

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cortina Holdings Limited (the “Company”) will be held at York Hotel, 21 Mount Elizabeth, Singapore 228516 on Tuesday, 29 July 2025 at 9.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Directors’ Statement for the financial year ended 31 March 2025 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of 2 cents per share and a special one-tier tax exempt dividend of 14 cents per share for the financial year ended 31 March 2025 (2024: a final one-tier tax exempt dividend of 2 cents per share and a special one-tier tax exempt dividend of 14 cents per share). **(Resolution 2)**
3. To approve the Directors’ Fees of S\$762,250 for the financial year ending 31 March 2026 (2025: S\$737,868). **(Resolution 3)**
4. To re-elect the following Directors who will retire by rotation pursuant to Article 91 of the Company’s Constitution and who being eligible, are offering themselves for re-election:
 - (i) Mr Lim Keen Ban Anthony **(Resolution 4)**
 - (ii) Mr Chuang Keng Chiew **(Resolution 5)**
 - (iii) Ms Tan Siew San **(Resolution 6)****(See Explanatory Note 1)**
5. To re-elect the following Directors who will retire pursuant to Article 97 of the Company’s Constitution and who being eligible, are offering themselves for re-election:
 - (i) Mr Lee Eng Kian **(Resolution 7)**
 - (ii) Mr Lim Yeow Hua Kenny **(Resolution 8)**
 - (iii) Mr Soh Ee Beng **(Resolution 9)****(See Explanatory Note 2)**
6. To re-appoint RSM SG Assurance LLP as Auditors of the Company to hold office until the next Annual General Meeting of the Company and to authorise the Directors to fix their remuneration. **(Resolution 10)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

7. **Authority to allot and issue shares**

“That, pursuant to Section 161 of the Companies Act 1967, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to:

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- (a) (i) issue shares of 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) 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

- (b) (Notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (i) 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 fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

- (A) new shares arising from the conversion or exercise of convertible securities, and

- (B) 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 Listing Manual of the SGX-ST, and

- (C) any subsequent bonus issue, consolidation or subdivision of the Company's shares,

and adjustments in accordance with (A) or (B) 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, and

- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(Resolution 11)
(See Explanatory Note 3)

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8. Share Buyback Mandate

That:

- (a) in accordance the Companies Act 1967 (the “Act”) and the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (the “Listing Manual”), authority be given to the directors of the Company (“Directors”) to exercise all the powers of the Company to purchase or otherwise acquire ordinary shares in its capital (“Shares”) not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (defined below), whether by way of:
 - (i) on-market purchase(s) (each, a “Market Purchase”), transacted on the SGX-ST; and/or
 - (ii) off-market purchase(s) (each, an “Off-Market Purchase”) in accordance with any equal access scheme (as defined in Section 76C of the Act), which shall satisfy all the conditions prescribed by the Act and the Listing Manual, as may be determined or formulated by the Directors as they consider fit,in accordance with all laws and regulations, including but not limited to the Act and the Listing Manual, as may for the time being be applicable, and the Constitution of the Company (the “Share Buyback Mandate”);
- (b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time, and from time to time during the period commencing from the date of the passing of this Resolution, and expiring on the earliest of:
 - (i) the date on which the next Annual General Meeting is held or is required by law to be held;
 - (ii) the date on which purchases or acquisitions of Shares are carried out to the full extent of the Share Buyback Mandate; and
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting,(the “Relevant Period”);
- (c) in this Resolution:
 - (i) “Average Closing Price” means the average of the closing market prices of a Share over the last 5 market days, on which transactions in the Shares were recorded, immediately preceding the day of a Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5 market days and the day on which the Market Purchase is made or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;

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- (ii) “day of the making of the offer” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
- (iii) “market day” means a day on which the SGX-ST is open for trading in securities;
- (iv) “Maximum Limit” means that number of Shares representing 10% of the issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless at any time during the Relevant Period, the share capital of the Company has been reduced in accordance with the Act, in which event the issued Shares shall be taken to be the issued Shares as reduced (excluding treasury shares and subsidiary holdings that may be held by the Company from time to time);
- (v) “Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:
 - (1) in the case of a Market Purchase, 105% of the Average Closing Price; and
 - (2) in the case of an Off-Market Purchase, 120% of the Average Closing Price.
- (d) the Directors or any one of them be authorised to deal with the Shares purchased or acquired by the Company pursuant to the Share Buyback Mandate in any manner permissible under the Act and the Listing Manual as they think fit; and
- (e) the Directors and/or any of them be authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider desirable, necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

(Resolution 12)
(See Explanatory Note 4)

ANY OTHER BUSINESS

- 9. To transact any other business that may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Foo Soon Soo
Company Secretary

11 July 2025

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Explanatory Notes

1. Mr Lim Keen Ban Anthony, Mr Chuang Keng Chiew, and Ms Tan Siew San will, retire by rotation pursuant to Article 91 of the Company's Constitution and they being eligible, are offering themselves for re-election.

Mr Lim Keen Ban Anthony will, upon being re-elected as a Director of the Company, remain as Executive Chairman of the Company.

Mr Chuang Keng Chiew will, upon being re-elected as a Director of the Company, remain as Chairman of the Nominating Committee, Chairman of the Remuneration Committee and member of the Audit Committee.

Ms Tan Siew San will, upon being re-elected as Director of the Company remain as member of the Nominating and Remuneration Committees.

Detailed information on Mr Lim Keen Ban Anthony, Mr Chuang Keng Chiew and Ms Tan Siew San can be found under the "Additional Information on Directors" section in the Company's Annual Report 2025.

2. Mr Lee Eng Kian, Mr Lim Yeow Hua Kenny and Mr Soh Ee Beng will, retire pursuant to Article 97 of the Company's Constitution and they being eligible, are offering themselves for re-election.

Mr Lee Eng Kian will, upon being re-elected as a Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating Committee.

Mr Lim Yeow Hua Kenny will, upon being re-elected as a Director of the Company, remain as member of the Audit Committee.

Mr Soh Ee Beng will, upon being re-elected as a Director of the Company, remain as member of the Nominating and Remuneration Committees.

Detailed information on Mr Lee Eng Kian, Mr Lim Yeow Hua Kenny and Mr Soh Ee Beng can be found under the "Additional Information on Directors" section in the Company's Annual Report 2025.

3. Resolution 11, 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 and subsidiary holdings) 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 and subsidiary holdings) of the Company at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this 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.

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4. Resolution 12, if passed, will empower the Directors, from the date of the AGM up to the earliest of (a) the date on which the next annual general meeting of the Company is held or is required by law to be held; (b) the date on which the purchases or acquisitions of Shares are carried out to the full extent of the Share Buyback Mandate; or (c) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting, to purchase or otherwise acquire Shares on the terms of the Share Buyback Mandate by way of Market Purchases or Off-Market Purchases not exceeding, in aggregate, the Maximum Limit and at such price(s) as may be determined by the Directors from time to time up to the Maximum Price. Please refer to the letter to Shareholders dated 11 July 2025 (the “Letter”) for more details. All capitalised terms used in Resolution 12 but not defined have the meanings ascribed to them in the Letter, unless the context otherwise requires. The Company may use internal sources of funds or external borrowings, or a combination of both, to finance its purchase or acquisition of Shares pursuant to the Share Buyback Mandate.

NOTES:

General

1. The Annual General Meeting is being convened, and will be held in wholly physical format at York Hotel, 21 Mount Elizabeth, Singapore 228516 on Tuesday, 29 July 2025 at 9.00 a.m. All members of the Company are invited to attend the Annual General Meeting in person. There will be no option to participate virtually.
2. Printed copies of this Notice, the accompanying Proxy Form, Letter to Shareholders, and the Annual Report will be despatched by post to members of the Company. These documents will also be published on the Company’s website at URL <https://www.cortinawatch.com/en/investor-relations/> and the SGX website.

Submission of Proxies

3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member’s form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
4. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member’s form of proxy appoints more than two proxies, the number 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 proxy need not be a member of the Company.

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6. The Proxy Form (copy of which is attached hereto), duly completed and signed, must be submitted by:
 - (i) mail or deposit at the Share Registrar's office at 1 Raffles Place #04-63, One Raffles Place (Tower 2), Singapore 048616;
 - (ii) email to cortina-agm@kckcs.com.sg (a clear scanned signed form in PDF)not later than 9.00 a.m. on 27 July 2025, being 48 hours before the time fixed for the meeting.
7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
8. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the Proxy Form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Annual General Meeting in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case the CPF and SRS Investors shall be precluded from attending the meeting.

Submission of questions

10. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the Annual General Meeting ahead of the meeting by email to cortina-agm@kckcs.com.sg or by post to the Share Registrar's office at 1 Raffles Place #04-63, One Raffles Place (Tower 2), Singapore 048616 by 9.00 a.m. on 18 July 2025.
11. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline above and post the answers on SGXNet and the Company's website by 9.00 a.m. on 25 July 2025. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with the questions raised at the Annual General Meeting. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

Minutes of Annual General Meeting

12. The minutes of the Annual General Meeting together with the responses to the substantial and relevant questions by the shareholders not already answered and announced, will be posted on the SGXNet and the Company's website within one month after the date of the Annual General Meeting.

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PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting 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 (including its agents and/or service providers) for the purpose of the processing, administration and analysis by the Company (including its agents and/or service providers) of proxies and/or representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (including its agents and/or service providers) to comply with any applicable laws, listing rules, takeover 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 (including its agents and/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 (including its agents and/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.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

Notice is hereby given that, subject to the shareholders' approval of the final and special one-tier tax exempt dividends ("Dividends") at the forthcoming Annual General Meeting to be held on 29 July 2025, the Company's Share Transfer Book and Register of Members will be closed on 7 August 2025 ("Record Date") after 5.00 p.m. for the purpose of determining shareholders' entitlement to the Dividends.

Duly completed and stamped registrable transfer received by the Company's share registrar, KCK CorpServe Pte. Ltd., 1 Raffles Place, #04-63 One Raffles Place, Singapore 048616 up to 5.00 p.m. on the Record Date will be registered to determine shareholders' entitlements to the Dividends.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the Final Dividend.

If approved by the shareholders at the forthcoming Annual General Meeting, the payment of the Final Dividend will be made on 19 August 2025.

BY ORDER OF THE BOARD

Foo Soon Soo
Company Secretary

11 July 2025