

# 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 Thursday, 26 August 2021 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 2021 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 4.5 cents per share for the financial year ended 31 March 2021 (2020: a final one-tier tax exempt dividend of 2 cents per share and a special one-tier tax exempt dividend of 0.5 cents per share). **(Resolution 2)**
3. To approve the Directors' Fee of S\$709,406 for the financial year ending 31 March 2022 (2021: S\$589,875). **(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 Ming **(Resolution 4)**
  - (ii) Mr Yu Chuen Tek **(Resolution 5)**
  - (iii) Mr Lau Ping Sum Pearce **(Resolution 6)****(See Explanatory Note 1)**
5. 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 7)**

## AS SPECIAL BUSINESS

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

### 6. Authority to allot and issue shares

"That, pursuant to Section 161 of the Companies Act, Cap. 50, 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 8)**  
**(See Explanatory Note 2)**

## 7. Approval for the continued appointment of Mr Lau Ping Sum Pearce as Independent Director

- (A) That contingent upon the passing of Resolution 6 and Resolution 9B and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (which will take effect from 1 January 2022), the continued appointment of Mr Lau Ping Sum Pearce as an Independent Director with effect from 1 January 2021 be and is hereby approved by shareholders of the Company; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.
- (Resolution 9A)**  
**(See Explanatory Note 3)**
- (B) That contingent upon the passing of Resolution 6 and Resolution 9A and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the continued appointment of Mr Lau Ping Sum Pearce as an Independent Director with effect from 1 January 2022 be and is hereby approved by shareholders of the Company excluding the Directors and the Group Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST); and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.
- (Resolution 9B)**  
**(See Explanatory Note 3)**

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## 8. Approval for the continued appointment of Mr Chin Sek Peng Michael as Independent Director

(A) That contingent upon the passing of Resolution 10B and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the continued appointment of Mr Chin Sek Peng Michael as an Independent Director with effect from 1 January 2021 be and is hereby approved by shareholders of the Company; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**(Resolution 10A)**  
**(See Explanatory Note 3)**

(B) That contingent upon the passing of Resolution 10A and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the continued appointment of Mr Chin Sek Peng Michael as an Independent Director with effect from 1 January 2022 be and is hereby approved by shareholders of the Company excluding the Directors and the Group Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST); and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**(Resolution 10B)**  
**(See Explanatory Note 3)**

## 9. Approval for the continued appointment of Mr Foo See Jin as Independent Director

(A) That contingent upon the passing of Resolution 11B and in accordance with Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the continued appointment of Mr Foo See Jin as an Independent Director with effect from 1 January 2022 be and is hereby approved by shareholders of the Company; and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**(Resolution 11A)**  
**(See Explanatory Note 3)**

(B) That contingent upon the passing of Resolution 11A and in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), the continued appointment of Mr Foo See Jin as an Independent Director with effect from 1 January 2022 be and is hereby approved by shareholders of the Company excluding the Directors and the Group Chief Executive Officer of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST); and the authority conferred by this Resolution shall continue in force until the earlier of (i) his retirement or resignation as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution.

**(Resolution 11B)**  
**(See Explanatory Note 3)**

## ANY OTHER BUSINESS

10. 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 August 2021

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## Explanatory Notes

1. Detailed information on Mr Lim Jit Ming, Mr Yu Chuen Tek and Mr Lau Ping Sum Pearce can be found under the “Board of Directors” section in the Company’s Annual Report 2021.

Mr Lim Jit Ming, upon being re-elected as a Director of the Company, remain as Executive Director and Group Chief Executive Officer of the Company.

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

Mr Lau Ping Sum Pearce will, upon being re-elected remain as Chairman of the Remuneration Committee and member of the Nominating and Audit Committees. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

2. **Resolution 8**, 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.
3. With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST provides that a director will not be independent if he has been a director for an aggregate period of more than 9 years and his continued appointment as an independent director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders, excluding the directors and the chief executive officer of the issuer and their respective associates (who must not accept appointment as proxies unless specific instructions as to voting are given) (“two-tier voting”).

Mr Lau Ping Sum Pearce, Mr Chin Sek Peng Michael and Mr Foo See Jin are Independent Directors who have served on the Board for more than 9 years and will cease to be regarded as independent on 1 January 2022 when Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST comes into effect, unless their continued appointment as Independent Directors from 1 January 2022 are approved under the two-tier voting process as mentioned above. Resolutions 9A, 9B, 10A, 10B, 11A and 11B are in anticipation of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect on 1 January 2022. Each of Mr Lau Ping Sum Pearce, Mr Chin Sek Peng Michael and Mr Foo See Jin will be subject to the two-tier voting as aforesaid.

If both resolutions on each of their continued appointment as an Independent Director are passed under the first-tier and second-tier voting, such Independent Director will continue in office as an independent director until the conclusion of the third AGM of the Company following the passing of the resolutions or his retirement or resignation whichever is the earlier.

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The two-tier voting is contingent upon each other. If a resolution did not pass the first-tier voting or having passed the first-tier voting, did not pass the second-tier voting, the Director concerned will continue in office as an Independent Director up to and including 31 December 2021, and shall thereafter be re-designated as a Non-Executive and Non-Independent Director as of and with effect from 1 January 2022. Upon such re-election (where applicable) and re-designation, the Board and the Nominating Committee will, guided by the criteria in the Listing Manual of the SGX-ST and the Code of Corporate Governance (the “Code”), review the composition of the Board as well as the Audit Committee, Remuneration Committee and Nominating Committee, so as to ensure that the compositions of the Board and of such committees comply with the requirements of the Listing Manual and the Code.

Lim Kim Ban Holdings Pte Ltd and Ming Yaw Pte Ltd, being associates of Mr Lim Keen Ban, Mr Lim Jit Ming and Mr Lim Jit Yaw, will abstain from voting on their shareholdings in the Company for Resolutions 9B, 10B and 11B. Directors who hold shares in the Company and their associates will abstain from voting on Resolutions 9B, 10B and 11B.

Information on Mr Lau Ping Sum Pearce, Mr Chin Sek Peng Michael and Mr Foo See Jin can be found under the “Board of Directors” section in the Company’s Annual Report 2021.

## 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. Any shareholder seeking to attend the AGM physically in person will be turned away.**

## 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://www.cortina.com.sg/cortina-agm/> (the “**Registration Link**”) by 10.00 a.m. on 23 August 2021 (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 25 August 2021 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a toll-free telephone number to access the live audio-only stream of the AGM proceedings.
4. Shareholders must not forward the abovementioned link or telephone number 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 25 August 2021 may contact the Company by email to [cortina-agm@cortina.com.sg](mailto:cortina-agm@cortina.com.sg).

## 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 333 North Bridge Road #08-00 KH KEA Building Singapore 188721; or
  - (b) email to [cortina-proxyforms@kckcs.com.sg](mailto:cortina-proxyforms@kckcs.com.sg),

**by no later than 10.00 a.m. on 24 August 2021, being 48 hours before the time fixed for the AGM.**

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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 10.00 a.m. on 16 August 2021) 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.**

## Submission of Questions:

Shareholders may submit questions relating to the items on the agenda of the AGM to cortina-agm@cortina.com.sg stating their names and identification number for verification. All questions must be submitted by 10.00 a.m. on 18 August 2021.

10. The Company will endeavour to address the substantial and relevant questions at or before the AGM. The responses to such questions from shareholders, together with 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 7 September 2021 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., 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721 up to 5.00 p.m. on 7 September 2021 will be registered to determine shareholders' entitlements to the proposed final dividend and special dividend. Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5.00 p.m. on 7 September 2021 will be entitled to the proposed final dividend and special dividend.

The proposed dividends, if approved by shareholders at the Annual General Meeting to be held on 26 August 2021 will be paid on 17 September 2021.

## BY ORDER OF THE BOARD

Foo Soon Soo  
Company Secretary

11 August 2021