

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of NGSC Limited (the “Company”) will be held at SAFRA Mount Faber, Crystal Ballroom, 2 Telok Blangah Way, Singapore 098803 on Monday, 29 July 2019 at 10 a.m., to transact the following businesses:-

(A) ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the revised and re-issued audited financial statements for the financial year ended 31 March 2017 [See Explanatory Note (i)]. **(Resolution 1)**
2. To receive and adopt the Directors’ Statement and the revised and re-issued audited financial statements for the financial year ended 31 March 2018 [See Explanatory Note (i)]. **(Resolution 2)**
3. To receive and adopt the Directors’ Statement and the audited financial statements for the financial year ended 31 March 2019 together with the Auditors’ Report thereon. **(Resolution 3)**
4. To re-elect the following Directors retiring under the Company’s Constitution:
(i) Dr Michael Kuan-Chi Sun (Regulation 91) [See Explanatory Note (ii)] **(Resolution 4)**
(ii) Mdm Sri Tjintawati Hartanto (Regulation 91) [See Explanatory Note (iii)] **(Resolution 5)**
5. To approve the payment of Directors’ Fees of S\$205,000 for the financial year ended 31 March 2019 (2018: S\$211,267). **(Resolution 6)**
6. To re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

(B) SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments: **(Resolution 8)**

General Share Issue Mandate

“That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules 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, 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 during the continuance of such authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) 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 Board may, in their absolute discretion, deem fit; and
- (b) issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);

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 50% of the issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the 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 manner of 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 issued shares shall be based on the 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:
(aa) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
(bb) any subsequent consolidation or subdivision of shares;
- (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 for the time being of the Company;
- (4) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution 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 (“AGM”) of the Company is required by law to be held, whichever is the earlier.” [See Explanatory Note (iv)]

8. To transact any other business that may be properly transacted at an Annual General Meeting.

Explanatory Notes:

- (i) The ordinary resolutions 1 and 2 proposed in items 1 and 2 above, are to receive and adopt Directors’ Statement and the revised and re-issued audited financial statements of the Company for the financial years ended 31 March 2017 and 31 March 2018 respectively. The revision of the financial statements for the financial years ended 31 March 2017 and 31 March 2018 were prompted by The Accounting and Corporate Regulatory Authority’s Financial Reporting Surveillance Programme.
- (ii) Detailed information on Dr Michael Kuan-Chi Sun can be found in the Company’s annual report 2019. Mr Michael Kuan-Chi Sun will, upon re-election as a Director, remain as the Executive Director of the Company. Please refer to pages 21 to 25 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) Detailed information on Mdm Sri Tjintawati Hartanto can be found in the Company’s annual report 2019. Mdm Sri Tjintawati Hartanto will, upon re-election as a Director, remain as Non-Executive Non-Independent Director of the Company. Please refer to pages 21 to 25 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iv) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company to issue shares up to 50% of the Company’s issued share capital, with an aggregate sub-limit of 20% of the Company’s share capital for any issue of shares not made on a pro-rata basis to shareholders of the Company.

BY ORDER OF THE BOARD

Dr Michael Kuan-Chi Sun

Executive Director

Date: 12 July 2019

Notes:

- (i) A member of the Company entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend and vote instead of him.
- (ii) Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- (iii) Intermediaries such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (v) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay, #01-02, Singapore 049319, not less than 48 hours before the Depositor registered the AGM.
- (vi) A Depositor’s name must appear on the Depositor Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the above Meeting in order for the Depositor to be entitled to attend and vote at the above Annual General Meeting.

Personal data privacy:

By attending, speaking, proposing, seconding and/or voting at the AGM and/or by a member of the Company submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and/or vote at the AGM and/or any adjournment thereof, the person/member (i) understands and accepts that photographs, images, audio and/or video recordings and transcripts of the AGM may be taken and/or made by the Company (and/or its agents and service providers), (ii) consents to the collection, use and disclosure of the person’s/member’s and its proxy(ies)’s or representative(s)’s personal data by the Company (and/or its agents and service providers) for legal, regulatory, compliance, corporate policies, procedures and administration, corporate actions, corporate communications and investor relations purposes and for the purposes of the processing, administration and record keeping by the Company (and/or its agents and service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation, compilation, recording, keeping of the attendance lists, transcripts, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (and/or its agents and service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines and for publication and/or use in the Company’s Annual Report, corporate brochures, newsletters, publications, materials and/or corporate website by the Company (and/or its agents and service providers) (collectively, the “**Purposes**”), (iii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (and/or its agents and service providers), the member has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents and service providers) of the personal data of such proxy(ies) and/or representative(s) for the **Purposes**, and (iv) 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.