

Nobel Design Holdings Ltd Interested Persons Transactions Policy

Purpose and Scope

As part of Nobel Design Holdings Ltd's (the "**Company**") Interested Persons Transactions Policy (the "**Policy**"), all Interested Party Transactions, defined as transactions entered into between "entities at risk" and "interested persons", must be conducted at arm's length and on terms generally available to an unaffiliated third party under the same or similar circumstances.

"Entities at risk" refers to the Company, its non-listed subsidiaries and its non-listed associated companies which the Group has control over. "Interested persons" refers to the Company's directors, Chief Executive Officer, controlling shareholders or any associate of such director, Chief Executive Officer or controlling shareholder.

Except for the limited exceptions set forth in this Policy, transactions with interested persons that exceed \$100,000 in value in any calendar year must be subject to prior approval of the Board.

Policy

As part of the requirements under the Listing Manual of the Singapore Exchange Securities Trading Limited, an immediate announcement is required to be made by the Company where:

- a) the transaction is of a value equal to, or more than, 3.0% of the Group's latest audited consolidated net tangible assets; or
- b) the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3.0% or more of the Group's latest audited consolidated net tangible assets.

In addition to an immediate announcement, shareholders' approval is required for an Interested Person Transaction of a value equal to, or which exceeds:

- a) 5.0% of the Group's latest audited consolidated net tangible assets; or
- b) 5.0% of the Group's latest audited consolidated net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year.

The Board will ensure that all disclosure requirements on Interested Person Transactions, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with.

An interested person must promptly notify the Company Secretary of any material interest that such interested person may have in a proposed transaction. The Company Secretary will promptly notify the Chairman of the Audit Committee of such proposed transaction. The Chairman of the Audit Committee will determine if approval of the transaction under this Policy is required.

If approval under this Policy is required, the Audit Committee will review the material facts of the proposed transaction and make a recommendation to the Board regarding whether to approve or disapprove entry into the transaction.

The Audit Committee and the Board will take into account whether the transaction with an interested person is on terms no less favourable than terms generally available to an unaffiliated third-party under the same or similar circumstances. No director shall participate in any discussion or approval of a transaction for which he or she is an interested person or whose immediate family member is an

interested person, except that the director may provide information on the transaction to the Audit Committee and the Board.

On a quarterly basis, the Company's Audit Committee will review all recorded Interested Person Transactions entered into by the Company, and the basis of such transactions. In addition, the Audit Committee will include the review of the Interested Person Transactions as part of its standard procedures while examining the adequacy of the Company's internal controls.

Failure on the part of an interested person to divulge the relevant information to the Company shall be treated seriously and will be subject to grave penalties.

Governance

The Board provides oversight for the Policy. The Audit Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Audit Committee will discuss any revision that may be required, and recommend any such revision to the Board for consideration and approval.

Communication of Policy

The Policy shall be communicated to the Company's stakeholders, including but not limited to its employees, shareholders, suppliers, business partners and customers. The Policy shall be published on the Company website, which is accessible by the public.

Reporting of Interested Person Transactions

Any suspected breach of this Policy must be referred to the Audit Committee for investigation and assessment.