *Executive Director and Chief Executive Officer*  
Tan Keng Tiong, *Executive Director*  
Lo Kim Seng, *Lead Independent Director*  
Benjamin Cho Kuo Kwang, *Independent Director*  
Francis Ding Yin Kiat, *Independent Director*

### Registered Office:

18 Sin Ming Lane  
#06-26, MidView City  
Singapore 573960

31 May 2024

To: The Shareholders

Dear Sir/Madam

## THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM "NO SIGNBOARD HOLDINGS LTD" TO "BROMAT HOLDINGS LTD"

### 1. INTRODUCTION

The Board proposes to seek Shareholders' approval for the proposed change of name of the Company from "No Signboard Holdings Ltd" to "Bromat Holdings Ltd" (the "**Proposed Change of Name**") as special business at the annual general meeting to be convened and held at 277 Orchard Rd, #B1-13 Orchard Gateway, Singapore 238858 on *Monday, 24 June 2024 at 3.00 p.m.* (the "**AGM**").

The purpose of this Appendix is to provide Shareholders with information on, and to explain the rationale for, the Proposed Change of Name.

This Appendix has been prepared solely for the purposes outlined above and may not be relied upon by any persons (other than the Shareholders to whom this Appendix is despatched by the Company) or for any other purpose.

TSMP Law Corporation has been appointed as the legal adviser to the Company in relation to the Proposed Change of Name.

**The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained, or opinions expressed in this Appendix.**

### 2. PROPOSED CHANGE OF NAME

#### 2.1 Rationale

On 21 March 2024, the Company announced that it had entered into a settlement agreement with Mr Sam Lim under which the Company agreed, *inter alia*, to convey, transfer and assign the "No Signboard" trademarks (the "**NSB Trademarks**") to GuGong Pte. Ltd. (as it was then named). Under the terms of the settlement agreement, the Company agreed to effect a change of name within a reasonable period not exceeding three (3) months from the date of the settlement agreement.

Further, with the recent acquisition of Dining Haus Pte. Ltd. which was completed on 15 February 2024, the Group does not expect to have to rely on the NSB Trademarks to operate its business moving forward. The Company intends to carry out a rebranding exercise which will include the rebranding of its casual and quick-serve restaurant outlets currently operating under the "No Signboard" name (the "**Rebranding Exercise**"). The Rebranding Exercise will provide the Company with an opportunity to refresh itself and stay current, especially in light of the COVID-19 pandemic which has brought on significant changes in the competitive F&B business environment.

Therefore, at the upcoming AGM, the Board is proposing to seek Shareholders' approval for the change of name of the Company from "No Signboard Holdings Ltd" to "Bromat Holdings Ltd" to better reflect the Company's new brand identity, and allow all stakeholders including employees, customers, Shareholders and investors to better identify with the strategic direction of the Company going forward.

Bromat is the Greek word for food. In modern times, "bromatology" is the study of food. Given that the Company is looking to continue its business in the same industry, the new name was deemed a fitting change to reflect the Company's new identity and its vision going forward.

Subject to the approval of the Shareholders at the AGM, the Board would also assess the suitability of the existing names of its subsidiaries and would make the changes, if necessary, as part of the Group's Rebranding Exercise.

## **2.2 Approvals**

The Proposed Change of Name of the Company is subject to approval of the Shareholders by way of a special resolution to be tabled as special business at the AGM.

The name "Bromat Holdings Ltd" has been reserved with ACRA on 24 May 2024 until 21 September 2024.

Subject to the special resolution for the Proposed Change of Name being passed at the AGM, the Company will lodge the requisite Notice of Resolution with ACRA relating to its change of name. Subject to registration by ACRA of the Company under the new name and upon issue by ACRA of a notice of incorporation of the Company under the new name, the Proposed Change of Name shall become effective.

The Company will make an announcement when the change of its name is effective. Shareholders should note that the Proposed Change of Name will not affect the identity or legal status of the Company or any of the rights or obligations of the Company or any of the rights of the Shareholders, and the existing Shares will continue to be traded on the SGX-ST.

## **2.3 No replacement of existing share certificates required**

Shareholders should take note that notwithstanding the change of the Company's name, the Company will not recall any existing share certificates bearing the current name of the Company, which continue to be *prima facie* evidence of legal title. No further action is required on the part of the Shareholders.

Upon the Proposed Change of Name becoming effective, any new share certificates of the Company will be issued under the new name "Bromat Holdings Ltd", and the name "Bromat Holdings Ltd" shall be substituted for "No Signboard Holdings Ltd" wherever the latter name appears in the Constitution of the Company.

### 3. DIRECTORS' RECOMMENDATION

Having considered and reviewed the rationale for the Proposed Change of Name and all other relevant facts set out in this Appendix, the Directors are of the unanimous opinion that the Proposed Change of Name is not prejudicial to the Shareholders and is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the special resolution relating to the Proposed Change of Name at the AGM.

### 4. ANNUAL GENERAL MEETING

The AGM will be held, in a wholly physical format, at 277 Orchard Rd, #B1-13 Orchard Gateway, Singapore 238858 on *24 June 2024* at *3.00 p.m.*. There will be no option for Shareholders to participate virtually.

While printed copies of the Notice of AGM, the Proxy Form and the Request Form will be sent to Shareholders via post, printed copies of the Annual Report and this Appendix will NOT be sent to Shareholders. Instead, the Annual Report and this Appendix will be made available to Shareholders by electronic means via publication on the Company's corporate website <https://www.nosignboardseafood.com>.

The Annual Report and this Appendix will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Members who wish to obtain a printed copy of the Annual Report and the Appendix should complete the Request Form and return it by post to the registered office address of the Company at 18 Sin Ming Lane #06-26, MidView City Singapore 573960 or via email to [feedback@nsb.com.sg](mailto:feedback@nsb.com.sg) no later than 3.00 p.m. on 14 June 2024.

### 5. Submission of questions

All Shareholders may submit substantial and relevant questions relating to the business of the AGM up till 10 June 2024 at 3.00 p.m., being at least seven (7) calendar days from the date of this Appendix either:

- (a) via post to Company's registered office at 18 Sin Ming Lane #06-26, MidView City Singapore 573960; or
- (b) via electronic mail to [feedback@nsb.com.sg](mailto:feedback@nsb.com.sg).

Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email and the manner in which they hold Shares (if you hold Shares directly, please provide your account number with CDP or hold shares in scrip; otherwise, please state if you hold your Shares through SRS or another Relevant Intermediary), for our verification purposes.

The Company will endeavour to address all substantial and relevant questions:

- (a) (if received by the deadline set out above) by 19 June 2024 before 3.00 p.m. (being more than 48 hours prior to the closing date and time for the lodgment of the forms of proxy), via an announcement on SGXNet and the Company's website; or
- (b) (if received after the deadline set out above) during the AGM.

The Company will also, within one (1) month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.

## **6. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Appendix and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Appendix constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts, the omission of which would make any statement in this Appendix misleading. Where information in this Appendix has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Appendix in its proper form and context.

## **7. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents are available for inspection at the registered office of the Company at 18 Sin Ming Lane, #06-26 MidView City, Singapore 573960, during normal business hours from the date of this Appendix up to the date of the AGM:

- (a) the approval of ACRA for the Company's application for the reservation of the name "Bromat Holdings Ltd";
- (b) the Constitution of the Company; and
- (c) the Annual Report.

## **8. ACTIONS TO BE TAKEN BY SHAREHOLDERS**

If a Shareholder is unable to attend the AGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the proxy form attached to this Appendix in accordance with the instructions printed thereon as soon as possible and in any event (a) if submitted by post, so as to reach the office of the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), in either case, no later than 3.00 p.m. on 21 June 2024. The completion and return of the proxy form by a Shareholder will not prevent him from attending and voting at the AGM in person in place of their proxy if he so wishes. A proxy need not be a Shareholder. A Depositor shall not be regarded as a Shareholder and his/her/its Proxy Form may be rejected by the Company unless he/she/it is shown to have Shares entered against his/her/its name in the Depository Register, as certified by the CDP to the Company as at seventy-two (72) hours before the AGM.

Yours faithfully

For and on behalf of the Board of Directors of  
**No Signboard Holdings Ltd**

Lim Teck-Ean  
Executive Director and Chief Executive Officer  
31 May 2024