

# 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-First Annual General Meeting (“AGM”) of New Wave Holdings Ltd. (the “Company”) will be convened and held by way of electronic means on Monday, 28 September 2020 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 2020 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 Lee Teong Sang [*See Explanatory Note (i)*] **Resolution 2**
  - (b) Mr Ong Kian Soon [*See Explanatory Note (ii)*] **Resolution 3**
3. To approve the payment of Directors’ fees of S\$46,000 for the financial year ended 31 March 2020 (FY2019: S\$51,000). **Resolution 4**
4. To re-appoint BDO LLP as Independent Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 5**
5. To transact any other ordinary business that may be transacted at an annual general meeting.

### AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:-

That pursuant to Section 161 of the Companies Act, Chapter 50 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:

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- (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 Note (iii)]*

By Order of the Board

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

Singapore  
7 September 2020

### **Explanatory Notes**

- (i) Mr Lee Teong Sang will, upon re-election as a Director of the Company, continue to serve as Chairman of the Nominating Committee and a member of the Audit Committee and the Remuneration Committee. Mr Lee Teong Sang is considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Lee Teong Sang 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.
- (ii) Mr Ong Kian Soon will, upon re-election as a Director of the Company, remain as Chief Executive Officer of the Company. Detailed information on Mr Ong Kian Soon 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.
- (iii) The proposed Ordinary Resolution 6, 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.

### **Notes**

1. The AGM (the “**Meeting**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Annual Report 2020 will not be sent to members. However this Notice of AGM and the Proxy Form will be sent by ordinary mail to all members. The electronic copies of the Notice of AGM, Proxy Form and the Annual Report 2020 are also made available on the Company’s website at the URL <http://www.newwave.com.sg> and SGX website at the URL <http://www.sgx.com/securities/company-announcements>. For shareholders who prefer to receive a printed copy of the Annual Report 2020, please email to us at [NW\\_IR@newwave.com.sg](mailto:NW_IR@newwave.com.sg) or use the Request Form mailed together with the Notice of AGM and Proxy Form to all members.
2. Alternative arrangements relating to attendance at the Meeting via electronic means (including arrangements by which the Meeting can be electronically accessed via “live” audio-visual webcast (“**LIVE WEBCAST**”) or “live” audio-only stream (“**LIVE AUDIO STREAM**”)), submission of questions in advance of the Meeting, addressing of substantial and relevant questions at the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting, are set out in the accompanying section entitled “Important Notice to Shareholders” of this Notice. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of this Notice in respect of the Meeting.
3. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting. In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

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4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereon, must:
  - (a) if sent personally or by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Service Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted by email, be received by the Company at NW\_IR@newwave.com.sg

in either case, by 11.00 a.m. on 26 September 2020 (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 17 September 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorized in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. A corporation which is a member may authorize by resolution of its director or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

**Personal Data Privacy:**

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or LIVE AUDIO STREAM, or (c) submitting any question prior to the Meeting in accordance with this Notice, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the Meeting as proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);

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- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or LIVE AUDIO STREAM to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from members received before the Meeting and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the Meeting. Accordingly, the personal data of a member (such as his name, his presence at the Meeting and any questions he may raise or motions he may propose/second) may be recorded by the Company for such purpose.

## IMPORTANT NOTICE TO SHAREHOLDERS

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### ALTERNATIVE ARRANGEMENTS FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28 SEPTEMBER 2020

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The board of directors (the “**Board**”) of New Wave Holdings Ltd. (the “**Company**”) refers to the following:

1. the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, inter alia, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
2. the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020) which provides additional guidance on the conduct of general meetings during the period from 27 March 2020 to 30 September 2020.

In light of the above developments and the evolving COVID-19 situation, the Board wishes to inform shareholders of the Company (“**Shareholders**”) that the Company will conduct its annual general meeting on 28 September 2020 at 11.00 a.m. (“**AGM**”) by way of electronic means pursuant to First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means.

**Due to the current COVID-19 restriction orders in Singapore, Shareholders will NOT be able to attend the AGM in person.**

The Company has made the following alternative arrangements for Shareholders to participate at the AGM:

- (a) observing or listening to the proceedings of the AGM contemporaneously via a “live” audio-visual webcast of the AGM (“**LIVE WEBCAST**”) or a “live” audio-only stream (via telephone) of the AGM (“**LIVE AUDIO STREAM**”), respectively;
- (b) submitting questions in advance of the AGM; and/or
- (c) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM.

Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM by:

- (i) observing or listening to the proceedings of the AGM contemporaneously via LIVE WEBCAST or LIVE AUDIO STREAM, respectively;
- (ii) submitting questions in advance of the AGM; and/or
- (iii) voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

Please see below details of the aforesaid alternative arrangements for Shareholders' participation at the AGM:

### **LIVE WEBCAST OR LIVE AUDIO STREAM**

- (1) For Shareholders, as well as investors who hold shares through relevant intermediaries, who wish to observe or listen to the proceedings of the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, respectively. Shareholders or the relevant intermediaries will need to register online at the URL [https://live.motionmediaworks.com/newwave\\_reg\\_form](https://live.motionmediaworks.com/newwave_reg_form) by submitting their particulars (comprising full name (for individuals)/company name (for corporates), email address, National Registration Identity Card Number (“NRIC”) / Company Registration number and number of shares held) no later than 11.00 a.m. on 25 September 2020 (being not less than seventy-two (72) hours before the time appointed for holding the AGM) (the “**Registration Deadline**”) to enable the Company to verify the Shareholders' status.
- (2) Following verification, authenticated Shareholders will receive an email confirmation by 6.00 p.m. on 26 September 2020 containing instructions to either access the LIVE WEBCAST (via smart phones, tablets or laptops/computers) or to access the LIVE AUDIO STREAM (via telephone) of the proceedings of the AGM.
- (3) Shareholders must not forward the abovementioned link to other persons who are not Shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST or LIVE AUDIO STREAM.
- (4) Shareholders who register by the Registration Deadline but do not receive an email response by 6.00 p.m. on 26 September 2020 may contact Motion Media Works at mobile number (+65) 9695 8365 or the Company by email at NW\_IR@newwave.com.sg for assistance.

### **SUBMISSION OF PROXY FORMS TO VOTE**

- (1) **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO STREAM and can only vote with their proxy forms that are required to be submitted in accordance with the instructions in the following paragraphs.**
- (2) Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf by completing the proxy form for the AGM. Shareholders must specifically indicate how they wish to vote for or vote against (or abstain from voting on) in respect of a resolution set out in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- (3) The proxy form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must
  - (b) if sent personally or by post, be lodged at the Company's Share Registrar, Boardroom Corporate & Advisory Service Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623; or
  - (b) if submitted by email, be received by the Company at NW\_IR@newwave.com.sg

in either case, by 11.00 a.m. on 26 September 2020 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the proxy form for the AGM shall not be treated as valid.



- (4) A Shareholder who wishes to submit a proxy form may use the hard copy sent by ordinary mail to their address registered with CDP or may download the electronic copy from the SGX's website at the URL <http://www.sgx.com/securities/company-announcements> or the Company's website at the URL <http://www.newwave.com.sg>. The Shareholder must 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.
- (5) **In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post. Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**
- (6) CPF or SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 11.00 a.m. on 17 September 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by the cut-off date.

#### **SUBMISSION OF QUESTIONS**

- (1) **Shareholders will NOT be able to ask questions during the AGM via LIVE WEBCAST or LIVE AUDIO STREAM, and therefore it is important for Shareholders to submit their questions in advance of the AGM.**
- (2) Shareholders may submit any questions they may have in advance of the AGM in relation to the items on the agenda of the AGM online at the URL [https://live.motionmediaworks.com/newwave\\_reg\\_form](https://live.motionmediaworks.com/newwave_reg_form) or by post to the Company's registered address at 101 Kitchener Road #02-17, Jalan Besar Plaza, Singapore 208511. All questions must be submitted by 11.00 a.m. on 25 September 2020 (being not less seventy-two (72) hours before the time appointed for holding the AGM).
- (3) When submitting any questions online or by post, Shareholders must also provide the Company with their particulars (comprising full name (for individuals) / company name (for corporates), email address, NRIC / Company Registration number and number of shares held).
- (4) Shareholders who hold their shares through relevant intermediaries and who wish to submit questions should approach their respective relevant intermediaries early, so that the relevant intermediaries may in turn submit the questions for the AGM to the Company on their behalf before the Registration Deadline.
- (5) The Company will endeavor to address the substantial and relevant questions from Shareholders relating to the agenda of the AGM prior to the AGM via publication on (i) the SGX's website at the URL <http://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at URL <http://www.newwave.com.sg>, or at the AGM via LIVE WEBCAST or LIVE AUDIO STREAM. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.
- (6) The responses from the Board and management of the Company to substantial and relevant questions from Shareholders, together with the minutes of the AGM, will be published on (i) the SGX's website at the URL <http://www.sgx.com/securities/company-announcements>; and (ii) the Company's corporate website at the URL <http://www.newwave.com.sg>, within one (1) month after the date of the AGM.

In view of the evolving COVID-19 situation, the Company reserves the right to take such further precautionary measures and/or changes to the Company's AGM arrangement as may be appropriate up to the date of the AGM, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should continually check for announcements by the Company for updates (if any) on the AGM via the SGX's website at the URL <http://www.sgx.com/securities/company-announcements>.

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*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

*The contact person for the Sponsor is Ms Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).*