

NO SIGNBOARD HOLDINGS LTD.
(Company Registration No.:201715253N)
(Incorporated in Singapore)
(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE : "Live" webcast via <http://agm.conveneagm.com/nosignboard>

DATE : Friday, 29 January 2021

TIME : 10:00 a.m.

PRESENT : As set out in the attendance records maintained by the Company.

IN ATTENDANCE : As set out in the attendance records maintained by the Company.

CHAIRMAN : Mr Lim Yong Sim (Lin Rongsen)

INTRODUCTION

The Chairman welcomed all Shareholders to the Annual General Meeting ("**AGM**") of the Company and informed Shareholders that in view of the current COVID-19 situation and safe distancing measures in place, the AGM was being held by way of electronic means in compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and its subsequent amendments which extended the application of alternative arrangements in respect of , *inter alia*, general meetings of companies in the relevant order up to 30 June 2021.

The Chairman proceeded to introduce the Directors to those present at the AGM.

QUORUM

As a quorum was present, the Chairman declared the AGM open at 10:00 a.m.

PROXY FORMS

The Chairman briefed that in view of the current COVID-19 situation and the safe distancing measures in place, the AGM was conducted by way of electronic means. As shareholders were not attending the AGM in person, shareholders that wished to exercise their votes had to submit a proxy form to appoint the chairman of the AGM to vote on their behalf. Proxy forms lodged had been checked and found to be in order.

NOTICE OF AGM

With the consent of the shareholders present, the notice of the AGM ("**Notice**") convening the meeting was taken as read.

QUESTIONS FROM SHAREHOLDERS

The Chairman highlighted that as mentioned in the Notice of the AGM and the accompanying announcement dated 14 January 2021, shareholders were not able to ask questions at the live webcast AGM. Instead, shareholders were invited to raise questions in advance of the AGM. As at 10:00 a.m. on 26 January 2021, the Company had not received any queries by shareholders in relation to the resolutions to be tabled for approval at the AGM.

VOTING BY POLL

The Chairman informed that in line with the Catalist Rules and subsequent regulatory announcements published by the Singapore Exchange Regulation and relevant authorities, all resolutions to be tabled at the AGM would be voted upon by way of poll. All the motions had been duly voted by the shareholders through the submissions of the Proxy Forms to the Company and the Scrutineer had verified the counting of all votes casted through the Proxy Forms.

BDO Corporate Services Pte. Ltd. was appointed as the Scrutineer and RHT Corporate Advisory Pte. Ltd. was appointed as the Polling Agent for the AGM.

ORDINARY BUSINESS:

1. ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2020 – RESOLUTION 1

The meeting proceeded to receive and consider the adoption of the Directors' Statement and the Audited Financial Statements for the financial period ended 30 September 2020 and the Auditors' Report thereon.

The results of Resolution 1 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	347,040,477	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

"THAT the Directors' Statement and the Audited Financial Statements of the Company for the financial period ended 30 September 2020 together with the Auditors' Report thereon be received and adopted."

2. RETIREMENTS OF MR. TAY CHUN LENG ROBERT AND MR. LEOW CHUNG CHONG YAM SOON

The next two items on the agenda were to note the retirements of Mr. Tay Chun Leng Robert and Mr. Leow Chung Chong Yam Soon.

It was noted that as both Mr. Tay Chun Leng Robert and Mr. Leow Chung Chong Yam Soon were not seeking re-election, they would both step down as Directors of the Company at the close of the AGM.

The Chairman recorded a vote of thanks for Mr. Tay Chun Leng Robert and Mr. Leow Chung Chong Yam Soon for their past services and contributions to the Board and the Company.

3. RE-ELECTION OF MR. LO KIM SENG AS A DIRECTOR – RESOLUTION 2

Resolution 2 on the Agenda was the re-election of Mr Lo Kim Seng as Director of the Company.

Mr. Lo Kim Seng was retiring as Director pursuant to Regulation 122 of the Company's Constitution. He had indicated his consent to continue in office.

Mr. Lo Kim Seng would, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. He would be considered independent pursuant to Rule 704(7) of the Catalist Rules.

The results of Resolution 2 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	347,040,477	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

"THAT Mr. Lo Kim Seng be re-elected as a Director of the Company."

4. APPROVAL OF DIRECTORS' FEES AMOUNTING TO S\$150,000 FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2021, PAYABLE QUARTERLY IN ARREARS – RESOLUTION 3

Resolution 3 on the Agenda was to approve the payment of Directors' fees of S\$150,000 for the financial year ending 30 September 2021, to be paid quarterly in arrears.

The results of Resolution 3 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	347,040,477	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

"THAT the Directors' fees amounting to S\$150,000 to be paid quarterly in arrears for the financial year ending 30 September 2021, be approved for payment."

5. RE-APPOINTMENT OF ERNST & YOUNG LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION – RESOLUTION 4

Resolution 4 on the Agenda was to re-appoint Ernst & Young LLP as Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

The results of Resolution 4 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	347,040,477	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

“THAT Ernst & Young LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”

6. ANY OTHER ORDINARY BUSINESS

There being no other ordinary business to transact, the Meeting proceeded to deal with the Special Business on the Agenda.

SPECIAL BUSINESS:

7. AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT (CHAPTER 50) OF SINGAPORE (THE “ACT”) AND RULE 806 OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) LISTING MANUAL – SECTION B: RULES OF CATALIST (“CATALIST RULES”) – RESOLUTION 5

Resolution 5 on the Agenda was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules.

The results of Resolution 5 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	347,040,477	99.89%
Against the Resolution	397,900	0.11%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

As Ordinary Resolution:

“THAT pursuant to Section 161 of the Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:-

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- (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that may 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, convertible securities or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- II (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided always that:-

- (a) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:-
 - (i) new shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
 - (ii) (where applicable) new shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments made in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company;

- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”

CONCLUSION

There being no other business, the Chairman declared the AGM of the Company closed at 10:10 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

**LIM YONG SIM (LIN RONGSEN)
CHAIRMAN**