

NGSC LIMITED
(Registration No.: 196400100R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of NGSC Limited (the “Company”) will be convened and held by way of electronic means on Tuesday, 30 June 2020 at 10 a.m., to transact the following businesses: -

(A) ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the audited financial statements for the financial year ended 31 March 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring under the Company’s Constitution:
 - (i) Mr Lye Meng Yiau (Regulation 91) [See Explanatory Note (i)] **(Resolution 2)**
 - (ii) Mr Chew Chin Wee (Regulation 97) [See Explanatory Note (ii)] **(Resolution 3)**
 - (iii) Mr Miao Ming Feng (Regulation 97) [See Explanatory Note (iii)] **(Resolution 4)**
 - (iv) Madam Wang Xiao Zheng (Regulation 97) [See Explanatory Note (iv)] **(Resolution 5)**
 - (v) Mr Ong Tiang Lock (Regulation 97) [See Explanatory Note (v)] **(Resolution 6)**
3. To approve the payment of Directors’ Fees of S\$183,661 for the financial year ended 31 March 2020 (2019: S\$205,000). **(Resolution 7)**
4. To re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

(B) SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as Ordinary Resolution, with or without amendments: **(Resolution 9)**

General Share Issue Mandate

“That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:

- (a)
 - (i) allot and issue shares, whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued during the continuance of such authority or thereafter, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for

such purposes and to such persons as the Board may, in their absolute discretion, deem fit; and

- (b) issue Shares in pursuance of any Instrument made or granted by the Board while such authority was in force (notwithstanding that such issue of the Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Resolution);

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed 50% of the issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time of the passing of this Resolution;
 - (bb) new Shares arising from the exercise of share options or the vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution and provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company;
- (4) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall

continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting (“AGM”) of the Company is required by law to be held, whichever is the earlier.” [See Explanatory Note (vi)]

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

BY ORDER OF THE BOARD

Lye Meng Yiau
Managing Director

Date: 15 June 2020

Explanatory Notes:

- (i) Detailed information on Mr Lye Meng Yiau can be found in the Company’s Annual Report 2020. Mr Lye Meng Yiau will, upon re-election as a Director, continue to serve as the Managing Director of the Company. Please refer to pages 28 to 35 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (ii) Detailed information on Mr Chew Chin Wee can be found in the Company’s Annual Report 2020. Mr Chew Chin Wee will, upon re-election as a Director, continue to serve as Independent Director, Chairman of the Audit Committee and Member of the Nominating Committee of the Company. Mr Chew Chin Wee is considered by the Board to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to pages 28 to [35 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iii) Detailed information on Mr Miao Ming Feng can be found in the Company’s Annual Report 2020. Mr Miao Ming Feng will, upon re-election as a Director, continue to serve as Independent Director, Chairman of the Remuneration Committee and Member of the Audit Committee of the Company. Mr Miao Ming Feng is considered by the Board to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to pages 28 to 35 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (iv) Detailed information on Madam Wang Xiao Zheng can be found in the Company’s Annual Report 2020. Madam Wang Xiao Zheng will, upon re-election as a Director, continue to serve as Non-Executive Non-Independent Director and Member of the Remuneration Committee of the Company. Please refer to pages 28 to 35 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (v) Detailed information on Mr Ong Tiang Lock can be found in the Company’s Annual Report 2020. Mr Ong Tiang Lock will, upon re-election as a Director, continue to serve as Lead Independent Director, Chairman of the Nominating Committee and Member of the Audit and Remuneration Committee of the Company. Mr Ong Tiang Lock is considered by the Board to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to pages 28 to 35 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
- (vi) The Ordinary Resolution 9 proposed in item 5 above, if passed, will empower the Directors of the Company to issue shares up to 50% of the Company’s issued share capital, with an aggregate sub-limit of 20% of the Company’s share capital for any issue of shares not made on a pro-rata basis to shareholders of the Company.

Notes on the alternative arrangements for the forthcoming AGM in view of the COVID-19 circuit breaker restrictions:

- (i) This forthcoming AGM is convened and is to be 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. This Notice is published on the SGX website (<https://www.sgx.com/securities/meeting->

[schedules](#)). **Printed copies of this Notice will not be mailed to members (i.e. shareholders) of the Company.**

- (ii) In view of the COVID-19 circuit breaker restrictions imposed by the Government of Singapore, **members will not be able to attend the forthcoming AGM in person.** A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the forthcoming AGM must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM. A member should specifically indicate how the member wishes to vote for or vote against (or abstain from voting on) the resolutions.
- (iii) A member who wishes to watch and observe the proceedings of the AGM through a live webcast (comprising both video (audio-visual) and audio-only feeds) via their mobile phones, tablets or computers are to submit their request by email, with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type(s) (e.g. CDP/CPF/SRS/Script-based), email address and contact number (to enable the Company and/or its agents and service providers to authenticate their status as member) to the Company by **10.00 a.m. on 27 June 2020** (i.e. not less than 72 hours before the time appointed for holding the above AGM), to ngsc_agmregistration@ngscinvestment.com.

Upon successful authentication, each such member will receive an email reply by **3.00 p.m. on 29 June 2020**. The email reply will contain instructions to access the live webcast of the AGM proceedings. Only authenticated members are permitted to access and attend the AGM proceedings. Members who have pre-registered by the deadline of 10.00 a.m. on 27 June 2020 but have not received an email reply by 3.00 p.m. on 29 June 2020 are to contact the Company for assistance by phone (at (65) 64793866) or by email (at aqilah.amin@ngscinvestment.com) as soon as practicable.

On the day of the AGM, before an authenticated and pre-registered member may access the live webcast and attend the AGM (by electronic means), the member's identity is required to be verified by the Company's Share Registrar. Members are encouraged to log on (to access to the live webcast of the AGM proceedings) early to avoid possible bottlenecks and potential delays. We seek your kind understanding and cooperation. Members may log on from **9.00 a.m. on Tuesday, 30 June 2020**.

- (iv) Members will not be allowed to ask questions during the live webcast of the AGM. Members who may have questions relating to each resolution to be tabled for approval at the AGM are to submit their questions by email, together with their full name (as per CDP/CPF/SRS/Script-based records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type(s) (e.g. CDP/CPF/SRS/Script-based), email address, and contact number (to enable the Company and/or its agents and service providers to authenticate their status as members) to the Company by **10.00 a.m. on 27 June 2020** (that is not less than 72 hours before the time fixed for holding the forthcoming AGM) to ngsc_agm_2020@ngscinvestment.com. The Company will endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) received.
- (v) CPF and SRS investors including persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50) who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks, SRS Operators or relevant intermediaries to submit their votes and/or questions relating to each resolution to be tabled for approval at the AGM, by **5.00 p.m. on 19 June 2020**. As a recap, only the chairman of the forthcoming AGM may be appointed as proxy.
- (vi) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (vii) The instrument appointing a proxy must either be deposited at the office of the Company's Share Registrar (i.e. B.A.C.S. Private Limited), at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or submitted to the Company by email to ngsc_agm_2020@ngscinvestment.com, by **10.00 a.m. on 28 June 2020** (that is, not less than 48 hours before the time appointed for holding the above AGM). Members are strongly encouraged to submit the completed and signed PDF copies of their proxy forms to the Company via email.
- (viii) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the forthcoming AGM in order for the Depositor to be entitled to access the live webcast and attend and vote via proxy at the forthcoming AGM.

- (ix) The Company will publish the minutes of the AGM via the SGXNet platform and the Company's website within one month after the date of AGM.
- (x) As the COVID-19 situation continues to evolve, members are advised to read the Government of Singapore's "COVID-19: Advisories for Various Sectors" (<https://www.gov.sg/article/covid-19-sector-specific-advisories>) including the health advisories issued by the Ministry of Health ("MOH"). The Company will monitor the situation and reserves the right to take further measures as appropriate in order to comply with the various government and regulatory advisories. Any changes to the manner of conduct of the forthcoming AGM will be announced by the Company on the SGXNet platform.

Summary of key dates and times (Deadlines/Opening Time)	Actions
By Friday, 19 June 2020, 5.00 p.m.	For CPF and SRS investors including persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Cap. 50) who wish to appoint the Chairman of the AGM as proxy to approach their respective CPF Agent Bank, SRS Operators or relevant intermediaries to submit their votes and/or questions relating to each resolution to be tabled for approval at the AGM.
By Saturday, 27 June 2020, 10.00 a.m.	For Members: (a) who have questions relating to the business of the AGM to email their questions to ngsc_agm_2020@ngscinvestment.com . (b) submit the necessary information required for authentication by email to ngsc_agmregistration@ngscinvestment.com should they wish to access the live webcast and attend the AGM.
By Sunday, 28 June 2020, 10.00 a.m.	For Members to deposit/email the completed and signed proxy forms either to (i) the Company's Share Registrar at 8 Robinson Road, #03-00 ASO Building, Singapore 048544, or (ii) to the Company to ngsc_agm_2020@ngscinvestment.com . In view of the COVID-19 situation, members are strongly encouraged to submit their completed and signed PDF copies of their proxy forms electronically via email to ngsc_agm_2020@ngscinvestment.com .
By Monday, 29 June 2020, 3.00 p.m.	For members who have been successfully authenticated to receive an email reply with instructions to access the live webcast of the AGM (" Confirmation Email "); and for members who have pre-registered but have not received any Confirmation Email by this time to contact the Company for assistance by phone (at (65) 64793866) or by email (at aqilah.amin@ngscinvestment.com) as soon as practicable.
Tuesday, 30 June 2020, 9.00 a.m.	When pre-registered members may log on for the Share Registrar to verify their identity and access to the live webcast to the AGM (that is scheduled to commence at

Personal data privacy:

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