Notice of Annual General Meeting
Nordic Group Limited

(Incorporated In Singapore) Registration No. 201007399N

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Nordic Group Limited (the "**Company**") will be held at Singapore Recreation Club, B Connaught Drive, Singapore 179682 on Monday, 24 April 2023 at 10.00 a.m. (Singapore time) to transact the following business:

ROUTINE BUSINESS

1. To receive and adopt the Directors' statement and audited financial statements of the Company for the financial year ended 31 December 2022 together with the Auditor's Report thereon. **Resolution 1**

2. To declare a final one-tier tax exempt dividend of 0.906 Singapore cents per ordinary share for the financial year ended 31 December 2022. **Resolution 2**

3. 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.
(See Explanatory Note (i)) **Resolution 3**

4. To re-elect Mr Siau Kai Bing, who is retiring pursuant to Regulation 106 of the Constitution of the Company, as a Director of the Company.
(See Explanatory Note (ii)) **Resolution 4**

5. To approve additional Directors' fees of S$45,000 for financial year ended 31 December 2022.
(See Explanatory Note (iii)) **Resolution 5**

6. To approve Directors' fees of S$137,000 for the financial year ending 31 December 2023, payable half-yearly in arrears. **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**

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 1967 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;

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 (iv))

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

That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (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**");

(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 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

"**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 (v))

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

Explanatory Notes:

(i) Information on Ms Teo Ling Ling can be found under the section entitled "Additional Information on Directors Seeking Re-election at the Annual General Meeting" in the Company's Annual Report 2022.

(ii) 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 will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Information on Mr Siau can be found under the section entitled "Additional Information on Directors Seeking Re-election at the Annual General Meeting" in the Company's Annual Report 2022.

(iii) Directors' fees of $137,000 for financial year ended 31 December 2022 have been approved by the shareholders at the AGM on 25 April 2022. The Board has recommended for additional fees of S$45,000 to be paid to the Independent Directors for financial year ended 31 December 2022.

(iv) 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 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.

(v) 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.

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 10 May 2023 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 24 April 2023.

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 9 May 2023 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 9 May 2023 will be entitled to such proposed Final Dividend.

The proposed Final Dividend, if approved at the Annual General Meeting will be paid on 17 May 2023.

By Order Of the Board

Chia Meng Ru
Company Secretary

Date: 6 April 2023

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Notes:

1. The Annual General Meeting ("AGM") will be held, in a **wholly physical format** at Singapore Recreation Club, B Connaught Drive, Singapore 179682 on Monday, 24 April 2023 at 10.00 a.m. There will be no option for shareholders to participate virtually.

2. This Notice of AGM and accompanying Proxy Form, the Annual Report 2022 and the Letter to Shareholders dated 6 April 2023 have been published and may be accessed at the Company's website at www.nordicgrouplimited.com and the SGX website. Printed copies of this Notice of AGM and the accompanying Proxy Form, the Annual Report 2022 and the Letter to Shareholders dated 6 April 2023 will not be sent to members.

3. Arrangements relating to attendance at the AGM by shareholders, including CPF and SRS investors, submission of questions to the Chairman of the Meeting by shareholders, including CPF and SRS investors, in advance of, or at, the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, and voting at the AGM by shareholders, including CPF and SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the **Appendix** to this Notice of AGM.

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, 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 instrument appointing a proxy(ies) 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 instrument.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

   A member can appoint the Chairman of the Meeting as his/ her/ its proxy, but this is not mandatory. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 April 2023.

5. A proxy need not be a member of the Company.

6. The instrument appointing a proxy(ies), duly executed in accordance with the instructions on the proxy form, must be submitted to the Company in the following manner:

   (a) via email to ir@nordicgrouplimited.com; or

   (b) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898.

   in either case, by 10.00 a.m. on 21 April 2023, being no later than 72 hours before the time set for the AGM.

   Members are strongly encouraged to submit completed proxy forms electronically via email to ir@nordicgrouplimited.com to ensure that they are received by the Company by the stipulated deadline.

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.

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APPENDIX

Steps for registration, submission of questions and voting at the AGM

No.	Steps	Details
1.	**Register in person to attend the AGM**	**Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can attend the AGM in person.** To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Registration will commence at 9.00 a.m. on that day. Please bring along your NRIC/ passport to enable the Company to verify your identity. Shareholders are advised not to attend the AGM if they are feeling unwell.
2.	**Submit questions in advance of, or at, the AGM**	**Shareholders, including CPF and SRS investors, can submit questions in advance of, or at, the AGM.** **Submission of substantial and relevant questions in advance of the AGM.** Shareholders can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner: (a) via email to the Company at ir@nordicgrouplimited.com; or (b) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898. To ensure that questions are received by the Company by the stipulated deadline, shareholders are strongly encouraged to submit questions by email. When submitting questions by email or by post, shareholders should also provide us with the following details: ● your full name ● your address ; and ● the manner in which shareholders holds shares in the Company (e.g. via CDP, CPF or SRS). **Deadline to submit questions in advance of the AGM.** All questions submitted in advance of the AGM via any of the above channels must be received by 5.00 p.m. on 14 April 2023. **Asking substantial and relevant questions at the AGM.** Shareholders, including CPF and SRS investors and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself. **Addressing questions.** The Company will endeavour to address substantial and relevant questions received from shareholders by the 14 April 2023 submission deadline by publishing our responses to such questions on the Company's website at www.nordicgrouplimited.com and the SGX website prior to the AGM. The Company will address any subsequent clarifications sought, or substantial and relevant follow up questions received after the 14 April 2023 submission deadline which have not been addressed prior to the AGM, as well as substantial and relevant questions received at the AGM, at the AGM itself. **Minutes of AGM.** The Company will publish the minutes of the AGM on the Company's website and the SGX website within one month from the conclusion of the AGM.

No.	Steps	Details
3.	**Vote, or submit proxy forms appointing a proxy(ies), to vote at the AGM**	**Shareholders can vote at the AGM themselves or through duly appointed proxy(ies). Shareholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies) in accordance with the instructions on the proxy form.** **Submission of instruments appointing a proxy(ies).** Shareholders who wish to submit instruments appointing a proxy(ies) must do so in the following manner: (a) if submitted by post, the instrument must be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or (b) if submitted electronically, the instrument must be submitted via email to the Company at ir@nordicgrouplimited.com, in each case, by 10.00 a.m. on 21 April 2023. A shareholder who wishes to submit an instrument appointing a proxy(ies) can download a copy of the proxy form from the Company's website or the SGX website, and complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and submitting it via email to the email address provided above. **Deemed revocation of proxy appointment if shareholder attends the AGM in person.** Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM. **CPF and SRS investors:** (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 April 2023.