



**DISA Limited**

(Company Registration No. 197501110N)  
(Incorporated in the Republic of Singapore)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”) OF THE COMPANY HELD:**

By : Via live streaming

On : Thursday, 28 October 2021 at 11:30 a.m. (or as soon thereafter following the conclusion or adjournment of the 45th Annual General Meeting of the Company to be held by way of electronic means at 10:30 a.m. on the same day)

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**I. ATTENDANCE REGISTER**

As per log-in attendance lists maintained by the Company.

**II. OPENING**

Mr. Toh Hock Ghim, Non-Executive and Independent Chairman of the Company (the “**Chairman**”) welcome shareholders to the EGM of the Company and explained that in line with the Ministry of Health’s regulations on safe distancing measures to minimise the risk of community spread of COVID-19, the EGM is conducted via “live” webcast.

**III. CALL TO ORDER AND QUORUM**

The Chairman called the Meeting to order at 11:30 a.m. and he introduced the Board to the shareholders. All the members of the Board, the Company Secretary, the Auditor were present at the live webcast. The Company Secretary confirmed that a quorum was present for the Meeting.

**IV. NOTICE**

The Notice of the Meeting dated 12 October 2021 was taken as read.

The Chairman informed the Meeting that some shareholders had appointed the Chairman of the Meeting as their proxy at the Meeting, and the Chairman of the Meeting would vote in accordance with the instructions of the said shareholders. He further informed that all resolutions were proposed by him and seconded by a shareholder. The Company had appointed In.Corp Corporate Advisory Pte. Ltd. and Janusys Consultants Pte. Ltd. as the polling agent and scrutineer of the EGM respectively. It was noted that the proxy votes received as at the cut-off date on 25 October 2021 at 11:30 a.m. had been counted and verified by the appointed scrutineer. The results shall be deemed to be the resolution of the Meeting.

The Chairman also informed that there were no questions received from the shareholders.

**V. ORDINARY BUSINESS**

**1. ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE DISA EMPLOYEE SHARE OPTION SCHEME 2021**

The ordinary resolution was to obtain approval from shareholders on the proposed adoption of the DISA Employee Share Option Scheme 2021 (“**Scheme**”). The particulars of the Scheme are set out in the Circular, under which options to subscribe for ordinary shares (“**Shares**”) in the capital of the Company will be granted to selected Employees, Directors

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(including Non-Executive Directors) and directors of the Company's subsidiaries and Controlling Shareholders and/or their Associates.

The result of Ordinary Resolution 1 tabled at the Meeting, taken on a poll, was as follows

	<u>Number of Shares</u>	<u>Percentage (%)</u>
For the Resolution :	803,678,500	100

No against votes were received and the total abstained votes received were 1,122,020,850.

Based on the above result, the Chairman declared the Ordinary Resolution 1 carried and it was **RESOLVED THAT**:

- (a) the share option scheme to be known as the "DISA Employee Share Option Scheme 2021" ("**Scheme**"), particulars of which are set out in the Circular, under which options ("**Options**") to subscribe for ordinary shares ("**Shares**") in the capital of the Company will be granted to selected Employees, Directors (including Non-Executive Directors) and directors of the Company's subsidiaries and Controlling Shareholders and/or their Associates be approved;
- (b) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish and administer the Scheme;
  - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
  - (iii) to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any treasury shares) from time to time; and
  - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

## **2. ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE SCHEME**

The ordinary resolution was to authorise the Directors to offer and grant options at a maximum discount that may be given under the Scheme to be up to 20% of the Market Price for the Shares at the time of the grant of the Option; and the Directors to be authorised to offer Options at a maximum discount of up to 20% of the Market Price for the Shares at the time of the grant of the Option.

The result of Ordinary Resolution 2 tabled at the Meeting, taken on a poll, was as follows:

	<u>Number of Shares</u>	<u>Percentage (%)</u>
For the Resolution :	803,678,500	100

No against votes were received and the total abstained votes received were 1,122,020,850.

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Based on the above result, the Chairman declared the Ordinary Resolution 2 carried and it was **RESOLVED THAT**:

Subject to and contingent upon the passing of Ordinary Resolution 1 being approved, approval be and is given for:

- (a) the maximum discount that may be given under the Scheme to be up to 20% of the Market Price for the Shares at the time of the grant of the Option; and
- (b) the Directors to be authorised to offer Options at a maximum discount of up to 20% of the Market Price for the Shares at the time of the grant of the Option.

**3. ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION OF CONTROLLING SHAREHOLDERS AND THEIR ASSOCIATES IN THE SCHEME**

The ordinary resolution was to obtain approval from shareholders on the proposed participation of Controlling Shareholders and their Associates in the Scheme.

The result of Ordinary Resolution 3 tabled at the Meeting, taken on a poll, was as follows:

	<u>Number of Shares</u>	<u>Percentage (%)</u>
For the Resolution :	803,678,500	100

No against votes were received and the total abstained votes received were 1,122,020,850.

Based on the above result, the Chairman declared the Ordinary Resolution 3 carried and it was **RESOLVED THAT**:

Subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Controlling Shareholders and their Associates in the proposed Scheme and in accordance with the rules thereof be and is hereby approved.

**VI. END OF MEETING**

There being no other business, the Meeting ended at 11:40 a.m. and the Chairman thanked those present for their attendance at the Meeting.

Confirmed as a true record of the proceedings of  
The Extraordinary General Meeting of the Company

(signed)

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Mr. Toh Hock Ghim  
Chairman of the Meeting  
10 November 2021

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr. Ong Hwee Li (Registered Professional, SAC Capital Private Limited)*

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