# **NOTICE** OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting ("**AGM**") of Alpina Holdings Limited (the "**Company**") will be convened and held at 54 Senoko Road, Woodlands East Industrial Estate, Singapore 758118 on Thursday, 27 April 2023 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 2022 ("**FY2022**") together with the independent auditors' report thereon.
**(Resolution 1)**

2. To declare a final tax exempt (one-tier) dividend of 0.1085 Singapore cents per ordinary share ("**Share**") for FY2022.
**(Resolution 2)**

3. To approve the payment of directors' fees of S$120,000 for the financial year ending 31 December 2023, payable half-yearly in arrears.
**(Resolution 3)**

4. To re-elect Mr. Tai Yoon On 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, offers himself for re-election.
*(See Explanatory Note 1)* **(Resolution 4)**

5. To re-elect Mr. Own Seak Chin @ Woon Seak Chin ("**Mr. Marcus Woon**") as a Director, who is retiring pursuant to Regulation 100 of the Constitution, and who, being eligible, offers himself for re-election.
*(See Explanatory Note 2)* **(Resolution 5)**

6. To re-appoint Messrs Mazars LLP as the auditors of the Company and to authorise the Directors to fix their remuneration.
**(Resolution 6)**

7. 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:

8. **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

(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

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(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 3)* **(Resolution 7)**

9. **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 ("**IPT 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 4)* **(Resolution 8)**

**Explanatory Notes:**

(1) Mr. Tai Yoon On will, upon re-election as a Director, remain as an Executive Director of the Company. Pursuant to Rule 720(5) of the Catalist Rules, further information on Mr. Tai Yoon On is set out on pages 119 to 123 of the Company's annual report for FY2022 ("**FY2022 Annual Report**").

(2) Mr. Marcus Woon will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the audit committee and a member of the nominating committee and the remuneration committee of the Company. The board of Directors of the Company 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 119 to 123 of the FY2022 Annual Report.

(3) Ordinary Resolution 7 in item 8 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, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holding), of which up to fifty per centum (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.

(4) Ordinary Resolution 8 in item 9 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 0.1085 Singapore cents per Share for FY2022 ("**Proposed Final Dividend**") at the forthcoming AGM of the Company to be held at 10.00 a.m. on 27 April 2023, the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 10 May 2023 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 10 May 2023 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 10 May 2023 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved by members of the Company at the forthcoming AGM of the Company to be held at 10.00 a.m. on 27 April 2023, will be paid on 19 May 2023.

**BY ORDER OF THE BOARD**

Ong Wei Jin
Tan SzeRui Colette
Joint Company Secretaries
Singapore, 12 April 2023

## IMPORTANT NOTICE TO MEMBERS REGARDING THE COMPANY'S AGM

### PARTICIPATION IN THE AGM

1. The AGM will be held in a wholly physical format at 54 Senoko Road, Woodlands East Industrial Estate, Singapore 758118. There will be no option for members of the Company ("**Members**") to participate at the AGM by way of electronic means. Printed copies of this Notice of AGM, the Proxy Form and the FY2022 Annual Report will NOT be sent to Members. Instead, these documents will be made available on the SGXNET at https://www.sgx.com/securities/company-announcements and the Company's website at https://alpinaholdings.com.sg/.

2. Please bring along your NRIC/passport to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process. Members are advised not to attend the AGM if they are feeling unwell and to consider instead appointing a proxy/proxies to attend the AGM. Investors who hold Shares through relevant intermediaries as defined in Section 181 of the Act, including Central Provident Fund ("**CPF**") Investment Scheme investors ("**CPF Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**"), and who wish to participate in the AGM 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 Monday, 17 April 2023) for the relevant agents to make arrangements for such investors to participate in the AGM. Please refer to Note 7 below for more information.

### VOTING BY PROXY

3. A Member who wishes to appoint a proxy/proxies to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon. The proxy must bring along his/her NRIC/passport to enable the Company to verify his/her identity.

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4. A proxy need not be a Member.

5. In relation to the appointment of proxy/proxies to attend, speak and vote on his/her/its behalf at the AGM, a Member (whether individual or corporate) appointing his/her/its proxy/proxies should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy. If no specific instruction as to voting is given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Act or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. 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.

7. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted in one of the following manners:

   (i) if sent personally or by post, be deposited at the registered office of the Company at 54 Senoko Road, Woodlands East Industrial Estate, Singapore 758118; or

   (ii) if by email, be sent by email to enquiry@alpinaholdings.com.sg,

   in any case, by 10.00 a.m. on Monday, 24 April 2023, being not less than seventy-two (72) hours before the AGM.

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

   A Member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory. A proxy may cast undirected proxy votes as he/she deems fit.

8. (a) A Member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.

   (b) A Member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak 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 Member. Where such Member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Act.

9. Investors who hold Shares through relevant intermediaries, including CPF Investors and SRS Investors, and who wish for their votes to be cast at the AGM should contact their respective CPF Agent Banks or SRS Operators so that the necessary arrangements can be made by the relevant agents: (a) to appoint the Chairman of the AGM as proxy at the AGM, in which case the investor shall be precluded from attending the AGM personally; or (b) where the CPF Investor or SRS Investor wishes to personally attend and cast their vote at the AGM, to appoint the CPF Investor or SRS Investor as proxy. CPF/SRS Investors 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 Monday, 17 April 2023) to ensure that their votes will be submitted.

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10. The Company shall be entitled to reject the instrument appointing a proxy/proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument.

**SUBMISSION OF QUESTIONS PRIOR TO THE AGM**

Members are invited to ask questions relating to the resolutions to be tabled at the AGM during the AGM. Members may also submit their questions in advance of the AGM. **We strongly encourage Members to submit questions in advance of the AGM to ensure that sufficient time may be dedicated to answering their questions.**

To submit questions in advance of the AGM, Members may submit their questions by email to enquiry@alpinaholdings.com.sg. The Company shall address relevant and substantial questions received 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. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

When submitting questions, Members or their corporate representative must state his/her full name, and whether he/she is a Member or a corporate representative of a corporate Member (and in the latter case, the name of the corporate Member), the Member's identification or registration number, and the manner in which his/her/its shares in the Company are held (e.g. via a Central Depository Account (CDP), CPF and/or SRS), failing which the Company shall be entitled to regard the submission as invalid and not address the questions submitted.

**PERSONAL DATA PRIVACY:**

By (a) submitting an instrument appointing a proxy/proxies and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, and/or (b) 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 AGM as a proxy for the AGM (including any adjournment thereof);

(ii) addressing relevant and substantial questions from Members and if necessary, following up with the relevant Members in relation to such questions;

(iii) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and

(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

A Member also warrants that where the Member discloses the personal data of the Member's proxy/proxies and/or representative(s) to the Company (or its agents or service providers), the Member has obtained the prior consent of such proxy/proxies and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy/proxies and/or representative(s) for the Purposes.

A Member 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 the warranties in this section.