

# KATRINA GROUP LTD.

Registration No 201608344N  
(Incorporated in the Republic of Singapore)

## NOTICE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at 137 Cecil Street #04-01 Hengda Building Singapore 069537 on Friday, 26 June 2020 at 2.00 p.m. (the "AGM") to transact the following businesses:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Independent Auditors' Report thereon. Resolution 1
- To re-elect the following Directors of the Company retiring pursuant to the Company's Constitution:  
(a) Mr Alan Goh Keng Chian (Regulation 117); Resolution 2  
(b) Ms Joan Lau Sau Chee (Regulation 122); and Resolution 3  
(c) Mr Tan Kong King (Regulation 122). Resolution 4  
*[See Explanatory Note (i)]*
- To approve the payment of Directors' fees of S\$121,000 for the financial year ended 31 December 2019 (FY2018: S\$121,000). Resolution 5
- To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and authorise the Directors of the Company to fix their remuneration. Resolution 6
- 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 Resolution, with or without any amendments:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Chapter 50 ("Companies Act") and Rule 806 of the Listing Manual Section B: Rules of Catalyst ("Catalist Rules") of Singapore Exchange Securities Trading Limited ("SGX-ST")** Resolution 7

That pursuant to Section of 161 of the Companies Act and Rule 806 of Catalyst Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company:

- (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 percent 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 percent 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 the 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 Catalyst Rules; 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 Catalyst Rules for the time being in force (unless such compliance has been waived by the 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 Company 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 (ii)]*

By Order of the Board

Wong Siew Chuan  
Wee Woon Hong  
Company Secretaries

Singapore  
15 April 2020

### Explanatory Notes:

- Mr Alan Goh Keng Chian will, upon re-election as a Director of the Company, remain as an Executive Chairman and Chief Executive Officer. Please refer to Table C of the Corporate Governance Report on pages 41 to 48 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of SGX-ST.

Ms Joan Lau Sau Chee will, upon re-election as a Director of the Company, remain as an Independent Director of the Board, Chairman of Remuneration Committee and member of Audit and Nominating Committees, and will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules of SGX-ST. Please refer to Table C of the Corporate Governance Report on pages 41 to 48 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of SGX-ST.

Mr Tan Kong King will, upon re-election as a Director of the Company, remain as an Independent Director of the Board, Chairman of Nominating Committee and member of Audit and Remuneration Committees, and will be considered independent for the purpose of Rule 704(7) of the Catalyst Rules of SGX-ST. Please refer to Table C of the Corporate Governance Report on pages 41 to 48 in the Annual Report for the detailed information required pursuant to Rule 720(5) of the Catalyst Rules of SGX-ST.

- The Ordinary Resolution 7 above, 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. 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 at the time this resolution is passed.

### Notes:

- (1) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote at the AGM. Where such member appoints more than one proxy, the proportion of his shareholding to be represented by each proxy shall be specified in the instrument of proxy.
- (2) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend 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 one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

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

- A proxy needs not be a member of the Company.
- The instrument appointing a proxy or proxies, duly executed, must be deposited at the Company's office at 180B Bencoolen Street #11-01 to 05 The Bencoolen Singapore 189648 not less than seventy-two (72) hours before the time appointed for holding the AGM.
- The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

### PERSONAL DATA PRIVACY

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

### Measures to minimise the risk of COVID-19

In view of the constantly evolving COVID-19 situation and to comply with the Infectious Diseases (Measures to Prevent Spread of COVID-19) Regulations 2020 (the "Regulations"), the following steps will be taken for Shareholders and others attending the Annual General Meeting ("AGM") of Katrina Group Ltd. (the "Company") to help minimise the risk of community spread of the virus:

- Attendance at the AGM will be restricted to 10 individuals.
- Shareholders will be able to watch the AGM proceedings through a live webcast via their mobile phones, tablets or computers. Please visit our corporate website at [www.katrinagroup.com](http://www.katrinagroup.com) and SGXNET for pre-registration and to obtain further details relating to the webcast.
- Shareholders will not be able to vote through the live webcast. The only way for Shareholders to exercise their voting rights at the AGM is via proxy voting. Shareholders will have to submit the proxy form in accordance with the instructions set out in the proxy form and appoint "Chairman of the Annual General Meeting" as their proxy. All votes in the AGM will be taken on a poll.

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and reserves the right to take such precautionary measures as may be appropriate at the AGM, including any precautionary measures as may be required or recommended by government agencies or the Singapore Exchange Regulation from time to time, in order to minimise the risk of community spread of COVID-19.

The Company may also be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check our corporate website at [www.katrinagroup.com](http://www.katrinagroup.com) and SGXNET for updates on the AGM.

The Company seeks the understanding and cooperation of all Shareholders to help minimise the risk of community spread of the virus.