

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cortina Holdings Limited will be held by electronic means on Friday, 29 July 2022 at 10.00 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 2022 together with the Auditors' Report thereon. **(Resolution 1)**
2. To declare a one-tier tax exempt dividend of 2 cents per share, a special one-tier tax exempt dividend of 5 cents per share and a special 50th anniversary one-tier tax exempt dividend of 5 cents per share for the financial year ended 31 March 2022 (2021: a final one-tier tax exempt dividend of 2 cents per share and a special one-tier tax exempt dividend of 4.5 cents per share). **(Resolution 2)**
3. To approve special Directors' Fee of S\$205,000 for the financial year ended 31 March 2022. **(Resolution 3)**
(See Explanatory Note 1)
4. To approve the Directors' Fee of S\$725,875 for the financial year ending 31 March 2023 (2022: S\$709,406). **(Resolution 4)**
5. To re-elect the following Directors who will retire by rotation pursuant to Article 91 of the Company's Constitution and whom being eligible, are offering themselves for re-election:
 - (i) Mr Lim Keen Ban **(Resolution 5)**
 - (ii) Mr Lim Jit Yaw **(Resolution 6)**
 - (iii) Mr Chuang Keng Chiew **(Resolution 7)****(See Explanatory Note 2)**
6. To re-elect Ms Tan Siew San, a Director retiring pursuant to Article 97 of the Company's Constitution and being eligible is offering herself for re-election. **(Resolution 8)**
(Explanatory Note 2)
7. To re-appoint RSM Chio Lim 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 9)**

AS SPECIAL BUSINESS

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

8. 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:

- (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

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- (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 10)
(See Explanatory Note 3)

ANY OTHER BUSINESS

8. 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

12 July 2022

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Explanatory Notes

1. **Resolution 3** is to approve special Directors' fee of S\$205,000 to the Non-Executive and Independent Directors ("IDs") for the financial year ended 31 March 2022. This quantum of Directors' fee is in addition to the Directors' fee of S\$709,406 payable to all the Directors of the Company, approved at the last Annual General Meeting of the Company held on 26 August 2021.

The special Directors' fee of S\$205,000 is in respect of the tremendous amount of time and effort expended by the IDs following the takeover of the management and control of Sincere Watch Limited and its subsidiaries ("SWL group") post-acquisition. The IDs were actively involved in the review of internal controls and risk management systems, the IT systems, the business and marketing strategies, and the maintenance of the financial and operating data of the SWL group. The IDs also sought to have the high standards of corporate governance committed by the Board to be similarly applied and committed by the management of the newly acquired SWL companies, and for the initiation of communication channels facilitating Cortina Management to reach out to the management and staff of the newly acquired companies.

The Board appreciates the diligence of the IDs and the importance of ensuring from the onset that appropriate work is done for the purpose of mapping the integration of systems and procedures as well as business and marketing strategies for both groups, to achieve synergies which enhance the business of the Cortina Group.

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

Mr Lim Jit Yaw will, upon being re-elected as a Director of the Company, remain as Executive Director and Chief Operating Officer of the Company, and Chief Executive Officer of Cortina Watch Pte Ltd.

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

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

Mr Chuang Keng Chiew and Ms Tan Siew San are considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Detailed information on Mr Lim Keen Ban, Mr Lim Jit Yaw, Mr Chuang Keng Chiew and Ms Tan Siew San can be found under the "Board of Directors" section in the Company's Annual Report 2022.

3. **Resolution 10**, 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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NOTES:

1. The Annual General Meeting (“AGM”) will be held, by 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 be able to watch the AGM proceedings through the Live AGM Webcast, the Company will not accept any physical attendance by shareholders.**

Live Webcast:

2. Shareholders (including investors holding shares through Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) may watch the AGM proceedings through the Live AGM Webcast by registering at <https://complete-corp.com/cortina-agm/> (the “**Registration Link**”) by 10.00 a.m. on 26 July 2022 (the “**Registration Deadline**”) to enable the Company to verify their status.
3. Following verification, authenticated shareholders will receive an email by 10.00 a.m. on 28 July 2022 containing a link to access the live audio-visual webcast of the AGM proceedings.
4. Shareholders must not forward the abovementioned link 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.
5. Shareholders who register by the Registration Deadline but do not receive an email response by 10.00 a.m. on 28 July 2022 may contact the Company by email to cortina-agm@complete-corp.com.

Submission of Proxy Forms to Vote:

6. 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.
7. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - (a) mail to 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
 - (b) email to cortina-agm@complete-corp.com,

by no later than 10.00 a.m. on 27 July 2022, being 48 hours before the time fixed for the AGM.

8. CPF or SRS investors who wish to vote should approach their respective CPF Agent Bank or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 5.00 p.m. on 19 July 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.
9. **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.**

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Submission of Questions:

Shareholders may submit questions relating to the items on the agenda of the AGM to cortina-agm@complete-corp.com stating their names and identification number for verification. All questions must be submitted by 10.00 a.m. on 20 July 2022.

10. The Company will endeavour to address the substantial and relevant questions submitted by shareholders and post the answers to such questions on SGXNET by 10.00 a.m. on 25 July 2022. The minutes of the AGM, will be posted on the SGXNet and the Company's website within one month after the date of the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the proxies for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Cortina Holdings Limited (the "**Company**") will be closed on 10 August 2022 after 5:00 p.m. for the preparation of dividend warrants.

Duly completed registrable transfers received by the Company's Share Registrar, KCK CorpServe Pte. Ltd., 24 Raffles Place, #07-07, Clifford Centre, Singapore 048621 up to 5.00 p.m. on 10 August 2022 will be registered to determine shareholders' entitlements to the proposed final dividend, special dividend and special 50th anniversary dividend (collectively, the "Proposed Dividends"). Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 10 August 2022 will be entitled to the Proposed Dividends.

The Proposed Dividends, if approved by shareholders at the Annual General Meeting to be held on 29 July 2022 will be paid on 19 August 2022.

BY ORDER OF THE BOARD

Foo Soon Soo
Company Secretary

12 July 2022