



NORDIC
Group Limited

NORDIC GROUP LIMITED

Registration No. 201007399N
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Nordic Group Limited (the "Company") will be held at 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095 on Thursday, 26 April 2018 at 10:00 am to transact the following business:

AS ORDINARY BUSINESS

1. To receive and consider the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2017 together with the Auditor's Report thereon. Resolution 1
 2. To declare a final tax exempt (one-tier) dividend of 0.873 Singapore cent per ordinary share for the financial year ended 31 December 2017. Resolution 2
 3. To re-elect Mr Chang Yeh Hong who is retiring in accordance with Article 104 of the Constitution of the Company, as a Director of the Company. Resolution 3
 4. To re-elect Ms Lee Kim Lian Juliana who is retiring in accordance with Article 104 of the Constitution of the Company, as a Director of the Company. Resolution 4
- Ms Lee Kim Lian Juliana shall, upon re-election as a Director of the Company, remain as member of the Audit Committee, member of the Remuneration Committee and Chairman of the Nominating Committee. Ms Lee Kim Lian Juliana shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
5. To approve the Directors' fees of S\$137,000 for the financial year ending 31 December 2018, payable half-yearly in arrears. Resolution 5
 6. To approve a one-off Directors' fees of S\$30,000 for the financial year ended 31 December 2017. Resolution 6
 7. To re-appoint Messrs RSM Chio Lim LLP as Auditor of the Company and to authorise the Directors 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:

8. **Authority to allot and issue shares** Resolution 8
 "That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), 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 (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 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:-
 (i) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution):
 (A) by way of renounceable rights issues on a pro rata basis to shareholders of the Company ("Renounceable Rights Issues"), shall not exceed 100 per centum (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (iii) below); and
 (B) otherwise than by way of Renounceable Rights Issues ("Other Share Issues") shall not exceed 50 per centum (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (iii) 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 20 per centum (20%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (iii) below);
 (ii) the Renounceable Rights Issues and Other Share Issues shall not, in aggregate exceed 100 per centum (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings (as calculated in paragraph (iii) below);
 (iii) subject to such manner of calculations 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 (i)(A) and (i)(B) above, the percentage of issued shares 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 this Resolution is passed after adjusting for:-
 (a) new shares arising from the conversion or exercise of any convertible securities;
 (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
 (c) any subsequent bonus issue, consolidation or sub-division of shares.
 (iv) 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
 (v) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
 See Explanatory Note (i)
9. **Renewal of Share Purchase Mandate** Resolution 9
 "THAT:
 (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (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 ("Shares") 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) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,
 and otherwise in accordance with all other provisions of the Companies Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the "Share Purchase Mandate");
 (b) 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;
 (c) 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;
 (d) for purposes of this Resolution:
 "Maximum Limit" means 10% of the total issued ordinary shares of the Company as at the date of passing of this Resolution (excluding any 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: 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 after the relevant five-day period; 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 the 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 (ii)

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

Explanatory Notes:

- (i) 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, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding (i) 100% for Renounceable Rights Issues and (ii) 50% for Other Share Issues, of which up to 20% may be issued other than on a pro rata basis to shareholders, provided that, the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares and subsidiary holdings).
 For the purpose of determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time Resolution 8 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or the vesting of share awards which are outstanding or subsisting at the time when Resolution 8 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
 The authority for the Renounceable Rights Issues is proposed under the process described in Practice Note 8.3 (Rights Issue Limit) issued by the SGX-ST on 13 March 2017 ("PN 8.3"). Under PN 8.3, the SGX-ST provisionally raised the rights issue limit in Rule 806(2) from 50% to 100% ("Enhanced Rights Issue Limit"), subject to compliance with the conditions set out therein. The Enhanced Rights Issue Limit was introduced by SGX-ST as a measure to widen the available fund-raising avenues of companies listed on the SGX-ST and unless extended further by SGX-ST, the Enhanced Rights Issue Limit will expire on 31 December 2018. The Board considers that the authority sought for the Renounceable Rights Issues is in the interest of the Company and its shareholders. Unless renewed, the mandate sought at this meeting shall expire at 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.
- (ii) 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 equal access scheme) from time to time of up to 10 per cent of the total number of issued ordinary shares excluding treasury shares and subsidiary holdings at prices up to but not exceeding the Maximum Price.

NOTICE OF BOOKS CLOSURE 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 2018 for the purpose of determining members' entitlements to the final tax exempt (one-tier) (the "Final Dividend") to be proposed at the Annual General Meeting of the Company to be held on 26 April 2018.

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 2018 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) Ltd are credited with shares in the Company as at 5:00 p.m. on 3 May 2018 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 2018.

By Order Of the Board

Chia Meng Ru
Company Secretary

Date: 11 April 2018

Notes:

- a) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- b) If a proxy is to be appointed, the form must be deposited at the business office of Share Registrar of the Company, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte Ltd) at 80 Robinson Road #11-02 Singapore 068898 not less than 48 hours before the meeting.
- c) The form of Proxy must be signed by the appointor or his attorney duly authorised in writing.
- d) In the case of joint shareholders, all holders must sign the form of proxy.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives 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, 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.