

MANDATORY UNCONDITIONAL CASH OFFER

by

GAZELLE VENTURES PTE. LTD.

(Incorporated in Singapore)

(UEN: 201223814H)

to acquire all the issued and paid-up ordinary shares in the capital of



NO SIGNBOARD HOLDINGS LTD

(Incorporated in Singapore)

(UEN: 201715253N)

other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it.

PHYSICAL DESPATCH OF THE FAA [AND A COPY OF THE NOTIFICATION] BY THE CDP

1. INTRODUCTION

1.1. Gazelle Ventures Pte. Ltd (the “**Offeror**”) refers to:

- (a) the announcement issued by the Offeror on 28 March 2024 (the “**Offer Announcement**”) regarding the mandatory unconditional cash offer (the “**Offer**”) by the Offeror made in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”) for all the issued and paid-up ordinary shares (“**Shares**”) in the capital of No Signboard Holdings Ltd (the “**Company**”), other than treasury shares and those Shares held, directly or indirectly, by the Offeror and parties acting in concert with the Offeror (as defined in the Code) as at the date of the Offer Announcement; and
- (b) the announcement issued by the Offeror on 18 April 2024 regarding (i) the electronic publication of the offer document (the “**Offer Document**”), Notification (as defined in the Offer Document), FAA and FAT (as defined in the Offer Document) and related documents on the SGXNet and the website of the Company and (ii) the physical despatch of the Notification and the FAT and related documents (the “**Despatch Announcement**”),

(the Offer Document, the Notification, the FAA, the FAT, the Despatch Announcement and all related documents are also referred to hereinafter as the “**Takeover Documents**”, where the context allows).

- 1.2. As stated in the Offer Announcement and the Offer Document, the Offer is unconditional in all respects.
- 1.3. All capitalised terms used but not defined in this announcement (“**Announcement**”) shall have the same meanings given to them in the Offer Document and the Despatch Announcement, unless otherwise expressly stated or the context otherwise requires.

2. DESPATCH OF THE NOTIFICATION, OFFER DOCUMENT AND ACCEPTANCE FORMS

- 2.1. As stated in the Despatch Announcement, the Offeror published an electronic version each of the Takeover Documents on the SGXNET, the website of the SGX-ST at <https://www.sgx.com> and the website of the Company at <https://nosignboardseafood.com> in reliance of the SIC’s Public Statement (on the despatch of takeover documents electronically).

- 2.2. As announced in the Despatch Announcement, a printed hardcopy of the Notification would be sent out to all Shareholders by post/mail on the Despatch Announcement Date.
- 2.3. In addition, the Offeror informed Shareholders that:
- (a) a printed hardcopy of the Notification and the FAT, together with a business return envelope would be sent out by post/mail to those Shareholders whose addresses are registered and as shown on the register of members of the Company on the date of the Notification;
 - (b) a printed hardcopy of the Notification and the FAA, together with a business return envelope would be sent out by post/mail to those Shareholders whose addresses are registered and as shown in the records of the CDP by 24 April 2024; and
 - (c) the SGX-ST's Investor's Portal at investors.sgx.com would only be opened on 24 April 2024 onwards for submission of acceptances in electronic form of the FAA.

3. PHYSICAL DESPATCH OF THE FAA BY THE CDP

The Offeror wishes to inform Shareholders that as at the date of this Announcement (i.e., the FAA Despatch Date, as defined in the Offer Document), a printed hardcopy of the Notification and the FAA, together with a business return envelope have been sent out by post/mail to Shareholders whose addresses are registered and as shown in the records of the CDP.

4. PROCEDURES FOR ACCEPTANCE

- 4.1. If you wish to accept the Offer in respect of all or part of your Offer Shares, please read very carefully the procedures for accepting the Offer set out in **Appendix 4** to the Offer Document which contains instructions on how to accept the Offer either (a) in physical form or (b) in electronic form.
- 4.2. The procedures for accepting the Offer are also set out in the FAA and the FAT.
- 4.3. **Shareholders whose addresses are registered and as shown in the records of the CDP, please note that with effect from the FAA Despatch Date, the SGX-ST's Investor's Portal at investors.sgx.com is open for submission of acceptances in electronic form of the FAA.**

5. CLOSING DATE

- 5.1. The Offer will close at 5.30 p.m. (Singapore time) on 16 May 2024 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "**Closing Date**"). No tender for acceptance of any Offer Shares will be accepted after the Closing Date, unless extended. The Offeror does not intend to extend the Closing Date.

6. REQUEST FOR OFFER DOCUMENT AND ACCEPTANCE FORMS

6.1. Request by Depositors

Shareholders whose addresses are registered and as shown in the records of the CDP who do not receive a printed hardcopy the Notification and/or FAA within a week from the FAA Despatch Date may download the Takeover Documents from the website of the SGX-ST or the Company. The Notification published on the website of the SGX-ST and the Company contains instructions on how to do this. You may also request from the CDP a printed hardcopy of the FAA and related documents upon production of satisfactory evidence that you are a Shareholder or have purchased Offer Shares on the SGX-ST (as the case may be) by submitting a request via phone (+65 6535 7511) or email (asksgx@sgx.com).

6.2. **Request by Scrip Shareholders**

Shareholders whose addresses are registered and as shown in the register of members of the Company who do not receive a printed hardcopy the Notification and/or FAT within a week from the date of the Despatch Announcement may download the documents from the website of the SGX-ST or the Company. The Notification published on the website of the SGX-ST and the Company contains instructions on how to do this. You may also request from In.Corp Corporate Services Pte. Ltd a printed hardcopy of the FAT and related documents by visiting their office at 30 Cecil Street, #19-08, Prudential Tower, Singapore 049712.

7. **OVERSEAS SHAREHOLDERS**

- 7.1. The availability of the Offer to Overseas Shareholders may be affected by the laws of the countries in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable legal requirements of their respective countries.
- 7.2. Please read the Offer Document or the Notification carefully if you are an Overseas Shareholder.

8. **INFORMATION FOR SRS INVESTORS**

- 8.1. SRS Investors should receive further information on how to accept the Offer from their respective SRS Agent Banks directly. SRS Investors are advised to consult their respective SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.
- 8.2. SRS Investors who wish to accept the Offer are to reply to their respective SRS Agent Banks by the deadline stated in the letter from their respective SRS Agent Banks. SRS Investors who validly accept the Offer will receive payment for their Offer Shares in their respective SRS investment accounts.

Issued by

Mr. Lim Teck Ean
Director of the Offeror
For and on behalf of
GAZELLE VENTURES PTE. LTD.

24 April 2024