



NORDIC
Group Limited

NORDIC GROUP LIMITED

(Incorporated in Singapore)
Registration No. 201007399N

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the members of the Company will be held at Singapore Recreation Club, Lounge 1883, Level 1, B Connaught Drive, Singapore 179682 on Friday 15 April 2011 at 10:00 am. to transact the following businesses:

AS ORDINARY BUSINESS

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| 1. To receive and consider the Directors' Report and Audited Accounts for the financial period ended 31 December 2010 and the Auditors' Report thereon. | Resolution 1 |
| 2. To declare a first and final exempt (one-tier) dividend of 0.53 cents per ordinary share for the financial period ended 31 December 2010. | Resolution 2 |
| 3. To re-elect Mr Chang Yeh Hong who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company. | Resolution 3 |
| 4. To re-elect Ms Teo Ling Ling who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company. | Resolution 4 |
| 5. To re-elect Mr Lin Choon Hin who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company. | Resolution 5 |
| 6. To re-elect Mr Hew Koon Chan who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company.
[Mr Hew Koon Chan shall, upon re-election of the Director of the Company, remain as Chairman of the Audit Committee and as a member of the Remuneration Committee and Nominating Committee. Mr Hew Koon Chan shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.] | Resolution 6 |
| 7. To re-elect Ms Lee Kim Lian Juliana who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company.
[Ms Lee Kim Lian Juliana shall, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and as a member of Audit Committee and Remuneration Committee. Ms Lee Kim Lian Juliana shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.] | Resolution 7 |
| 8. To re-elect Ms Ong Hua who is retiring in accordance with Article 114 of the Company's Articles of Association, as a Director of the Company.
[Ms Ong Hua shall, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of Audit Committee and Nominating Committee. Ms Ong Hua shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.] | Resolution 8 |
| 9. To approve the Directors' fees of S\$35,567 for the financial period ended 31 December 2010. | Resolution 9 |
| 10. To approve the Directors' fees of S\$100,000 for the financial year ending 31 December 2011, payable half-yearly in arrears. | Resolution 10 |
| 11. To re-appoint Messrs RSM Chio Lim LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 11 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolution as Ordinary Resolution, with or without amendments:

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| 12. Ordinary Resolution: Authority to allot and issue shares up to fifty per centum (50%) of the issued shares in the capital of the Company
"That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided that:
(i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
(ii) subject to such manner of calculations 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 (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:
(a) new shares arising from the conversion or exercise of any convertible securities;
(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
(c) any subsequent bonus issue, consolidation or sub-division;
(iii) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
[See Explanatory Note (i)] | Resolution 12 |
| 13. To transact any other business which may be properly transacted at an Annual General Meeting. | |

Explanatory Notes:

- (i) The proposed Resolution 12, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 50% of the total number of issued shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 29 April 2011 for the purpose of determining members' entitlements to the first and final exempt (one-tier) dividend (the "First and Final Dividend") to be proposed at the Annual General Meeting of the Company to be held on 15 April 2011.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5:00 p.m. on 28 April 2011 by the Company's Share Registrar, Tricor Barbinder Share Registration Services, 8 Cross Street, #11-00 PwC Building, Singapore 048424 will be registered to determine members' entitlements to the First and Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5:00 p.m. on 28 April 2011 will be entitled to such proposed First and Final Dividend.

The proposed First and Final Dividend, if approved at the Annual General Meeting will be paid on 16 May 2011.

By Order Of the Board

THUNG SIM YEE

Company Secretary

Date: 31 March 2011

Note:

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 8 Teban Gardens Crescent Singapore 608922 not less than 48 hours before the meeting.
- The form of proxy must be signed by the appointor or his attorney duly authorized in writing.
- In the case of joint shareholders, all holders must sign the form of proxy.

Note on Dress Code of the Singapore Recreation Club ("Club")

Attire:

The following forms of dressing/attire will not be allowed into the Club:

- Collarless shirts/teeshirts/singlets/tanktops
- Sweaty shirts/teeshirts
- Shirts/teeshirts with slogans, advertisements or pictorial representations
- Worn out/frayed jeans
- Patched jeans
- Cut-out jeans
- Shorts including Bermudas
- Slippers
- Heavy duty boots
- Spiked/studded shoes
- Swim-wear
- Jogging attire or track suits