

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the “**AGM**” or the “**Meeting**”) of the Company will be held by way of electronic means on Friday, 28 April 2023 at 2.00 p.m. for the purpose of transacting the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2022 together with the Auditor’s Report thereon. **Resolution 1**
2. To re-elect Mr Alan Goh Keng Chian who is retiring pursuant to Regulation 117 of the Company’s Constitution.
[See Explanatory Note 1] **Resolution 2**
3. To re-elect Mr Lam Kwong Fai who is retiring pursuant to Regulation 122 of the Company’s Constitution.
[See Explanatory Note 2] **Resolution 3**
4. To record the retirement of Mr Tan Juay Hiang, a director retiring pursuant to Regulation 117 of the Company’s Constitution, who will not seek for re-election. and will retire at the conclusion of the AGM.
[See Explanatory Note 3]
5. To approve the Directors’ Fees of \$161,495.89 for the financial year ended 31 December 2022. (FY2021: \$153,000) **Resolution 4**
6. To re-appoint Messrs Ernst & Young LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 5**
7. To transact any other ordinary business which may be properly transacted at an AGM.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions, with or without modifications:

8. **Authority to allot and issue shares** **Resolution 6**

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

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- (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,

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 4]

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9. **Authority to grant awards and to allot and issue shares under the Katrina Group Ltd. Performance Share Plan** **Resolution 7**

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 5]

By Order of the Board

Neo Lay Fen
Nor Hafiza Alwi
Company Secretaries

Singapore, 13 April 2023

Explanatory Notes:

1. Ordinary Resolution 2 – Mr Alan Goh Keng Chian will, upon re-election, continue to serve as the Executive Chairman and Chief Executive Officer of the Company.
2. Ordinary Resolution 3 – Mr Lam Kwong Fai (“**Mr Lam**”) will upon re-election, continue to serve as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company. Mr Lam is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Lam can be found in the Annual Report 2022. There are no relationships (including immediate family relationships) between Mr Lam and any of the Directors, the Company or its 5% shareholders.

Further information on the abovementioned directors can be found under the section title “Board of Directors” and “Corporate Governance Report” of the Annual Report 2022.

3. Mr Tan Juay Hiang (“**Mr Tan**”) will retire as an Independent Director of the Company at the conclusion of the AGM. Upon Mr Tan’s retirement, he will cease to be the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees.
4. Ordinary Resolution 6 – 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 and subsidiary holdings. 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 and subsidiary holdings at the time this resolution is passed.
5. Ordinary Resolution 7 – 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.

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Notes:

Shareholders of the Company (“**Shareholders**”) should take note of the following arrangements for the AGM of the Company.

1. **No attendance in person:** Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted to hold a physical meeting. To minimise physical interactions and keep COVID-19 transmission risk to a minimum, the AGM of the Company will be held by way of electronic means. Shareholders will NOT be allowed to attend the AGM in person.
2. **“Live” webcast and “live” audio feed:** Shareholders will be able to watch the AGM proceedings through a “live” webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio feed via telephone.
3. **Online Pre-registration required to attend the AGM:** All Shareholders as well as investors who hold shares of the Company (“**Shares**”) through the Central Provident Fund (“**CPF**”) or Supplementary Retirement Scheme (“**SRS**”, and such investors “**CPF/SRS Investors**”), who wish to attend the AGM must pre-register online at the URL: <https://conveneagm.com/sg/katrina2023> (“**Pre-registration Website**”) no later than 2.00 p.m. on 25 April 2023 (the “**Registration Deadline**”) for verification purposes. Shareholders who wish to appoint a person or persons (other than the Chairman of the AGM (“**Chairman**”)) as a proxy or proxies to attend and vote at the AGM on their behalf must pre-register their proxy(ies) for the AGM no later than the Registration Deadline.

Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore (“**Companies Act**”)) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (together, “**Relevant Intermediaries**”, and such investors “**Investors**”) (other than CPF/SRS Investors) who wish to attend the AGM should instead approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to pre-register.

Following authentication of his/her/its status as Shareholders/proxies, authenticated Shareholders/proxies will receive email instructions on how to access the webcast and audio feed of the proceedings of the AGM to submit questions live and online (in real time) and to vote live and online (in real time) by 2.00 p.m. on 26 April 2023.

Shareholders and proxies who do not receive the email instructions by 2.00 p.m. on 26 April 2023 but have been pre-registered for the AGM by the Registration Deadline should contact the Company via email at info@katrinagroup.com immediately.

Shareholders who have received the email instructions must not forward the email instructions to other persons who are not Shareholders or who are not entitled to attend the AGM.

4. **Submission of Questions:** Shareholders who registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the AGM during the AGM by submitting text questions via the chatbox function to input their queries upon joining the webcast. The Company will endeavour to respond to such queries during the AGM as far as reasonably practicable.

Shareholders and Investors may also submit questions in advance of the AGM. All questions, together with the full names, identification numbers, contact numbers, email addresses of the Shareholders and Investors and manner in which they hold Shares in the Company, must be submitted no later than 2.00 p.m. on 20 April 2023 via the Pre-registration Website at the URL: <https://conveneagm.com/sg/katrina2023> or via email to: info@katrinagroup.com. All substantial and relevant questions received by the Company from the Shareholders prior to the deadline of 2:00 p.m. on 20 April 2023 will be addressed by the Company at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms, and the responses will be published on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> by 21 April 2023, and also on the Company’s website at <https://www.katrinagroup.com>. Substantial and relevant questions which are submitted after 2:00 p.m. on 20 April 2023 will be consolidated and addressed either before the AGM via an announcement on SGXNet or at the AGM.

5. **Voting by Shareholders:** Shareholders who wish to exercise their voting rights at the AGM may:
 - (i) (where the Shareholder is an individual) attend and vote “live” at the AGM;
 - (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote “live” at the AGM on their behalf; and
 - (iii) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

“Live” voting will be conducted during the AGM. **It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the AGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities.**

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Shareholders and proxies who have indicated their preference for “live” voting during preregistration may cast their votes at the AGM by following the instructions provided in the Confirmation Email.

Shareholders and proxies should therefore have their Confirmation Email containing the instructions handy for reference. Instructions will be provided at the start of the AGM on how to vote. For the avoidance of doubt, “live” voting is not permissible by the audio-only feed.

6. Appointment of Proxies:

- (i) Shareholders who wish to appoint proxies (other than the Chairman of the AGM) to attend the AGM and vote “live” at the AGM on their behalf must do both of the following:
 - (A) complete and submit the Proxy Form in accordance with the instructions below; and
 - (B) pre-register the proxy(ies) at the Pre-registration Website by the Registration Deadline.
- (ii) As an alternative to “live” voting, Shareholders may also vote at the AGM by appointing the Chairman of the AGM as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the AGM on their behalf, duly completed Proxy Forms must be deposited with the Company:

- (a) via post at the Registered Office of the Company at 180B Bencoolen Street #11-01-05 Singapore 189648 or
- (b) via electronic mail to info@katrinagroup.com, enclosing a clear scanned completed and signed Proxy Form.

The Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. The dispensation of the use of common seal pursuant to the Companies Act 1967 is applicable at this AGM. Where the Proxy Form is executed by an attorney on behalf of the appointor the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

Proxy Forms must be received by the Company by 2.00 pm on 25 April 2023 (being 72 hours before the time appointed for the holding of the AGM). Proxy Forms can be downloaded from SGXNet at the URL: <http://www.sgx.com/securities/company-announcements>. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolution to be tabled at the AGM. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion. For appointment of the Chairman of the AGM as proxy, specific directions as to voting must be given. Failing which, the appointment of the Chairman of the AGM as proxy will be treated as invalid.

The Company encourages Shareholders to submit the completed and signed Proxy Form via electronic mail. The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.

A Shareholder (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend 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 Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

7. Voting by Investors holding Shares through Relevant Intermediaries:

Investors holding Shares through Relevant Intermediaries may exercise their votes in the following manner:

- (i) vote “live” at the AGM, if they are appointed as proxies by their respective Relevant Intermediaries; or
- (ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries.

Investors holding Shares through Relevant Intermediaries should not make use of the Proxy Form. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may vote “live” at the AGM.

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Investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) (as may be applicable) and wishes to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM (that is, by 2.00 p.m. on 19 April 2023).

8. **Voting Results:** An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through “live” voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the AGM (and displayed onscreen for the “live” webcast) in respect of the resolutions put to the vote at the AGM. The Company will also issue an announcement on SGXNet on the results of the resolutions put to vote at the AGM.
9. **Minutes of AGM:** The Company will publish the minutes of the AGM on the Company website and on SGXNet within one month after the date of the AGM, and the minutes will include the responses to substantial and relevant questions from shareholders which are addressed during the AGM.

Documents and Information Relating to the AGM

Documents and information relating to the AGM (including the Notice of AGM and the Proxy Form) have been published on the SGXNet. Printed copies of the Notice of AGM and the Proxy Form will not be sent to Shareholders. In view of the evolving COVID-19 situation, Shareholders are advised to continue to check SGXNet regularly for any updates relating to the AGM.

Personal data privacy:

Where a Shareholder submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof or completes the Pre-registration in accordance with the Notice, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder’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); the processing of the Pre-registration for purposes of granting access to shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary; 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 Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.