

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

MINUTES OF ANNUAL GENERAL MEETING

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

DATE : Monday, 31 October 2022

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 Company's Chief Financial Officer, Ms Lok Pei San ("**Ms Lok**") was appointed by the Chairman to conduct the Annual General Meeting ("**AGM**") proceedings on his behalf. Ms Lok proceeded to introduce the Board of Directors to those present at the AGM.

QUORUM

As a quorum was present, Ms Lok declared the AGM open at 10:14 a.m.

PROXY FORMS

Ms Lok noted that in view of the current COVID-19 situation, 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 were given the option to submit a proxy form to appoint the proxy/(ies) of the AGM to vote on their behalf or by voting "live" if attending the AGM by electronic means. 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 shareholders were requested to submit questions to the Chairman of the AGM in advance of, or "live" at, the AGM. As of 21 October 2022, at 5.00 p.m., no questions had been received from the shareholders. Shareholders and proxyholders who pre-registered and were verified to attend the AGM will be able to ask questions live relating to the agenda of the AGM during the AGM.

VOTING BY POLL

Ms Lok 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.

In.Corp Corporate Services Pte. Ltd. was appointed as the Polling Agent and Corporate BackOffice Pte Ltd was appointed as the Scrutineer for the AGM.

ORDINARY BUSINESS:

1. RESOLUTION 1 - ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2021

Resolution 1 on the Agenda was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 30 September 2021 together with the Auditors' Report thereon.

In view of the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2021 and the Auditors' Report having been in the Shareholders' hands for the prescribed period, Ms Lok proposed, with the Shareholders' permission, that the documents be taken as read.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 1. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that the Directors' Statement and the Audited Financial Statements of the Company for the financial period ended 30 September 2021 together with the Auditors' Report thereon be received and adopted."

2. RESOLUTION 2 - RE-ELECTION OF MR LIM YONG SIM (LIN RONGSEN) AS A DIRECTOR OF THE COMPANY

Resolution 2 on the Agenda was to re-elect Mr Lim Yong Sim (Lin Rongsen) as a Director of the Company.

Mr Lim Yong Sim (Lin Rongsen) was retiring by rotation pursuant to Regulation 117 of the Constitution of the Company. Mr Lim Yong Sim (Lin Rongsen) had indicated his consent to act in the office. It was noted that Mr Lim Yong Sim (Lin Rongsen), upon re-election as a Director of the Company, would remain as the Executive Chairman and Chief Executive Officer of the Company.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 2. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that Mr Lim Yong Sim (Lin Rongsen), who retires pursuant to Regulation 117 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

3. RESOLUTION 3 - RE-ELECTION OF MR LO KIM SENG AS A DIRECTOR OF THE COMPANY

Resolution 3 on the Agenda was to re-elect Mr Lo Kim Seng as a Director of the Company.

Mr Lo Kim Seng was retiring by rotation pursuant to Regulation 117 of the Constitution of the Company. Mr Lo Kim Seng had indicated his consent to act in the office. It was noted that Mr Lo Kim Seng, upon re-election as a Director of the Company, would remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 3. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Mr Lo Kim Seng, who retires pursuant to Regulation 117 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

4. RESOLUTION 4 – RE-ELECTION OF MR FRANCIS DING YIN KIAT AS A DIRECTOR OF THE COMPANY

Resolution 4 on the Agenda was to re-elect Mr Francis Ding Yin Kiat as a Director of the Company.

Mr Francis Ding Yin Kiat was retiring by rotation pursuant to Regulation 122 of the Constitution of the Company. Mr Francis Ding Yin Kiat had indicated his consent to act in the office. It was noted that Mr Francis Ding Yin Kiat, upon re-election as a Director of the Company, would remain as the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nominating Committee. He will be considered independent pursuant to Rule 704(7) of the Catalist Rules.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 4. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Mr Francis Ding Yin Kiat who retires pursuant to Regulation 122 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

5. RESOLUTION 5 – RE-ELECTION OF MR BENJAMIN CHO KUO KWANG AS A DIRECTOR OF THE COMPANY

Resolution 5 on the Agenda was to re-elect Mr Benjamin Cho Kuo Kwang as a Director of the Company.

Mr Benjamin Cho Kuo Kwang was retiring by rotation pursuant to Regulation 122 of the Constitution of the Company. Mr Benjamin Cho Kuo Kwang had indicated his consent to act in the office. It was noted that Mr Benjamin Cho Kuo Kwang, upon re-election as a Director of the Company, would remain as the Chairman of the

Nominating Committee and a member of the Audit Committee and the Remuneration Committee. He will be considered independent pursuant to Rule 704(7) of the Catalyst Rules.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 5. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Mr Benjamin Cho Kuo Kwang who retires pursuant to Regulation 122 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

6. RESOLUTION 6 – RE-ELECTION OF MR LIM TECK-EAN AS A DIRECTOR OF THE COMPANY

Resolution 6 on the Agenda was to re-elect Mr Lim Teck-Ean as a Director of the Company.

Mr Lim Teck-Ean was retiring by rotation pursuant to Regulation 122 of the Constitution of the Company. Mr Lim Teck-Ean had indicated his consent to act in the office. It was noted that Mr Lim Teck-Ean, upon re-election as a Director of the Company, would remain as a Non-Executive Director.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 6. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Mr Lim Teck-Ean who retires pursuant to Regulation 122 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

7. RESOLUTION 7 – RE-ELECTION OF MR TAN KENG TIONG ALVIN AS A DIRECTOR OF THE COMPANY

Resolution 7 on the Agenda was to re-elect Mr Tan Keng Tiong Alvin as a Director of the Company.

Mr Tan Keng Tiong Alvin was retiring by rotation pursuant to Regulation 122 of the Constitution of the Company. Mr Tan Keng Tiong Alvin had indicated his consent to act in the office. It was noted that Mr Tan Keng Tiong Alvin, upon re-election as a Director of the Company, would remain as a Non-Executive Director.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 7. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

“Resolved that Mr Tan Keng Tiong Alvin who retires pursuant to Regulation 122 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

8. RESOLUTION 8 - APPROVAL OF DIRECTORS' FEES AMOUNTING TO S\$150,000 FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2022, PAYABLE QUARTERLY IN ARREARS

Resolution 8 on the Agenda was to approve the payment of Directors' fees of S\$150,000 for the financial year ended 30 September 2022, to be paid quarterly in arrears.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 8. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved that the payment of the Directors' fees amounting to S\$150,000 to be paid quarterly in arrears for the financial year ending 30 September 2022 be and is hereby approved."

9. RETIREMENT OF ERNST & YOUNG LLP AS THE AUDITORS OF THE COMPANY

It was noted that Ernst & Young LLP, the auditors of the Company, would be retiring and would not be seeking re-election at this AGM. As such, at the conclusion of the AGM, Ernst & Young LLP would cease to be auditors of the Company. A vote of thanks was recorded for Ernst & Young LLP for their services rendered to the Company.

10. 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:

11. RESOLUTION 9 - AUTHORITY TO ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 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 9 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 details of which were set out in the text of the Ordinary Resolution in item 11 of the Notice of AGM.

Ms Lok invited shareholders to raise their questions to the Directors and the Management of the Company regarding Resolution 9. There were no questions raised.

The following resolution was put to vote and passed by way of a poll (detailed results of which are appended hereto):

"Resolved 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:

- I. (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 sub-paragraph (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 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; and
- (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.”

12. CONCLUSION

There being no other business, Ms Lok declared the AGM of the Company closed at 10:20 a.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LIM YONG SIM (LIN RONGSEN)
CHAIRMAN

APPENDIX

RESULTS OF THE POLL

The results of the poll on each of the resolutions put to vote at the AGM are set out as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST		Results
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	
<u>ORDINARY BUSINESS</u>						
<u>Resolution 1</u> Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 September 2021	255,312,680	255,312,680	100	0	0	Carried
<u>Resolution 2</u> Re-election of Mr Lim Yong Sim (Lin Rongsen) as a Director of the Company	255,312,680	255,312,680	100	0	0	Carried
<u>Resolution 3</u> Re-election of Mr Lo Kim Seng as a Director of the Company	255,312,680	255,312,680	100	0	0	Carried
<u>Resolution 4</u> Re-election of Mr Francis Ding Yin Kiat as a Director of the Company	255,312,680	255,312,680	100	0	0	Carried
<u>Resolution 5</u> Re-election of Mr Benjamin Cho Kuo	255,312,680	255,312,680	100	0	0	Carried

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST		Results
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	
Kwang as a Director of the Company						
<u>Resolution 6</u> Re-election of Mr Lim Teck-Ean as a Director of the Company	255,312,680	255,312,680	100	0	0	Carried
<u>Resolution 7</u> Re-election of Mr Tan Keng Tiong Alvin as a Director of the Company	255,312,680	255,312,680	100	0	0	Carried
<u>Resolution 8</u> Approval of Directors' fees of S\$150,000 for the financial year ended 30 September 2022	255,312,680	255,312,680	100	0	0	Carried
<u>SPECIAL BUSINESS</u>						
<u>Resolution 9</u> Authority to allot and issue shares	255,312,680	255,312,680	100	0	0	Carried