

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Natural Cool Holdings Limited (the “**Company**”) will be held at 11 Eunos Road 8, Level 4 (Arena Room), Singapore 408601 on Thursday, 27 April 2023 at 10.00 a.m. to transact the following business:

Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2022 and the Independent Auditor’s Report thereon. **[Resolution 1]**
2. To re-elect Ms Lau Lee Hua who is retiring by rotation pursuant to Regulation 89 of the Company’s Constitution as Director of the Company. **[Resolution 2]**
[See Explanatory Note (a)]
3. To re-elect Mr Tsng Joo Peng who is retiring by rotation pursuant to Regulation 89 of the Company’s Constitution as Director of the Company. **[Resolution 3]**
[See Explanatory Note (b)]
4. To re-elect Mr Tran Phuoc (Lucas Tran) who is retiring by rotation pursuant to Regulation 90 of the Company’s Constitution as Director of the Company. **[Resolution 4]**
[See Explanatory Note (c)]
5. To approve additional Directors’ fees of S\$6,136 for the financial year ended 31 December 2022. **[Resolution 5]**
[See Explanatory Note (d)]
6. To approve Directors’ fees of S\$179,875 for the financial year ending 31 December 2023 to be paid quarterly in arrears. (2022: S\$165,000) **[Resolution 6]**
7. To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **[Resolution 7]**
8. To transact any other business that may be transacted at an AGM.

Special Business

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

General mandate to allot and issue new shares

9. “That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the Constitution of the Company, authority be and is hereby given to the Directors of the Company to:
 - (A) (i) allot and issue shares in the capital of 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 or exchangeable 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
- (B) (notwithstanding 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,

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provided that:

- (1) 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) does not exceed 100 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the aggregate number of Shares to be issued under such circumstances (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments 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:
 - (a) the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time of this Resolution is passed, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of convertible securities;
 - (bb) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (b) any adjustments made in accordance with sub-paragraphs (2)(a)(aa) or (2)(a)(bb) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules 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) the authority conferred by this Resolution shall continue 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." **[Resolution 8]**
[See Explanatory Note (e)]

General mandate to issue shares under the Natural Cool Employee Share Option Scheme 2017

10. "That pursuant to Section 161 of the Act, the Directors of the Company be authorised and empowered to grant options in accordance with the provisions of the Natural Cool Employee Share Option Scheme 2017 ("**Scheme**") to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that:
 - (i) the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time; and
 - (ii) unless revoked or varied by the Company in a general meeting, such authority shall continue 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." **[Resolution 9]**
[See Explanatory Note (f)]

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General mandate to issue shares under the Natural Cool Performance Share Plan 2019

11. "That pursuant to Section 161 of the Act, the Directors of the Company be authorised and empowered to grant awards in accordance with the Natural Cool Performance Share Plan 2019 ("**Performance Share Plan**") and allot and issue from time to time such number of Shares in the capital of the Company to the holders of awards granted by the Company under the Performance Share Plan established by the Company upon the vesting of such share awards in accordance with the terms and conditions of the Performance Share Plan, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Scheme, the Performance Share Plan and any other share based incentive schemes of the Company shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusions of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

[Resolution 10]

[See Explanatory Note (g)]

By Order of the Board

Teng Gek Chui
Company Secretary
12 April 2023

Singapore

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Explanatory Notes:

- (a) Ms Lau Lee Hua ("**Ms Lau**"), if re-elected, will remain as the Independent Non-Executive Director of the Company and a member of the Nominating Committee and Remuneration Committee and will also continue to remain as the Chairman of the Audit and Risk Committee. Ms Lau will be considered as an Independent Director of the Company for the purposes of Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, further information of Ms Lau is set out on pages 60 to 66 of the Company's Annual Report.
- (b) Mr Tsng Joo Peng ("**Mr Tsng**"), if re-elected, will remain as the Executive Director and Group Chief Executive Officer of the Company. Pursuant to Rule 720(5) of the Catalist Rules, further information of Mr Tsng is set out on pages 60 to 66 of the Company's Annual Report.
- (c) Mr Tran Phuoc (Lucas Tran) ("**Mr Tran**"), if re-elected, will remain as the Independent Non-Executive Director of the Company and a member of the Audit and Risk Committee, Nominating Committee and Remuneration Committee. Mr Tran will be considered as an Independent Director of the Company for the purposes of Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, further information of Mr Tran is set out on pages 60 to 66 of the Company's Annual Report.
- (d) This resolution is to meet the shortfall of Directors' fees for the financial year ended 31 December 2022 for the additional Director.
- (e) The ordinary resolution 8 set out in item 9 above, if passed, will empower the Directors from the date of this AGM until the date of the next AGM or the date by which the next AGM is required by law to be held or such authority is revoked or varied by the Company in general meeting, whichever is earlier, to allot and issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments up to an aggregate number not exceeding 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings in the capital of the Company, with a sub-limit of 50% for issues other than on a pro-rata basis. For determining the aggregate number of Shares that may be issued the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings at the time of this ordinary resolution 8 above is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, share options or vesting of share awards which are outstanding or subsisting at the time this ordinary resolution 8 above is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- (f) The ordinary resolution 9 set out in item 10 above, if passed, will empower the Directors of the Company, effective 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 or such authority is revoked or varied by the Company in a general meeting, whichever is earlier, to issue from time to time such number of fully-paid Shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Scheme. The aggregate number of shares which may be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (g) The ordinary resolution 10 set out in item 11 above, if passed, will empower the Directors of the Company, to allot and issue such number of fully-paid Shares upon the vesting of such awards in accordance with the provisions of the Performance Share Plan.

Notes:

1. **The members of the Company are invited to attend physically at the AGM. There will be no option for the members to participate virtually.**
2. The Notice of AGM, the Proxy Form and the Annual Report for the financial year ended 31 December 2022 (the "**Annual Report 2022**") will be sent to members by electronic means via publication on the Company's website at the URL http://investor.natcool.com/latest_news.html and is also made available on SGX website at the URL <https://www.sgx.com/securities/company-announcements>. **Printed copies of the Annual Report 2022, Notice of AGM and proxy form will NOT be sent to members by post.**
3. Members may also submit questions related to the resolutions to be tabled for approval at the AGM, in advance of the AGM, to the Company's Investor Relations team via email at AGM@natcool.com by 10.00 a.m. on 19 April 2023. The Company will endeavour to address such substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the SGX's and Company's website by 10.00 a.m. on 21 April 2023. After the cut-off time for the submission of questions, if there are substantial and relevant questions received, the Board may address them at the AGM.
4. Members may wish to appoint his/her proxy/proxies to attend the AGM on their behalf. A proxy need not be a member of the Company. The accompanying proxy form for the AGM may be downloaded from the Company's website at the URL http://investor.natcool.com/latest_news.html, and from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
5. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days (17 April 2023) before the AGM.
6. Members must submit the completed proxy form in the following manner:
 - (a) if submitted by post, be deposited at the Company's Registered Office at 87 Defu Lane 10, #06-01, Singapore 539219; or
 - (b) if submitted electronically, be submitted via email to AGM@natcool.com,in each case, **by 10.00 a.m. on 24 April 2023**, being no later than 72 hours before the time set for the AGM. Any incomplete proxy forms will be rejected by the Company.
7. Members who wish to submit the proxy form by post or via email, 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.

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PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.