

# NSL LTD.

(Incorporated in Singapore)

Company Registration Number 196100107C

## **ANNUAL GENERAL MEETING TO BE HELD AT BRIDGE ROOMS 1, 2 AND 3, RAFFLES MARINA, 10 TUAS WEST DRIVE, SINGAPORE 638404 ON 27 APRIL 2023 AT 2.00 P.M.**

1. **Background.** NSL Ltd. (“NSL” or the “Company”) refers to:
  - (a) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to convene, hold or conduct general meetings;
  - (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “Order”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
  - (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022), read together with the FAQs on “The Holding of General Meetings” issued by Singapore Exchange Regulation on 23 May 2022, which provides guidance on the conduct of general meetings amid the evolving COVID-19 situation.
2. **Date, time and place of the AGM.** The Company is pleased to announce that its Annual General Meeting (“AGM”) will be held in a **wholly physical format** at Bridge Rooms 1, 2 and 3, Raffles Marina, 10 Tuas West Drive, Singapore 638404 on **Thursday, 27 April 2023 at 2.00 p.m.** (Singapore time), pursuant to the Order. **There will be no option to participate virtually.**
3. **Notice of AGM and proxy form.** The Notice of AGM and proxy form will be sent to shareholders by electronic means via publication on the Company’s website and the SGX website<sup>1</sup>. For convenience, printed copies of these documents will also be sent by post to shareholders.
4. **Arrangements for participation in the AGM.** Shareholders, including CPF and SRS investors, may participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
  - (c) voting at the AGM (i) themselves; or (ii) through duly appointed proxy(ies)<sup>2</sup>.

Details of the steps for registration, submission of questions and voting at the AGM by shareholders, including CPF and SRS investors, are set out in the **Appendix** to this announcement. In particular, CPF and SRS investors who wish to request their CPF Agent Banks or SRS Operators to appoint the Chairman of the Meeting as their proxy in respect of the NSL shares held by such CPF Agent Banks or SRS Operators on their behalf, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on 17 April 2023**. For convenience, printed copies of this announcement will also be sent by post to shareholders.

5. **Persons who hold shares through relevant intermediaries.** Persons who hold NSL shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), other than CPF and SRS investors, and who wish to participate in the AGM by:
  - (a) attending the AGM in person;
  - (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or

<sup>1</sup> The Notice of AGM and proxy form may be accessed on the Company’s website at the URL <https://www.nsl.com.sg/announcements> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

<sup>2</sup> For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e. persons other than the Chairman of the Meeting) to attend, speak and/or vote at the AGM on their behalf.

- (c) voting at the AGM (i) themselves; or (ii) by appointing the Chairman of the Meeting as proxy in respect of the NSL shares held by such relevant intermediary on their behalf,

should contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

- 6. Annual Report 2022 and Letter to Shareholders.** The Annual Report 2022 and the Letter to Shareholders dated 4 April 2023 (in relation to the proposed renewal of the share purchase mandate) may be accessed at the Company's website as follows:

- (a) the Annual Report 2022 may be accessed at the URL <https://www.nsl.com.sg/investor-relations/annual-reports> by clicking on the hyperlink for "Annual Report 2022"; and
- (b) the Letter to Shareholders dated 4 April 2023 may be accessed at the URL <https://www.nsl.com.sg/investor-relations/annual-reports> by clicking on the hyperlink for "Letter to Shareholders" under "Annual Report 2022".

These documents may also be accessed at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. For convenience, printed copies of the Letter to Shareholders dated 4 April 2023 will also be sent by post to shareholders. Printed copies of the Annual Report 2022 will not be sent to shareholders.

- 7. Key dates/deadlines.** In summary, the key dates/deadlines to take note of are set out in the table below:

Key dates	Actions
5.00 p.m. on 14 April 2023 (Friday)	Deadline for shareholders to submit questions in advance.
5.00 p.m. on 17 April 2023 (Monday)	Deadline for CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
2.00 p.m. on 24 April 2023 (Monday)	Deadline for shareholders to submit instruments appointing a proxy(ies).
<b>Date and time of AGM</b> 2.00 p.m. on 27 April 2023 (Thursday)  Registration commences at 1.00 p.m.	Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies may attend the AGM in person at Bridge Rooms 1, 2 and 3, Raffles Marina, 10 Tuas West Drive, Singapore 638404. <b><u>There will be no option to participate virtually.</u></b>  They will need to bring along their NRIC/passport to enable the Company to verify their identity for entry to, and (where applicable) be provided with a poll slip for voting at the physical meeting.

- 8. Important reminder. Shareholders are reminded to check the Company's website at the URL <https://www.nsl.com.sg/announcements> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.**

By Order of the Board

Lim Su-Ling  
Company Secretary

4 April 2023

## APPENDIX

### Steps for registration, submission of questions and voting at the AGM:

Shareholders, including CPF and SRS investors, can attend the AGM in person, submit questions to the Chairman of the Meeting in advance of, or at, the AGM and/or vote at the AGM by themselves or through duly appointed proxy(ies)<sup>3</sup>.

To do so, they will need to complete the following steps:

No	Steps	Details
1	Register in person to attend the AGM	<p><b>Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can attend the AGM in person.</b></p> <p>They will first need to register in person at the registration counter(s) outside the AGM venue on the day of the event, and should bring along their NRIC/passport to enable the Company to verify their identity for entry to, and (where applicable) be provided with a poll slip for voting at the physical meeting. Registration will commence at 1.00 p.m..</p> <p><b>Shareholders are advised not to attend the AGM if they are feeling unwell.</b></p>
2	Submit questions in advance of, or at, the AGM	<p><b>Shareholders, including CPF and SRS investors, can submit questions in advance of, or at, the AGM.</b></p> <p><b>Submission of substantial and relevant questions in advance of the AGM.</b> Shareholders, including CPF and SRS investors, can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting, in advance of the AGM, in the following manner:</p> <p>(a) <b>By post</b> to the Company's Share Registrar, M &amp; C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902.</p> <p>(b) <b>Via email</b> to the Company's Share Registrar at <a href="mailto:gpa@mncsingapore.com">gpa@mncsingapore.com</a>.</p> <p>When submitting questions by post or via email, the shareholder would also need to provide the following details:</p> <ul style="list-style-type: none"><li>• full name;</li><li>• address; and</li><li>• the manner in which the shareholder holds shares in NSL (e.g., via CDP, CPF, SRS and/or scrip).</li></ul> <p><b>Deadline to submit questions in advance of the AGM.</b> All questions submitted in advance of the AGM via any of the above channels must be received by <b>5.00 p.m. on 14 April 2023.</b></p> <p><b>Asking substantial and relevant questions at the AGM.</b> Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.</p>

<sup>3</sup> See footnote 2 above.

No	Steps	Details
		<p><b>Addressing questions.</b> The Company will address all substantial and relevant questions received from shareholders by the 14 April 2023 submission deadline by publishing the Company's responses to such questions on the Company's website at the URL <a href="https://www.nsl.com.sg/announcements">https://www.nsl.com.sg/announcements</a> and the SGX website at the URL <a href="https://www.sgx.com/securities/company-announcements">https://www.sgx.com/securities/company-announcements</a> prior to the AGM. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the 14 April 2023 submission deadline which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, at the AGM itself. <b>Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.</b></p> <p><b>Minutes of AGM.</b> The Company will publish the minutes of the AGM on its corporate website and the SGX website.</p>
3	Vote, or submit instruments appointing a proxy(ies) to vote, at the AGM	<p><b>Shareholders can vote at the AGM themselves or through duly appointed proxy(ies)<sup>4</sup>. Shareholders who wish to appoint a proxy(ies) must submit an instrument appointing a proxy(ies).</b></p> <p><b>Submission of instruments appointing a proxy(ies).</b> The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:</p> <p>(a) if submitted by post, be lodged with the Company's Share Registrar, M &amp; C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or</p> <p>(b) if submitted electronically, be submitted via email to the Company's Share Registrar at <a href="mailto:gpa@mncsingapore.com">gpa@mncsingapore.com</a>,</p> <p>in each case, by <b>2.00 p.m. on 24 April 2023</b>.</p> <p>A shareholder who wishes to submit an instrument appointing a proxy(ies) can either use the printed copy of the proxy form which is sent to him/her/it by post or download a copy of the proxy form from the Company's website or the SGX website, and 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.</p> <p><b>Deemed revocation of proxy appointment if shareholder attends the AGM in person.</b> Completion and submission of the instrument appointing a proxy(ies) by a shareholder will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the shareholder attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the AGM.</p> <p><b>CPF and SRS investors.</b> CPF and SRS investors:</p> <p>(a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or</p> <p>(b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by <b>5.00 p.m. on 17 April 2023</b>.</p>

<sup>4</sup> See footnote 2 above.