

**NOVENA HOLDINGS LIMITED**

Registration No: 199307300M

(Incorporated in Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 521 Bukit Batok Street 23, Level 3, Singapore 659544 on Monday, 28 April 2008 at 10:30 a.m. to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive and consider the Directors' Report and Audited Accounts for the financial year ended 31 December 2007 and the Auditors' Report thereon. Resolution 1
2. To declare a final exempt (one-tier) dividend of 0.5 cents per ordinary share for the financial year ended 31 December 2007. Resolution 2
3. To declare a special exempt (one-tier) dividend of 2 cents per ordinary share for the financial year ended 31 December 2007. Resolution 3
4. To re-elect Mr Chong Hon Kuan Ivan, who is retiring by rotation in accordance with Article 104 of the Company's Articles of Association, as Director of the Company. Resolution 4

[Mr Chong Hon Kuan Ivan will, upon re-election as a Director of the Company, remain as member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of The Singapore Exchange Securities Trading Limited.]

5. To re-elect Mr Manohar P. Sabnani, who is retiring by rotation in accordance with Article 104 of the Company's Articles of Association, as Director of the Company. Resolution 5
6. To approve the Directors' fees of S\$109,667 for the financial year ended 31 December 2007. (2006: S\$110,000) Resolution 6
7. To re-appoint Messrs Ernst & Young as Auditors and to authorise the Directors to fix their remuneration. Resolution 7

**SPECIAL BUSINESS :**

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

8. **Ordinary Resolution : Authority to allot and issue shares up to fifty per centum (50%) of the total number of issued shares**

"That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided always that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the total number of issued shares excluding treasury shares, 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 does not exceed 20% of the total number of issued shares excluding treasury shares (the percentage of the total number of issued shares excluding treasury shares shall be based on the Company's total number of issued shares excluding treasury shares at the

Resolution 8

time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares) and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

9. **Ordinary Resolution : Authority to offer and grant options and to allot and issue shares under The Novena Holdings Limited Share Option Scheme**

“That authority be and is hereby given to the directors of the Company to offer and grant options in accordance with the provisions of the The Novena Holdings Limited Share Option Scheme (the “Scheme”) and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the issued shares in the capital of the Company from time to time.”

Resolution 9

[See Explanatory Note (ii)].

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

Explanatory Notes:

- (i) Resolution 8, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares, which the Directors may allot and issue under this Resolution would not exceed 50% of the issued shares of the Company at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be allotted and issued shall not exceed 20% of the issued shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- (ii) Resolution 9 is to authorise the Directors of the Company to offer and grant options under The Novena Holdings Limited Share Option Scheme (the “Scheme”) and to allot and issue shares up to 15% of the Company’s issued shares pursuant to the exercise of the options.

## **NOTICE OF BOOKS CLOSURE**

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2008, for the purpose of determining members' entitlements to the final exempt (one-tier) dividend and special exempt (one-tier) dividend ("the final and special dividends") to be proposed at the Annual General Meeting of the Company to be held on 28 April 2008.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5:00 p.m. on 8 May 2008 by the Company's Share Registrar, M & C Services Private Limited, 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906 will be registered to determine members' entitlements to the final and special dividends. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5:00 p.m. on 8 May 2008 will be entitled to such proposed final and special dividends.

The proposed final and special dividends, if approved at the Annual General Meeting will be paid on 23 May 2008.

## **BY ORDER OF THE BOARD**

Low Mei Mei Maureen  
Company Secretary  
Singapore  
10 April 2008

### Proxies :

1. A member of the Company is entitled to attend and vote at the above Meeting and may appoint not more than two proxies to attend and vote instead of him.
2. Where a member appoints two proxies, he shall specify the proportion of this shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be under seal of the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 521 Bukit Batok Street 23, Level 3, Singapore 659544 not less than 48 hours before the time appointed for holding the above Meeting.