



**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Nordic Group Limited (the "Company") will be convened and held by electronic means on Monday, 26 April 2021 at 10.00 a.m. (Singapore time) to transact the following business:

**AS ORDINARY BUSINESS**

- To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditor's Report thereon. Resolution 1
  - To declare a final one-tier tax exempt dividend of 0.362 Singapore cent per ordinary share for the financial year ended 31 December 2020. Resolution 2
  - To re-elect Ms Teo Ling Ling, who is retiring pursuant to Regulation 106 of the Constitution of the Company, as a Director of the Company. Resolution 3
  - To re-elect Ms Lee Kim Lian Juliana, who is retiring pursuant to Regulation 106 of the Constitution of the Company, as a Director of the Company. Resolution 4  
[See Explanatory Note (i)]
  - To re-elect Mr Siau Kai Bing, who is retiring pursuant to Regulation 116 of the Constitution of the Company, as a Director of the Company. Resolution 5  
[See Explanatory Note (ii)]
- Information on the above Directors can be found under the section entitled "Information on Directors seeking re-election at the Annual General Meeting" in the Company's Annual Report 2020.
- To approve Directors' fees of S\$137,000 for the financial year ending 31 December 2021, payable half-yearly in arrears. Resolution 6
  - To re-appoint Messrs RSM Chio Lim LLP as Auditor of the Company and to authorise the Director to fix their remuneration. Resolution 7

**AS SPECIAL BUSINESS**

- To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without amendments:
- To allot and issue shares Resolution 8  
That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:  
(a) (i) allot and issue shares in 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) options, warrants, debentures 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 of the Company 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 Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:  
(1) The aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);  
(2) (subject to such 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 (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:  
(a) new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and  
(b) any subsequent bonus issue, consolidation or subdivision of Shares;  
(c) and, in sub-paragraph (1) above and this sub-paragraph (2), "subsidiary holdings" has the meaning given to it in the Listing Manual of SGX-ST;  
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and  
(4) unless revoked or varied by the Company in a general meeting, such authority shall continue 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.  
[See Explanatory Note (iii)]

**9. Renewal of Share Purchase Mandate** Resolution 9

- That:
- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire ordinary Shares in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:  
(i) on-market purchases (each a "Market Purchase") transacted through the SGX-ST's trading system, through one or more duly licensed stock brokers appointed by the Company for that purpose; and/or  
(ii) off-market purchases (each an "Off-Market Purchase") pursuant to an equal access scheme(s) as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and otherwise be in accordance with all other laws and other regulations and rules of the SGX-ST (the "Share Purchase Mandate");
  - any Share that is purchased or otherwise acquired by the Company pursuant to the Share Purchase Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
  - unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:  
(i) the date on which the next Annual General Meeting of the Company is held or is required by law to be held;  
(ii) the date on which the share purchase is carried out to the full extent mandated; or  
(iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked;
  - for purposes of this Resolution:  
"Maximum Limit" means 10% of the total number of issued Shares of the Company as at the date of passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of SGX-ST));  
"Maximum Price" in relation to a Share to be purchased, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:  
(i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and  
(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares, where:  
"Average Closing Price" means the average of the closing market prices of a Share over the last five Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the day on which the Market Purchase is made; and  
"day of the making of the offer" means the day on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and  
(e) any of the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Resolution.  
[See Explanatory Note (iv)]

**10. Approval for the continued appointment of Ms Lee Kim Lian Juliana, as an Independent Director of the Company, for purpose of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST** Resolution 10

- That contingent upon the passing of Ordinary Resolution 4 and subject to the passing of Ordinary Resolution 11 below, approval be and is hereby given for Ms Lee Kim Lian Juliana, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022); and  
That the authority conferred by this Resolution shall continue in force until the earlier of the following:  
(i) retirement or resignation of Ms Lee Kim Lian Juliana as a Director; or  
(ii) conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.  
[See Explanatory Note (v)]

**11. Approval for the continued appointment of Ms Lee Kim Lian Juliana, as an Independent Director of the Company, for purpose of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST** Resolution 11

- That subject to the passing of Ordinary Resolution 10 above, approval be and is hereby given for Ms Lee Kim Lian Juliana, to continue to act as an Independent Director of the Company pursuant to Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022); and  
That the authority conferred by this Resolution shall continue in force until the earlier of the following:  
(i) retirement or resignation of Ms Lee Kim Lian Juliana as a Director; or  
(ii) conclusion of the third Annual General Meeting of the Company following the passing of this Resolution  
[See Explanatory Note (v)]

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

**Explanatory Notes:**

- Ms Lee Kim Lian Juliana will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee. Ms Lee Kim Lian Juliana will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.  
The Nominating Committee and the Board have determined that Ms Lee Kim Lian Juliana, remains objective and independent minded in Board deliberations and that her length of service does not interfere with her exercise of independent judgment nor hinder her ability to act in the best interests of the Company. As such, the Board considers her to be independent under Rule 704(8) of the Listing Manual of the SGX-ST.
- Mr Siau Kai Bing will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and as a member of the Nominating Committee and Remuneration Committee. Mr Siau Kai Bing will be considered independent for the purpose of Rule 704(8) of the Listing Manual of SGX-ST.
- The proposed Resolution 8, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting until the date the next Annual General Meeting is to be held or is required by law to be held, whichever is the earlier, to allot and issue Shares and convertible securities in the Company. The number of Shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing this Resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed 20% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- The proposed Resolution 9, if passed, will empower the Directors of the Company, from the date of the Annual General Meeting until the date the next Annual General Meeting is to be held or is required by law to be held, whichever is the earlier, to repurchase (whether by way of Market Purchases or Off-Market Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued Shares excluding treasury shares and subsidiary holdings at prices up to but not exceeding the Maximum Price.
- Ms Lee Kim Lian Juliana, was appointed as an Independent Director of the Company on 16 September 2010 and has served on the Board beyond nine years.  
Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022) requires approval to be sought for her continued appointment as an Independent Director from 1 January 2022 through a 2-Tier voting process and accordingly, Resolution 10 and Resolution 11 shall be voted upon in the following manner:  
Resolution 10: Tier 1: Voting by all shareholders; and  
Resolution 11: Tier 2: Voting by all shareholders, excluding shareholders who also serve as directors or the chief executive officer of the Company, and associates of such directors and chief executive officer.  
Resolution 10 and Resolution 11, if both passed, will allow Ms Lee Kim Lian Juliana, to continue in office as an independent Director with effect from 1 January 2022 and until the earlier of (i) retirement or resignation; or (ii) conclusion of the third Annual General Meeting following the passing of these Resolutions.  
If Resolution 10 or Resolution 11 is not passed, Ms Lee Kim Lian Juliana shall only continue in office as an Independent Director until 31 December 2021. In that event, the Nominating Committee will, in consultation with the Board, initiate the process for the selection and appointment of a new independent director to replace her.

**NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 4 May 2021 for the purpose of determining members' entitlements to the final one-tier tax exempt dividend (the "Final Dividend") to be proposed at the Annual General Meeting of the Company to be held on 26 April 2021.  
Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5:00 p.m. on 3 May 2021 by the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte Ltd), 80 Robinson Road #02-00 Singapore 068898 will be registered to determine members' entitlements to the proposed Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares in the Company as at 5:00 p.m. on 3 May 2021 will be entitled to such proposed Final Dividend.  
The proposed Final Dividend, if approved at the Annual General Meeting will be paid on 14 May 2021.

By Order Of the Board

Chia Meng Ru

Company Secretary

Date: 09 April 2021

**Notes:**

- The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
- This Notice of AGM, the Annual Report 2020 and the Proxy Form may be accessed at the Company's website at [www.nordicgrouplimited.com](http://www.nordicgrouplimited.com) and SGXNET.
- Due to the current COVID-19 situation and the related safety distancing measures in Singapore, a member will not be able to attend the AGM in person. Instead, alternative arrangements have been put in place to allow shareholders to participate at the AGM by:  
(a) observing and/or listening to the AGM proceeding via "live" audio-visual webcast or "live" audio-only stream;  
(b) submitting questions in advance of the AGM; and  
(c) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM  
Please refer to the Company's announcement dated 9 April 2021 for the details of the steps for pre-registration, pre-submission of questions and voting at the AGM (the "Announcement")
- Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50), including CPF and SRS investors, and who wish to participate in the AGM by:  
(a) observing and/or listening to the AGM proceedings via "live" audio-visual webcast or "live" audio-only stream;  
(b) submitting questions in advance of the AGM; and/or  
(c) appointing the Chairman of the Meeting as proxy to attend, to speak and to vote on their behalf at the AGM,  
should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks or SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.  
CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes not less than seven (7) working days before the AGM (i.e. by 6.00 p.m. on 14 April 2021).
- A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before scanning and sending it by email to [ir@nordicgrouplimited.com](mailto:ir@nordicgrouplimited.com) or submitting it by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte Ltd), at 80 Robinson Road #11-02 Singapore 068898, not less than 72 hours before the time appointed for holding the AGM (i.e. by 10.00 a.m. on 23 April 2021).  
Members are strongly encouraged to submit completed proxy forms electronically via email to [ir@nordicgrouplimited.com](mailto:ir@nordicgrouplimited.com) to ensure that they are received by the Company by the stipulated deadline.  
Shareholders should refer to the Announcement for further details on the appointment of the Chairman of the Meeting as proxy.

**Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Annual General Meeting of the Company 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 Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (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.