

NOEL GIFTS INTERNATIONAL LTD.

(Company Registration No. 198303940Z)
(Incorporated in the Republic of Singapore)

IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S ANNUAL GENERAL MEETING ON 23 OCTOBER 2020

- (1) NO DESPATCH OF PRINTED COPIES OF NOTICE OF ANNUAL GENERAL MEETING, PROXY FORM, ANNUAL REPORT AND APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE
- (2) NO ATTENDANCE AT ANNUAL GENERAL MEETING
- (3) ALTERNATIVE ARRANGEMENTS TO PARTICIPATE AT ANNUAL GENERAL MEETING

1. INTRODUCTION

The board of directors (the “**Board**”) of Noel Gifts International Ltd. (the “**Company**”) and together with its subsidiaries, the “**Group**”) refers to:

- (a) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (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 “**Relevant Order**”) which was gazetted on 13 April 2020 and is deemed to have come into operation on 27 March 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies; and
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 3) Order 2020 which extended the application of alternative arrangements in respect of, *inter alia*, general meetings of companies in the relevant order up to 30 June 2021.

2. DATE OF ANNUAL GENERAL MEETING

The Directors wish to inform Members that the Company has today issued the Notice of Annual General Meeting (“**AGM**”) dated 8 October 2020 (“**Notice of AGM**”). The AGM will be held by way of electronic means on 23 October 2020 at 9.00 a.m..

3. NO DESPATCH OF PRINTED COPIES OF NOTICE OF AGM, PROXY FORM, ANNUAL REPORT AND APPENDIX IN RELATION TO THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

In line with the provisions under the Relevant Order, no printed copies of the Notice of AGM, the proxy form, the Annual Report and Appendix in relation to the proposed renewal of the share buy-back mandate in respect of the AGM will be despatched to Members.

Copies of the Notice of AGM, the proxy form, the Annual Report and the Appendix in relation to the proposed renewal of the share buy-back mandate have been uploaded on SGXNet and are now also available on the Company's website at the URL <https://www.noelgifts.com/Annual-Report>.

A Member will need an internet browser and PDF reader to view these documents on SGXNet and the Company's website.

Shareholders are advised to read the Notice of AGM carefully in order to decide whether they should vote in favour of or against the ordinary resolutions, or to abstain from voting on the ordinary resolutions, to be tabled at the AGM.

4. NO ATTENDANCE AT AGM

Due to the COVID-19 outbreak in Singapore, Members will not be allowed to attend the AGM. Instead, alternative arrangements have been put in place to allow Members to participate at the AGM by (a) watching the AGM proceedings via "live" webcast or listening to the AGM proceedings via "live" audio feed, (b) submitting questions in advance of the AGM, and/or (c) voting by proxy at the AGM. Please see paragraph 5 below for these alternative arrangements.

5. ALTERNATIVE ARRANGEMENTS

The following are the alternative arrangements which have been put in place for the AGM:

(a) "Live" webcast and "live" audio feed

The Company's Chairman, Mr Alfred Wong Siu Hong, will conduct the proceedings of the AGM by way of electronic means. Members will be able to watch these proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone. In order to do so, Members (including CPF or SRS investors) must follow these steps:

- Members (including CPF or SRS investors) who wish to watch the "live" webcast or listen to the "live" audio feed must pre-register at the URL <https://complete-corp.com.sg/noelgifts-agm/> by 9.00 a.m. on 20 October 2020.

Following the authentication of the Members' status as shareholders or CPF or SRS investors, authenticated Members or CPF or SRS investors

will receive email instructions on how to access the webcast and audio feed of the AGM proceedings by 12.00 p.m. on 22 October 2020. Members who have received the email instructions must not forward the email instructions to other persons who are not shareholders or who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the “live” webcast or “live” audio feed.

- Members (including CPF or SRS investors) who do not receive an email by 12.00 p.m. on 22 October 2020, but who have registered by the 9.00 a.m. on 20 October 2020 deadline, should contact the Company at the following email address: noelgifts-agm@complete-corp.com.sg.

(b) *Submission of questions in advance*

Members (including CPF or SRS investors) may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by 9.00 a.m. on 20 October 2020:
 - via the pre-registration website at the URL <https://complete-corp.com.sg/noelgifts-agm/>;
 - in hard copy by sending by post and lodging the same at the Registered Office of the Company at 21 Ubi Road 1 #03-01, Singapore 408484; or
 - by email to noelgifts-agm@complete-corp.com.sg

In view of the current COVID-19 situation, Members are strongly encouraged to submit questions electronically.

- Members (including CPF or SRS investors) will need to identify themselves when posing questions by email or by mail by providing the following details:
 - the Member’s full name as it appears on his/her/its CDP/CPF/SRS share records;
 - the Member’s NRIC/Passport/UEN number;
 - the Member’s contact number and email address; and
 - the manner in which the Member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

- The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM as received from Members either before or during the AGM.

- The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.
- Please note that Members will not be able to ask questions at the AGM "live" during the webcast and the audio feed, and therefore it is important for Members to submit their questions in advance of the AGM.

(c) *Proxy voting*

Members will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if Members (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf:

- Members (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.
- The proxy form can be submitted to the Company in hard copy form or by email:
 - if sent by post, be deposited at the Registered Office of the Company at 21 Ubi Road 1 #03-01, Singapore 408484; or
 - if submitted by email, to noelgifts-agm@complete-corp.com.sg,

in either case, not less than 48 hours before the time for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

- CPF or SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.30 p.m. on 13 October 2020 in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf not less than 48 hours before the time for holding the AGM.
- Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), excluding CPF and SRS investors, and who wish to participate in the AGM by (a) observing and/or listening to the AGM proceedings via the "live" webcast or the "live" audio feed; (b) submitting questions in advance of the AGM; and/or (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.

6. FURTHER INFORMATION

For further information on the conduct of the AGM and the alternative arrangements, shareholders can refer to the Company's website at the following URL <https://www.noelgifts.com/Annual-Report>.

Important reminder: The Company would like to remind Members that, with the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its AGM arrangements at short notice. Members should check the above URL and SGXNet for updates on the AGM.

The Company would like to thank all Members for their patience and co-operation in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

BY ORDER OF THE BOARD
NOEL GIFTS INTERNATIONAL LTD.

Alfred Wong Siu Hong
Chairman and Managing Director
8 October 2020