

MANDATORY UNCONDITIONAL CASH OFFER

by

GAZELLE VENTURES PTE. LTD.

(Incorporated in Singapore)
(UEN: 201223814H)

to acquire all the issued and paid-up ordinary shares in the capital of

NO SIGNBOARD HOLDINGS LTD

(Incorporated in Singapore)
(UEN: 201715253N)

other than those already owned, controlled or agreed to be acquired by
the Offeror and parties acting in concert with it.

18 April 2024

To: The Shareholders of No Signboard Holdings Ltd

Dear Sir/Madam,

NOTIFICATION OF DESPATCH OF OFFER DOCUMENT AND RELATED DOCUMENTS

1. INTRODUCTION

1.1 Gazelle Ventures Pte. Ltd (the “**Offeror**”) refers to:

- (a) the offer announcement dated 28 March 2024 (“**Offer Announcement**”) issued by the Offeror in relation to the mandatory unconditional cash offer (the “**Offer**”) in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the share capital of No Signboard Holdings Ltd (the “**Company**”), other than Shares held in treasury and those Shares held, directly or indirectly, by the Offeror as at the date of the Offer (collectively, the “**Offer Shares**” and each, an “**Offer Share**”);
- (b) the offer document (“**Offer Document**”) issued on the date hereof by the Offeror, in relation to the Offer; and
- (c) the announcement dated 18 April 2024 in relation to the electronic despatch of the Offer Document.

1.2 All capitalised terms used but not defined in this notification (this “**Notification**”) shall have the meanings ascribed to them in the Offer Document.

2. ELECTRONIC DESPATCH OF OFFER DOCUMENT

2.1 The Offeror wishes to inform the shareholders of the Company (the “**Shareholders**”) that in connection with the Offer, the Offeror has chosen to despatch the Offer Document electronically, by publishing it on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), pursuant to the Securities Industry Council’s (“**SIC**”) Public Statement on “The Further Extension of the Temporary Measure to Allow For Electronic Despatch of Take-over Documents” under the Code issued on 29 June 2021. **Accordingly, please note that no printed copies of the Offer Document will be despatched to Shareholders.**

- 2.2 The electronic copy of the Offer Document, the Form of Acceptance and Authorisation for Offer Shares (the “**FAA**”) and the Form of Acceptance and Transfer for Offer Shares (the “**FAT**”) (collectively, the “**Acceptance Forms**”) have, as of the date of this Notification, also been published on the website of the SGX-ST as well as the website of the Company.
- 2.3 To access the electronic version of the Offer Document and the Acceptance Forms published on the website of the SGX-ST:
- (a) please go to the website of the SGX-ST at <https://www.sgx.com> and click the section “**Securities**” on the navigation bar at the top of the webpage. Then click “**Company Announcements**” under the sub-section “**Company Information**” from the drop-down menu list and type the name of the Company, “**NO SIGNBOARD HOLDINGS LTD**” in the box titled “**Filter by Company/Security Name**”. “**NO SIGNBOARD HOLDINGS LTD**” will appear as a drop-down item below the filter box.
 - (b) thereafter, click the name “**NO SIGNBOARD HOLDINGS LTD**” and you will see all announcements the Company has released. Please select the announcement dated 18 April 2024 titled “**Mandatory Unconditional Cash Offer – Electronic Despatch of Offer Document**” and click it. You will be taken to the announcement page where you will find the electronic version of this Notification, the Offer Document, and the Acceptance Forms at the bottom of the announcement page. You can then access the attached documents by clicking the link to each of them.

OR

- (c) you may directly access the Company’s announcement page on the website of the SGX-ST by scanning the following QR code:



- 2.4 To access the electronic version of the Offer Document and the Acceptance Forms published on the website of the Company:
- (a) please go to the website of the Company at <https://nosignboardseafood.com> and select the section “**Investors**” on the navigation bar at the top of the webpage. Then click “**Announcements**” from the drop-down menu list. You will be taken to the page titled “**Investors’ Announcements**”.
 - (b) thereafter, please click this Notification, the Offer Document, the FAA or the FAT, each of which is dated 18 April 2024, and the relevant document will appear.

3. PHYSICAL DESPATCH OF THE ACCEPTANCE FORMS AND THIS NOTIFICATION

- 3.1 A printed hardcopy of the Notification will be sent out to Shareholders by post/mail on the date of this Notification.
- 3.2 A printed hardcopy of this Notification, the FAT, together with a business return envelope will be sent out by post/mail to those Shareholders whose addresses are registered and as shown on the register of members of the Company on the date of this Notification.
- 3.3 A printed hardcopy of this Notification and the FAA, together with a business return envelope will be sent out by post/mail to Shareholders whose addresses are registered and as shown in the records of the CDP in due course but in any event by 24 April 2024.

4. CLOSING DATE

The Offer will close at 5.30 p.m. (Singapore time) on 16 May 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

5. PROCEDURES FOR ACCEPTANCE

- 5.1 If you wish to accept the Offer in respect of all or part of your Offer Shares, please read very carefully the procedures for accepting the Offer set out in **Appendix 4** to the Offer Document which contain instructions on how to accept the Offer either (a) in physical form or (b) in electronic form.
- 5.2 The procedures for accepting the Offer are also set out in the Acceptance Forms.
- 5.3 **Shareholders whose addresses are registered and as shown in the records of the CDP are kindly asked to take note that the SGX-ST’s Investor’s Portal at investors.sgx.com will only be opened on 24 April 2024 to accept submissions of acceptances in electronic form.**
- 5.4 Shareholders whose addresses are registered and as shown in the records of the CDP who wish to submit an acceptance prior to 24 April 2024 may submit their FAAs downloaded from the website of the SGX-ST or the Company **by post** to GAZELLE VENTURES PTE. LTD. c/o The Central Depository (Pte) Limited at Robinson Road Post Office, P.O. Box 1984, Singapore 903934 or submit their printed hardcopy FAAs when received by post/mail in due course by post or electronically (via investors.sgx.com) in accordance with the instructions set out in Appendix 4 to the Offer Document or the FAA.
- 5.5 SRS Investors (as defined in the Offer Document) should receive further information on how to accept the Offer from their respective SRS Agent Banks (as defined in the Offer Document) directly.

6. OVERSEAS SHAREHOLDERS

- 6.1 This Notification does not constitute an offer to sell or a solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Notification, the Offer Document, the Acceptance Forms and/or any related documents in any jurisdiction in contravention of applicable laws. The Offer will be made solely by the Offer Document, the Acceptance Forms and/or any related documents, which will contain the full terms and conditions of the Offer.
- 6.2 For Shareholders whose mailing addresses are outside of Singapore (as registered and shown in the records of CDP or the register of members of the Company, as the case may be) (“**Overseas Shareholders**”), **PLEASE READ SECTION 9 OF THE OFFER DOCUMENT VERY CAREFULLY IF THEY WISH TO ACCEPT THE OFFER, IN PARTICULAR, SECTION 9.3.1 OF THE OFFER DOCUMENT FOR INSTRUCTIONS ON HOW TO REQUEST FOR A COPY OF THE OFFER DOCUMENT, THE ACCEPTANCE FORMS AND/OR ANY RELATED DOCUMENTS, AND HOW TO ACCEPT THE OFFER.**
- 6.3 **Where there are potential restrictions regarding the sending of this Notification, the Offer Document, the Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror, CDP and the Share Registrar each reserves the right not to send these documents to Shareholders in such overseas jurisdictions. For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom this Notification, the Offer Document, the Acceptance Forms and/or any related documents have not been, or may not be, sent.**
- 6.4 Owing to potential restrictions under the laws of the countries where Overseas Shareholders may be residing, copies of this Notification, the Offer Document, the Acceptance Forms and/or any related documents are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction (as defined in the Offer Document) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

7. RESPONSIBILITY STATEMENT

- 7.1 The Offeror (who may have delegated detailed supervision of this Notification) has taken all reasonable care to ensure that the facts stated, and all opinions expressed in this Notification are fair and accurate and that there are no material facts that have been omitted from this Notification, the omission of which would make any statement in this Notification misleading and accepts responsibility accordingly.
- 7.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including, without limitation, information relating to the Company or the Group), the sole responsibility of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Notification.
- 7.3 The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by

Mr. Lim Teck Ean

For and on behalf of

GAZELLE VENTURES PTE. LTD.