

**BROMAT HOLDINGS LTD.**  
**(formerly known as No Signboard Holdings Ltd.)**  
(Company Registration No.:201715253N)  
(Incorporated in Singapore)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

<b>PLACE</b>	:	The Annual General Meeting (“AGM”) was held at 277 Orchard Rd, #B1-13 Orchard Gateway, Singapore 238858
<b>DATE</b>	:	Monday, 24 June 2024
<b>TIME</b>	:	3:00 p.m.
<b>PRESENT</b>	:	As set out in the attendance records maintained by the Company.
<b>IN ATTENDANCE</b>	:	As set out in the attendance records maintained by the Company.
<b>CHAIRMAN</b>	:	Mr Lim Teck-Ean was elected to chair the AGM.

**INTRODUCTION**

The Chairman welcomed all shareholders to the AGM of the Company.

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

**QUORUM**

As a quorum was present, the Chairman declared the AGM open at 3:00 p.m..

**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 10 June 2024, at 3.00 p.m., no questions had been received from the shareholders.

**VOTING BY POLL**

The Chairman informed that in line with the Listing Manual (Section B: Rules of Catalyst) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and subsequent regulatory announcements published by the SGX-ST and relevant authorities, all resolutions to be tabled at the AGM would be voted upon by way of poll.

For the conduct of the poll, it was noted that In.Corp Corporate Services Pte. Ltd. was appointed as the Polling Agent and Agile 8 Advisory Pte. Ltd. was appointed as the Scrutineer for the AGM.

**ORDINARY BUSINESS:**

**1. RESOLUTION 1: DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2022**

The meeting proceeded 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 2022 together with the Auditors' Report thereon.

In view of the Directors' Statement and the Audited Financial Statements for the financial year ended 30 September 2022 and the Auditors' Report having been in the Shareholders' hands for the prescribed period, the Chairman proposed, with the Shareholders' permission, that the documents be taken as read.

Questions were raised by the Shareholders in relation to this resolution and these questions were responded to by the Management of the Company, details of which are recorded in Appendix 2 as attached hereto.

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

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial period ended 30 September 2022 together with the Auditors' Report thereon be received and adopted."

**2. RESOLUTION 2: RE-ELECTION OF MR LO KIM SENG AS A DIRECTOR**

It was noted that Mr Lo Kim Seng, retiring by rotation pursuant to Regulation 117 of the Constitution of the Company, had indicated his consent to continue in office. Mr Lo Kim Seng, upon re-election as a Director of the Company, will 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.

Questions were raised by the Shareholders in relation to this resolution and these questions were responded to by the Management of the Company, details of which are recorded in Appendix 2 as attached hereto.

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

"That Mr Lo Kim Seng, who is retiring by rotation 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 BENJAMIN CHO KUO KWANG AS A DIRECTOR**

It was noted that Mr Benjamin Cho Kuo Kwang, retiring by rotation pursuant to Regulation 117 of the Constitution of the Company, had indicated his consent to continue in office. Mr Benjamin Cho Kuo Kwang, upon re-election as a Director of the Company, will 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 Catalist Rules.

The Chairman 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):

“That Mr Benjamin Cho Kuo Kwang, who is retiring pursuant to Regulation 117 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

**4. RESOLUTION 4: APPROVAL OF DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023**

The Board of Directors had recommended the payment of a sum of S\$150,000 as Directors’ fees for the financial year ended 30 September 2023, to be paid quarterly in arrears.

Questions were raised by the Shareholders in relation to this resolution and these questions were responded to by the Management of the Company, details of which are recorded in Appendix 2 as attached hereto.

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

“That the payment of the Directors’ fees amounting to S\$150,000 to be paid quarterly in arrears for the financial year ended 30 September 2023 be and is hereby approved.”

**5. RESOLUTION 5: RE-APPOINTMENT OF AUDITORS**

Resolution 5 on the Agenda was to re-appoint Messrs PKF-CAP LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

The Chairman 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):

“That Messrs PKF-CAP LLP be and is hereby re-appointed as Auditors of the Company for the ensuing year at a fee to be determined by the Directors.”

**SPECIAL BUSINESS:**

**6. RESOLUTION 6: AUTHORITY TO ALLOT AND ISSUE NEW SHARES**

Resolution 6 on the Agenda was transacted as an Ordinary Resolution and it was to seek the Shareholders’ approval for the Directors to be granted the authority to issue and allot new shares in the Company, the details of which were set out in the text of the Ordinary Resolution in item 7 of the Notice of AGM.

The Chairman 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):

“That pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Singapore Exchange Securities Trading Limited Listing Manual - Section B: Rules of Catalist, 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.”

**7. RESOLUTION 7: AUTHORITY TO ALLOT AND ISSUE NEW SHARES UNDER THE NO SIGNBOARD EMPLOYEE SHARE OPTION SCHEME**

Resolution 7 on the Agenda was transacted as an Ordinary Resolution and it was to seek the Shareholders’ approval for the Directors to be granted the authority to issue and allot shares pursuant to the No Signboard Employee Share Option Scheme, the details of which are set out in the text of the Ordinary Resolution in item 8 of the Notice of AGM.

The Chairman 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):

“That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options in accordance with the No Signboard Employee Share Option Scheme adopted on 6 November 2017 (“**Share Option Scheme**”) and allot and issue from time to time such number of Shares in the capital of the Company to the holders of options granted by the Company under the Share Option Scheme established by the Company upon the exercise of such options in accordance with the terms and conditions of the Share Option Scheme, provided always that the aggregate number of Shares issued and/ or issuable pursuant to the Share Option Scheme and any other share based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.”

**8. RESOLUTION 8: PROPOSED CHANGE OF NAME OF THE COMPANY**

Resolution 8 on the Agenda was transacted as a Special Resolution and it was to approve the change of name of the Company to “Bromat Holdings Ltd.”, the details of which were set out in the text of the Ordinary Resolution in item 9 of the Notice of AGM.

Questions were raised by the Shareholders in relation to this resolution and these questions were responded to by the Management of the Company, details of which are recorded in Appendix 2 as attached hereto.

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

“That:

- (a) the name of the Company be changed from “No Signboard Holdings Ltd” to “Bromat Holdings Ltd” and that the name “Bromat Holdings Ltd” be substituted for “No Signboard Holdings Ltd” wherever the latter name appears in the Constitution of the Company; and
- (b) the Directors and/or any one of them be and are hereby authorised to do all acts and things and to execute all such documents as they, he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this resolution.

## **9. CONCLUSION**

There being no other business, the Chairman declared the AGM of the Company closed at 3.50 p.m. and thanked everyone for their attendance.

**CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**LIM TECK-EAN  
CHAIRMAN**

**APPENDIX 1**  
**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 (%)	
<b><u>ORDINARY BUSINESS</u></b>						
<u>Resolution 1</u> Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 September 2022	231,463,980	231,303,980	99.93	160,000	0.07	Carried
<u>Resolution 2</u> Re-election of Mr Lo Kim Seng as a Director of the Company	231,490,646	231,285,732	99.91	204,914	0.09	Carried
<u>Resolution 3</u> Re-election of Mr Benjamin Cho Kuo Kwang as a Director of the Company	231,490,646	231,285,732	99.91	204,914	0.09	Carried
<u>Resolution 4</u> Approval of Directors' fees of S\$150,000 for the financial year ended 30 September 2023	231,490,646	231,282,399	99.91	208,247	0.09	Carried
<u>Resolution 5</u> Re-appointment of PKF-CAP LLP as the Auditors of the	231,463,980	231,287,314	99.92	176,666	0.08	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 (%)	
Company and to authorise the Directors of the Company to fix their remuneration						
<b>SPECIAL BUSINESS</b>						
<u>Resolution 6</u> Authority to allot and issue shares	231,490,646	231,284,232	99.91	206,414	0.09	Carried
<u>Resolution 7</u> Authority to allot and issue options and shares upon exercise of the options under the No Signboard Employee Share Option Scheme	231,490,646	231,287,148	99.91	203,498	0.09	Carried
<u>Resolution 8</u> Proposed change of name of the Company	231,490,646	231,287,314	99.91	203,332	0.09	Carried



## APPENDIX 2

**QUESTIONS RAISED BY SHAREHOLDERS AT THE COMPANY'S ANNUAL GENERAL MEETING HELD ON 24 JUNE 2024 IN RELATION TO THE RESOLUTIONS AND THE RESPONSES MADE IN RELATION THERETO**

NO.	QUESTIONS	RESPONSES
1.	Shareholder A noted that the Company had not held an annual general meeting for quite some time and sought an update on the restructuring of the Company and the Company's future plans. He also requested for further information on the new majority shareholder.	The Chairman stated that the majority shareholder, Gazelle Ventures Pte. Ltd. now owns or controls approximately 75% of the shares of the Company. The Chairman shared that (a) he was the Chief Executive Officer of Gazelle Ventures Pte. Ltd. from 2016 to 2023, and remains as a beneficial owner of Gazelle Ventures Pte. Ltd., and (b) Mr Tan Keng Tiong, the Chief Operating Officer and Executive Director of the Company, is also the current Chief Operating Officer of Gazelle Ventures Pte. Ltd.. The Chairman further clarified that as at the date of the AGM, the Board had not appointed a chairman of the Board. The Chairman further shared that the Company would be undergoing a rebranding exercise and the intention is to expand into other businesses within the food and beverage industry. The Chairman assured the Shareholders that the Company intends to remain listed.
2.	Shareholder B sought clarification on the re-election of Mr Lo Kim Seng as the Director for the financial year ended 30 September 2022 (" <b>FY2022</b> ") as FY2022 had passed and the Company was due to hold the AGM for the financial year ended 30 September 2023 (" <b>FY2023</b> ") shortly. Shareholder B further suggested for the exact period of directorship be expressly set out in the Notice to the AGM.	The Chairman clarified that while the AGM was in relation to FY2022 as the Directors' Statement and the Audited Financial Statements of the Company and the Group for FY2022 had to be approved and adopted by the Shareholders, the re-election of directors is not linked specifically to FY2022 and is in respect of the current financial year. The Chairman noted that the annual general meeting for FY2023 will be held in due course and that the shareholders would be given due notice of the same.
3.	Shareholder C sought clarification as to whether dividends would be declared in the near future.	The Chairman explained that the trading of the Company's shares had been suspended for quite some time and trading had only resumed recently. As the Company's shares had resumed trading, and the Company was exploring further business opportunities, the Chairman was optimistic that the Company will turn around and, barring unforeseen circumstances, is expected to be able to declare dividends in the coming years.

4.	Shareholder D inquired about the Company's expansion plans.	The Chairman emphasised that the Company intends to remain in the food and beverage industry but is exploring its options to expand into new sectors within the industry.
5.	Shareholder B noted that the Company would require funds to carry out its expansion plans and queried on the Company's source of funds and the utilisation of its funds in respect of the Company's future plans.	<p>The Chairman shared that Gazelle Ventures Pte. Ltd. is a private fund and the Company's expansion will be funded for by way of the Company's internal funds.</p> <p>Additionally, the Chairman mentioned that the Company will conduct fund raising exercises should the Company require more funds for its business expansion plans.</p>
6.	Shareholder B further queried if the Chairman was the founder of Gazelle Ventures Pte. Ltd..	The Chairman clarified that he was a co-founder of the Gazelle Ventures Pte. Ltd..
7.	Shareholder E inquired about the meaning of the proposed name.	<p>At the outset, the Chairman informed the Shareholders that the intellectual property for the "No Signboard" trademarks had been transferred and assigned to GuGong Pte. Ltd., and pursuant to the settlement agreement with Mr Sam Lim, the Company had agreed to effect a change of name. The Chairman further clarified that GuGong Pte. Ltd. was allowed to operate under the "No Signboard" trademarks.</p> <p>The Chairman proceed to explain that the term "Bromat" is the Greek word for food, and "bromatology" relates to the study of food. As the Company intends to continue its business in the food and beverage industry, "Bromat", which roughly translates to "the science of food" was a fitting name for the Company.</p>