

**NORDIC GROUP LIMITED**  
(Company Registration No. 201007399N)

**MINUTES OF ANNUAL GENERAL MEETING**

<b>VENUE</b>	:	Singapore Recreation Club, B Connaught Drive, Singapore 179682
<b>DATE</b>	:	29 April 2024
<b>TIME</b>	:	10.00 a.m.
<b>PRESENT</b>	:	As per Attendance List
<b>CHAIRPERSON OF THE MEETING</b>	:	Ms Teo Ling Ling (Executive Director)

---

**Opening**

On behalf of the Board of Directors, Ms Chia Meng Ru, the Company Secretary, welcomed all shareholders who attended the Company's annual general meeting (the "**Meeting**"). She informed the shareholders that Ms Teo Ling Ling, an Executive Director of the Company, would be chairing the Meeting.

Ms Teo Ling Ling, on behalf of the Board of Directors, thanked Ms Juliana Lee Kim Lian, who will be stepping down as a Director at the conclusion of the Meeting, for her contribution and guidance all these years.

Ms Lee expressed that it had been a privilege to serve on the Board of Directors and wished the Company all the best. She also thanked the shareholders for their support and wished them good health.

Ms Teo Ling Ling then introduced the other members of the Board who were present, namely:

- |       |                         |                        |
|-------|-------------------------|------------------------|
| (i)   | Mr Chang Yeh Hong       | (Executive Chairman)   |
| (ii)  | Ms Juliana Lee Kim Lian | (Independent Director) |
| (iii) | Mr Lee Kok Keng Andrew  | (Independent Director) |
| (iv)  | Mr Siau Kai Bing        | (Independent Director) |

She also acknowledged the presence of the external auditors, RSM SG Assurance LLP, which was represented by Mr Brendon Lee, the audit engagement partner.

**Quorum**

As a quorum was present, the Chairperson declared the Meeting open.

**Notice**

The notice convening the Meeting (the "**Notice**"), having been published on SGXNet and the Company's corporate website, was taken as read.

**Questions Submitted in Advance**

The Chairperson informed that the Company had requested shareholders who wish to ask questions pertaining to the agenda of the Meeting to submit their questions in advance of the Meeting. The Company had not received any questions from shareholders before the Meeting.

## **Voting by Poll**

The Chairperson informed that all resolutions at the Meeting shall be voted by poll. The polls will be conducted at the end of the Meeting after any further questions on the motions have been addressed and each motion had been proposed and seconded.

The Chairperson then proceeded with the formal business of the Meeting.

Before each motion was proposed and seconded, the Chairperson invited questions in relation to the motion tabled. Please refer to the Annexure attached hereto for the questions and answers.

## **Ordinary Business**

### **1. Audited Financial Statements (Resolution 1)**

The first item on the Notice was to receive and adopt the Director's statement and audited financial statements of the Company for the financial year ended 31 December 2023, together with the Auditors' Report thereon.

The Chairperson proposed and Mr Phang Yew Huat seconded the following motion:

"That the Director's statement and audited financial statements of the Company for the financial year ended 31 December 2023, together with the Auditors' Report thereon, be received and adopted."

The motion would be put to vote by poll at the end of the Meeting.

### **2. Final Dividend (Resolution 2)**

The Board had recommended the payment of a final dividend for the financial year ended 31 December 2023.

The Chairperson proposed and Mr Tang Yew Quan seconded the following motion:

"That the declaration of a final one-tier tax exempt dividend of 0.588 Singapore cents per ordinary share for the financial year ended 31 December 2023 be approved."

The motion would be put to vote by poll at the end of the Meeting.

### **3. Re-election of Mr Chang Yeh Hong (Resolution 3)**

Mr Chang Yeh Hong was retiring under Regulation 106 of the Company's Constitution and being eligible, had consented to continue in office.

The Chairperson proposed and Mr Chua Bock Eng seconded the following motion:

"That Mr Chang Yeh Hong be re-elected as a Director of the Company."

The motion would be put to vote by poll at the end of the Meeting.

**4. Directors' Fees (Resolution 4)**

The Board had recommended the payment of additional Directors' fees of S\$15,000 for the financial year ending 31 December 2023.

The Chairperson proposed and Ms Lee Mei Hui seconded the following motion:

"That the payment of additional Directors' fees of S\$15,000 for the financial year ending 31 December 2023, be approved."

The motion would be put to vote by poll at the end of the Meeting.

**5. Directors' Fees (Resolution 5)**

The Board had recommended the payment of Directors' fees of S\$137,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears.

The Chairperson proposed and Mr Chua Bock Eng seconded the following motion:

"That the payment of Directors' fees of S\$137,000 for the financial year ending 31 December 2024, to be paid half-yearly in arrears, be approved."

The motion would be put to vote by poll at the end of the Meeting.

**6. Re-appointment of Auditors (Resolution 6)**

The retiring auditors, RSM SG Assurance LLP, had expressed their willingness to continue in office for the following year.

The Chairperson proposed and Mr Chang Yeh Fung seconded the following motion:

"That RSM SG Assurance LLP be re-appointed as the Company's Independent Auditor and the Directors be authorised to fix their remuneration."

The motion would be put to vote by poll at the end of the Meeting.

As no notice of any other ordinary business had been received by the Company Secretary, the Chairperson proceeded to deal with the Special Business of the Meeting.

**Special Business**

**7. General Authority to Allot and Issue Shares (Resolution 7)**

The Chairperson proposed and Mr Seah Kok Hong seconded the following motion as set out under Resolution 7 in the Notice:

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

- (a) (i) allot and issue shares in 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) 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 such authority was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) 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 (2) below) (“**Issued Shares**”), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) shall not exceed twenty per centum (20%) of the total number of Issued Shares;
- (2) (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 (1) above, the percentage of Issued Shares 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:
  - (a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (b) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Listing Manual of the SGX-ST 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
- (4) unless revoked or varied by the Company in a general meeting, this authority shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

The motion would be put to vote by poll at the end of the Meeting.

## 8. Share Purchase Mandate (Resolution 8)

The Chairperson proposed and Mr Ang Chee Kong seconded the following motion as set out under Resolution 8 of the Notice:

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the “**Companies Act**”), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - (i) on-market purchases (each a “**Market Purchase**”) transacted through the trading system of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), through one or more duly licensed stockbrokers appointed by the Company for that purpose; and/or
  - (ii) off-market purchases (each an “**Off-Market Purchase**”) pursuant to an equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise be in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the “**Share Purchase Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors 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 date on which the next annual general meeting of the Company is held or is required by law to be held;
  - (ii) the date on which Share purchases have been carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by an ordinary resolution of shareholders of the Company in general meeting;
- (d) for purposes of this Resolution:

“**Maximum Limit**” means 10% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) of the Company as at the date of 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 hereinafter defined), 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);

“**Relevant Period**” means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier;

**“Maximum Price”** in relation to a Share to be purchased, means the purchase price (excluding brokerage, commission, 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 of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

where:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;

**“day of the making of the offer”** means the day on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein 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

- (e) any of the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.”

The motion would be put to vote by poll at the end of the Meeting.

### **Conduct of Polls**

After all questions had been addressed, the Chairperson proceeded with the formalities of conducting the polls. She informed that RHT Atlas Pte Ltd had been appointed as the polling agent and Agile 8 Solutions Pte. Ltd. had been appointed as the scrutineer for the conduct of polls. They would assist with the counting and verifying of the votes.

The scrutineer’s representative was invited to explain how the poll voting papers were to be completed, after which the polling agent collected the poll voting papers from the shareholders. The Meeting was then adjourned at 10.50 a.m. for the votes to be counted.

The Meeting resumed at 11.32 a.m. with the requisite quorum.

The Chairperson read out the results of the polls:-

### **Ordinary Resolution 1 – Adoption of Directors’ Statement and Audited Financial Statements, together with the Auditors’ Report thereon**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 1 carried.

### **Ordinary Resolution 2 – Declaration of Final Dividend**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 2 carried.

### **Ordinary Resolution 3 – Re-election of Mr Chang Yeh Hong as a Director**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 3 carried.

### **Ordinary Resolution 4 – Payment of additional Directors’ fees**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 4 carried.

### **Ordinary Resolution 5 – Payment of Directors’ fees**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 5 carried.

### **Ordinary Resolution 6 – Re-appointment of Auditors**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 6 carried.

### **Ordinary Resolution 7 – Authority to Allot and Issue New Shares**

	<u>As a percentage</u>
Number of votes “FOR”:	99.90%
Number of votes “AGAINST”:	0.10%

The Chairperson declared Ordinary Resolution 7 carried.

### **Ordinary Resolution 8 – Renewal of Share Purchase Mandate**

	<u>As a percentage</u>
Number of votes “FOR”:	100.00%
Number of votes “AGAINST”:	0.00%

The Chairperson declared Ordinary Resolution 8 carried.

### **Closure of Meeting**

There being no other business, the Chairperson declared the Annual General Meeting of the Company closed at 11.37 a.m..

Confirmed as a True Record

[SIGNED]

---

Teo Ling Ling  
Chairperson of the Meeting



## ANNEXURE

### Questions and answers

---

Question	:	Would the Company be able to give a presentation at the next annual general meeting on the challenges faced by the Group and on its strengths and weaknesses?
Answer (Mr Chang Yeh Hong)	:	We will consider doing a brief presentation at the next annual general meeting. We hold quarterly results briefing for investors and shareholders. This is a more appropriate platform for the results briefing as everyone present can participate without a time limit.

---

Question	:	The Company's share price is depressed and the trading volume is low. Is the Company monitoring this?
Answer (Mr Chang Yeh Hong)	:	<p>The Group has been growing ever since its listing, through acquisitions of various companies. Our sales have also increased. However, foreign worker levies have increased and dormitory costs have doubled, both of which have eroded our profit margins. We do believe that market forces will work to decrease dormitory costs, which is a major cost for our Group.</p> <p>We expect our maintenance business to be a building block for our entire operations.</p> <p>We do monitor the Company's share price. We used to carry out share buy-backs but there is not much liquidity at the moment. Further, our public float is small and too many shares bought back may result in our delisting.</p>

---

Question	:	The increase in dormitory prices affect all companies and I note that some marine companies are doing well. Are you in the same industry?
Answer (Mr Chang Yeh Hong)	:	We started as a company serving the marine and offshore oil and gas industries. When the marine industry declined, we were quick to diversify into other industries. Currently, the semiconductor industry is the biggest contributor to our revenue whereas the marine and offshore oil and gas industry contributes to approximately 11% of our revenue. We also serve customers in the pharmaceutical, defence and process industries.

---

Question	:	Have the audited financial statements for the financial year ended 31 December 2023 been signed?
Answer (Mr Brendon Lee)	:	Yes, they have been finalised and signed.

---

Question	:	On page 91 of the Annual Report, why have trade receivables (that are over 90 days past due) increased by almost six times?
Answer (Ms Chia Meng Ru)	:	The Group issued invoices for five big projects in 2023. However, the claims for these projects had to be approved and credit terms are 30 to 60 days from invoice date, resulting in a delay in collection until after the year end.
Answer (Mr Chang Yeh Hong)	:	These big projects were for semiconductor companies located in Malaysia. Payments depended on the approvals for the claims.

---

Question	:	Do you still intend to list one of the Group's subsidiaries?
----------	---	--

Answer (Mr Chang Yeh Hong) : One of our subsidiaries, Avitools (Suzhou) Co., Ltd had operations based in China. However, because of disruptions in the supply chain between the United States of America and China, we moved our operations to Singapore and will be looking to move to Malaysia. This was at the request of our customers. There has been a slowdown in the semiconductor industry and we are still deciding on how best to deal with this part of our operations.

---

Question : With reference to page 68 of the Annual Report, will we be seeing an improvement in the project segment?

Answer (Mr Chang Yeh Hong) : This segment will continue to decline until we secure the next project. In the meantime, the revenue from our maintenance segment has helped and will continue to be a building block for our operations. We will strive to secure more projects to increase profitability.

---

Question : Will the Group be carrying out any further acquisitions?

Answer (Mr Chang Yeh Hong) : We are currently generating a strong EBIDTA of \$27.5 million and have cash and cash equivalents of approximately S\$73.7 million and loans and borrowings of approximately S\$96.0 million. Our gearing ratio of 30% is healthy. As long as we maintain our gearing ratio at the 30% or better, we possess adequate headroom for an acquisition. Currently, we do not have any acquisition target to consider.

---

Question : The Group's business is labour intensive. Will you be moving to reduce reliance on labour? If so, will this increase the Group's capital expenditure?

Answer (Mr Chang Yeh Hong) : We are indeed reliant on labour, the cost of which is highest in our scaffolding business. We can consider relying on viable automation but this will take time. In the meantime, we will strive to increase our productivity as customers are not willing to pay more for our services. We are hoping that there will be more dormitories built in the course of the next 12-18 months, which should decrease dormitory costs.

---

Question : With reference to page 17 of the Annual Report, I note that recurrent revenue for the Group's maintenance segment has been steadily increasing. Will the Group be acquiring more maintenance companies?

Answer (Mr Chang Yeh Hong) : The ideal ratio of revenue for the maintenance and projects segments is 50:50. However, this ratio is difficult to achieve. We envision that our maintenance segment will serve as a building block for our entire operations and revenue from this segment will continue to increase.