

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**” or the “**Meeting**”) of Alpina Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on Monday, 27 June 2022 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ statement and the audited financial statements of the Company for the financial year ended 31 December 2021 (“**FY2021**”) together with the independent auditors’ report thereon. **(Resolution 1)**
2. To declare a final tax exempt (one-tier) dividend of 0.2712 Singapore cents per ordinary share (“**Share**”) for FY2021. **(Resolution 2)**
3. To approve the payment of directors’ fees of S\$135,000 for the financial year ending 31 December 2022, payable half-yearly in arrears. **(Resolution 3)**
4. To re-elect Mr. Low Siong Yong as a director of the Company (“**Director**”), who is retiring pursuant to Regulation 100 of the constitution of the Company (“**Constitution**”), and who, being eligible, offer himself for re-election. **(Resolution 4)**
(See Explanatory Note 1)
5. To re-elect Mr. Ong Beng Chye as a Director, who is retiring pursuant to Regulation 104 of the Constitution, and who, being eligible, offer himself for re-election. **(Resolution 5)**
(See Explanatory Note 2)
6. To re-elect Mr. Own Seak Chin @ Woon Seak Chin (“**Mr. Marcus Woon**”) as a Director, who is retiring pursuant to Regulation 104 of the Constitution, and who, being eligible, offer himself for re-election. **(Resolution 6)**
(See Explanatory Note 3)
7. To re-elect Mr. Chan Jer Hiang as a Director, who is retiring pursuant to Regulation 104 of the Company’s Constitution, and who, being eligible, offer himself for re-election. **(Resolution 7)**
(See Explanatory Note 4)
8. To re-appoint Messrs Mazars LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
9. 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 modifications:

10. Authority to allot and issue new Shares

That pursuant to Section 161 of the Companies Act 1967 (“**Act**”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), the Directors be and hereby authorised and empowered to:

- (a) (i) allot and issue Shares whether by way of rights, bonus or otherwise; and/or

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- (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 persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution), to be issued pursuant to this resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (“**Shareholders**”) shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation 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 (1) 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 of the passing of this resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new Shares arising from exercising of share options or vesting of share awards; 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 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; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue 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 5*)

(Resolution 9)

11. **Renewal of the General Mandate for Interested Person Transactions**

That for the purposes of Chapter 9 of the Catalist Rules:

- (a) approval be and is hereby given for the renewal of the general mandate permitting the Company, its subsidiaries and associated companies to enter into any of the transactions falling within the categories of interested person transactions (“**Mandated Transactions**”) as set out in the appendix (“**Appendix**”) to this notice of AGM (“**Notice**”) with any party who is of the class of interested persons described in the Appendix, provided that such Mandated Transactions are carried out on normal commercial terms which are not prejudicial to the interests of the Company and its minority Shareholders and are in accordance with the review procedures for such Mandated Transactions as set out in the Appendix (“**IPM General Mandate**”);

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- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue 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; and
- (c) authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the IPT General Mandate as they may think fit.

(See *Explanatory Note 6*)

(Resolution 10)

Explanatory Notes:

- (1) Mr. Low Siong Yong will, upon re-election as a Director, remain as Executive Chairman and Chief Executive Officer of the Company. Pursuant to Rule 720(5) of the Catalist Rules, further information on Mr. Low Siong Yong is set out on pages 112 to 120 of the Company's annual report for FY2021 ("**FY2021 Annual Report**").
- (2) Mr. Ong Beng Chye will, upon re-election as a Director, remain as a Non-Executive, Lead Independent Director, the Chairman of the Nominating Committee ("**NC**") and member of the Audit Committee ("**AC**") and the Remuneration Committee ("**RC**") of the Company. The Board considers Mr. Ong Beng Chye to be independent for the purpose of Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, further information on Mr. Ong Beng Chye is set out on pages 112 to 120 of the FY2021 Annual Report.
- (3) Mr. Marcus Woon will, upon re-election as a Director, remain as a Non-Executive, Independent Director, the Chairman of the AC and member of the NC and the RC. The Board considers Mr. Marcus Woon to be independent for the purpose of Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, further information on Mr. Marcus Woon is set out on pages 112 to 120 of the FY2021 Annual Report.
- (4) Mr. Chan Jer Hiang will, upon re-election as a Director, remain as a Non-Executive, Independent Director, the Chairman of the RC and member of the AC and the NC. The Board considers Mr. Chan Jer Hiang to be independent for the purpose of Rule 704(7) of the Catalist Rules. Pursuant to Rule 720(5) of the Catalist Rules, further information on Mr. Chan Jer Hiang is set out on pages 112 to 120 of the FY2021 Annual Report.
- (5) Ordinary Resolution 9 in item 10 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 in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holding), of which up to 50% may be issued other than on a pro-rata basis to Shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holding) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holding) at the 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 when this resolution is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (6) Ordinary Resolution 10 in item 11 above, if passed, will authorise the Mandated Transactions as described in the Appendix and recurring in the year and will empower the Directors to do all acts necessary to give effect to the IPT General Mandate. This authority will, unless revoked or varied by the Company in a general meeting, expire at 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 the earlier. Further information in relation to the proposed renewal of the IPT General Mandate is set out in the Appendix.

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NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS HEREBY GIVEN that, subject to Shareholders' approval for the proposed final tax exempt (one-tier) dividend of 0.2712 Singapore cents per Share for FY2021 ("**Proposed Final Dividend**") at the forthcoming AGM of the Company to be held on Monday, 27 June 2022, the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 8 July 2022 for the purpose of determining members' entitlements to the Proposed Final Dividend.

Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632 up to 5.00 p.m. on 8 July 2022 will be registered to determine members' entitlements to the Proposed Final Dividend. Members whose securities accounts with The Central Depository (Pte) Limited are credited with the Shares as at 5.00 p.m. on 8 July 2022 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved by Shareholders at the forthcoming AGM of the Company to be held on 27 June 2022, will be paid on 18 July 2022.

BY ORDER OF THE BOARD

Zhan Aijuan
Company Secretary
Singapore, 10 June 2022

IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S AGM

The forthcoming AGM of the Company 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. Shareholders will not be able to attend the Meeting in person and Shareholders (whether individual or corporate) 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 if such Member wishes to exercise his/her/its voting rights at the Meeting.

The Company will not be issuing printed copies of this Notice, the proxy form and the FY2021 Annual Report to the Shareholders and members. Instead, the Notice, the proxy form and the FY2021 Annual Report are accessible by electronic means *via* the Company's website at <https://alpinaholdings.com.sg/> and on the SGX-ST's website at <https://www.sgx.com/securities/company-announcements>.

A Shareholder who is a relevant intermediary entitled to vote at the Meeting must appoint the Chairman of the Meeting to attend and vote instead of the Member.

"**Relevant intermediary**" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

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PARTICIPATION IN THE AGM VIA “LIVE” WEBCAST OR “LIVE” AUDIO FEED

1. As the forthcoming AGM of the Company will be held by way of electronic means, Shareholders will **NOT** be able to attend the AGM in person. All Shareholders or their corporate representative (in the case of Shareholders who are legal entities) will be able to participate in the AGM proceedings by accessing a “live” webcast or “live” audio feed. To do so, Shareholders are required to pre-register their participation in the AGM by accessing the site <https://smartagm.sg/ALPINA2022AGM> by 10.00 a.m. on Friday, 24 June 2022 (“**Registration Deadline**”) for verification of their status as Shareholders (or corporate representative of such Shareholders) (“**Pre-registration**”).
2. Upon successful verification, each such Shareholder or its corporate representative will receive an email by 12.00 p.m. on Sunday, 26 June 2022. The email will contain instructions to access the “live” webcast or “live” audio feed of the AGM proceedings.
3. Shareholders or their corporate representative must not forward the email to other persons who are not Shareholders and who are not entitled to participate in the AGM. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by 12.00 p.m. on Sunday, 26 June 2022 should contact the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at +65 6536 5355 (Mondays to Fridays, excluding public holidays, from 8.30 a.m. to 5.30 p.m.) or at the email address AGM.TeamE@boardroomlimited.com.
4. Shareholders holding Shares through relevant intermediaries (other than CPF or SRS investors) will not be able to pre-register for the “live” webcast or “live” audio feed of the AGM. Such members who wish to participate in the “live” webcast or “live” audio feed of the AGM should instead approach his/her relevant intermediary as soon as possible in order to make the necessary arrangements.

VOTING BY PROXY

1. Shareholders may only exercise their voting rights at the AGM *via* proxy voting.

Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In the proxy form, a Shareholder should specifically direct the Chairman of the AGM on whether to vote for or vote against or abstain from voting on each resolution to be tabled at the AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

2. The instrument appointing the Chairman of the AGM as proxy must be:
 - (i) deposited at the registered office of the Company at 54 Senoko Road, Woodlands East Industrial Estate, Singapore 758118; or
 - (ii) sent by email to enquiry@alpinaholdings.com.sg,

in any case, by 10.00 a.m. on Friday, 24 June 2022, being not less than seventy-two (72) hours before the AGM.

Shareholders are strongly encouraged to submit completed proxy forms electronically *via* email.

3. CPF or SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on Wednesday, 15 June 2022) to ensure that their votes are submitted.
4. 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.
5. All documents and information relating to the business of the AGM (including this Notice, the FY2021 Annual Report and the proxy form) have been published on SGXNet and the Company’s website at <https://alpinaholdings.com.sg/>.

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6. A Depositor's name must appear on the depository register ("**Depository Register**") maintained by The Central Depository (Pte) Limited ("**CDP**") at least seventy-two (72) hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote on any or all of the resolutions at the AGM by appointing the Chairman of the AGM as his/her proxy to do so on his/her behalf. In view of Section 81SJ(4) of the Securities and Futures Act 2001, Singapore, a Depositor shall not be regarded as a Shareholder entitled to attend the AGM and to vote thereat unless his/her name appears in the Depository Register maintained by the CDP at least seventy-two (72) hours before the AGM. Any Shareholder who is holding his/her shares *via* the CDP but whose name is not registered with the CDP seventy-two (72) hours before the AGM will not be entitled to attend and vote at the AGM. Accordingly, even if such Shareholder deposits his/her proxy form seventy-two (72) hours before the AGM, the Chairman of the Meeting who is appointed as his/her proxy will not be entitled to vote on his/her behalf at the AGM.

SUBMISSION OF QUESTIONS PRIOR TO THE AGM

Shareholders will not be able to ask questions during the "live" webcast or "live" audio feed. It is therefore important for Shareholders to register and submit their questions in advance of the AGM.

Shareholders may submit questions relating to the resolutions to be tabled at the AGM *via* email to enquiry@alpinaholdings.com.sg or electronically *via* the AGM portal accessible upon pre-registering at <https://smartagm.sg/ALPINA2022AGM>. Questions must be submitted by email to enquiry@alpinaholdings.com.sg or *via* the AGM portal at <https://smartagm.sg/ALPINA2022AGM> by 10.00 a.m. on Saturday, 18 June 2022 so that relevant and substantial queries will be addressed by the Board of Directors of the Company and published on the SGXNet by 10.00 a.m. on Wednesday, 22 June 2022.

Shareholders or their corporate representative must state his/her full name, and whether he/she is a Shareholder or a corporate representative of a corporate Shareholder and Shareholder's identification or registration number. Any question without the identification details will not be addressed.

The Company shall address relevant and substantial questions before and/or during the AGM and publish the minutes of the AGM on the SGXNet, and the Company's website within one (1) month after the date of the AGM.

PERSONAL DATA PRIVACY:

By (a) submitting an instrument appointing the Chairman of the Meeting as a proxy to vote at the AGM and/or any adjournment thereof, or (b) completing the pre-registration in accordance with this Notice, or (c) submitting any question prior to the AGM 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) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof);
- (ii) the processing of the pre-registration for purposes of granting access to members (or their corporate representatives in the case of Members which are legal entities) to observe the AGM proceedings and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.