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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**NO SIGNBOARD HOLDINGS LTD.**  
(Incorporated in Singapore)  
(Company Registration No. 201715253N)

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning as used in the circular dated 8 November 2022 issued by the Company (the “**Circular**”).

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of No Signboard Holdings Ltd. (the “**Company**”) will be held on Wednesday 30 November 2022 at 10 a.m. by way of electronic means for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

### **ORDINARY RESOLUTION 1: THE PROPOSED SHARE CONSOLIDATION**

**That, subject to and contingent upon the passing of Ordinary Resolutions 2, 3, 4 and 5 and Special Resolution,** with effect from the date to be determined by the Directors of the Company and pursuant to the Constitution of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every six (6) Existing Shares held by shareholders of the Company as at a record date to be determined by the Directors (the “**Record Date**”), into one (1) Consolidated Share in the manner set out in the circular to shareholders of the Company;
- (b) any fractions of Consolidated Shares arising from the Proposed Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation shall be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the Net Proceeds for the benefit of the Company;
- (c) the Directors and each of them be and are hereby authorised to fix the Record Date and the date on which the Consolidated Shares will trade on the Catalist of the SGX-ST in board lots of one hundred (100) Consolidated Shares in their absolute discretion as they deem fit; and
- (d) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

### **ORDINARY RESOLUTION 2: THE PROPOSED SUBSCRIPTION SHARES ALLOTMENT**

**That, subject to and contingent upon the passing of Ordinary Resolutions 1, 3, 4 and 5 and the Special Resolution:**

- (a) pursuant to Section 161 of the Companies Act and Rules 804, 805(1) and 812(2), of the Catalist Rules, and in consideration of the Subscription Amount of S\$500,000, approval be and is hereby given to the Directors to allot and issue such Subscription Shares to the Investor, representing 75% of the enlarged issued and paid-up share capital of the Company on the Fully Diluted Basis upon the completion of the Proposed Share Subscription Shares Allotment, at the Issue Price, on and subject to the terms and conditions of the Implementation Agreement;
- (b) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the allotment and issuance of the Subscription Shares to the Investor pursuant to the Proposed Share Subscription Shares Allotment as an Interested Person Transaction; and
- (c) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions

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contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

### **ORDINARY RESOLUTION 3: THE PROPOSED CRPS ALLOTMENT AND THE PROPOSED CONVERSION SHARES ALLOTMENT**

**That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 4 and 5 and the Special Resolution:**

- (a) pursuant to Section 161 of the Companies Act and Rules 804, 805(1) and 812(2), of the Catalist Rules, and in consideration of the Additional Investment Amount, approval be and is hereby given to the Directors to allot and issue such CRPS to be allotted and issued to the Investor at the CRPS Issue Price on and subject to the terms and conditions of the Implementation Agreement;
- (b) pursuant to Rule 906(1)(a) of the Catalist Rules, approval be and is hereby given for the allotment and issuance of the CRPS to the Investor pursuant to the Proposed CRPS Allotment as an Interested Person Transaction; and
- (c) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

### **ORDINARY RESOLUTION 4: THE PROPOSED TRANSFER OF CONTROLLING INTEREST**

**That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 5 and the Special Resolution:**

- (a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the Proposed Transfer of Controlling Interest to the Investor upon the completion of the Proposed Subscription Shares Allotment; and
- (b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

### **ORDINARY RESOLUTION 5: THE PROPOSED WHITEWASH RESOLUTION**

**That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 and the Special Resolution** and the conditions in the Whitewash Waiver dated 26 July 2022 being fulfilled, the Independent Shareholders, do hereby, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Investor in accordance with Rule 14 of the Code, for all the issued Shares in the capital of the Company, as a result of the allotment and issue of the Subscription Shares, representing 75% of the enlarged issued and paid-up share capital of the Company on the Fully Diluted Basis upon the allotment and issuance of the Subscription Shares to the Investor pursuant to the Proposed Subscription Shares Allotment.

### **SPECIAL RESOLUTION: THE PROPOSED AMENDMENTS TO THE CONSTITUTION**

**That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3, 4 and 5**, with effect from the date of completion of the Proposed Subscription Shares Allotment or such other date to be determined by the Directors of the Company, approval be and is hereby given to:

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- (a) amend the Constitution with the Proposed Amendments to the Constitution in the manner set out in Appendix C of the Circular; and
- (b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this resolution or in the interests of the Company, including without limitation, to negotiate, sign, execute and deliver all documents (if required), and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

**SHAREHOLDERS SHOULD NOTE THAT ORDINARY RESOLUTION 1, ORDINARY RESOLUTION 2, ORDINARY RESOLUTION 3, ORDINARY RESOLUTION 4, ORDINARY RESOLUTION 5 AND THE SPECIAL RESOLUTION ARE INTER-CONDITIONAL. IN THE EVENT THAT ANY ONE OF THE FOREGOING RESOLUTIONS IS NOT PASSED, THE OTHER RESOLUTIONS WILL ALSO NOT BE PASSED.**

By Order of the Board  
**NO SIGNBOARD HOLDINGS LTD.**

Lim Yong Sim  
Executive Chairman and Chief Executive Officer

Singapore  
8 November 2022

### Notes:

#### General

1. 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 EGM is being convened, and will be held, by electronic means and shareholders will not be allowed to attend the EGM in person. However, the alternative arrangement has been provided to allow the shareholders to participate and vote at the EGM via electronic means. The Company may be required to change its EGM arrangements at short notice. Shareholders should check the Company's announcements on SGXNet for the latest updates on the status of the EGM, if any.
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 EGM at the URL: <https://conveneagm.com/sg/nosignboardEGM>. 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 EGM 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 EGM. Please refer to Notes 8 to 10 below for further details; and
  - (c) voting by proxy at the EGM or by voting 'live' if attending the EGM by electronic means. Please refer to Notes 11 to 17 below for further details.

#### Participation in the EGM 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 EGM 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 27 November 2022 ("**Registration Deadline**"), at the following URL: <https://conveneagm.com/sg/nosignboardEGM> ("**NSB EGM Website**"), to create an account. Corporate shareholders must also submit the Corporate Representative Certificate to [shareregistry@incorp.asia](mailto: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 29 November 2022 may contact the Company for assistance at the following email address: [support@conveneagm.com](mailto:support@conveneagm.com), with the following details included: (1) the member's full name; and (2) his/her/its identification/ registration number.

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#### Submission of questions in advance of or "live" at the EGM

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 EGM proceeding.
8. A shareholder of the Company may also submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations in advance of, or "live" at, the EGM. 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 15 November 2022, by posting its responses via SGXNET and the Company's website by 10.00 a.m. on 24 November 2022 or "live" at the EGM for the relevant questions received during the EGM. The Company will publish the minutes of the EGM on SGXNET and the Company's website within one month after the date of EGM 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 15 November 2022 through any one of the following means:
  - (a) via the NSB EGM 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](mailto:IR@nosignboardseafood.com).

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 EGM

10. Shareholders and Investors may submit textual questions "live" at the EGM in the following manner:
  - (a) Shareholders or where applicable, their appointed proxy(ies) and Investors who have preregistered and are verified to attend the EGM can ask questions relating to the resolutions tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the EGM within a certain prescribed time limit.
  - (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM 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 EGM 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 EGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.
  - (d) The Company will, during the EGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received "live" at the EGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

#### Live Voting

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

#### Submission of Instrument appointing a proxy(ies) to vote, or vote "live", at the EGM

12. Shareholders who wish to exercise their voting rights at the EGM may:
  - (a) (where such shareholders are individuals) vote "live" via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM)<sup>#</sup> to vote "live" via electronic means at the EGM on their behalf. 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 EGM) to vote "live" at the EGM on their behalf; or
  - (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
    - i. Shareholders (including SRS investors) and, where applicable, appointed proxy(ies), who wish to vote "live" at the EGM must first pre-register at the NSB EGM Website via the URL: <https://conveneagm.com/sg/nosignboardEGM>.
    - ii. Shareholders (whether individual or corporate) appointing the Chairman of the EGM 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 EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/ her stead at the EGM 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 EGM may be accessed via the NSB EGM 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 EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

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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 EGM 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](mailto: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 EGM 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.
- Members are strongly encouraged to submit completed proxy forms electronically either through the NSB EGM 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 EGM 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 EGM.
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 EGM in order for the Depositor to be entitled to vote at the EGM.
19. "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.
20. By pre-registering for the Live Webcast, submitting a Proxy Form appointing the proxy(ies) and/or representative(s) to vote at the EGM and/or any adjournment thereof, and/ or submitting questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations, a member of the Company
- (a) 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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**");
  - (b) 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
  - (c) 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.