

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cortina Holdings Limited (the “Company”) will be held at York Hotel, 21 Mount Elizabeth, Singapore 228516 on Friday, 26 July 2024 at 9.00 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 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of 2 cents per share and a special one-tier tax exempt dividend of 14 cents per share for the financial year ended 31 March 2024 (2023: a final one-tier tax exempt dividend of 2 cents per share and a special one-tier tax exempt dividend of 14 cents per share). **(Resolution 2)**
3. To approve the Directors’ Fee of S\$737,868 for the financial year ending 31 March 2025 (2024: S\$725,875). **(Resolution 3)**
4. 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 Jit Yaw, Jeremy **(Resolution 4)**
 - (ii) Mr Yu Chuen Tek, Victor **(Resolution 5)****(See Explanatory Note 1)**
5. To note the retirement of the following Directors of the Company:
 - (i) Mr Chin Sek Peng, Michael
 - (ii) Mr Lau Ping Sum, Pearce
 - (iii) Mr Foo See Jin, Michael**(See Explanatory Note 2)**
6. To re-appoint RSM SG Assurance 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 6)**

AS SPECIAL BUSINESS

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

7. 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 7)
(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

11 July 2024

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Explanatory Notes

1. Mr Lim Jit Yaw, Jeremy will, upon being re-elected as a Director of the Company, remain as Executive Director and Group Chief Operating Officer.

Mr Yu Chuen Tek, Victor will, upon being re-elected as a Director of the Company, remain as Executive Director of the Company and Chief Corporate Affairs Officer.

Detailed information on Mr Lim Jit Yaw, Jeremy and Mr Yu Chuen Tek, Victor can be found under the “Board of Directors” section in the Company’s Annual Report 2024.

2. Mr Chin Sek Peng, Michael has served as a Director for more than nine years and will cease to be independent pursuant to Listing Rule 210(5)(d)(iv) at the conclusion of the Annual General Meeting. Mr Chin has given notice to the Company that he will retire as an Independent Director at the conclusion of the Annual General Meeting on 26 July 2024. Consequent thereto, Mr Chin shall cease as Lead Independent Director, Chairman of the Audit Committee and Member of the Nominating Committee.

Mr Lau Ping Sum, Pearce is due to retire by rotation under Article 91 of the Company’s constitution. Mr Lau does not wish to seek re-election as he has served as a Director for more than nine years and will cease to be independent pursuant to Listing Rule 210(5)(d)(iv) at the conclusion of the Annual General Meeting on 26 July 2024. Consequent thereto, Mr Lau shall cease as Chairman of the Remuneration Committee, and Member of Audit Committee and Nominating Committee.

Mr Foo See Jin, Michael has served as a Director for more than nine years and will cease to be independent pursuant to Listing Rule 210(5)(d)(iv) at the conclusion of the Annual General Meeting. Mr Foo has given notice to the Company that he will retire as an Independent Director at the conclusion of the Annual General Meeting on 26 July 2024. Consequent thereto, Mr Foo shall cease as Member of Remuneration Committee.

3. Resolution 7, 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.

NOTES:

General

1. The Annual General Meeting is being convened and will be held in wholly physical format at York Hotel, 21 Mount Elizabeth, Singapore 228516 on Friday, 26 July 2024 at 9.00 a.m. All members of the Company are invited to attend the Annual General Meeting in person. There will be no option to participate virtually.
2. Printed copies of this Notice, the accompanying proxy form and the Annual Report will be despatched by post to the members of the Company. These documents will also be published on the Company’s website at the URL <https://www.cortinawatch.com/en/investor-relations/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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Submission of Proxies

3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
4. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.
6. The proxy form (a copy of which is attached hereto), duly completed and signed, must be submitted by:
 - (i) mail or deposit at the Share Registrar's office at 1 Raffles Place #04-63, One Raffles Place (Tower 2), Singapore 048616;
 - (ii) email to cortina-agm@kckcs.com.sg (a clear scanned signed form in PDF)not later than 9.00 a.m. on 24 July 2024, being 48 hours before the time fixed for the meeting.
7. The proxy form must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
8. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), the Company may reject the Proxy Form submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the Annual General Meeting in person if appointed as proxy of his/her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Annual General Meeting.

Submission of Questions

10. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the Annual General Meeting ahead of the meeting by email to cortina-agm@kckcs.com.sg or by post to the Share Registrar's office at 1 Raffles Place #04-63, One Raffles Place (Tower 2), Singapore 048616 by 9.00 a.m. on 18 July 2024.
11. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline in paragraph 10 above and post the answers on SGXNet and the Company's website by 9.00 a.m. on 22 July 2024. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the Annual General Meeting. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

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Minutes of Annual General Meeting

12. The minutes of the Annual General Meeting together with the responses to the substantial and relevant question(s) by the shareholders not already answered and announced, will be posted on the SGXNet and the Company's website within one month after the date of the Annual General Meeting.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (including its agents and/or service providers) for the purpose of the processing, administration and analysis by the Company (including its agents and/or service providers) of proxies and/or representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (including its agents and/or service providers) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (including its agents and/or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (including its agents and/or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

Notice is hereby given that, subject to the shareholders' approval of the final and special one-tier tax exempt dividends ("Dividends") at the forthcoming Annual General Meeting to be held on 26 July 2024, the Company's Share Transfer Book and Register of Members will be closed on 7 August 2024 ("Record Date") after 5.00 p.m. for the purpose of determining shareholders' entitlement to the Dividends.

Duly completed and stamped registrable transfers received by the Company's Share Registrar, KCK CorpServe Pte. Ltd., 1 Raffles Place #04-63, One Raffles Place (Tower 2), Singapore 048616 up to 5.00 p.m. on the Record Date will be registered to determine shareholders' entitlements to the Dividends.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on the Record Date will be entitled to the Dividends.

If approved by the shareholders at the forthcoming Annual General Meeting, the payment of the Dividends will be made on 16 August 2024.

BY ORDER OF THE BOARD

Foo Soon Soo
Company Secretary

11 July 2024