

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 at 111 Somerset Road, #11-22, TripleOne Somerset, Singapore 238164 on Monday, 29 April 2024 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 2023 together with the Auditor's Report thereon. **Resolution 1**
2. To re-elect Ms Madaline Catherine Tan Kim Wah who is retiring pursuant to Regulation 117 of the Company's Constitution. **Resolution 2**
[See Explanatory Note 1]
3. To re-elect Mr Wong Quee Quee, Jeffrey who is retiring pursuant to Regulation 122 of the Company's Constitution. **Resolution 3**
[See Explanatory Note 2]
4. To record the retirement of Ms Joan Lau Sau Chee, 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. **Resolution 4**
[See Explanatory Note 3]
5. To approve the Directors' Fees of \$159,712.33 for the financial year ended 31 December 2023. (FY2022: \$158,495.89) **Resolution 4**
6. To approve the Directors' Fees of \$154,000.00 for the financial year ending 31 December 2024, payable quarterly in arrears. **Resolution 5**
7. To re-appoint Messrs Ernst & Young LLP as the Auditor of the Company and to authorise the Directors to fix its remuneration. **Resolution 6**
8. 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:

9. Authority to allot and issue shares

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,

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 next AGM 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]

10. Authority to grant awards and to allot and issue shares under the Katrina Group Ltd. Performance Share Plan

That pursuant to Section 161 of the Companies Act, and 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, 12 April 2024

Explanatory Notes:

1. Ordinary Resolution 2 – Ms Madaline Catherine Tan Kim Wah will, upon re-election, continue to serve as an Executive Director of the Company.
2. Ordinary Resolution 3 – Mr Wong Quee Quee, Jeffrey (“Mr Wong”) will upon re-election, continue to serve as an Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of the Company. Mr Wong is considered by the Board to be independent for the purpose of Rule 704(7) of the Catalist Rules. Detailed information on Mr Wong can be found in the Annual Report 2023. There are no relationships (including immediate family relationships) between Mr Wong and any of the Directors, the Company or its substantial shareholders.
3. Ms Joan Lau Sau Chee (“Ms Lau”) will retire as an Independent Director of the Company at the conclusion of the AGM. Upon Ms Lau's retirement, she will cease to be the Chairman of the Remuneration Committee and a member of the Audit and Remuneration Committees. Further information on the above-mentioned directors can be found under the section “Board of Directors” and “Corporate Governance Report” of the Annual Report 2023.
4. Ordinary Resolution 7 - 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 8 - 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. Printed copies of this Notice of AGM (the “Notice”), Proxy Form and Annual Report 2023 (the “documents”) have been dispatched to the shareholders. The documents are also accessible via the Company's website at the URL: <https://www.katrinagroup.com> and at the SGXNet.
2. Members of the Company may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
 - (c) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting, if they are unwell.
3. A proxy need not be a member of the Company.
4. The proxy appointing a proxy or proxies, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
 - a. if sent personally or by post, be lodged at the registered office of the Company, at 180B Bencoolen Street #11 – 01/05 The Bencoolen Singapore 189648; or
 - b. if submitted by email, be received by the Company at info@katrinagroup.comin either case, by 2:00 p.m. on 26 April 2024, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or at any adjournment thereof) and in default of the instrument of proxy shall not be treated as valid.

Shareholders are strongly encouraged to submit Proxy Forms electronically via email.

5. A member (who is not a Relevant Intermediary), who is entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his stead. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
6. A member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 (the “Companies Act”) is entitled to appoint more than two proxies to attend, speak and vote at the Meeting provided that each proxy is appointed to exercise the rights attached to different shares held by the member. In such event, the Relevant Intermediary shall submit a list of its proxies together with the information required in the proxy form to the Company.
7. An investor who holds shares under the Supplemental Retirement Scheme (“SRS Investor”) may attend the AGM in person. SRS Investors who are unable to attend the AGM but would like to appoint the Chairman of the AGM as their proxy should approach their SRS Operators, through which they hold such shares, to submit their votes at least seven (7) working days before the AGM that is by 18 April 2024, in order to allow sufficient time for their SRS Operators to in turn submit the Proxy Forms to appoint the Chairman of the AGM to vote on their behalf no later than the Proxy Deadline.
8. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The instrument appointing the proxy shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies 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 of proxy. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM.
9. Members of the Company may submit questions related to the resolution(s) to be tabled for approval for the AGM in advance of the AGM within seven (7) calendar days from the date of this Notice of AGM, (i.e. no later than 6.00 p.m. on 19 April 2024) in the following manner:
 - (a) email to info@katrinagroup.com; or
 - (b) post to the Company's registered office at 180B Bencoolen Street #11-01-05 Singapore 189648.

Shareholders who submit questions in advance of the AGM should provide their full name, address, contact number, email address and the manner in which they hold Shares (e.g. via CDP, SRS or other Relevant Intermediary), for our verification purposes.

The Company will endeavor to address all substantial and relevant questions received from members and publish its response on the SGXNet and at the Company's website by 24 April 2024. **Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed.** The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions received after 6.00 p.m. on 19 April 2024 which have not already been addressed prior to the AGM, at the AGM itself. For questions addressed during the AGM, the responses to such questions will be included in the minutes of the AGM which will be published on the Company's corporate website and on SGXNet within one (1) month after the AGM.

Personal data privacy:

- By submitting a (a) proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this Notice, 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 following purposes:
- (i) processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
 - (ii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and
 - (ii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, any subsequent clarifications sought, or follow-up questions in respect of such questions,

(collectively, the “Purposes”).

The member of the Company also warrants that where the member discloses the personal data of the member's proxy(ies) and/or representatives(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representatives(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representatives(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

This notice has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Vera Leong, Vice President, Hong Leong Finance Limited, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, telephone (65) 6415 9881.