



NOBEL DESIGN HOLDINGS LTD

Company Registration No. 198104591E
(Incorporated in Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of NOBEL DESIGN HOLDINGS LTD (the “**Company**”) will be held at 16 Tai Seng Street, Level 7, Singapore 534138 on Tuesday, 29 April 2014 at 2.00 p.m. to transact the following business:-

AS ORDINARY BUSINESS

- To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2013 and the Directors' Report and the Auditors' Report thereon. **Resolution 1**
- To declare a first and final (tax exempt one-tier) dividend of 0.6 cents per share for the financial year ended 31 December 2013. **Resolution 2**
- To approve the Directors' fees of S\$228,750 for the financial year ended 31 December 2013. **Resolution 3**
- To re-elect Dr. Teh Ban Lian retiring pursuant to Article 107 of the Company's Articles of Association.
(See Explanatory Note 1) **Resolution 4**
- To re-elect Mr. Wong Soon Chiu retiring pursuant to Article 107 of the Articles of Association.
(See Explanatory Note 1) **Resolution 5**
- To re-elect Ms. Wee Ai Quey retiring pursuant to Article 107 of the Articles of Association.
(See Explanatory Note 1) **Resolution 6**
- To re-elect Mr. Chan Pengee Adrian retiring pursuant to Article 117 of the Articles of Association.
(See Explanatory Note 1) **Resolution 7**
- To re-appoint Messrs Nexia TS Public Accounting Corporation as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**

As Special Business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

9. Authority to allot and issue shares

“THAT, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”), authority be and is hereby given to the Directors to:-

- allot and issue shares in the Company (the “**Shares**”); and
- issue convertible securities and any Shares pursuant to convertible securities

(whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of Shares (including any Shares to be issued pursuant to the convertible securities) to be issued pursuant to such authority shall not exceed fifty per cent (50%) of the total number of issued Shares excluding treasury shares of the Company for the time being and that the aggregate number of shares to be issued other than on a pro rata basis to the then existing shareholders of the Company will not exceed twenty per cent (20%) of the total number of issued Shares excluding treasury shares of the Company for the time being. Unless prior shareholder approval is required under the Listing Manual, an issue of treasury shares will not require further shareholders' approval, and will not be included in the aforementioned limits. Unless revoked or varied by the Company in general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier, except that the Directors shall be authorised to allot and issue new Shares pursuant to the convertible securities notwithstanding that such authority has ceased.

For the purposes of this Resolution and Rule 806(3) of the Listing Manual, the total number of issued Shares excluding treasury shares is based on the total number of issued Shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-

- new Shares arising from the conversion or exercise of convertible securities;
- new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual; and
- any subsequent bonus issue, consolidation or subdivision of Shares.”

Resolution 9

10. Authority to grant options and issue shares under the Nobel Employee Share Option Scheme

“That, pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the Nobel Employee Share Option Scheme (the “**Scheme**”) and to issue such shares as may be required to be issued pursuant to the exercise of the options granted under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares of the Company from time to time”.

(See Explanatory Note 3)

Resolution 10

- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

By Order of the Board

LEE BEE FONG (MS)
Company Secretary
Singapore
14 April 2014

Explanatory Notes:

- Dr. Teh Ban Lian, if re-elected under Resolution No. 4, will remain as Chairman of the Audit Committee and a Member of the Nominating Committee and will be considered as an independent director of the Company for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. There are no relationships (including immediate family relationships) between Dr. Teh Ban Lian and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company.
Mr. Wong Soon Chiu, if re-elected under Resolution No. 5, will remain as a Member of the Audit Committee and will be considered as an independent director of the Company for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. There are no relationships (including immediate family relationships) between Mr. Wong Soon Chiu and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company.
Ms. Wee Ai Quey, if re-elected under Resolution No. 6, will remain as an Executive Director and Chief Operating Officer of the Company. There are no relationships (including immediate family relationships) between Ms. Wee Ai Quey and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company.
Mr. Chan Pengee Adrian, if re-elected under Resolution No. 7, will remain as Chairman of the Nominating Committee and Member of the Audit and Remuneration Committees and will be considered as an independent director of the Company for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. There are no relationships (including immediate family relationships) between Mr. Chan Pengee Adrian and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company.
- The Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed fifty per cent (50%) of the total number of issued Share excluding treasury shares (as defined in Resolution 9) of the Company. For issue of Shares other than on a pro rata basis to all Shareholders, the aggregate number of Shares to be issued will not exceed twenty per cent (20%) of the total number of issued Shares excluding treasury shares (as defined in Resolution 9) of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at 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 earlier. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.
- Resolution No. 10, if passed, will empower the Directors of the Company to allot and issue shares in accordance with the Nobel Employee Share Option Scheme.

Notes:-

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Company's registered office at 16 Tai Seng Street, Level 7, Singapore 534138 at least 48 hours before the time of the Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the Transfer Book and the Register of Members of the Company will be closed at 5 p.m. on 14 May 2014, for the purpose of determining members' entitlements to the first and final (tax exempt one-tier) dividend of 0.6 cents per share for the financial year ended 31 December 2013 (the “**Proposed Dividend**”).

Duly completed registrable transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) of 80 Robinson Road #02-00, Singapore 068898 up to 5.00 p.m. on 14 May 2014 will be registered to determine members' entitlements to the Proposed Dividend. The Proposed Dividend, if approved at the Annual General Meeting to be held on 29 April 2014, will be paid on 28 May 2014.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares at 5 p.m. on 14 May 2014 will be entitled to the Proposed Dividend.

By Order of the Board

LEE BEE FONG (MS)
Company Secretary
Singapore
14 April 2014