

CIRCULAR DATED 23 DECEMBER 2021

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Circular is issued by Nordic Group Limited (the “**Company**”). If you are in any doubt in relation to the contents of this Circular or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.

This Circular, together with the Notice of EGM and the accompanying Proxy Form have been made available on SGXNet and the Company’s website at <https://nordicgrouplimited.com>. A printed copy of this Circular, together with the Notice of EGM and the accompanying Proxy Form will NOT be despatched to Shareholders.

If you have sold or transferred all your Shares, you should immediately inform the purchaser or transferee, or the bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, together with the Notice of EGM and the accompanying Proxy Form, may be accessed via SGXNet and the Company’s website at <https://nordicgrouplimited.com>.

The SGX-ST assumes no responsibility for the accuracy of any of the statements or opinions made or reports contained in this Circular.



NORDIC GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 201007399N)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED VOLUNTARY CONDITIONAL OFFER BY THE COMPANY’S WHOLLY-OWNED SUBSIDIARY, NORDIC FLOW CONTROL PTE. LTD. (THE “OFFEROR”), TO ACQUIRE ALL THE ISSUED AND PAID-UP ORDINARY SHARES (EXCLUDING ANY SHARES HELD IN TREASURY) IN THE CAPITAL OF STARBURST HOLDINGS LIMITED, OTHER THAN THOSE ALREADY OWNED, CONTROLLED OR AGREED TO BE ACQUIRED BY THE OFFEROR AS AT THE DATE OF THE OFFER

Financial Adviser to the Company in relation to the Offer

PHILLIP SECURITIES PTE LTD
(Incorporated in the Republic of Singapore)
(Company Registration Number 197501035Z)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form : 4 January 2022 at 2.30 p.m.
Date and time of EGM : 7 January 2022 at 2.30 p.m.
Place of EGM : The EGM will be held by electronic means

Due to the current COVID-19 restrictions, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the EGM via electronic means, including accessing the EGM proceedings via “live” webcast or “live” audio feed, submitting questions in advance of the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM.

TABLE OF CONTENTS

DEFINITIONS	1
LETTER TO SHAREHOLDERS	
1. INTRODUCTION	4
2. PRE-CONDITION TO THE MAKING OF THE OFFER.....	4
3. THE OFFER.....	5
4. IRREVOCABLE UNDERTAKINGS.....	8
5. INFORMATION ON THE OFFEROR AND THE GROUP.....	8
6. INFORMATION ON STARBURST	10
7. RATIONALE FOR THE OFFER	13
8. VALUE OF THE ASSETS TO BE ACQUIRED.....	14
9. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL	14
10. FINANCIAL EFFECTS	15
11. OTHER INFORMATION	18
12. SERVICE CONTRACT	18
13. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS.....	18
14. DIRECTORS' RECOMMENDATION	19
15. EXTRAORDINARY GENERAL MEETING	19
16. ACTION TO BE TAKEN BY SHAREHOLDERS	19
17. RESPONSIBILITY STATEMENTS	19
18. DOCUMENTS FOR INSPECTION	19
APPENDIX A – STRUCTURE OF THE GROUP	21
APPENDIX B – STRUCTURE OF THE STARBURST GROUP	22
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	P-1

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or unless otherwise stated:

“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 23 December 2021
“Code”	:	The Singapore Code on Take-overs and Mergers
“Company”	:	Nordic Group Limited
“CPIB”		Corrupt Practices Investigation Bureau
“Directors”	:	The directors of the Company as at the date of this Circular
“Dissenting Starburst Shareholders”	:	Has the meaning ascribed thereto in Section 3.2 of this Circular
“Distributions”	:	Has the meaning ascribed thereto in Section 3.1(b) of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be convened and held by electronic means on 7 January 2022 at 2.30 p.m., notice of which is set out in the Notice of EGM
“EPS”	:	Earnings per Share
“Formal Offer Announcement”	:	Has the meaning ascribed thereto in Section 2.2 of this Circular
“FY”	:	The financial year ended, or as the case may be, ending 31 December
“Group”	:	The Company and its subsidiaries
“HY”	:	The half year ended, or as the case may be, ending 30 June
“Irrevocable Undertakings”	:	The irrevocable undertakings received by the Offeror from certain Starburst Shareholders, as set out and defined in Section 4 of this Circular
“Last Trading Day”	:	9 November 2021, being the last full Market Day preceding the date of the Pre-Conditional Offer Announcement on which the Starburst Shares were traded on the SGX-ST
“Latest Practicable Date”	:	20 December 2021, being the latest practicable date prior to the publication of this Circular

DEFINITIONS

“Listing Manual”	: The listing manual of the SGX-ST, as may be amended, modified or supplemented from time to time
“Long-Stop Date”	: Has the meaning ascribed thereto in Section 2.1 of this Circular
“Market Day”	: A day on which the SGX-ST is open for trading in securities
“NAV”	: Net asset value
“Nordic FY2020 Results”	: The audited consolidated financial statements of the Group for FY2020
“Nordic HY2021 Results”	: The unaudited consolidated financial statements of the Group for HY2021
“Notice of EGM”	: The notice of the EGM set out on pages N-1 to N-3 of this Circular
“NTA”	: Net tangible assets
“Offer”	: The proposed voluntary conditional offer to be made by the Offeror to acquire all the Starburst Offer Shares on the terms and conditions of the Offer Document, including where the context admits, any extension or revision thereof
“Offer Document”	: Formal offer document(s) to be despatched to Starburst Shareholders containing the terms and conditions of the Offer
“Offer Price”	: The consideration of S\$0.238 in cash for each Starburst Offer Share tendered in acceptance of the Offer, as may be adjusted in accordance with the terms of the Offer
“Offer Settlement Date”	: Has the meaning ascribed thereto in Section 3.1(c) of this Circular
“Offeror”	: Nordic Flow Control Pte. Ltd., a wholly-owned subsidiary of the Company
“Phillip Securities”	: Phillip Securities Pte Ltd
“Pre-Condition”	: Has the meaning ascribed thereto in Section 2.1 of this Circular
“Pre-Conditional Offer Announcement”	: The announcement made by Phillip Securities for and on behalf of the Offeror on 10 November 2021 in relation to the Offer
“Record Date”	: Has the meaning ascribed thereto in Section 3.1(b) of this Circular
“Securities Account”	: A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“SGX RegCo”	: Singapore Exchange Regulation Pte. Ltd.
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: The registered holders of the Shares, except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares, mean the Depositors whose Securities Accounts are credited with Shares

DEFINITIONS

“Shares”	: Ordinary shares in the capital of the Company
“SIC”	: Securities Industry Council of Singapore
“Starburst”	: Starburst Holdings Limited, a company incorporated in Singapore and whose shares are listed on the Catalist Board of the SGX-ST
“Starburst FY2020 Results”	: The audited consolidated financial statements of the Starburst Group for FY2020
“Starburst Group”	: Starburst and its subsidiaries
“Starburst HY2021 Results”	: The unaudited consolidated financial statements of the Starburst Group for HY2021
“Starburst Offer Shares”	: Issued and paid-up ordinary shares (excluding any ordinary shares held in treasury) in the capital of Starburst, other than those already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer
“Starburst Shareholders”	: Holders of Starburst Shares
“Starburst Shares”	: Ordinary shares in the capital of Starburst
“Substantial Shareholder”	: A person who has an interest in the shares of a company, and the total votes attached thereto are not less than 5.0% of the total votes attached to all the issued shares of the company
“Undertaking Starburst Shareholders”	: Edward Lim Chin Wah and Yap Tin Foo
“VWAP”	: Volume-weighted average price

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore. The terms “**subsidiary**” and “**related company**” shall have the meanings ascribed to them in Sections 5 and 6 respectively of the Companies Act.

The terms “**associate**” and “**associated company**” shall have the meanings ascribed to them respectively in the Listing Manual.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the Listing Manual or any modification thereof and used in this Circular shall have the same meaning assigned to it thereunder, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in tables included herein (if any) between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

NORDIC GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 201007399N)

Directors

Mr Chang Yeh Hong (Executive Chairman)
Ms Teo Ling Ling (Executive Director)
Ms Lee Kim Lian Juliana (Independent Director)
Mr Lee Kok Keng Andrew (Independent Director)
Mr Siau Kai Bing (Independent Director)

Registered Office

2 Tuas Avenue 10
Singapore 639126

23 December 2021

To: The Shareholders of the Company

Dear Sir/Madam

1. INTRODUCTION

- 1.1. The Board is convening an EGM to seek Shareholder's approval for the Offeror to undertake the Offer. As announced by the Company on 10 November 2021, the Offeror, which is a wholly-owned subsidiary of the Company, intends to make the Offer to acquire all the Starburst Offer Shares.
- 1.2. The purpose of this Circular is to provide Shareholders with information relating to the Offer, including the resolution to be proposed at the EGM.
- 1.3. The Company has appointed Vincent Lim & Associates LLC as the legal adviser to the Company in relation to the Offer.
- 1.4. The SGX-ST assumes no responsibility for the accuracy of any of the statements or opinions made or reports contained in this Circular.

2. PRE-CONDITION TO THE MAKING OF THE OFFER

- 2.1. Phillip Securities announced, for and on behalf of the Offeror, on 10 November 2021 that the Offeror intends to make the Offer, subject to and contingent upon the satisfaction or waiver of the pre-condition that all resolutions(s) as may be necessary or incidental to approve and undertake the Offer and the acquisition of any Starburst Shares pursuant to or in connection with the Offer or otherwise shall have been passed at a general meeting of the Company (or any adjournment thereof) (the "**Pre-Condition**"). **The Offer will not be made unless and until the Pre-Condition has been satisfied or waived on or before 10 February 2022 (or such other date as the Offeror may determine in consultation with the SIC (the "Long-Stop Date"). Accordingly, all references in this Circular to the Offer refer to the possible Offer which will only be made if and when the Pre-Condition is satisfied or waived.**
- 2.2. If and when the Pre-Condition is satisfied or waived, Phillip Securities will issue an announcement, for and on behalf of the Offeror, on the firm intention on the part of the Offeror to make the Offer (the "**Formal Offer Announcement**"). Thereafter, the Offer Document and the relevant form(s) of acceptance will be despatched to the Starburst Shareholders not earlier than 14 days and not later than 21 days from the date of the Formal Offer Announcement. **However, in the event that the Pre-Condition is not satisfied or waived on or before the Long-Stop Date, the Offer will not be made and Phillip Securities will issue an announcement, for and on behalf of the Offeror, confirming that fact as soon as reasonably practicable.**

LETTER TO SHAREHOLDERS

- 2.3 In view of the Pre-Condition, the approval of Shareholders is being sought at the EGM for the resolution set out in the Notice of EGM.

3. THE OFFER

3.1 Certain Principal Terms of the Offer

Subject to and contingent upon the satisfaction or waiver of the Pre-Condition and the terms and conditions to be set out in the Offer Document, the Offeror will make the Offer for all the Starburst Offer Shares in accordance with Rule 15 of the Code on the following basis:

(a) Offer Price and Aggregate Consideration

The consideration for each Starburst Offer Share will be S\$0.238 in cash.

The Offer Price was arrived at on the basis of and taking into account, *inter alia*, the prevailing market conditions, the financial performance, financial position, management experience, track record and prospects of the Starburst Group and the prevailing and historical market prices of the Starburst Shares.

The Offer Price represents:

- (i) a premium of approximately 5.78% over S\$0.2250, being the last transacted price of the Starburst Shares on the SGX-ST on 9 November 2021, being the Last Trading Day;
- (ii) a premium of approximately 4.16% over S\$0.2285, being the VWAP of the Starburst Shares on the SGX-ST over the one-month period prior to and including the Last Trading Day;
- (iii) a premium of approximately 9.07% over S\$0.2182, being the VWAP of the Starburst Shares on the SGX-ST over the three-month period prior to and including the Last Trading Day;
- (iv) a premium of approximately 12.53% over S\$0.2115, being the VWAP of the Starburst Shares on the SGX-ST over the six-month period prior to and including the Last Trading Day; and
- (v) a premium of approximately 25.46% over S\$0.1897, being the VWAP of the Starburst Shares on the SGX-ST over the 12-month period prior to and including the Last Trading Day.

Note:

The figures set out above in relation to the last transacted price of the Starburst Shares on the Last Trading Day and the VWAP of the Starburst Shares are based on data extracted from Bloomberg L.P..

Based on the Offer Price, the aggregate consideration payable to the Starburst Shareholders by the Offeror is up to approximately S\$59.1 million in cash, assuming full acceptance under the Offer. The aggregate consideration for the Starburst Offer Shares will be funded by internal resources and bank borrowings.

(b) No Encumbrances

The Starburst Offer Shares are to be acquired fully paid and free from all claims, charges, equities, liens, pledges and other encumbrances and together with all rights, interests, benefits, entitlements and advantages attached thereto as at the date of the

LETTER TO SHAREHOLDERS

Pre-Conditional Offer Announcement and thereafter attaching thereto, including the right to all dividends, rights and other distributions (collectively, the “**Distributions**”) (if any), the Record Date for which falls on or after the date of the Pre-Conditional Offer Announcement. For the purpose herein, “**Record Date**” means, in relation to any Distributions, the date on which Starburst Shareholders must be registered with Starburst or with CDP, as the case may be, in order to participate in such Distributions.

(c) Adjustments for Distributions

Without prejudice to the generality of the foregoing, the Offer Price has been determined on the basis that the Starburst Offer Shares will be acquired with the right to receive any Distributions, the Record Date for which falls on or after the date of the Pre-Conditional Offer Announcement. In the event of any such Distribution, the Offer Price payable to a Starburst Shareholder who validly accepts or has validly accepted the Offer (if made) shall be reduced by an amount which is equal to the amount of such Distribution as follows, depending on when the settlement date in respect of the Starburst Offer Shares tendered in acceptance by Starburst Shareholders pursuant to the Offer (if made) (the “**Offer Settlement Date**”) falls:

- (i) if the Offer Settlement Date falls on or before the Record Date, the Offeror will pay the relevant accepting Starburst Shareholders the unadjusted Offer Price of S\$0.238 in cash for each Starburst Offer Share, as the Offeror will receive the Distribution in respect of such Starburst Offer Shares from Starburst; and
- (ii) if the Offer Settlement Date falls after the Record Date, the Offer Price payable for such Starburst Offer Shares tendered in acceptance shall be reduced by an amount which is equal to the Distribution in respect of such Starburst Offer Shares, as the Offeror will not receive such Distribution from Starburst.

(d) Minimum Acceptance Condition

The Offer, if and when made, will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Starburst Offer Shares which, when taken together with the Starburst Shares owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it (either before or during the Offer and pursuant to the Offer or otherwise), will result in the Offeror and parties acting in concert with it holding such number of Starburst Shares carrying more than 50% of the voting rights attributable to the issued Starburst Shares (excluding Starburst Shares held in treasury) as at the close of the Offer. Pursuant to the Irrevocable Undertakings, the Offer, if and when made, will become unconditional as to acceptances upon the Undertaking Starburst Shareholders tendering their Starburst Shares (representing approximately 69.7% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury)) in acceptance of the Offer.

(e) Revision of Terms of the Offer

The Offeror reserves the right to revise the terms of the Offer in accordance with the Code.

(f) No Options or Awards Proposal

Based on the latest information available to the Offeror, there are no outstanding options to subscribe for new Starburst Shares (“**Options**”) and no outstanding awards for new Starburst Shares (“**Awards**”) granted under any employee share scheme of Starburst as at the date of the Pre-Conditional Offer Announcement. In view of the foregoing, the Offeror will not make an offer to acquire any Options or Awards. For the avoidance of doubt, the Offer will be extended to all new Starburst Shares unconditionally issued or to be issued pursuant to the valid exercise of Options (if any)

LETTER TO SHAREHOLDERS

or pursuant to the valid vesting or release of Awards (if any), prior to the close of the Offer.

3.2 Compulsory Acquisition

Pursuant to Section 215(1) of the Companies Act, if the Offeror receives valid acceptances pursuant to the Offer (or otherwise acquires Starburst Shares during the period when the Offer is open for acceptance) in respect of not less than 90% of the total number of issued Starburst Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any Starburst Shares held in treasury), the Offeror would be entitled to exercise the right to compulsorily acquire all the Starburst Shares of the Starburst Shareholders who have not accepted the Offer (the “**Dissenting Starburst Shareholders**”), at a price equal to the Offer Price.

In such event, the Offeror intends to exercise its right to compulsorily acquire all the Starburst Offer Shares not acquired under the Offer. The Offeror will then proceed to delist Starburst from the SGX-ST.

Dissenting Starburst Shareholders have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Starburst Shares at a price equal to the Offer Price in the event that the Offeror, its related corporations or their respective nominees acquire, pursuant to the Offer, such number of Starburst Shares which, together with the Starburst Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury). Dissenting Starburst Shareholders who wish to exercise such right are advised to seek their own independent legal advice.

3.3 Listing Status

Pursuant to Rule 1104 of the Catalist Rules, upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings owned by the Offeror and parties acting in concert with it to above 90% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury), the SGX-ST may suspend the trading of the Starburst Shares on the SGX-ST until such time it is satisfied that at least 10% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury) are held by at least 200 Starburst Shareholders who are members of the public. Rule 1303(1) of the Catalist Rules provides that if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury), thus causing the percentage of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury) held in public hands to fall below 10%, the SGX-ST will suspend trading of the Starburst Shares only at the close of the Offer.

In addition, under Rule 724(1) of the Catalist Rules, if the percentage of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury) held in public hands falls below 10%, Starburst must, as soon as practicable, notify its sponsor of that fact and announce that fact, and the SGX-ST may suspend the trading of the Starburst Shares. Rule 724(2) of the Catalist Rules states that the SGX-ST may allow Starburst a period of three months, or such longer period as the SGX-ST may agree, to raise the percentage of Starburst Shares in public hands to at least 10%, failing which Starburst may be delisted from the SGX-ST.

3.4 The Offeror's Intention

As mentioned above, subject to achieving the requisite acceptances, the Offeror will consider delisting Starburst from the SGX-ST. Consistent therewith, the Offeror, when entitled, intends to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act and does not intend to take steps for any trading suspension of the Starburst Shares by the SGX-ST to be lifted in the event that, *inter alia*, less than 10% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury) are held in public hands. The Offeror

LETTER TO SHAREHOLDERS

further reserves the right to seek a voluntary delisting of Starburst from the SGX-ST pursuant to Rules 1307 and 1309 of the Catalist Rules.

4. IRREVOCABLE UNDERTAKINGS

As at the date of the Pre-Conditional Offer Announcement, the Offeror had received Irrevocable Undertakings from the following parties, pursuant to which each of them has, amongst other things, unconditionally and irrevocably undertaken to accept, or procure the acceptance of, the Offer in respect of all the Starburst Shares held by him, whether directly or indirectly, as at the date of the Irrevocable Undertakings, as well as any further Starburst Shares which he may acquire after such date:

- (a) Edward Lim Chin Wah, who owns 88,931,900 Starburst Shares, representing approximately 35.8% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury); and
- (b) Yap Tin Foo, who owns 84,099,500 Starburst Shares, representing approximately 33.9% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury).

The total number of Starburst Shares which are the subject of the Irrevocable Undertakings as at the date of the Irrevocable Undertakings is 173,031,400 Starburst Shares, representing approximately 69.7% of the total number of issued Starburst Shares (excluding Starburst Shares held in treasury).

5. INFORMATION ON THE OFFEROR AND THE GROUP

5.1 Information on the Offeror

The Offeror is a company incorporated in Singapore on 13 November 1998 and is a direct wholly-owned subsidiary of the Company. Its principal activities comprise integration, assembly, trading, importing and exporting of hydraulic systems and marine components.

The directors of the Offeror are Mr Chang Yeh Hong, Ms Teo Ling Ling and Mr Lin Choon Hin.

5.2 Information on the Group

The Company is a company incorporated in Singapore and is listed on the Main Board of the SGX-ST. Its principal activities are those of an investment holding company and providing management and administrative support to its subsidiaries. The Group is a diversified group of companies providing solutions in areas of automation and systems integration; maintenance, repair, overhaul and trading; precision engineering; scaffolding; insulation services; petrochemical and environmental engineering services; and cleanroom, air and water engineering services.

The directors of the Company are as follows:

- (a) Mr Chang Yeh Hong (Executive Chairman);
- (b) Ms Teo Ling Ling (Executive Director);
- (c) Ms Lee Kim Lian Juliana (Independent Director);
- (d) Mr Lee Kok Keng Andrew (Independent Director); and
- (e) Mr Siau Kai Bing (Independent Director).

LETTER TO SHAREHOLDERS

Please refer to Appendix A to this Circular for the structure of the Group.

5.3 Key financial information of the Group

S\$'000	----- Audited -----		
	As at 31 December 2020	As at 31 December 2019	As at 31 December 2018
Current assets ⁽¹⁾	100,055	97,277	92,042
Non-current assets	67,994	64,560	59,818
Current liabilities ⁽²⁾	67,026	63,044	58,046
Non-current liabilities	12,187	12,895	12,822
Total equity	88,836	85,898	80,992
Cash and cash equivalents	57,512	43,200	39,232
NAV per Share (cents) ⁽³⁾	22.8	21.9	20.6

Notes:

- (1) Includes asset held for sale of nil as at 31 December 2020 and S\$8.1 million as at 31 December 2019 and 31 December 2018 for the properties for sale.
- (2) Includes liabilities held for sale of nil, S\$3.0 million and S\$8.4 million as at 31 December 2020, 31 December 2019 and 31 December 2018, respectively.
- (3) Computed based on number of Shares (excluding Shares held in treasury) of 388,900,000, 391,904,000 and 392,519,000 as at 31 December 2020, 31 December 2019 and 31 December 2018, respectively.

S\$'000	----- Audited -----		
	FY2020	FY2019	FY2018
Revenue	80,794	84,627	91,694
Gross profit	17,963	21,274	23,326
Net profit after tax	5,482	8,480	11,325
EPS (cents) ⁽¹⁾	1.4	2.2	2.9

Note:

- (1) Computed based on weighted average number of Shares of 390,301,000, 392,145,000 and 392,967,000 for FY2020, FY2019 and FY2018, respectively.

5.4 No relationship with Starburst Group

As at the Latest Practicable Date, there were no existing transactions or outstanding balances between the Group and the Starburst Group.

To the best of the Directors' knowledge, as at the Latest Practicable Date, none of the Company and the Directors and Substantial Shareholders of the Company had any connection (being personal or business relationship (as applicable)) with Starburst or the directors or Substantial Shareholders of Starburst.

As at the Latest Practicable Date, based on the latest information available to the Company, none of (i) the Company, the Offeror and the companies in the Group and (ii) the Directors and Substantial Shareholders of the Company, owns or controls any Starburst Shares.

6. INFORMATION ON STARBURST

Information relating to Starburst has been extracted from publicly available sources.

6.1 Business

Starburst was listed on the Catalist Board of the SGX-ST on 10 July 2014. The Starburst Group is an engineering group specialising in the design and engineering of training facilities, with an established track record and experience of more than 20 years in this niche industry. Starburst is one of the few companies operating primarily in Southeast Asia and the Middle East that provides in-house integrated solutions in the design, fabrication, installation and maintenance of anti-ricochet ballistic protection systems for shooting ranges and tactical training mock-ups. These solutions are provided to law enforcement, military and security agencies as well as civil authorities in Southeast Asia and the Middle East. The Starburst Group's key business areas include the following:

(a) Shooting Ranges

The Starburst Group designs, fabricates and installs anti-ricochet ballistic protection systems at live-firing ranges to prevent fire rounds from ricocheting. This involves the installation of proprietary "Searls" anti-ricochet panels, rubber lining panels and floor and ceiling baffles at indoor, outdoor and modular live-firing ranges, close quarter battle houses and method of entry training facilities.

(b) Tactical Training Mock-Ups

The Starburst Group designs, fabricates and installs tactical training mock-ups to suit each desired training scenario such as rescue and evacuation operations, aviation and maritime operations, sniper operations and other counter terrorism operations. Its mock-ups provide simulations which are as close to real scenarios as possible and thus each element of the desired mock-up is examined to ensure that the details are replicated. The Starburst Group installs tactical training mock-ups for live-fire-arms-training and non-live-fire-arms-training.

(c) Maintenance Services and Other Activities

The Starburst Group offers complete service and maintenance programmes for completed shooting ranges and tactical training mock-ups. As its customers' training activities typically involve live-firearms and/or the use of pyrotechnics, it is critical that the facilities are monitored continually to ensure that they are kept in optimal condition and that international safety standards are met and updated, if necessary. This ensures that customers' training facilities are maximised, downtime is minimised and safety is not compromised.

Please refer to Appendix B to this Circular for the structure of the Starburst Group.

Additional information on Starburst can be found on its website at <http://www.starburst.net.sg>.

6.2 Share Capital

Based on a search conducted at the Accounting and Corporate Regulatory Authority of Singapore on 21 December 2021, Starburst had an issued and paid-up share capital of approximately S\$43,760,129 comprising 259,489,550 Starburst Shares (including 11,189,500 Starburst Shares held in treasury).

Based on the information available to the Company, Starburst does not have any outstanding instruments convertible into, rights to subscribe for, and options in respect of, securities which carry voting rights.

LETTER TO SHAREHOLDERS

6.3 Directors and Substantial Shareholders

The directors of Starburst are as follows:

- (a) Mr Edward Lim Chin Wah (Chairman and Executive Director);
- (b) Mr Yap Tin Foo (Managing and Executive Director);
- (c) Mr Martin Muller (Non-Executive Director);
- (d) Mr Lai Keng Wei (Lead Independent Director);
- (e) Mr Gopal Perumal (Independent Director); and
- (f) Mr Tan Teng Wee (Independent Director).

The substantial shareholders of Starburst are as follows:

	Direct Interest		Deemed Interest	
	Number of Starburst Shares	% ⁽¹⁾	Number of Starburst Shares	% ⁽¹⁾
Edward Lim Chin Wah	88,931,900	35.8	-	-
Yap Tin Foo	84,099,500	33.9	-	-
Total	173,031,400	69.7	-	-

Note:

- (1) Based on a total number of 248,300,050 Starburst Shares (excluding 11,189,500 Starburst Shares held in treasury) as at the Latest Practicable Date.

6.4 Key financial information of the Starburst Group

S\$'000	----- Audited -----		
	As at 31 December 2020	As at 31 December 2019	As at 31 December 2018
Current assets	25,949	10,994	13,462
Non-current assets	29,928	27,401	28,880
Current liabilities	9,977	1,913	1,969
Non-current liabilities	13,765	14,253	14,950
Total equity	32,135	22,229	25,423
Cash and cash equivalents	9,778	4,987	7,966
NAV per share (cents) ⁽¹⁾	12.94	9.18	10.48

Note:

- (1) Computed based on number of Starburst Shares (excluding Starburst Shares held in treasury) of 248,275,000, 242,019,000 and 242,521,000 as at 31 December 2020, 31 December 2019 and 31 December 2018, respectively.

LETTER TO SHAREHOLDERS

S\$'000	----- Audited -----		
	FY2020	FY2019	FY2018
Revenue	21,772	9,244	7,151
Profit (Loss) before income tax	6,734	(2,362)	(4,227)
Net profit (loss) after tax	9,133	(2,384)	(4,244)
Basic earnings / (loss) per share (cents) ⁽¹⁾	3.73	(0.98)	(1.74)
Diluted earnings / (loss) per share (cents) ⁽¹⁾	3.48	(0.98)	(1.74)

Note:

(1) Computed based on weighted average number of Starburst Shares of 245,083,000, 242,295,000 and 243,777,000 for FY2020, FY2019 and FY2018, respectively.

From the annual report of Starburst for FY2020, it is noted that the Starburst Group recorded non-recurrent income comprising government grants of S\$476,000 and foreign worker levy rebates of S\$231,000. Please refer to the annual reports of Starburst for FY2020, FY2019 and FY2018 for more financial information relating to the Starburst Group.

The audit opinions on the financial statements of Starburst for FY2020, FY2019 and FY2018 were not modified or qualified. Nevertheless, below is an extract of the independent auditor's report on the financial statements of the Starburst Group for FY2020:

“Emphasis of Matter

We draw attention to Note 1 to the financial statements, which discloses that in November 2020 the Corrupt Practices Investigation Bureau (“CPIB”) had, pursuant to Section 6(b) of the Prevention of Corruption Act (Chapter 241) of Singapore, commenced an investigation on two directors of the Company and an employee of a subsidiary in connection with the affairs of Starburst Engineering Pte Ltd (“SBEL”), a wholly-owned subsidiary of the Company. The Board of Directors (with the two directors under investigation recusing themselves) (“Board”) have indicated that the investigation is not related to the current projects of the Group and accordingly does not affect the business and operations of the Group. Our Opinion is not modified in respect of this matter.”

Please refer to the annual report of Starburst for FY2020 for further information.

According to the announcements on 15 November 2020 and 18 November 2020 made by Starburst, the two directors of Starburst under investigation are Mr Edward Lim Chin Wah (“**Mr Lim**”) and Mr Yap Tin Foo (“**Mr Yap**”), who are also the Undertaking Starburst Shareholders. According to the said announcements, Mr Lim and Mr Yap were arrested by the CPIB and being investigated for offences under Section 6(b) of the Prevention of Corruption Act (Chapter 241) of Singapore in relation to the affairs of Starburst Engineering Pte Ltd, a wholly-owned subsidiary of Starburst. The board of directors of Starburst (other than Mr Lim and Mr Yap) was of the view that Mr Lim and Mr Yap should continue with their respective responsibilities and duties in the operation of the Starburst Group’s business to ensure business continuity and the board would continue to monitor the progress of the ongoing investigation and re-assess the suitability of Mr Lim and Mr Yap as a director/key management of Starburst as and when there were developments in the investigation. It was further stated that the matter was not related to the current projects of the Starburst Group, and accordingly did not affect the business and operations of the Starburst Group.

Based on the available information, the Board has noted that Mr Lim and Mr Yap are the subjects of the ongoing investigations by the CPIB and the business and operations of the Starburst Group are not affected. Given the similar nature of the businesses of the Group and

LETTER TO SHAREHOLDERS

the Starburst Group, the Board is of the view that in the event that Mr Lim or Mr Yap is unable to continue as a key management personnel of Starburst, the Group has the requisite management staff to assume his duties.

The Board will provide further updates to Shareholders via announcements as and when there is more information relating to the investigation available.

7. RATIONALE FOR THE OFFER

7.1 Business Synergy

The Group believes that the business and operations of the Starburst Group are a strategic fit and will provide synergistic benefits to the business and operations of the Group. Some of the synergistic benefits are as follows:

- (a) the engineering competencies, know-how and resources of the Group and the Starburst Group are complementary, and may be transferred and assimilated to build economies of scale and cost efficiencies and enhance overall productivity;
- (b) the acquisition of the Starburst Group will add civil and mechanical form structure products and services to the Group's existing suite of products and services;
- (c) the acquisition of the Starburst Group will increase the Group's current market and client base by adding new clients and new sectors and allowing the Group to tap on the Starburst Group's client network in Southeast Asia and the Middle East; and
- (d) there is strong potential for cross-selling of the Group's mechanical, electrical and instrumentation, insulation and scaffolding services to the clients of the Starburst Group.

7.2 Potential for Continued Growth

The Group sees potential for continued growth in the business of the Starburst Group. The Starburst Group is one of the few players operating primarily in Southeast Asia and the Middle East that provides design, fabrication and installation of anti-ricochet ballistic protection systems for shooting ranges and tactical training mock-ups for law enforcement, military and security agencies.

7.3 Intentions in relation to Starburst

The Offeror intends to make the Offer with a view to delisting and privatising Starburst, in order to save on expenses and costs relating to the maintenance of a listed status and channel such resources to the business operations of the Starburst Group, as well as to facilitate management and operational control and leverage over the Starburst Group and its subsequent developments. Upon completion of the Offer, if and when made, the Group may undertake a strategic and operational review of the Starburst Group with a view to realising synergies, scale, cost efficiencies and growth potential.

The Offeror presently has no intention to introduce any major changes to the business of the Starburst Group, or to discontinue the employment of any of the existing employees of the Starburst Group or re-deploy any of the fixed assets of the Starburst Group or make any changes to the board of directors or key management of Starburst, other than in the ordinary course of business or seeking representation on the board of directors and/or key management of the Starburst Group. The Offeror however retains the flexibility at any time to consider options or opportunities which may present themselves and which it regards to be in the interests of the Offeror and/or the Starburst Group.

LETTER TO SHAREHOLDERS

8. VALUE OF THE ASSETS TO BE ACQUIRED

For the purposes of this Section 8, the assets to be acquired is based on the maximum number of Starburst Shares that the Offeror may acquire, assuming that there is full acceptance of the Offer by the Starburst Shareholders.

8.1 Book Value

Based on the Starburst FY2020 Results, the book value of the assets to be acquired was approximately S\$32.1 million as at 31 December 2020.

Based on the Starburst HY2021 Results, the book value of the assets to be acquired was approximately S\$37.1 million as at 30 June 2021.

8.2 NTA Value

Based on the Starburst FY2020 Results, the NTA value of the assets to be acquired was approximately S\$32.1 million as at 31 December 2020.

Based on the Starburst HY2021 Results, the NTA value of the assets to be acquired was approximately S\$37.1 million as at 30 June 2021.

8.3 Market Value

Based on the VWAP of the Starburst Shares transacted on the SGX-ST:

- (a) on the Last Trading Day, the market value of the assets to be acquired is approximately S\$56.7 million; and
- (b) on the Latest Practicable Date, the market value of the assets to be acquired is approximately S\$57.1 million.

In view that Starburst Shares are traded on the SGX-ST, no valuation of Starburst has been carried out.

8.4 Net Profits

Based on the Starburst FY2020 Results, the net profits attributable to the assets to be acquired was approximately S\$6.7 million for FY2020.

Based on the Starburst HY2021 Results, the net profits attributable to the assets to be acquired was approximately S\$9.0 million for HY2021.

9. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

The relative figures for the Offer, assuming that there is full acceptance of the Offer by the Starburst Shareholders, computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets	Not applicable

LETTER TO SHAREHOLDERS

Rule 1006	Bases	Relative Figures (%)
(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits ⁽¹⁾	110.3
(c)	The aggregate value of the consideration ⁽²⁾ given or received, compared with the Company's market capitalisation ⁽³⁾ based on the total number of issued shares excluding treasury shares of the Company	41.2
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount	Not applicable

Notes:

- (1) Net profits is defined as profit or loss before income tax, minority interests and extraordinary items. The figures are based on the Starburst HY2021 Results and the Nordic HY2021 Results. Net profit of S\$9.0 million was reported by the Starburst Group for HY2021. Net profit of S\$8.2 million was reported by Group for HY2021.
- (2) For the above purpose, the consideration for the Offer is deemed to be S\$59.1 million as set out in Section 3.1(a) of this Circular.
- (3) Market capitalisation of S\$143.6 million has been calculated on the basis of 388.0 million Shares in issue (excluding Shares held in treasury) multiplied by the VWAP of S\$0.37 of such Shares transacted on the Last Trading Day.

The relative figure under Rule 1006(b) of the Listing Manual exceeds 100% while the relative figure under Rule 1006(c) of the Listing Manual exceeds 20% but does not exceed 100%. Rule 1015(1) of the Listing Manual requires an acquisition to be made conditional upon the approval of shareholders and the approval of the SGX-ST if any of the relative figures is 100% or more. However, Rule 1015(7) states that Rule 1015 does not apply in the case of an acquisition of profitable assets if the only limit breached is Rule 1006(b). Accordingly, the Offer will only constitute a "major transaction" within the meaning of Rule 1014 of the Listing Manual, and is subject to the approval of the Shareholders.

10. FINANCIAL EFFECTS

The financial effects of the Offer on the Group as set out below are for illustrative purposes only and do not reflect the actual or projected financial performance or position of the Group following the close of the Offer. The financial effects set out below have been prepared based on (i) the Nordic FY2020 Results and the Starburst FY2020 Results as well as (ii) the Nordic HY2021 Results and the Starburst HY2021 Results, and on the following key assumptions:

- (a) there is full acceptance of the Offer by all Starburst Shareholders at the Offer Price;
- (b) the effect of the transaction on the NTA per Share of the Group is based on the assumption that the Offer had been completed on 31 December 2020 or 30 June 2021 (as the case may be);

LETTER TO SHAREHOLDERS

- (c) the effect of the transaction on the NAV per Share of the Group is based on the assumption that the Offer had been completed on 31 December 2020 or 30 June 2021 (as the case may be); and
- (d) the effect of the transaction on the EPS of the Group is based on the assumption that the Offer had been completed on 1 January 2020 or 1 January 2021 (as the case may be).

10.1 Share Capital

The Offer will have no impact on the share capital of the Company.

10.2 NTA

	Before the Offer	After the Offer
As at 31 December 2020		
Consolidated NTA (S\$'000)	58,924	30,131
Number of issued Shares (excluding Shares held in treasury) ('000)	388,900	388,900
NTA per Share (cents)	15.2	7.8
As at 30 June 2021		
Consolidated NTA (S\$'000)	65,440	41,605
Number of issued Shares (excluding Shares held in treasury) ('000)	388,000	388,000
NTA per Share (cents)	16.9	10.7

Note:

NTA per Share is calculated based on the net tangible assets attributable to owners of the Company and the number of issued Shares (excluding Shares held in treasury) as at 31 December 2020 or 30 June 2021 (as the case may be).

10.3 NAV

	Before the Offer	After the Offer
As at 31 December 2020		
Consolidated NAV (S\$'000)	88,836	78,831
Number of issued Shares (excluding Shares held in treasury) ('000)	388,900	388,900
NAV per Share (cents)	22.8	20.3
As at 30 June 2021		
Consolidated NAV (S\$'000)	95,186	87,485

LETTER TO SHAREHOLDERS

	Before the Offer	After the Offer
Number of issued Shares (excluding Shares held in treasury) ('000)	388,000	388,000
NAV per Share (cents)	24.5	22.5

Note:

NAV per Share is calculated based on the net assets attributable to owners of the Company and the number of issued Shares (excluding Shares held in treasury) as at 31 December 2020 or 30 June 2021 (as the case may be).

10.4 EPS

	Before the Offer	After the Offer
FY2020		
Profit for the year attributable to owners of the Company (S\$'000)	5,482	14,615
Weighted average number of Shares (excluding Shares held in treasury) ('000)	390,301	390,301
EPS (cents)	1.4	3.7
HY2021		
Profit for the period attributable to owners of the Company (S\$'000)	7,797	15,232
Weighted average number of Shares (excluding Shares held in treasury) ('000)	388,360	388,360
EPS (cents)	2.0	3.9

Note:

EPS is calculated based on profit attributable to owners of the Company and the weighted average number of ordinary Shares (excluding Shares held in treasury) for FY2020 or HY2021 (as the case may be).

10.5 Gearing

	Before the Offer	After the Offer
As at 31 December 2020		
Net (cash) / borrowings (S\$'000)	(11,639)	52,377
Total equity (S\$'000)	88,836	78,831
Gearing (times)	(0.13)	0.66
As at 30 June 2021		
Net (cash) / borrowings (S\$'000)	(12,547)	48,327

LETTER TO SHAREHOLDERS

	Before the Offer	After the Offer
Total equity (S\$'000)	95,186	87,485
Gearing (times)	(0.13)	0.55

Note:

Gearing represents the ratio of total net borrowings less cash to total equity.

11. OTHER INFORMATION

- 11.1 As at the Latest Practicable Date, the Company was not aware of any other offer made for Starburst Shares.
- 11.2 Based on information available to the Company, save for the clearance of this Circular by SGX RegCo which had been obtained as at the Latest Practicable Date, there are no other regulatory approvals required to be obtained for the Offer.

12. SERVICE CONTRACT

As at the Latest Practicable Date, no person is proposed to be appointed as a Director of the Company in connection with the Offer. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

13. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 13.1 To the best of the Directors' knowledge, save for their respective shareholdings in the Company as set out below, none of the Directors or Substantial Shareholders of the Company or their associates has any interest, direct or indirect, in the Offer.
- 13.2 The interests of the Directors and Substantial Shareholders of the Company in the Shares as at Latest Practicable Date, as recorded in the Register of Director's Shareholdings and the Register of Substantial Shareholders kept by the Company, are set out below:-

	Direct Interest		Deemed Interest	
	Number of Shares	%(¹)	Number of Shares	%(¹)
Directors				
Chang Yeh Hong	218,017,325	56.19	-	-
Teo Ling Ling ⁽²⁾	32,319,500	8.33	-	-
Lee Kim Lian Juliana	-	-	-	-
Siau Kai Bing	-	-	-	-
Lee Kok Keng Andrew	467,000	0.12	594,800	0.15
Substantial Shareholders (other than Directors)				
Lin Choon Hin	44,050,000	11.35	-	-

Notes:

(1) Based on 388,000,000 issued Shares (excluding Shares held in treasury).

(2) 32,084,500 Shares are held under DBS Nominees Pte Ltd.

LETTER TO SHAREHOLDERS

14. DIRECTORS' RECOMMENDATION

After having considered, *inter alia*, the terms of the Offer and the rationale for the Offer, the Directors are of the opinion that the Offer is in the interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the resolution relating to the Offer as set out in the Notice of EGM, at the EGM.

15. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held by electronic means on 7 January 2022 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution set out in the Notice of EGM.

16. ACTION TO BE TAKEN BY SHAREHOLDERS

Due to the current COVID-19 restrictions, the Company will conduct the EGM by electronic means only and Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate in the EGM via electronic means, including accessing the EGM proceedings via "live" webcast or "live" audio feed, submitting questions in advance of the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM.

Shareholders should refer to the notes set out in the Notice of EGM for further information, including the steps to be taken by Shareholders to participate in the EGM.

17. RESPONSIBILITY STATEMENTS

17.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Offer and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

17.2 To the best of Phillip Securities' knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Offer and the Group, and Phillip Securities is not aware of any facts the omission of which would make any statement in this Circular misleading.

Phillip Securities has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its name and all references thereto in the form and context in which they are included in this Circular.

18. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection, with prior appointment, at the registered office of the Company at 2 Tuas Avenue 10, Singapore 639126, during normal business hours for a period of three months commencing from the date of this Circular:

- (a) the announcements of the Company on 10 November 2021 in relation to the Offer;

LETTER TO SHAREHOLDERS

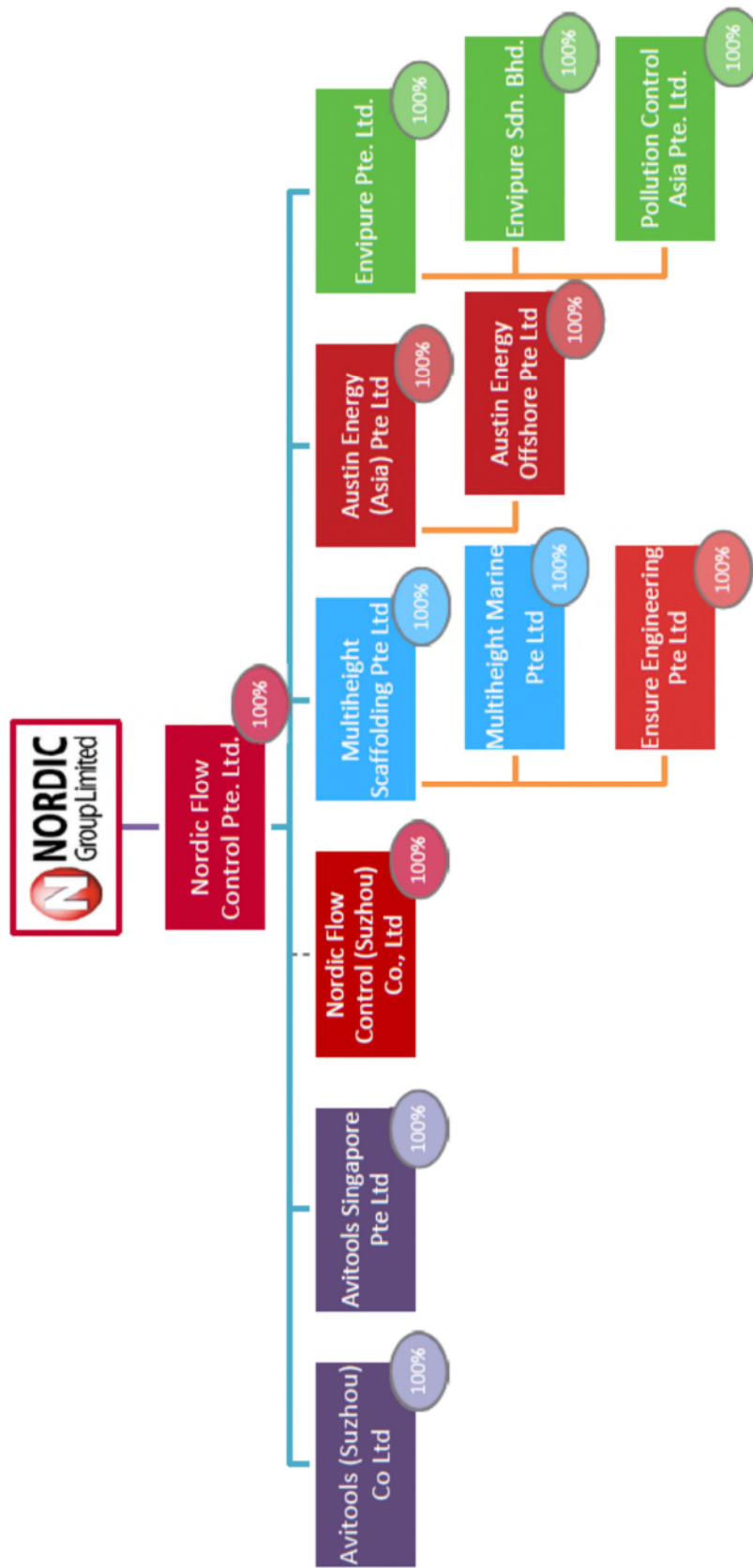
- (b) the Irrevocable Undertakings;
- (c) the Company's constitution; and
- (d) the annual report of the Company for the financial year ended 31 December 2020.

Yours faithfully

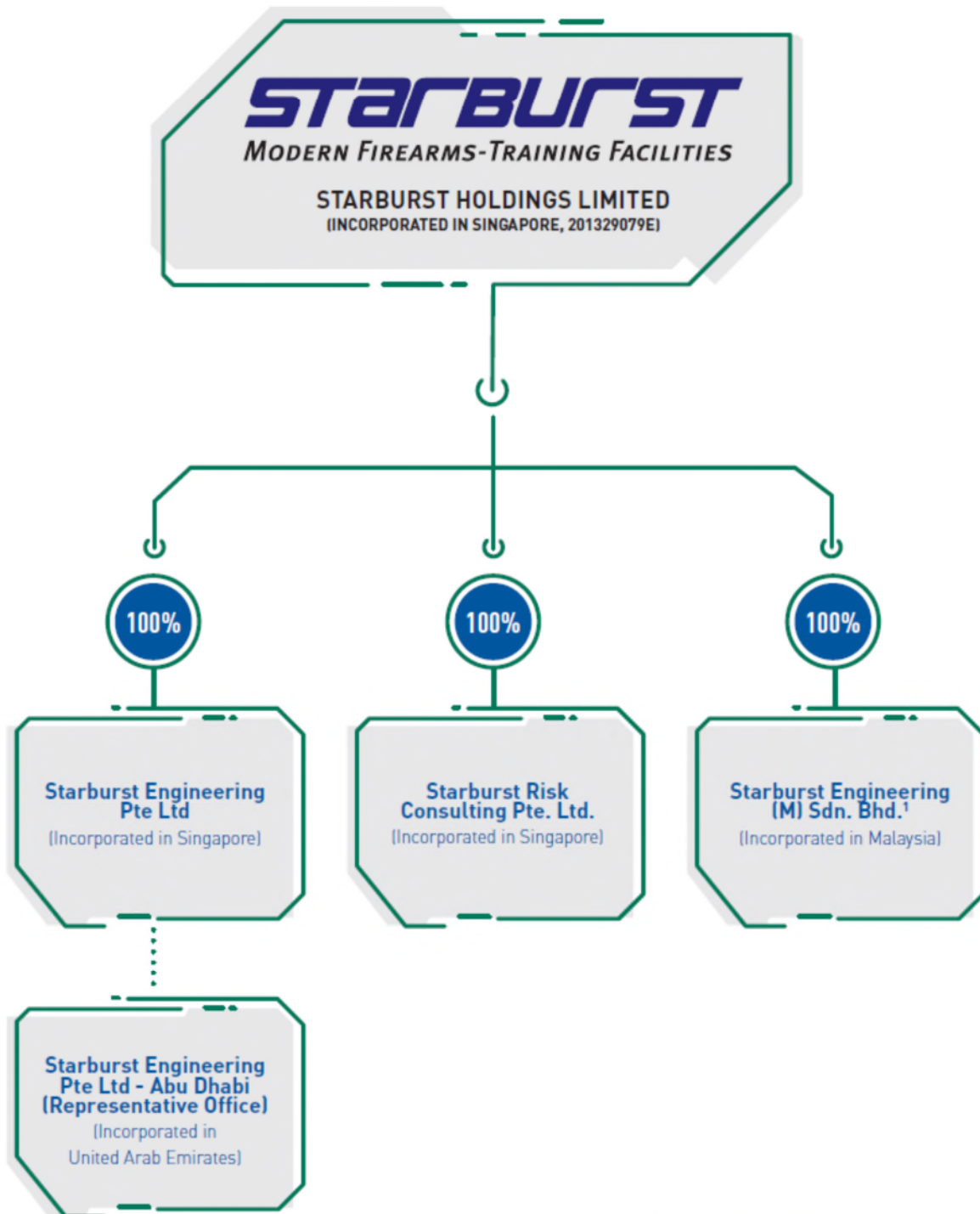
For and on behalf of the Board of Directors of
NORDIC GROUP LIMITED

Chang Yeh Hong
Executive Chairman

APPENDIX A – STRUCTURE OF THE GROUP



GROUP STRUCTURE



¹ Starburst Engineering (M) Sdn. Bhd. is a dormant company.

Extracted from Annual Report 2020 of Starburst Holdings Limited

NOTICE OF EXTRAORDINARY GENERAL MEETING

NORDIC GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 201007399N)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Nordic Group Limited (the "**Company**") will be held by electronic means on 7 January 2022 at 2.30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

*Unless otherwise defined herein, all capitalised terms herein shall bear the same meanings as ascribed to them in the Circular to Shareholders dated 23 December 2021 issued by the Company (the "**Circular**").*

ORDINARY RESOLUTION

That approval be and is hereby given for:

- (a) the Offer to be undertaken on the terms and conditions to be set out in the offer document(s) containing the terms of the Offer to be issued by the Offeror or on the terms and conditions of any revised or extended Offer as the Directors of the Company may consider necessary, desirable or expedient;
- (b) the acquisition of Starburst Shares whether pursuant to the Offer or otherwise, such as pursuant to on-market or off-market purchases, during the period of the Offer or thereafter, in such manner and on such terms and conditions (including any revised Offer Price) as the Directors of the Company may consider necessary, desirable or expedient; and
- (c) the performance, completion and doing of all such acts and things (including approving, amending, modifying, supplementing and executing all such documents as may be required), as the Directors of the Company may consider necessary, desirable or expedient to give effect to the Offer and this Ordinary Resolution.

By Order of the Board

Chia Meng Ru
Company Secretary
Singapore, 23 December 2021

Notes:

1. The EGM will be convened and 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. Printed copies of this Notice of EGM will not be sent to members. Instead, this Notice of EGM will be sent to members by electronic means via publication on SGXNet and the Company's website.

2. **Registration to Participate in the EGM**

The proceedings of the EGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed.

Members who wish to participate in the EGM by observing and/or listening to the EGM proceedings through a "live" audio-visual webcast or "live" audio-only stream must pre-register by sending an email to ir@nordicgrouplimited.com no later than **2.30 p.m. on 4 January 2022** ("**Registration Cut-Off Date**") (being 72 hours before the time fixed for the EGM). Members will be required to provide their name, NRIC/Passport/Company Registration number, shareholding type, mobile telephone number and email address in the said email.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Upon successful registration, authenticated members will receive an email by **12.00 noon on 5 January 2022** which will contain a unique user ID and password, the link to access the "live" audio-visual webcast and a toll-free telephone number to access the "live" audio-only stream of the EGM proceedings ("**Confirmation Email**").

Members who do not receive the Confirmation Email by **12 noon on 5 January 2022** but who have registered by the Registration Cut-Off Date, should contact Mr. Tee Wee Chuan at +65 8204 9104 or weechuan_tee@nordicgroup.com during office hours from 9.00 a.m. to 4.00 p.m., Monday to Friday.

Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**"), including investors holding Shares through the Central Provident Fund or Supplementary Retirement Scheme ("**CPF/SRS investors**"), who wish to participate in the EGM by observing and/or listening to the EGM proceedings through a "live" audio-visual webcast or "live" audio-only stream should approach their relevant intermediary (including their CPF Agent Bank or SRS Operator) as soon as possible in order for the relevant intermediary to make the necessary arrangements for their participation in the EGM.

PHYSICAL ATTENDANCE OF THE EGM WILL NOT BE PERMITTED.

3. Prior submission of questions

Members will not be able to ask questions during the "live" audio-visual webcast or "live" audio-only stream of the EGM. All members may submit questions relating to the business of the EGM no later than **6.00 p.m. on 30 December 2021**:

- (a) by email to ir@nordicgrouplimited.com; or
- (b) 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.

To ensure that questions are received by the Company by the stipulated deadline, members are strongly encouraged to submit questions by email.

When sending questions, members should also provide their full name and NRIC/Passport/Company Registration number for verification. Mobile telephone numbers provided will help the Company to reach out more easily if clarification is required.

Investors who wish to submit questions relating to the business of the EGM should approach their relevant intermediary (including their CPF Agent Bank or SRS Operator) as soon as possible in order for the relevant intermediary to make the necessary arrangements for the submission of questions.

The Company will endeavour to address substantial and relevant questions relating to the ordinary resolution tabled for approval at the EGM by publication on SGXNet and the Company's website by 2 January 2022.

4. Voting by Proxy

Members (whether individual or corporate) who wish to exercise their votes must submit a proxy form to appoint the Chairman of the Meeting to vote on his/her/its behalf:

- (a) if by post, the proxy form must be received by 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; or
- (b) if by email, the proxy form must be received at ir@nordicgrouplimited.com,

in either case, by **2.30 p.m. on 4 January 2022** (being 72 hours before the time fixed for the EGM).

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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.

Where members appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.

The Chairman of the Meeting, as proxy, need not be a member of the Company.

The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least seven working days before the date of the EGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **2.30 p.m. on 4 January 2022**.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

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

PROXY FORM

NORDIC GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 201007399N)

PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before
completing this Form)

IMPORTANT:

1. The EGM will be held by way of 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. Printed copies of the Notice of EGM and this Proxy Form will not be sent to members. Instead, the Notice of EGM and this Proxy Form will be sent to members by electronic means via publication on SGXNet and the Company's website.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person.
3. Alternative arrangements relating to attendance at the EGM by electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream), submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions before the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in the Notice of EGM.
4. This proxy form is not valid for use by investors holding shares in the Company ("Shares") through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) ("Investors") (including investors holding through CPF Investment Scheme or Supplementary Retirement Scheme ("CPF/SRS investors")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the EGM to submit his/her vote.

I/We _____ (Name), NRIC/Passport/UEN No. _____

of _____ (Address)

being a member/members of NORDIC GROUP LIMITED (the "Company"), hereby appoint the Chairman of the Meeting as my/our proxy to attend, speak and vote for me/us on my/our behalf at the Extraordinary General Meeting ("EGM") of the Company to be held by electronic means on 7 January 2022 at 2.30 p.m. and at any adjournment thereof. I/We direct the Chairman of the Meeting as my/our proxy to vote for, against and/or abstain from voting on the resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the appointment of the Chairman of the Meeting as my/our proxy for the resolution will be treated as invalid.

Ordinary Resolution	Number of Votes For	Number of Votes Against	Number of Votes Abstain
To approve the Offer			

Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" or to "Abstain" from voting, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and/or "Against" the resolution and/or to "Abstain" from voting in respect of the resolution, please indicate the number of votes "For", the number "Against" and/or the number to "Abstain" in the boxes provided.

Dated this _____ day of _____ 2021/2022

Total Number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) or
Common Seal of Corporate Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this proxy form will be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. This proxy form may be accessed at SGXNet and the Company's website. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
3. This proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least seven working days before the date of the EGM to submit his/her vote.
4. The proxy form must be submitted to the Company in the following manner:
 - (a) if by post, be received by 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; or
 - (b) if by email, be received at ir@nordicgrouplimited.com,in either case, by **2.30 p.m. on 4 January 2022** (being 72 hours before the time fixed for the EGM).

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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.
5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
7. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument of proxy. In addition, in the case of a member whose Shares are entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
9. The Circular, this Notice of EGM and the Proxy Form have been made available on SGXNet and the Company's website.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the Meeting as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 23 December 2021.