

**CIRCULAR DATED 6 FEBRUARY 2023**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

*Unless otherwise stated, capitalised terms appearing on the cover of this Circular bear the same meanings ascribed to them in the section entitled "Definitions" of this Circular.*

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://www.nosignboardholdings.com/>. **Printed copies of this Circular, the Notice of EGM and the accompanying Proxy Form will NOT be sent to Shareholders.** If you have sold or transferred all your shares in the capital of No Signboard Holdings Ltd. (the "**Company**"), you should inform the purchaser or transferee or the bank, stockbroker or other 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, can be accessed via SGXNet and the Company's website at <https://www.nosignboardholdings.com/>.

In compliance with the COVID-19 Order, the EGM will be conducted by electronic means and Shareholders (as defined herein) will not be able to attend the EGM physically. Alternative arrangements have been put in place to allow Shareholders to participate in the EGM by (i) by watching a "live" webcast or listening to a "live" audio feed; (ii) submitting questions in advance of, or "live" at the EGM; and (iii) voting at the EGM "live" by the Shareholders themselves or their duly appointed proxy(ies) or by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM. Please refer to Section 7 of this Circular and the Notice of EGM for further information, including the steps to be taken by Shareholders to participate in the EGM.

This Circular has been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. It has not been examined or approved by the SGX-ST (as defined herein) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).



**NO SIGNBOARD HOLDINGS LTD.**  
(Incorporated in Singapore)  
(Company Registration No. 201715253N)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

**THE PROPOSED APPOINTMENT OF PKF-CAP LLC AS NEW AUDITORS**

**Important Dates and Times:**

Last date and time for lodgement of Proxy Form : 18 February 2023, 11.00 a.m.

Date and time of Extraordinary General Meeting : 21 February 2023, 11.00 a.m.

Place of Extraordinary General Meeting : The EGM will be held by way of electronic means

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## DEFINITIONS

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In this Circular, the following definitions apply throughout except where the context otherwise requires:

<b>“ACRA”</b>	:	The Accounting and Corporate Regulatory Authority of Singapore
<b>“AGM”</b>	:	The Annual General Meeting of the Company
<b>“Auditors”</b>	:	The auditors of the Company as appointed from time to time
<b>“Audit Committee”</b>	:	The audit committee of the Company for the time being
<b>“Board”</b>	:	The board of directors of the Company as at the date of this Circular
<b>“Catalist Rules”</b>	:	The Listing Manual Section B: Rules of Catalist of the SGX-ST, as may be amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 6 February 2023
<b>“Companies Act”</b>	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
<b>“Company”</b>	:	No Signboard Holdings Ltd
<b>“Constitution”</b>	:	The constitution of the Company, as may be amended, modified or supplemented from time to time
<b>“EY”</b>	:	Ernst & Young LLP
<b>“Directors”</b>	:	The directors of the Company as at the date of this Circular
<b>“EGM”</b>	:	The Extraordinary General Meeting of the Company to be convened and held on 21 February 2023 at 11.00 a.m., notice of which is set out in the Notice of EGM on pages N-1 to N-5 of this Circular
<b>“FY”</b>	:	Financial year of the Company ended or ending 30 September (as the case may be)
<b>“Group”</b>	:	The Company, and its subsidiaries
<b>“Latest Practicable Date”</b>	:	31 January 2023, being the latest practicable date prior to the printing of this Circular
<b>“Mr. Lee”</b>	:	Has the meaning ascribed to it in Section 2.2
<b>“Notice of EGM”</b>	:	The notice of the EGM which is set out on pages N-1 to N-5 of this Circular
<b>“Notice of Resignation”</b>	:	Has the meaning ascribed to it in Section 2.1
<b>“PKF”</b>	:	PKF-CAP LLP

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## DEFINITIONS

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“PMP”	:	Has the meaning ascribed to it in Section 2.2
“Professional Clearance Letter”	:	Has the meaning ascribed to it in Section 2.3.1
“Proposed Appointment of Auditors”	:	The proposed appointment of PKF as auditors of the Company
“Proxy Form”	:	The proxy form in respect of the EGM set out in this Circular
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as maybe amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
“Shares”	:	Ordinary shares in the issued share capital of the Company
“Substantial Shareholder”	:	A person (including a corporation) who holds directly or indirectly 5% or more of the total voting Shares
“\$” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
“%” or “per cent.”	:	Percentage or per centum

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them, respectively, in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

The term “**subsidiary**” shall have the same meaning ascribed to it in Section 5 of the Companies Act. The term “**treasury shares**” shall have the same meaning ascribed to it in Section 4 of the Companies Act. The term “**subsidiary holdings**” is defined in the Catalist Rules to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

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 statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, respectively, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

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## LETTER TO SHAREHOLDERS

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**NO SIGNBOARD HOLDINGS LTD.**  
(Incorporated in Singapore)  
(Company Registration No. 201715253N)

### Directors

Mr Lim Yong Sim (*Executive Chairman and Chief Executive Officer*)  
Mr Lo Kim Seng (*Lead Independent Director*)  
Mr Francis Ding Yin Kiat (*Independent Director*)  
Mr Benjamin Cho Kuo Kwang (*Independent Director*)  
Mr Lim Teck-Ean (*Non-Executive Director*)  
Mr Tan Keng Tiong, Alvin (*Non-Executive Director*)

### Registered Office

10 Ubi Crescent  
#03-02 Ubi Techpark  
Singapore 408564

6 February 2023

**To: The Shareholders of No Signboard Holdings Ltd**

Dear Sir/ Madam,

### THE PROPOSED APPOINTMENT OF PKF AS NEW AUDITORS

#### 1. INTRODUCTION

The Board is proposing to convene an EGM to seek approval from Shareholders for the Proposed Appointment of Auditors.

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Appointment of Auditors and the rationale thereof, and to seek Shareholders' approval for the Proposed Appointment of Auditors at the forthcoming EGM to be held via electronic means on Tuesday, 21 February 2023 at 11.00 a.m. The Notice of EGM is set out on pages N-1 to N-5 of this Circular.

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

The Company has appointed Morgan Lewis Stamford LLC as the legal adviser to the Company as to Singapore law for the purposes of this Circular only.

#### 2. THE PROPOSED APPOINTMENT OF AUDITORS

##### 2.1 Background and Rationale for the Proposed Appointment of Auditors

The past auditors of the Company, EY, retired at the last AGM held on 31 October 2022 and did not seek re-appointment as auditors of the Company as the Company was in the midst of a restructuring exercise. In connection therewith, the Company is required to appoint new auditors. In addition, the Audit Committee and the Board believe that the Proposed Appointment of Auditors will enable the Company to benefit from fresh perspectives and views of another professional audit firm and thereby enhance the value of the audit. The Proposed Appointment of Auditors will also result in cost savings of in audit fees with no expected change in the quality or scope of the audit as PKF is well versed and has experience in being auditors to various SGX-ST listed entities.

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## LETTER TO SHAREHOLDERS

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The appointment of PKF as auditors of the Company will take effect upon approval of the Proposed Appointment of Auditors by Shareholders at the EGM and, if appointed, PKF will hold office until the conclusion of the next AGM.

There will be no change in the scope of the audit to be undertaken by PKF with the Proposed Appointment of Auditors.

After evaluation, the Audit Committee recommended the appointment of PKF as Auditor of the Company to the Board. The Board has taken into account the Audit Committee's recommendation, including the factors considered in their evaluation, and are satisfied that PKF will be able to meet the audit requirements of the Group.

PKF has given its consent to act as Auditors by way of a letter dated 29 December 2022, subject to the approval of Shareholders being obtained at the EGM. Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF of the Companies Act, the appointment of PKF as Auditors must be specifically approved by Shareholders at a general meeting. The appointment of PKF would therefore take effect upon the approval of the Proposed Appointment of Auditors by Shareholders at the EGM. Upon the appointment, PKF will hold office until the conclusion of the next AGM of the Company.

### **2.2 Information on PKF and the Audit Engagement Partner**

*The information on PKF and the audit engagement partner provided in this Section 2.2 was provided to the Company by PKF and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.*

#### Information on PKF

PKF is a firm of Chartered Accountants in Singapore and is registered with the ACRA. It is considered a mid-tier accounting firm in Singapore and, together with its affiliated firms, has 10 partners, 21 managers/directors, and more than 140 professional staff servicing a wide array of auditing, accounting, taxation, corporate secretarial and advisory clients in diversified industries such as food and beverage, agriculture, statutory boards, education, trading and distribution, manufacturing, healthcare, shipping, hospitality, fund management, technology, mining and construction, and renewable segments such as solar energy and metals recycling. Its partners, managers and directors have significant experience acting as auditor for several companies listed on the SGX-ST, including recently being appointed by several SGX-ST companies.

PKF is a global network of accountancy firms with 220 members operate under the PKF brand in 150 countries across five regions, with over 20,000 professionals united under the PKF brand worldwide.

For more information on PKF, please visit its website at <https://www.pkf.com/pkf-firms/asiapacific/singapore/pkf-cap-llp-singapore/>.

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## LETTER TO SHAREHOLDERS

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### Information on the Audit Engagement Partner

Mr. Lee Eng Kian (“**Mr. Lee**”), the Managing Partner and Head of the Assurance Division of PKF, will be assigned as the audit engagement partner of the Group. Mr. Lee has 28 years of experience in providing audit and advisory services to a variety of clients, including public companies listed on the SGX-ST. He is also experienced in the review of business and process risks and related controls. Mr. Lee is a practicing member of the Institute of Singapore Chartered Accountants (ISCA), is a public accountant registered with the ACRA, and an ASEAN Chartered Professional Accountant.

The Audit Committee has noted that Mr. Lee had previously been subjected to the Practice Monitoring Programme (“**PMP**”) review in year 2020 by ACRA and the Audit Committee noted there is no adverse feedback from ACRA on Mr. Lee, and Mr. Lee has passed the PMP review by ACRA from previous exercises. Mr. Lee will be supported by an Engagement Quality Control Reviewer (“**EQCR**”), who is an experienced partner to ensure that the engagement team is provided additional objective viewpoints on the audit and an audit team of professionals, comprising managers, senior associates and associates.

## **2.3 Compliance with Rules 712 and 715 of the Catalist Rules**

### **2.3.1 Requirement pursuant to Rule 712 of the Catalist Rules**

The Audit Committee, after having reviewed and deliberated, and after taking into consideration the suitability and independence of PKF in meeting the audit requirements of the Group, the various factors as set out in 2.1, and compliance with the requirements of the Catalist Rules, has recommended the Proposed Appointment of Auditors for approval by the Board.

The Board, having considered various factors, including but not limited to the adequacy of the resources and experience of PKF, the experience of the audit engagement partner assigned to the audit of the Group, PKF’s other audit engagements, the size and complexity of the Group, the number and experience of supervisory and professional staff to be assigned to the audit of the Group and the fee structure and audit arrangements proposed by PKF, is of the opinion that PKF will be able to fulfil the audit requirements of the Group and Rules 715(1) and 715(2) of the Catalist Rules will be complied with. In addition, PKF is a professional audit firm registered with ACRA.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) EY has confirmed to PKF, via its professional clearance letter dated 27 December 2022 (the “**Professional Clearance Letter**”), that it is not aware of any professional reasons why PKF should not accept the appointment as Auditors of the Company (refer to Appendix 2);
- (b) the Company confirms that there were no disagreements with EY on accounting treatments within the last 12 months preceding the Latest Practicable Date;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (d) the specific reasons for the Proposed Appointment of Auditors are disclosed in Section 2.1 of this Circular. EY retired at the last AGM held on 31 October 2022 and did not seek re-appointment as Auditors of the Company; and
- (e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of PKF as its Auditors.

## LETTER TO SHAREHOLDERS

### 2.3.2 Requirement pursuant to Rule 715 of the Catalist Rules

Upon obtaining Shareholders' approval of the Proposed Appointment of Auditors, PKF will be appointed as the auditors of the Company as well as its Singapore-incorporated subsidiaries. The Company's foreign-incorporated subsidiaries that are incorporated in overseas will be audited by an independent member firm of PKF for the purposes of preparing the consolidated financial statements of the Group (if required). As at the Latest Practicable Date, the Company does not have any associated companies.

In view of the above, the Directors confirm that Rule 715 of the Catalist Rules is complied with.

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Company's Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date, based on the Company's Register of Interest of Directors and Register of Substantial Shareholders respectively, are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
<b><u>Directors</u></b>				
Mr Lim Yong Sim	537,900	0.12	253,899,980	54.91
Mr Lo Kim Seng	-	-	-	-
Mr Francis Ding Yin Kiat	-	-	-	-
Mr Benjamin Cho Kuo Kwang	-	-	-	-
Mr Tan Keng Tiong, Alvin	-	-	-	-
Mr Lim Teck-Ean	-	-	-	-
<b><u>Substantial Shareholders (other than Directors)</u></b>				
GuGong Pte. Ltd.	253,899,980	54.91	-	-
Lim Yong Sim (Lin Rongsen) <sup>(1)</sup>	537,900	0.12	253,899,980	54.91
Su Haijin <sup>(2)</sup>	92,478,495	20.00	-	-
Lim Soon Fang <sup>(3)</sup>	0	0.00%	101,726,344	22.00

**Notes:**

- (1) Lim Yong Sim is deemed to be interested in the shares held through GuGong Pte Ltd by virtue of Section 7 of the Companies Act.
- (2) Su Haijin (the second largest Shareholder of the Company prior to Completion with 20% shareholding interest as at the Latest Practicable Date) will be diluted to 5.0% after the Proposed Subscription Shares Allotment and will cease to be a substantial Shareholder when his shareholding interest becomes diluted to 3.4% after the Proposed Conversion Shares Allotment. Su Haijin would be considered as a public shareholder once he ceases to be a substantial Shareholder.
- (3) Lim Soon Fang is deemed to be interested in the 101,726,343 Shares pursuant to a conditional sale and purchase agreement with GuGong Pte. Ltd. dated 11 March 2022. The Company has been informed by GuGong Pte. Ltd. that the agreement is no longer in force.

None of the Directors or the Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Appointment of Auditors, other than through their directorships and/or respective shareholdings in the Company.



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## LETTER TO SHAREHOLDERS

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### 4. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed the Proposed Appointment of Auditors and recommends the Proposed Appointment of Auditors, after taking into account, among other things, the suitability and independence of PKF to meet the audit requirements of the Group, the various factors set out in Section 2 of this Circular and compliance with the requirements of the Catalist Rules.

The Audit Committee had not considered the AQI Framework in its entirety when selecting the new auditors as the adoption of the AQI Framework is voluntary. However, the Audit Committee has based its selection of PKF as the proposed new auditors of the Company and based on the Company's internal criteria, which includes costs, quality and scope of audit, and adequacy of the resources, experiences and reputation of the audit firm.

### 5. DIRECTORS' RECOMMENDATION

Having considered the rationale for and the benefits relating to the Proposed Appointment of Auditors, the Directors are of the opinion that the Proposed Appointment of Auditors is in the best interests of the Company, and accordingly, recommend that Shareholders vote in favour of the Ordinary Resolution in respect of the Proposed Appointment of Auditors as set out in the Notice of EGM.

### 6. EXTRAORDINARY GENERAL MEETING

Pursuant to the COVID-19 Order, the EGM will be held on 21 February 2023 at 11 a.m. by way of electronic means for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolution in respect of the Proposed Appointment of Auditors as set out in the Notice of EGM.

**Shareholders should note that the Company may make further changes to its EGM arrangements as the COVID-19 situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.**

### 7. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 7.1 EGM to be convened by electronic means

The EGM is being convened, and 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. This Circular (together with the Notice of EGM and the Proxy Form) may be accessed at the Company's website at the URL [www.nosignboardholdings.com](http://www.nosignboardholdings.com), and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. A printed copy of this Circular (together with the Notice of EGM and the Proxy Form) will NOT be despatched to Shareholders.

#### 7.2 Alternative arrangements relating to attendance at the EGM

Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the EGM or through real-time electronic communication during the EGM, addressing of substantial and relevant questions at or prior to the EGM, and voting by appointing a proxy (other than the Chairman of the EGM) or by real-time remote electronic voting at the EGM, are set out in the notes to the Notice of EGM.

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## LETTER TO SHAREHOLDERS

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### 7.3 Circular, Notice of EGM and Proxy Form

Printed copies of this Circular, the Notice of EGM and the enclosed Proxy Form will not be sent to Shareholders. This Circular together with the Notice of EGM and the enclosed Proxy Form may be accessed at the Company's website at the URL [www.nosignboardholdings.com](http://www.nosignboardholdings.com) and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

CPFIS Members or SRS Investors who wish to vote should approach their respective approved CPF Agent Banks or SRS Operators to submit their votes to appoint the Chairman of the EGM as proxy by 10 February 2023 at 11am, being at least seven (7) working days before the EGM.

### 7.4 Submission of Questions

#### 7.4.1 Submission of Questions in advance of the EGM

Shareholders may submit questions related to the resolution to be tabled for approval at the EGM in advance of the EGM at the <https://conveneagm.com/sg/nosignboardEGM2023> ("**NSB EGM Website**") by 5.00 p.m. on 13 February 2023. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received from Shareholders prior to the EGM by publishing its responses to such questions on the Company's website at the URL [www.nosignboardholdings.com](http://www.nosignboardholdings.com) and on SGXNET prior to the EGM.

#### 7.4.2 Submission of Questions live at the EGM

Shareholders and, where applicable, appointed proxies may also ask the Chairman of the EGM questions related to the resolution to be tabled for approval at the EGM, live at the EGM, by submitting questions via the online platform hosting the live audio-visual webcast and the live audio-only stream. Please refer to the Notice of EGM for further details.

### 7.5 Voting

Shareholders (whether individual or corporate) who pre-register to observe and/or listen to the EGM proceedings and wish to vote on the resolution to be tabled for approval at the EGM may:

- (a) (where such Shareholders are individuals) vote live at the EGM via electronic means, or (where such Shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to vote live at the EGM via electronic means on their behalf; or
- (b) (where such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM in accordance with the instructions as set out in the relevant Proxy Forms.

Please refer to the Notice of EGM for further details on the procedures for voting live at the EGM via electronic means and the submission of Proxy Forms.

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## LETTER TO SHAREHOLDERS

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### 8. CONSENTS

PKF, the proposed new Auditor, has given and has not withdrawn its written consent to (i) the issue of this Circular and the inclusion of its name and description in the form and context in which it appears in this Circular and (ii) the attachment of its letter of consent to act as Auditors dated 29 December 2022 as Appendix 1 to this Circular.

EY, the previous Auditor, has given and has not withdrawn its written consent to: (i) the issue of this Circular with the inclusion of its name and description in the form and context in which it appears in this Circular and (ii) the attachment of its Notice of Resignation and Professional Clearance Letter as Appendix 2 to this Circular.

### 9. DIRECTORS' RESPONSIBILITY STATEMENT

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 Proposed Appointment of Auditors, 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.

### 10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 10 Ubi Crescent #03-02 Ubi Techpark Singapore 408564, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Company's Constitution;
- (b) the professional clearance letter from EY dated 27 December 2022;
- (c) the letter of consent to act as Auditors from PKF dated 29 December 2022; and
- (d) the Notice of Resignation from EY dated 27 December 2022.

For and on behalf of the Board of Directors of  
**No Signboard Holdings Ltd**

**Lim Yong Sim (Lim Yongsen)**  
Executive Chairman and Chief Executive Officer

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**APPENDIX 1 – LETTER OF CONSENT TO ACT AS AUDITORS FROM PKF**

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PKF-CAP LLP



Our Ref: AUD/LEK/DH/2022

29 December 2022

The Board of Directors  
No Signboard Holdings Ltd.  
10 Ubi Crescent  
#03-02 Ubi Techpark, Lobby A  
Singapore 408564

Dear Sirs

**CONSENT TO ACT AS AUDITORS**

Thank you for your letter of 17 December 2022 informing us of the offer to appoint us as auditors of No Signboard Holdings Ltd. ("Company") for the financial year ended 30 September 2022.

Pursuant to Section 10(3) and (4) of the Companies Act, on behalf of the Firm of PKF-CAP LLP, I hereby advise that the Firm consents to being auditors of the Company, effective immediately.

This consent will be effective for future years as well unless I notify you to the contrary.

*Eng Kian*

Yours faithfully  
PKF-CAP LLP

Lee Eng Kian  
Managing Partner

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PKF-CAP LLP is a member firm of the PKF International Limited family of legally independent firms and does not accept any responsibility or liability for the actions or inactions of any individual member or correspondent firm or firms.

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## APPENDIX 2 - NOTICE OF RESIGNATION AND PROFESSIONAL CLEARANCE LETTER OF EY

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**Building a better  
working world**

Ernst & Young Solutions LLP  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583

Mailing Address:  
Robinson Road  
PO Box 384  
Singapore 900734

Tel: +65 6535 7777  
Fax: +65 6532 7662  
ey.com

Our Ref: ASU/11876094/AK

27 December 2022

The Board of Directors  
No Signboard Holdings Ltd  
10 Ubi Crescent  
#05-76 Ubi Techpark  
Singapore 408564

Attention : Ms Lok Pei San

### **No Signboard Holdings Ltd**

Dear Sirs:

We should be grateful if you would accept this letter as a formal notice of our desire to resign as auditors of No Signboard Holdings Ltd in accordance with Companies Act 1967. We therefore withdraw our consent to act in this capacity.

We take this opportunity to thank you for your co-operation and kind support accorded to us during the course of our appointment as auditors of the Company. We wish you the very best in all your future endeavours.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Ernst &amp; Young', enclosed within a rectangular box.

AK:GZT:at

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**APPENDIX 2 - NOTICE OF RESIGNATION AND PROFESSIONAL CLEARANCE LETTER OF EY**

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**Building a better  
working world**

Ernst & Young LLP  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583

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Our Ref: ASU/11876094/AK

27 December 2022

PKF-CAP LLP  
6 Shenton Way  
#38-01 OUE Downtown 1  
Singapore 068809

Attention : Mr Lee Eng Kian

**No Signboard Holdings Ltd**

Dear Sirs:

We refer to your letter dated 19 December 2022.

We are not aware of any professional or other reasons why you should not accept the appointment as auditors of the above Company.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Ernst &amp; Young', enclosed within a rectangular box.

AK:GZT:at

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**NO SIGNBOARD HOLDINGS LTD.**  
(Incorporated in Singapore)  
(Company Registration No. 201715253N)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined or the context otherwise requires, all capitalized terms herein shall bear the same meaning as used in the circular dated 6 February 2023 issued by the Company (the “**Circular**”).

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of No Signboard Holdings Ltd. (the “**Company**”) will be held on Tuesday, 21 February 2023 at 11 a.m. by way of electronic means for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

### **ORDINARY RESOLUTION: THE PROPOSED APPOINTMENT OF PKF-CAP LLC AS NEW AUDITORS**

That:

- (a) the appointment of PKF-CAP LLC (“**PKF**”), having consented to act, be and is hereby appointed as auditors of the Company with effect from the date of approval of shareholders of the Company of this ordinary resolution, to hold office until the conclusion of the next AGM of the Company at a fee and on such terms as may be agreed by the Directors with PKF (“**Appointment of Auditors**”); and
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required) as they or he may in their discretion deem necessary, desirable or expedient or in the interests of the Company to give effect to the proposed change of auditors of the Company and/or the transactions authorised by this Ordinary Resolution.

**(Resolution 1)**

By Order of the Board  
**No Signboard Holdings Ltd**

**Lim Yong Sim (Lim Yongsen)**  
Executive Chairman and Chief Executive Officer

Singapore,  
6 February 2023

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

#### General

1. Pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM is being convened, and will be held, by electronic means and shareholders will not be allowed to attend the EGM in person. However, the alternative arrangement has been provided to allow the shareholders to participate and vote at the EGM via electronic means. The Company may be required to change its EGM arrangements at short notice. Shareholders should check the Company's announcements on SGXNet for the latest updates on the status of the EGM, if any.
2. Printed copies of this Notice will not be sent to shareholders. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website at the URL <http://www.nosignboardholdings.com/> and the following website that is set up for the purposes of the EGM at the URL: <https://conveneagm.com/sg/nosignboardEGM2023>. This Notice will also be made available on the SGXNET website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements are instead put in place to allow shareholders to participate in the EGM by:
  - (a) attending, asking questions and communicating via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 4 below;
  - (b) submission of questions in advance of or "live" at the EGM. Please refer to Notes 8 to 10 below for further details; and
  - (c) voting by proxy at the EGM or by voting 'live' if attending the EGM by electronic means. Please refer to Notes 11 to 17 below for further details.

#### Participation in the EGM via live webcast or live audio feed

4. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the EGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). Shareholders will also be able to ask questions and communicate 'live'. In order to do so, the member must pre-register by 11.00 a.m. on 18 February 2023 ("**Registration Deadline**"), at the following URL: <https://conveneagm.com/sg/nosignboardEGM2023> ("**NSB EGM Website**"), to create an account.

Corporate shareholders must also submit the Corporate Representative Certificate to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), in addition to the registration procedures as set out above, by the Registration Deadline, for verification purpose.

5. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
6. Shareholders who have registered by the Registration Deadline in accordance with paragraph 4 above but do not receive an email response by 12:00 p.m. on 20 February 2023 may contact the Company for assistance at the following email address: [support@conveneagm.com](mailto:support@conveneagm.com), with the following details included: (1) the member's full name; and (2) his/her/its identification/ registration number.
7. Non-SRS holders whose shares are registered under Depository Agents ("DAs") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the EGM proceeding.



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **Submission of questions in advance of or “live” at the EGM**

8. A shareholder of the Company may also submit questions relating to the resolution to be tabled for approval at the EGM or the Company’s businesses and operations in advance of, or “live” at, the EGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received no later than 5.00 p.m. on 13 February 2023, by posting its responses via SGXNET and the Company’s website by 11.00 a.m. on 15 February 2023 or “live” at the EGM for the relevant questions received during the EGM. The Company will publish the minutes of the EGM on SGXNET and the Company’s website within one month after the date of EGM and the minutes will include the responses to the questions referred to above.
9. To do so, all questions must be submitted no later than 5.00 p.m. on 13 February 2023 through any one of the following means:
- (a) via the NSB EGM Website;
  - (b) in physical copy by depositing the same at the registered office of the Company at 10 Ubi Crescent #03-02 Ubi Techpark, Singapore 408564; or
  - (c) by email to [IR@nosignboardseafood.com](mailto:IR@nosignboardseafood.com).

If the questions are deposited in physical copy at the registered office of the Company or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), the following details must be included with the submitted questions: (i) the member’s full name; and (ii) his/her/ its identification/ registration number for verification purposes, failing which the submission will be treated as invalid.

### **How to submit questions “live” at the EGM**

10. Shareholders and Investors may submit textual questions “live” at the EGM in the following manner:
- (a) Shareholders or where applicable, their appointed proxy(ies) and Investors who have pre-registered and are verified to attend the EGM can ask questions relating to the resolution tabled for approval at the EGM “live” at the EGM, by typing in and submitting their questions through the “live” ask-a-question function via the audio-visual webcast platform during the EGM within a certain prescribed time limit.
  - (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the EGM) to ask questions “live” at the EGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the EGM service provider, Convene SG, upon verification of the Proxy Form(s).
  - (c) Shareholders (including SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the “live” audio-visual webcast in order to ask questions “live” at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.
  - (d) The Company will, during the EGM itself, address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received “live” at the EGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **Live Voting**

11. Shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) attending the EGM by electronic means will be able to participate by voting “live” at the EGM.

### **Submission of Instrument appointing a proxy(ies) to vote, or vote “live”, at the EGM**

12. Shareholders who wish to exercise their voting rights at the EGM may:

- (a) (where such shareholders are individuals) vote “live” via electronic means at the EGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM)<sup>#</sup> to vote “live” via electronic means at the EGM on their behalf.

# For the avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote “live” at the EGM on their behalf.

- (b) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

- Shareholders (including SRS investors) and, where applicable, appointed proxy(ies), who wish to vote “live” at the EGM must first pre-register at the NSB EGM Website via the URL: <https://conveneagm.com/sg/nosignboardEGM2023>.
- Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.

13. A member who is not a Relevant Intermediary, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/ her stead at the EGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company. The accompanying proxy form for the EGM may be accessed via the NSB EGM Website, the Company’s corporate website at the URL: <http://www.nosignboardholdings.com/home.html>, and will also be made available on the SGXNET website at the URL <https://www.sgx.com/securities/companyannouncements>.

14. A member who is a relevant intermediary may appoint one or more proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

15. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:

- (a) in the electronic format accessible on the NSB EGM Website;
- (b) if submitted by post, be lodged at the office of the Company’s Share Registrar at 30 Cecil Street #19-08 Prudential Tower, Singapore 049712; or
- (c) if submitted electronically, be submitted via email to the Company’s Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia),

in either case by no later than the Registration Deadline.

In the case of submission of the Proxy Form other than via the NSB EGM Website, a member who wishes to submit an instrument of proxy 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 either through the NSB EGM Website or via email to the Company’s Share Registrar.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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16. In the case of submission of the Proxy Form other than via the NSB EGM Website, the instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.
17. An investor who holds shares under the Supplementary Retirement Scheme (“SRS Investor”) and wishes to vote, should approach their respective SRS Operators to submit their votes to appoint the Chairman of the Meeting as their proxy, at least 7 working days before the EGM.
18. A Depositor’s name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.
19. “**Relevant Intermediary**” means
- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## PROXY FORM

**NO SIGNBOARD HOLDINGS LTD.**  
(Company Registration No. 201715253N)  
(Incorporated in the Republic of Singapore)

### EXTRAORDINARY GENERAL MEETING

# PROXY FORM

(Please see notes overleaf before completing this Form)

**IMPORTANT:**

1. The Extraordinary General Meeting (“**Meeting**”) is being convened 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 Order 2020.
2. A member will not be able to attend the EGM in person. Alternative arrangements relating to the attendance of the Meeting through electronic means, as well as conduct of the Meeting and relevant guidance with full details are set out in the accompanying Company’s Notice of EGM dated 6 February 2023, which can be accessed via the SGXNET website at: <https://www.sgx.com/securities/company-announcements>. **Printed copies of the proxy form will NOT be despatched to members.**
3. An investor who holds shares under the Supplementary Retirement Scheme (“**SRS Investors**”) and wishes to vote should approach their respective SRS Operators to submit their votes to appoint the Chairman of the Meeting as their proxy, at least 7 working days before the Meeting.
4. This Proxy Form is not valid for use by SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We\*, \_\_\_\_\_ (Name) NRIC/Passport No./Co. Registration No.\* \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members\* of No Signboard Holdings Ltd. (the “**Company**”) hereby appoint:

Name	Email Address <sup>^</sup>	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	(%)
Address				

and/or (delete as appropriate)

Name	Email Address <sup>^</sup>	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	(%)
Address				

<sup>^</sup> Appointed proxy(ies) will be prompted via email (within 2 business days after the Company’s receipt of a validly completed and submitted proxy form) to pre-register at the pre-registration website which is accessible from the URL: <https://conveneagm.com/sg/nosignboardEGM> in order to access the “live” audio-visual webcast or “live” audio-only stream of the Extraordinary General Meeting proceedings.

the Chairman of the Extraordinary General Meeting (“**EGM**”) of the Company, as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf and at the EGM of the Company to be held on 21 February 2023 at 11.00 a.m. and at any adjournment thereof.

I/We\* direct my/our proxy/proxies\* to vote for or against, or abstain from voting on the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

No.	Ordinary Resolution	For**	Against**	Abstain**
1	To approve the Proposed Appointment of PKF-CAP LLP as Auditors of the Company			

\* Delete where inapplicable.

\*\* If you wish to exercise all your votes “For”, “Against” or “Abstain” the resolution, please insert [√] within the relevant box provided. Alternatively, please indicate the number of Shares as appropriate. If you mark the abstain box for the resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2023.

Total Number of Shares held	
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s) and/or, Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. A member will not be able to attend the EGM in person. If a member (individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it may:
  - (a) (where the member is an individual) vote "live" via electronic means at the EGM or (where the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the EGM)\* to vote "live" via electronic means at the EGM on his/her/its behalf; or
    - # For the avoidance of doubt, SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.
  - (b) (where the member is an individual or corporate) appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM.

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 a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

3. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote in his stead at the EGM. Where such member's proxy form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
4. A member of the Company who is a relevant intermediary is entitled to appoint more than two (2) 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 proxy form appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
5. A proxy need not be a member of the Company.
6. Subject to paragraph (7) below, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Live Webcast of the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
7. SRS investors who wish to vote by appointing the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes at least 7 working days before the EGM, i.e. by 11.00 a.m. on 10 February 2023.
8. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
  - (a) in the electronic format accessible on <https://conveneagm.com/sg/nosignboardEGM2023> ("NSB EGM Website");
  - (b) if submitted by post, be lodged at the office of the Company's Share Registrar at 30 Cecil Street #19-08 Prudential Tower, Singapore 049712; or
  - (c) if submitted electronically, be submitted via email to the Company's Share Registrar at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia),

**in either case by no later than 11.00 a.m. on 18 February 2023**, being 72 hours before the time appointed for the EGM.

In the case of submission of the Proxy Form other than via the NSB EGM Website, a member who wishes to submit an instrument of proxy 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 either through the NSB EGM Website or via email to the Company's Share Registrar.**

9. The instrument appointing a proxy(ies) must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its authorised officer(s) or its attorney duly authorised. Where the instrument appointing a proxy(ies) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
10. Where an instrument appointing a proxy(ies) is submitted by email, it must be authorised in the following manners:
  - (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
  - (b) by way of the appointor or his duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.
11. The Company shall be entitled to reject the Proxy Form if it is incomplete or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the EGM as proxy). In addition, in the case of ordinary shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have ordinary 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.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the proxy(ies) and/or representative(s) to vote at the EGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.