



(Incorporated in Singapore)
Company Registration Number 196100107C

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of NSL Ltd. (the "**Company**") will be held at Bridge Rooms 1, 2 and 3, Raffles Marina, 10 Tuas West Drive, Singapore 638404, on 11 April 2017 at 2.15 p.m. (Singapore time) (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. (Singapore time) on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution:

Ordinary Resolution

Ratification of the Disposal of the Dry Mix Business in Singapore, Hong Kong, China and Malaysia

That:

- (a) the disposal (the "**Disposal**") by:
- (i) Eastern Pretech Pte Ltd, an indirect wholly-owned subsidiary of the Company, of:
 - (A) 5,880,000 ordinary shares in the capital of Emix Industry (S) Pte. Ltd. ("**Emix Singapore**"), representing the entire issued and paid-up share capital of Emix Singapore; and
 - (B) 18,000,000 ordinary shares in the capital of Emix Industry (HK) Limited ("**Emix Industry HK**"), representing 80 per cent. of the entire issued and paid-up share capital of Emix Industry HK. Emix Industry HK holds, directly or indirectly:
 - (I) the entire issued and paid-up share capital of Emix (HK) Limited 美特耐(香港)有限公司, Emix (China) Limited 美特耐(中國)有限公司, Eastern Gotech (Guangzhou) Limited 高迪建材(广州)有限公司 and Emix Industry (Guangzhou) Ltd 美特耐新型建材(广州)有限公司; and
 - (II) 40 per cent. of the issued and paid-up share capital of Yue Fung (China) Limited 裕豐建材(中國)有限公司 and 云浮市美特耐新型建材有限公司,
 - to Saint-Gobain Produits pour la Construction S.A.S ("**SGPPC**"); and
 - (ii) Eastern Pretech (Malaysia) Sdn Bhd, an indirect wholly-owned subsidiary of the Company, of 12,031,238 ordinary shares of Ringgit Malaysia 1.00 each in the capital of Emix Industry (M) Sdn Bhd ("**Emix Malaysia**"), representing the entire issued and paid-up share capital of Emix Malaysia, to Saint-Gobain Malaysia Sdn. Bhd., a direct wholly-owned subsidiary of SGPPC,
- on the terms and conditions set out in the conditional framework share purchase agreement dated 4 November 2016, as amended by a deed of amendment dated 13 December 2016 (the "**Agreement**"), be and is hereby approved, confirmed and ratified;
- (b) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any one of the directors of the Company in connection with the Disposal, the Agreement and this Ordinary Resolution be and are hereby approved, confirmed and ratified; and
- (c) the directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including, but not limited to, executing all such documents as may be required in connection with this Ordinary Resolution and the Disposal) as they or he may consider desirable, necessary or expedient in the interests of the Company to give full effect to this Ordinary Resolution and the Disposal.

By Order of the Board

Lim Su-Ling (Ms)
Company Secretary
Singapore
23 March 2017

Notes:

1. (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
 3. A proxy need not be a member of the Company.
 4. The instrument appointing a proxy must be deposited at the registered office of the Company at 77 Robinson Road #27-00, Robinson 77, Singapore 068896, not less than 72 hours before the time set for holding the Extraordinary General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.