

NEW WAVE HOLDINGS LTD.

(Incorporated in the Republic of Singapore)
Company Reg. No. 199906870Z

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Fifth Annual General Meeting ("**AGM**") of New Wave Holdings Ltd. (the "**Company**") will be held at 8 First Lok Yang Road, Singapore 629731 on Monday, 29 July 2024 at 10.00 a.m. to transact the following business:–

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2024 together with the Independent Auditor's Report thereon. **Resolution 1**
2. To re-elect the following Directors of the Company, each of whom will retire pursuant to the Constitution of the Company and who, being eligible, will offer themselves for re-election:
 - (a) Mdm Choo Tung Kheng (Article 89) **Resolution 2**
 - (b) Mr. Chea Chia Chan (Article 89) **Resolution 3**
 - (c) Mr. Soh Beng Keng (Article 88) **Resolution 4**
 - (d) Ms. Xie Xingbei, Pearlyn (Article 88) **Resolution 5**

(See Explanatory Notes)
3. To note the retirement of the following Directors pursuant to Rule 406(3)(d)(iii) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited.
 - (a) Mr. Tito Shane Isaac
 - (b) Mr. Lee Teong Sang
4. To approve the payment of Directors' fees of S\$58,000 for the financial year ended 31 March 2024 (FY2023: S\$58,000) and to approve the Directors' Fees of S\$13,333 payable to the two (2) retiring Independent Directors for the period of April to July 2024. **Resolution 6**
5. To re-appoint BDO LLP as Independent Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 7**
6. To transact any other ordinary business that may be transacted at an annual general meeting.

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:– **Resolution 8**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

- (1) (a) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

- (b) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares;

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; and

- (2) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (calculated in accordance with sub-paragraph (b) below), or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed, 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 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (b) (subject to such manner of calculation and adjustments 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 (a) above, the percentage of total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares;

Adjustments in accordance with sub-paragraph (b)(i) or sub-paragraph (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (c) in exercising the authority conferred by this Resolution, the Directors shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (d) unless previously revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company 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 Notes)

By Order of the Board

Koh Geok Hoon (Ms)
Chng Thian Hooi (Ms)
Joint Company Secretaries

Singapore
12 July 2024

Explanatory Notes:

Resolution 2

Mdm Choo Tung Kheng will, upon re-election as a Director of the Company, continue to serve as a Non-Executive Director of the Company and a member of the Audit Committee, the Remuneration Committee and the Nominating Committee. Mdm Choo Tung Kheng is considered non-independent for the purposes of Rule 704(7) of the Catalist Rules. Mdm Choo Tung Kheng is a substantial shareholder of the Company, holding an aggregate interest of 21.57% in the Company as at 12 July 2024. Save for the aforementioned, there are no relationships including immediate family relationships between Mdm Choo Tung Kheng and the other Directors, the Company or its 10% shareholders. Detailed information on Mdm Choo Tung Kheng can be found under the "Board of Directors" and "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" sections in the Company's Annual Report.

Resolution 3

Mr. Chea Chia Chan will, upon re-election as a Director of the Company, continue to serve as an Executive Director of the Company. There are no relationships including immediate family relationships between Mr. Chea Chia Chan and the other Directors, the Company or its 10% shareholders. Detailed information on Mr. Chea Chia Chan can be found under the "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" sections in the Company's Annual Report.

Resolution 4

Mr. Soh Beng Keng will, upon re-election as a Director of the Company, continue to serve as an Independent Non-Executive Director. Mr. Soh Beng Keng is considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr. Soh Beng Keng and the other Directors, the Company or its substantial shareholders. Detailed information on Mr. Soh Beng Keng can be found under the "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" sections in the Company's Annual Report.

Resolution 5

Ms. Xie Xingbei Pearlyn will, upon re-election as a Director of the Company, continue to serve as an Independent Non-Executive Director. Ms. Xie Xingbei Pearlyn is considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Ms. Xie Xingbei Pearlyn and the other Directors, the Company or its substantial shareholders. Detailed information on Ms. Xie Xingbei Pearlyn can be found under the "Board of Directors", "Corporate Governance Report" and "Disclosure of Information on Directors Seeking Re-election" sections in the Company's Annual Report.

Resolution 8

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company from the date of this AGM until the next annual general meeting, to allot and issue Shares and/or convertible securities (whether by way of rights, bonus or otherwise) at any time. The number of Shares and/or convertible securities that the Directors of the Company may allot and issue under this Resolution must not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of which the aggregate number of Shares and/or convertible securities issued other than on a pro rata basis to existing shareholders of the Company must not be more than fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed.

Important Notes:

1. The members of the Company are invited to attend the Twenty-Fifth Annual General Meeting ("**AGM**") physically. There will be no option for shareholders to participate virtually. This Notice of the AGM together with the Proxy Form and the Company's Annual Report 2024 will be published electronically on the Company's website at the URL <http://www.newwave.com.sg> and are also available on SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Members who wish to obtain a printed copy of the Annual Report 2024 should send in their request via email to NW_IR@newwave.com.sg stating their full name, identification/registration number, current mailing address, contact number and number of shares held.

2. Members (including Central Provident Fund Investment Scheme Investors ("**CPFIS Investors**") and/or Supplementary Retirement Scheme Investors ("**SRS Investors**") may participate in the AGM by:

- (a) attending the AGM in person;
- (b) raising questions at the AGM or submitting questions in advance of the AGM, and/or
- (c) voting at the AGM
 - (i) themselves personally; or
 - (ii) through their duly appointed proxy(ies).

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 July 2024, being seven (7) working days prior to the date of the AGM.

Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider to appoint a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company who is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, 1967.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company at NW_IR@newwave.com.sg

in either case, by 10.00 a.m. on 27 July 2024, being no later than 48 hours before the time set for the AGM.

7. The Chairman of the AGM, as proxy, need not be a member of the Company.
8. Members may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by 10.00 a.m. on 19 July 2024 ("**Cut-Off Time**"):

- (a) by email to NW_IR@newwave.com.sg; or
- (b) by post to the registered office of the Company at 101 Kitchener Road #02-17, Jalan Besar Plaza, Singapore 208511.

When submitting the questions, please provide the Company with the full name, identification number, current address, contact number, shareholding type and number of shares held for verification purpose.

The Company will address all substantial and relevant questions submitted prior to the Cut-Off Time by publishing the responses to such questions on SGXNet by 10.00 a.m. on 25 July 2024. 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 10.00 a.m. on 19 July 2024 which have not already been addressed prior to the AGM, at the AGM itself.

9. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the SGXNet within one month after the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

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IMPORTANT:

1. A relevant intermediary may appoint more than two (2) proxies to attend the Annual General Meeting and vote (please see Note 3 for the definition of “**Relevant Intermediary**”).
2. For investors who have used their CPF or SRS monies to buy shares in the Company, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them. CPFIS and SRS investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPFIS and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 17 July 2024.
3. Please read the notes to the Proxy Form.

being a member/members of New Wave Holdings Ltd. (the "Company") hereby appoint:

	Name	Address	NRIC/ Passport No.	Proportion of Shareholdings	
				No. of Shares	(%)
(a)					
and/or (delete as appropriate)					
				No. of Shares	(%)
(b)					

I/we have directed my/our proxy/proxies to vote for or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies (other than the Chairman of the AGM) may vote or abstain from voting at his/their discretion, as he/they will on any other matters arising at the AGM and/or at any adjournment thereof.

No.	RESOLUTIONS RELATING TO:	For	Against	Abstain
	Ordinary Business			
1	To receive and adopt the Directors' Statement and Audited Financial Statements for the year ended 31 March 2024 together with the Independent Auditor's Report thereon			
2	To re-elect Mdm Choo Tung Kheng as a Director of the Company			
3	To re-elect Mr. Chea Chia Chan as a Director of the Company			
4	To re-elect Mr. Soh Beng Keng as a Director of the Company			
5	To re-elect Ms. Xie Xingbei, Pearlyn as a Director of the Company			
6	To approve the payment of Directors' fees of S\$58,000 for the financial year ended 31 March 2024 (FY2023: S\$58,000) and to approve the Directors' Fees of S\$13,333 payable to the two (2) retiring Independent Directors for the period of April to July 2024.			
7	To re-appoint BDO LLP as Independent Auditor of the Company and authorize the Directors to fix its remuneration			
	Special Business			
8	To approve the authority to Directors to issue shares and/or convertible securities			

Dated this _____ day of _____ 2024

Total Number of Shares Held

Signature(s) of Member(s)/
Common Seal of Corporate Member

Notes:

1. Please insert the total number of shares in the capital of the Company ("Shares") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of Shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
3. For any member who acts as a Relevant Intermediary pursuant to Section 181 of the Companies Act, 1967, who is either:
 - (a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds Shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of Shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM but each proxy must be appointed to exercise the rights attached to a different share or Shares held by such member. Where such member appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the forthcoming AGM.
A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

fold along this line (1)

Please
affix
postage
stamp

New Wave Holdings Ltd.
c/o Boardroom Corporate & Advisory Services Pte Ltd
1 Harbourfront Avenue #14-07
Keppel Bay Tower
Singapore 098632

fold along this line (2)

4. The instrument appointing a proxy or proxies, duly executed, must be submitted to the Company in the following manner:
 - (a) If submitted by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) If submitted electronically, be submitted via email to NW_IR@newwave.com.sgin either case, by 10.00 a.m. on 27 July 2024, being no later than 48 hours before the time set for the AGM. A member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.
5. Completion and return of the Proxy Form by a member 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 will be deemed to be revoked if the member 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.
6. The Proxy Form must be signed by the appointer or his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act, 1967.

General:

The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of members whose shares are entered in the Depository Register, the Company shall be entitled to reject any instrument of proxy lodged if the member, being the appointer, is not shown to have any shares entered against his name in the Depository Register as at 72 hours before the time set for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 12 July 2024.