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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **NIPPECRAFT LIMITED**

(Company Registration Number: 197702861N)  
(Incorporated in the Republic of Singapore on 29 December 1977)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "**EGM**") of Nippecraft Limited (the "**Company**") will be held by way of electronic means on 24 June 2020 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing (with or without modifications) the following Special Resolution:

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the Shareholders of the Company dated 1 June 2020 (the "**Circular**").*

#### **SPECIAL RESOLUTION – THE PROPOSED ADOPTION OF THE NEW CONSTITUTION**

“That the regulations contained in the New Constitution be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution.”

BY ORDER OF THE BOARD  
**NIPPECRAFT LIMITED**

Connie Oi Yan Chan  
Executive Chairlady and Chief Executive Officer  
1 June 2020

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### Notes:

1. A member of the Company (including a relevant intermediary\*) entitled to attend and vote at the EGM must appoint Chairlady of the EGM to act as proxy and direct the vote at the EGM. The Chairlady of the EGM, as proxy, need not be a member of the Company.  
  
\* "relevant intermediary" means:
  - (a) a banking corporation licensed under the Banking Act, Chapter 19 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, Chapter 289 of Singapore and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 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 Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
2. The proxy form appointing the Chairlady of the EGM as proxy must be submitted to the Company no later than 11.00 a.m. on 22 June 2020 (being 48 hours before the appointed time for the EGM).
3. Investors who hold shares through relevant intermediaries, including investors who buy shares using CPF monies ("**CPF Investor**") or SRS monies ("**SRS Investor**"), and who wish to appoint the Chairlady of the EGM to act as their proxy should approach their respective relevant intermediaries, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the EGM and in any case, no later than 5.00 p.m. on 12 June 2020.
4. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

### Personal Data Privacy:

By (a) submitting a form appointing the Chairlady of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via a "live" audio-visual webcast or a "live" audio-only stream, or (c) submitting any question prior to the EGM in accordance with this Notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairlady of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

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The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

### IMPORTANT EGM NOTICE:

This EGM is being convened, and will 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. Printed copies of this Notice will NOT be sent to members. Instead, this Notice will be sent to members solely by electronic means via publication on the Company's corporate website at the URL <https://www.nippecraft.com.sg> and will also be made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to members' participation at the EGM are:

- (a) observing and/or listening to the EGM proceedings contemporaneously via a "live" audio-visual webcast or a "live" audio-only stream (collectively, "**Live Webcast**") respectively;
- (b) submitting questions in advance in relation of the resolutions set out in the Notice of EGM; and
- (c) appointing the Chairlady of the EGM as proxy to attend, speak and vote on their behalf at the EGM.

Members may participate at the EGM by taking note of the following steps:

#### 1. Registration for the Live Webcast

A Member will be able to follow the proceedings of the EGM through the Live Webcast via mobile phone, tablet, computer or any such electronic device.

In order to do so, members **MUST** pre-register online at the URL <https://sg.conveneagm.com/nippecraft> by 10.00 a.m. on 21 June 2020 (the "**Registration Deadline**") to enable the Company to verify their members' status.

Following the verification and upon the closure of pre-registration, authenticated members will receive email instructions to access the Live Webcast of the EGM proceedings by 10.00 a.m. on 23 June 2020.

Members are reminded that the EGM proceedings are private. Accordingly, members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast. In addition, recording of the Live Webcast by members in whatever form is also strictly prohibited.

Members who register by the Registration Deadline but do not receive the abovementioned email instructions by 10.00 a.m. on 23 June 2020 may contact the Company's technical support by email at [Investors@nippecraft.com.sg](mailto:Investors@nippecraft.com.sg) for assistance, with the following details included for verification purpose:

- (a) Full name of the member; and
- (b) His/her/its national registration identity card ("**NRIC**") number/passport number/company registration number.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50), including CPF and SRS Investors, and who wish to participate in the EGM should, in addition to pre-registering online, contact their relevant intermediary (which would include, in the case of CPF and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

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### 2. Submission of Questions

Members will **NOT** be able to speak or ask questions during the EGM via the Live Webcast, and therefore it is important for them to submit their questions in advance of the EGM.

Members may submit any questions related to the resolutions to be tabled for approval at the EGM via the pre-registration page at the URL <https://sg.conveneagm.com/nippecraft> no later than 10.00 a.m. on 21 June 2020 (the "**Submission Deadline**").

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50), including CPF and SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.

The Company will endeavour to provide its answers and responses to the substantial and relevant questions received from members relating to the resolutions to be tabled for approval at the EGM prior to the EGM via publication on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and (ii) the Company's corporate website at the URL <https://www.nippecraft.com.sg>; or at the EGM via the Live Webcast.

The minutes of the EGM, will thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <https://www.nippecraft.com.sg> within (1) one month after the date of the EGM.

### 3. Voting by Proxy

**Due to the current COVID-19 restriction orders in Singapore, a member will **NOT** be able to attend the EGM in person. A member (whether individual or corporate) **MUST** appoint the Chairlady of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**

The accompanying Proxy Form for the EGM may be accessed at the Company's corporate website at the URL <https://www.nippecraft.com.sg> and will also be made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairlady of the EGM 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 Chairlady of the EGM as proxy for that resolution will be treated as invalid.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50), including CPF and SRS Investors, and who wish to appoint the Chairlady of the EGM as proxy should contact their relevant intermediary (which would include, in the case of CPF and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to submit their votes at least (7) seven working days before the EGM and in any case, no later than 5.00 p.m. on 12 June 2020.

The Proxy Form appointing the Chairlady of the EGM as proxy, together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted to the Company in the following manner:

- (a) if submitted by post, be deposited at the registered office of the Company's Share Registrar at

M & C Services Private Limited  
112 Robinson Road, #05-01  
Singapore 068902; or

- (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [gpe@mnscsingapore.com](mailto:gpe@mnscsingapore.com),

in either case, not less than 48 hours before the time appointed for holding the EGM, i.e. no later than 11.00 a.m. on 22 June 2020.

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

**In view of the ongoing COVID-19 situation and the "circuit-breaker" measures imposed by the Singapore Government which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.**

The Company shall be entitled to reject the instrument appointing the Chairlady of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairlady of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, 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 EGM in order for the Depositor to be entitled to appoint the Chairlady of the EGM as proxy.

**IMPORTANT NOTICE:** Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the EGM.

The Company wishes to thank all shareholders for their patience and co-operation in enabling the Company to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

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*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made, or reports contained in this Notice.*

*The contact person for the Sponsor is Ms Lee Khai Yinn (+65 6232 3210) at 1 Robinson Road #21-00 AIA Tower, Singapore 048542.*