

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of No Signboard Holdings Limited (the “**Company**”) will be held by electronic means on Monday, 31 October 2022 at 10.00 a.m. for the following purposes, as set out below.

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL <http://www.nosignboardholdings.com/>. A printed copy of this Notice will NOT be despatched to Shareholders.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 September 2021 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Lim Yong Sim (Lin Rongsen), who is retiring by rotation pursuant to Regulation 117 of the Constitution of the Company. [See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Mr Lo Kim Seng, who is retiring by rotation pursuant to Regulation 117 of the Constitution of the Company. [See Explanatory Note (ii)] **(Resolution 3)**
4. To re-elect Mr Francis Ding Yin Kiat who is retiring pursuant to Regulation 122 of the Constitution of the Company as a director of the Company. [See Explanatory Note (iii)] **(Resolution 4)**
5. To re-elect Mr Benjamin Cho Kuo Kwang who is retiring pursuant to Regulation 122 of the Constitution of the Company as a director of the Company. [See Explanatory Note (iv)] **(Resolution 5)**
6. To re-elect Mr Lim Teck-Ean who is retiring pursuant to Regulation 122 of the Constitution of the Company as a director of the Company. [See Explanatory Note (v)] **(Resolution 6)**
7. To re-elect Mr Tan Keng Tiong Alvin who is retiring pursuant to Regulation 122 of the Constitution of the Company as a director of the Company. [See Explanatory Note (vi)] **(Resolution 7)**
8. To approve the payment of Directors' fees of S\$150,000 for the financial year ended 30 September 2022, to be paid quarterly in arrears. **(Resolution 8)**
9. To note the retirement of Ernst & Young LLP as the Auditors of the Company. [See Explanatory Note (vii)]
10. To transact any other ordinary business which may properly be transacted at an AGM.

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AS SPECIAL BUSINESS

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

11. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 of Singapore ("Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual - Section B: Rules of Catalist ("Catalist Rules")**

"THAT pursuant to Section 161 of the Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

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- (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that may 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, convertible securities 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 may in their absolute discretion deem fit; and

- II (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution 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), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
 - (ii) (where applicable) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) 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 Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules 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 approving the mandate.

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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), all applicable legal requirements under the Act and the Constitution for the time being of the Company;
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until 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.”

[See Explanatory Note (viii)]

(Resolution 9)

BY ORDER OF THE BOARD

Ong Beng Hong
Joint Company Secretary
14 October 2022

Explanatory Notes:

- (i) Mr Lim Yong Sim (Lin Rongsen) will, upon re-election as a Director of the Company, remain as the Executive Chairman and Group Chief Executive Officer.
- (ii) Mr Lo Kim Seng will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules.
- (iii) Mr Francis Ding Yin Kiat will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules.
- (iv) Mr Benjamin Cho Kuo Kwang will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules.
- (v) Mr Lim Teck-Ean will, upon re-election as a Director of the Company, remain as a Non-Executive Director.
- (vi) Mr Tan Keng Tion, Alvin will, upon re-election as a Director of the Company, remain as a Non-Executive Director.
- (vii) Ernst & Young LLP had expressed their intention not to seek re-appointment at this AGM. The Company is taking the necessary steps to identify and appoint new independent external auditors (the “**New Auditors**”). The Company will seek approval from the Shareholders in relation to the appointment of the New Auditors and a circular setting out the relevant details will be despatched to the Shareholders in due course. The Company will update the Shareholders on material developments in relation to this matter as and when necessary.
- (viii) Resolution 9 above, if passed, will empower the Directors of the Company from the date of this 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), 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 such purposes as they consider would be in the interest- of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this 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 awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of Shares.

Notes relating to measures to minimise the risk of COVID-19:

General

- Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the AGM is being convened, and will be held, by electronic means as part of the Company’s efforts to minimise physical interactions and COVID-19 transmission risk. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company’s announcements on SGXNet for the latest updates on the status of the AGM, if any.

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2. Printed copies of this Notice will not be sent to shareholders. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website at the URL <http://www.nosignboardholdings.com/> and the following website that is set up for the purposes of the AGM at the URL: <https://conveneagm.com/sg/nosignboard/>. This Notice will also be made available on the SGXNET website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements are instead put in place to allow shareholders to participate in the AGM by:
 - (a) attending, asking questions and communicating via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 4 below;
 - (b) submission of questions in advance of or "live" at the AGM. Please refer to Notes 8 to 10 below for further details; and
 - (c) voting by proxy at the AGM or by voting 'live' if attending the AGM by electronic means. Please refer to Notes 11 to 17 below for further details.

Participation in the AGM via live webcast or live audio feed

4. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). Shareholders will also be able to ask questions and communicate 'live'. In order to do so, the member must pre-register by 10.00 a.m. on 28 October 2022 ("**Registration Deadline**"), at the following URL: <https://conveneagm.com/sg/nosignboard/> ("**NSB AGM Website**"), to create an account.

Corporate shareholders must also submit the Corporate Representative Certificate to shareregistry@incorp.asia, in addition to the registration procedures as set out above, by the Registration Deadline, for verification purpose.
5. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
6. Shareholders who have registered by the Registration Deadline in accordance with paragraph 4 above but do not receive an email response by 12:00 p.m. on 30 October 2022 may contact the Company for assistance at the following email address: support@conveneagm.com, with the following details included: (1) the member's full name; and (2) his/her/its identification/ registration number.
7. Non-SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the AGM proceeding.

Submission of questions in advance of or "live" at the AGM

8. A shareholder of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations in advance of, or "live" at, the AGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received no later than 5.00 p.m. on 21 October 2022, by posting its responses via SGXNET and the Company's website by 10.00 a.m. on 25 October 2022 or "live" at the AGM for the relevant questions received during the AGM. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM and the minutes will include the responses to the questions referred to above.
9. To do so, all questions must be submitted no later than 5.00 p.m. on 21 October 2022 through any one of the following means:
 - a. via the NSB AGM Website;
 - b. in physical copy by depositing the same at the registered office of the Company at 10 Ubi Crescent #03-02 Ubi Techpark, Singapore 408564; or
 - c. by email to IR@nosignboardseafood.com.
10. If the questions are deposited in physical copy at the registered office of the Company or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/ registration number for verification purposes, failing which the submission will be treated as invalid.

How to submit questions "live" at the AGM

Shareholders and Investors may submit textual questions "live" at the AGM in the following manner:

- (a) Shareholders or where applicable, their appointed proxy(ies) and Investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
- (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the AGM service provider, Convene SG, upon verification of the Proxy Form(s).
- (c) Shareholders (including SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.
- (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

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Live Voting

11. Shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) attending the AGM by electronic means will be able to participate by voting "live" at the AGM.

Submission of instrument appointing a proxy(ies) to vote, or vote "live", at the AGM

12. Shareholders who wish to exercise their voting rights at the AGM may:
- (a) (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM)[#] to vote "live" via electronic means at the AGM on their behalf; or
- # For the avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.
- (b) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
- Shareholders (including SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the AGM must first pre-register at the NSB AGM Website via the URL: <https://conveneagm.com/sg/nosignboard/>.
 - Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.
13. A member who is not a Relevant Intermediary*, entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the AGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company. The accompanying proxy form for the AGM may be accessed via the NSB AGM Website, the Company's corporate website at the URL: <http://www.nosignboardholdings.com/home.html>, and will also be made available on the SGXNET website at the URL <https://www.sgx.com/securities/companyannouncements>.
14. A member who is a relevant intermediary may appoint one or more proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
15. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
- (a) in the electronic format accessible on the NSB AGM Website;
- (b) if submitted by post, be lodged at the office of the Company's Share Registrar at 30 Cecil Street #19-08 Prudential Tower, Singapore 049712; or
- (c) if submitted electronically, be submitted via email to the Company's Share Registrar at shareregistry@incorp.asia.
- in either case by no later than the Registration Cut-Off Time.
- In the case of submission of the Proxy Form other than via the NSB AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically either through the NSB AGM Website or via email to the Company's Share Registrar.
16. In the case of submission of the Proxy Form other than via the NSB AGM Website, the instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.
17. An investor who holds shares under the Supplementary Retirement Scheme ("SRS Investor") and wishes to vote, should approach their respective SRS Operators to submit their votes to appoint the Chairman of the Meeting as their proxy, at least 7 working days before the AGM.
18. A Depositor's name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.

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“Relevant Intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the proxy(ies) and/or representative(s) to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, 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 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 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.