

## NERA TELECOMMUNICATIONS LTD

(Incorporated in the Republic of Singapore)

COMPANY REGISTRATION NO.: 197802690R

**NOTICE IS HEREBY GIVEN THAT** the Annual General Meeting of the Company will be convened and held at Temasek Club, Brani Room, 131 Rifle Range Road, Singapore 588406 on Tuesday, 29 April 2025 at 3.00 p.m. for the purpose of transacting the following business:–

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2024 together with the Directors' Statement and the Independent Auditor's Report thereon.  
**(Resolution 1)**
2. To re-elect Mr Basil Chan retiring pursuant to Regulation 94 of the Company's Constitution.  
**(Resolution 2)**  
*[See Explanatory Note (i)]*
3. To re-elect Mr Chu, Fu-Chuan retiring pursuant to Regulation 100 of the Company's Constitution.  
**(Resolution 3)**  
*[See Explanatory Note (ii)]*
4. To re-elect Mr Yu, Ling-Hsiao retiring pursuant to Regulation 100 of the Company's Constitution.  
**(Resolution 4)**  
*[See Explanatory Note (iii)]*
5. To re-elect Mr Lum Wai Meng retiring pursuant to Regulation 100 of the Company's Constitution.  
**(Resolution 5)**  
*[See Explanatory Note (iv)]*
6. To re-elect Ms Jenny Teng Mui Keow retiring pursuant to Regulation 100 of the Company's Constitution.  
**(Resolution 6)**  
*[See Explanatory Note (v)]*
7. To approve the payment of Directors' fees of S\$291,400 for the financial year ending 31 December 2025, to be paid quarterly in arrears. (FY2024: S\$271,000)  
**(Resolution 7)**  
*[See Explanatory Note (vi)]*
8. To re-appoint Messrs Ernst & Young LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.  
**(Resolution 8)**

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:–

#### 9. Authority to issue Shares

"That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Rules of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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 of the Company may in their absolute discretion deem fit; and

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

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares shall be based on the total number of issued shares (excluding treasury shares and shares (if any) held by a subsidiary) of the Company at the time of the passing of this Resolution, 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 which are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 earlier."

**(Resolution 9)**

*[See Explanatory Note (vii)]*

10. To transact any other business which may be properly transacted at the Annual General Meeting.

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn  
Company Secretary

Singapore,  
14 April 2025

#### Explanatory Notes:

- (i) Ordinary Resolution 2 is to re-elect Mr Basil Chan (“**Mr Chan**”) who will be retiring by rotation under Regulation 94 of the Company’s Constitution and if he is re-elected, he will remain as the Lead Independent Director of the Company, the Chairman of the Audit and Risk Management Committee, Chairman of the Remuneration Committee and a member of the Nominating Committee. Mr Chan is considered an Independent Director for the purpose of Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Key information on Mr Chan is found under the section “**Additional Information on Directors seeking Re-Election**” of the Annual Report.
- (ii) Ordinary Resolution 3 is to re-elect Mr Chu, Fu-Chuan (“**Mr Chu**”) who will be retiring by rotation under Regulation 100 of the Company’s Constitution and if he is re-elected, he will remain as the Chairman of the Board. Following Mr Chu’s re-designation with effect from 8 April 2025, Mr Chu will be considered a Non-Independent and Executive Chairman. Key information on Mr Chu is found under the section “**Additional Information on Directors seeking Re-Election**” of the Annual Report.
- (iii) Ordinary Resolution 4 is to re-elect Mr Yu, Ling-Hsiao (“**Mr Yu**”) who will be retiring by rotation under Regulation 100 of the Company’s Constitution and if he is re-elected, he will remain as a member of the Audit and Risk Management Committee, the Nominating Committee and the Remuneration Committee (Mr Yu was appointed to the Remuneration Committee with effect from 8 April 2025). Mr Yu is considered a Non-Independent and Non-Executive Director. Key information on Mr Yu is found under the section “**Additional Information on Directors seeking Re-Election**” of the Annual Report.
- (iv) Ordinary Resolution 5 is to re-elect Mr Lum Wai Meng (“**Mr Lum**”) who will be retiring by rotation under Regulation 100 of the Company’s Constitution and if he is re-elected, he will remain as the Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee. Mr Lum is considered an Independent Director for the purpose of Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Key information on Mr Lum is found under the section “**Additional Information on Directors seeking Re-Election**” of the Annual Report.
- (v) Ordinary Resolution 6 is to re-elect Ms Jenny Teng Mui Keow (“**Ms Teng**”) who will be retiring by rotation under Regulation 100 of the Company’s Constitution and if she is re-elected, she will remain as a member of the Audit and Risk Management Committee and the Remuneration Committee. Ms Teng is considered an Independent Director for the purpose of Provision 2.1 of Principle 2 of the Code of Corporate Governance 2018. Key information on Ms Teng is found under the section “**Additional Information on Directors seeking Re-Election**” of the Annual Report.
- (vi) Ordinary Resolution 7 is to seek approval for the payment of S\$291,400 to all Non-Executive Directors as Directors’ Fees for the financial year ending 31 December 2025 to be paid quarterly in arrears.
- (vii) The Proposed Resolution 9, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares at the time this Ordinary Resolution is passed. The total number of issued shares excluding treasury shares of the Company shall be the total number of issued shares excluding treasury shares at the time this Ordinary Resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent bonus issues consolidation or subdivision of the Company’s shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

#### Notes:

- (a) The members of the Company are invited to **attend physically** at the Annual General Meeting (“**AGM**”). There will be no option for members to participate virtually. Printed copies of this Notice and the accompanying proxy form will be sent to members. In addition, this Notice and the accompanying proxy form will also be made available on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> and the Company’s Investor Relations (“**IR**”) website at the URL: <https://www.nera.net/investors/publications>.
- (b) 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.

#### Voting by proxy

- (c) A member who is unable to attend the AGM may appoint not more than two (2) proxies to attend, speak and vote at the general meeting of the Company. A proxy need not be a member of the Company.
- (d) Where such member appoints two (2) proxies, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing 100% of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (e) A member who is a Relevant Intermediary\* may appoint more than two 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 is:

- (i) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who hold shares in that capacity;
- (ii) a person holding a capital markets services license to provide custodial services under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (iii) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under the 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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
- (f) A corporation which is a member may appoint an authorised representative or representatives in accordance with Section 179 of the Companies Act 1967 of Singapore to attend and vote for and on behalf of such corporation.
- (g) A member can appoint the Chairperson of the Meeting as his/her/its proxy, but this is not mandatory.

- (h) Where a member (whether individual or corporate) appoints the Chairperson of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a Resolution in the form of proxy, and if there is no specific instruction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
- (i) For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (“CPFIS Investors”) and/or Supplementary Retirement Scheme (“SRS Investors”) should approach their respective CPF Agent Banks or SRS Operators and submit their votes by 5.00 p.m. on 16 April 2025, being seven (7) working days prior to the date of AGM.
- (j) The Chairperson of the AGM, as proxy, need not be a member of the Company.
- (k) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing.
- (l) Where an instrument appointing a proxy is signed on behalf of the appointor by the attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (m) The instrument appointing the proxy(ies) must be submitted to the Company in the following manner:
  - (i) if submitted by post, be deposited 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
  - (ii) if submitted electronically, be submitted via email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com), in either case, by 3.00 p.m. on Saturday, 26 April 2025, being no later than 72 hours before the time fixed for the AGM, and in default the instrument of proxy shall not be treated as valid.
- (n) A member who wishes to submit an instrument of proxy must first download, 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.
- (o) Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Annual General Meeting in person, and in such event, the Company reserves the right to refuse the admission of any person or persons appointed under the instrument of proxy, to the AGM.
- (p) The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such member(s) are not shown to have shares entered against his/her/their name(s) in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

#### **Submission of questions in advance of the AGM**

- (q) Members who wish to submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM must be submitted in the following manner no later than 3.00 p.m. on Tuesday, 22 April 2025:
  - (i) by email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
  - (ii) by post to the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632.
- (r) When sending in questions by email or post, members are required to provide the Company with the following details to enable the Company to verify the shareholders’ status:
  - their full name;
  - their address; and
  - the manner in which they hold shares in the Company (e.g. via CDP, CPF or SRS).
- (s) The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company’s corporate website and on SGXNet before 3.00 p.m. on Thursday, 24 April 2025.
- (t) The Annual Report 2024 may be accessed at the Company’s IR website at the URL <https://www.nera.net/investors/publications> and it is also made available on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

#### **Personal Data Privacy**

By submitting a Proxy Form appointing a proxy(ies) (including the Chairperson of the Meeting) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) 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, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.