

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held by way of electronic means on Friday, 29 April 2022 at 2.00 p.m. (the “**AGM**”) to transact the following businesses:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021 together with the Independent Auditors’ Report thereon. **Resolution 1**
2. To re-elect Ms. Joan Lau Sau Chee, a Director of the Company retiring pursuant to Regulation 117 of the Company’s Constitution.  
*[See Explanatory Note (i)]* **Resolution 2**
3. To note the retirement of Mr. Tan Kong King, a Director of the Company retiring pursuant to Regulation 117 of the Company’s Constitution and will not seeking re-election.  
*[See Explanatory Note (ii)]*
4. To approve the payment of Directors’ fees of S\$153,000 for the financial year ended 31 December 2021 (FY2020: S\$120,835). **Resolution 3**
5. To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and authorise the Directors of the Company to fix their remuneration. **Resolution 4**
6. To transact any other ordinary business which may properly be transacted at an AGM.

### AS SPECIAL BUSINESS

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

7. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act 1967 (the “Companies Act”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“Catalist Rules”) of Singapore Exchange Securities Trading Limited (“SGX-ST”)** **Resolution 5**

That pursuant to Section 161 of the Companies Act and Rule 806 of Catalist Rules of SGX-ST, the Directors be authorised and empowered to:

- (a) (i) allot and issue share in the capital 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) 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 person as the Directors 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 the Instruments made or granted by the Directors while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with the sub-paragraph (2) below);
- (2) subject to such manner of calculation and adjustments as may be prescribed by SGX-ST for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the 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) in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities which were issued and outstanding or subsisting at the time this Resolution is passed;
  - (b) new shares arising from exercising share options or vesting of share awards which were issued and outstanding 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 of SGX-ST; 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 provision of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Company's Constitution for the time being; and
- (4) unless revoked or varied by the Company in general meeting, such authority conferred shall continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

*[See Explanatory Note (iii)]*

8. **Authority to grant awards and to allot and issue shares under the Katrina Group Ltd. Performance Share Plan** **Resolution 6**

That pursuant to Section 161 of the Companies Act, the Directors be authorised to grant awards in accordance with the provisions of the Katrina Group Ltd. Performance Share Plan ("KGL PSP") and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the awards granted under the KGL PSP, provided always that the aggregate number of Shares to be allotted and issued pursuant to the KGL PSP when added to the number of Shares issued and issuable in respect of all awards granted under the KGL PSP, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

*[See Explanatory Note (iv)]*

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By Order of the Board

Neo Lay Fen  
Wee Woon Hong  
Company Secretaries

Date: 14 April 2022

## Explanatory Notes:

- (i) Ms. Joan Lau Sau Chee will, upon re-election as a Director of the Company, remain as an Independent Director of the Board, Chairman of Remuneration Committee and member of Audit and Nominating Committees, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of SGX-ST. Please refer to Table C of the Corporate Governance Report on pages 76 to 79 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalist Rules of SGX-ST.
- (ii) Mr. Tan Kong King will, upon conclusion of the AGM, cease as a Lead Independent Director of the Board, Chairman of Audit Committee and member of Nominating and Remuneration Committees, and will not be considered independent for the purpose of Rule 704(7) of the Catalist Rules of SGX-ST.
- (iii) The Ordinary Resolution 5 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) which the Directors may allot and issue under this Resolution shall not exceed 100% of the total number of issued Shares, excluding treasury shares. For issues of Shares other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued shares, excluding treasury shares at the time this resolution is passed.
- (iv) The Ordinary Resolution 6 above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, or such authority is varied or revoked by the Company at a general meeting, whichever is earliest, to allot and issue Shares pursuant to the awards granted under the KGL PSP up to a number not exceeding, in total, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

## Notes:

- (1) A member of the Company entitled to attend and vote at the above AGM may appoint the Chairman of the AGM as proxy to vote on his behalf. Please refer to the section entitled "Submission of Proxy Forms to Vote" of the Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus ("**Covid-19**") on the Notice of AGM for further information.
- (2) If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- (3) The instrument appointing a proxy must be (a) submitted by mail to the Registered Office of the Company at 180B Bencoolen Street #11 - 01-05 Singapore 189648; or (b) submitted by email to [info@katrinagroup.com](mailto:info@katrinagroup.com) not less than seventy-two (72) hours before the time appointed for holding the AGM.
- (4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM of the Company (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**"); and (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 express 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.

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## Measures to Minimise Risk of Community Spread of 2019 Novel Coronavirus (“Covid-19”):

In view of the current Covid-19 restriction orders in Singapore, the Company is arranging for a live webcast of the AGM proceedings (the “**Live AGM Webcast**”) which will take place on Friday, 29 April 2022 at 2.00 p.m.. The Live AGM Webcast will be held by way of electronic means.

Shareholders will be able to participate in the AGM in following manner set out in the paragraphs below.

### Live Webcast:

1. Shareholders may watch the AGM proceedings through the Live AGM Webcast. To do so, Shareholders will need to register at <https://connectvision.live/katrina-agm-2022> (the “**Registration Link**”) by **2.00 p.m.** on **26 April 2022** (the “**Registration Deadline**”) to enable the Company to verify their status.
2. Following verification, authenticated Shareholders will receive an email containing a link to access the live *visual and audio webcast* of the AGM proceedings as well as a toll-free telephone number to access the live audio only stream of the AGM proceedings.
3. Shareholders must not forward the abovementioned link or telephone number 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 AGM Webcast.
4. Shareholders who register by the Registration Deadline but do not receive an email response by **10.00 a.m.** on **28 April 2022** may contact the Company by email to [info@katrinagroup.com](mailto:info@katrinagroup.com).

## Submission of Proxy Forms to Vote:

1. Shareholders who wish to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
2. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by: (a) mail to the Registered Office of the Company at 180B Bencoolen Street #11 - 01-05 Singapore 189648; or (b) email to [info@katrinagroup.com](mailto:info@katrinagroup.com), **by no later than 2.00 p.m. on 26 April 2022, being seventy-two (72) hours before the time appointed for holding the AGM.**
3. CPF or SRS investors who wish to vote should approach their respective banks approved by CPF to be their agent banks (“**CPF Agent Banks**”) or agent banks approved by CPF under the Supplementary Retirement Scheme (“**SRS Operators**”) to submit their votes at least seven (7) working days before the AGM (i.e. by **2.00 p.m. on 20 April 2022**) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

**Please note that Shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

### Submission of Questions:

1. Shareholders may submit questions relating to the items on the Notice of AGM via the Registration Link. All questions must be submitted by **2.00 p.m. on 20 April 2022.**
2. The Company will endeavour to address the substantial and relevant questions on **22 April 2022.** The responses to such questions from Shareholders, together with the minutes of the AGM, will be posted on the SGXNET and the Company's website.
3. As the Covid-19 pandemic continues to evolve, further measures and/or changes to the AGM arrangements may be made on short notice in the ensuing days, even up to the day of the AGM. Please check our Company website at [www.katrinagroup.com](http://www.katrinagroup.com) or SGXNET for updates.

The Company seeks the understanding and cooperation of all members to minimise the risk of community spread of COVID-19.