

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

MINUTES OF ANNUAL GENERAL MEETING

PLACE : "Live" webcast via sg.conveneagm.com/nosignboard

DATE : Friday, 29 May 2020

TIME : 10:00 a.m.

PRESENT : As set out in the attendance records maintained by the Company.

IN ATTENDANCE : As set out in the attendance records maintained by the Company.

CHAIRMAN : Mr Lim Yong Sim (Lin Rongsen)

QUORUM

As a quorum was present, the Chairman declared the Annual General Meeting ("**AGM**") open at 10.00 a.m.

INTRODUCTION

The Chairman introduced the Directors present.

NOTICE OF AGM

With the consent of the shareholders present, the notice of the AGM ("**Notice**") convening the meeting was taken as read.

QUESTIONS FROM SECURITIES INVESTORS ASSOCIATION (SINGAPORE) AND SUBSTANTIAL AND SHAREHOLDERS

The Chairman highlighted that as mentioned in the Notice of this AGM and the accompanying announcement dated 14 May 2020, shareholders will not be able to ask questions at the live webcast AGM. However, the Company has already published its responses to substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM, the Company's businesses and operations via SGXNet on 28 May 2020. A copy of the response to Securities Investors Association (Singapore) and substantial and relevant questions from Shareholders is annexed hereto as **Appendix 1**.

VOTING BY POLL

The Chairman briefed that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 ("Order") issued by the Minister of Law on 13 April 2020, shareholders will not be able to vote online at the AGM. Instead, shareholders

that wishes to exercise their votes must submit a proxy form to appoint the chairman of the AGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order.

The Chairman informed that all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms to the Share Registrar and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.

BDO Corporate Services Pte. Ltd. was appointed as scrutineers for the poll. RHT Corporate Advisory Pte. Ltd. was appointed as the polling agent.

ORDINARY BUSINESS:**1. ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS – RESOLUTION 1**

The meeting proceeded to receive and consider the Directors' Statement and the Audited Financial Statements for the financial period ended 30 September 2019 and the Auditors' Report thereon.

The results of Resolution 1 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	349,120,175	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

“THAT the Directors' Statement and the Audited Financial Statements of the Company for the financial period ended 30 September 2019 together with the Auditors' Report thereon be received and adopted.”

2. RE-ELECTION OF MS. LIM LAY HOON (LIN LIYUN) AS A DIRECTOR – RESOLUTION 2

As Resolution 2 dealt with the re-election of Ms. Lim Lay Hoon (Lin Liyun) as a Director of the Company.

Ms. Lim Lay Hoon (Lin Liyun) was retiring as Director pursuant to Regulation 117 of the Constitution of the Company. She had indicated her consent to continue in office.

Ms. Lim Lay Hoon (Lin Liyun), upon re-election as a Director of the Company, would remain as the Executive Director of the Board of Directors and the Chief Operating Officer of the Company and would be considered non-independent.

The results of Resolution 2 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	349,120,175	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“THAT Ms. Lim Lay Hoon (Lin Liyun) be re-elected as a Director of the Company.”

3. RE-ELECTION OF MR. KHUA KIAN KHENG IVAN AS A DIRECTOR – RESOLUTION 3

Mr. Khua Kian Kheng Ivan was retiring as Director pursuant to Regulation 117 of the Constitution of the Company. He had indicated his consent to continue in office.

Mr. Khua Kian Kheng Ivan, upon re-election as a Director of the Company, would remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee and would be considered independent.

The results of Resolution 3 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	349,104,275	99.88%
Against the Resolution	413,800	0.12%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“THAT Mr. Khua Kian Kheng Ivan be re-elected as a Director of the Company.”

4. APPROVAL OF DIRECTORS’ FEES AMOUNTING S\$150,000 FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2020, PAYABLE QUARTERLY IN ARREARS – RESOLUTION 4

The Board had recommended a Directors’ fees of \$150,000 for the financial year ending 30 September 2020, to be paid quarterly in arrears.

The results of Resolution 4 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	349,120,175	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“THAT the Directors’ fees of \$150,000 to be paid quarterly in arrears for the financial year ending 30 September 2020, be approved for payment.”

5. APPOINTMENT OF MESSRS ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS OF THE COMPANY, MESSRS DELOITTE & TOUCHE LLP AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION – RESOLUTION 5

The Meeting was informed that Resolution 5 on the Agenda was to appoint Messrs Ernst & Young LLP as Auditors of the Company in place of the retiring Auditors of the Company, Messrs Deloitte & Touche LLP and to authorise the Directors of the Company to fix their remuneration.

The results of Resolution 5 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	349,120,175	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“THAT Messrs Ernst & Young LLP be appointed as Auditors of the Company in place of the retiring Auditors of the Company, Messrs Deloitte & Touche LLP and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”

6. ANY OTHER ORDINARY BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the Special Business on the Agenda.

SPECIAL BUSINESS:

7. AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT (CHAPTER 50) OF SINGAPORE (THE “ACT”) AND RULE 806 OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) LISTING MANUAL – SECTION B: RULES OF CATALIST (“CATALIST RULES”) – RESOLUTION 6

The Meeting was informed that Resolution 6 on the Agenda was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act.

The results of Resolution 6 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	346,570,475	99.16%
Against the Resolution	2,947,600	0.84%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

As Ordinary Resolution:

“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:-

- I
 - (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, 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.

- (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 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.”

CONCLUSION

There being no other business, the Chairman declared the Annual General Meeting of the Company closed at 10.10 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LIM YONG SIM (LIN RONGSEN)
CHAIRMAN