

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 Seventeenth Annual General Meeting (“AGM”) of New Wave Holdings Ltd. (the “Company”) will be held at 8 First Lok Yang Road, Singapore 629731 on Thursday, 28 July 2016 at 11.00 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 2016 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 Article 89 of the Constitution of the Company and who, being eligible, will offer themselves for re-election:
 - (a) Mr Chan Teck Wah **Resolution 2**
 - (b) Mdm Choo Tung Kheng **Resolution 3**
 - (c) Mr Tito Shane Isaac **Resolution 4**
 - *Mr Chan Teck Wah will, upon re-election as a Director of the Company, continue to serve as an Executive Director of the Company.*
 - *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. She will be considered non-independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (“Catalist Rules”).*
 - *Mr Tito Shane Isaac will, upon re-election as a Director of the Company, continue to serve as an Independent Director of the Company, the Chairman of the Audit Committee and the Remuneration Committee and a member of the Nominating Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.*
3. To re-appoint Mr Lee Seng Chan as a Director of the Company. **Resolution 5**

Mr Lee Seng Chan was re-appointed during the Company’s last annual general meeting pursuant to Section 153(6) of the Companies Act, Chapter 50 of Singapore, which has been repealed since 3 January 2016, and to hold office until the AGM. Accordingly, there is a need to re-appoint him during the AGM to allow him to continue in office. He will, upon re-appointment as a Director of the Company, continue to serve as an Independent Director of the Company, Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

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| 4. | To approve the payment of Directors' fees of S\$61,000 for the financial year ended 31 March 2016 (FY2015: S\$61,000). | Resolution 6 |
| 5. | To re-appoint BDO LLP as Independent Auditor of the Company and to authorise the Directors to fix their 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:-

<p>That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:</p>	Resolution 8
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| <p>(1) (i) allot and issue shares in the capital of the Company (“Shares”) whether byway of rights, bonus or otherwise; and/or</p> <p style="padding-left: 40px;">(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;</p> | |
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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) (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) (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) shall be based on the total number of issued Shares (excluding treasury shares) 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 which are outstanding and/or subsisting at the time this Resolution is passed, 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;
- (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 Note below]

By Order of the Board

Koh Geok Hoon (Ms)
Koh Ee Koon (Ms)
Joint Company Secretaries

Singapore
13 July 2016

Notes

1. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead at the AGM. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shares to be represented by each proxy.
2. Pursuant to Section 181(6) of the Companies Act, Chapter 50 of Singapore, a member who is a relevant intermediary (as defined therein) 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 proxy form.
3. A proxy need not be a member of the Company.
4. If the member is a corporation, the instrument or form appointing the proxy(ies) must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

5. The instrument or form appointing a proxy(ies), duly executed, must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time for holding the above AGM or any adjournment thereof.
6. A depositor shall not be regarded as a member of the Company entitled to attend and vote at the AGM unless his name appears on the Depository Register not less than seventy-two (72) hours before the time of the AGM.

EXPLANATORY NOTE IN RELATION TO SPECIAL BUSINESS

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) 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) at the time this Resolution is passed.

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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company (or its agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Jennifer Tan, Senior Manager, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.