

DIGILIFE TECHNOLOGIES LIMITED
(Company Registration Number: 199304568R)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

- PLACE** : Held by way of electronic means
- DATE** : Friday, 28 April 2023
- TIME** : 5.30 p.m.
- PRESENT** : Board of Directors
- Present in person at broadcast venue
Ms. Chada Anitha Reddy – Executive Director
- Present remotely via webcast
Mr. Sudip Bandyopadhyay – Lead Independent Director
Mr. Doraraj S – Independent and Non-Executive Director
Mr. Tushar Doshi – Independent and Non-Executive Director
- Absent with apologies
Dr. Bhupendra Kumar Modi – Executive Chairman and Group Chief Executive Officer
- IN ATTENDANCE** : Present remotely via webcast
Mr. Gurvinder Pal Singh – Chief Financial Officer (“**CFO**”)
Mr. Mukesh Khetan – Strategic Advisor to the Chairman of the Board
Ms. Ngiam May Ling – Company Secretary
Mr. Shervyn Essex – PrimePartners Corporate Finance Pte. Ltd. (“**Sponsor**”)
Mr Lee Yek Cheong - Sponsor
- SHAREHOLDERS AND INVITEES** : As set out in the attendance records maintained by the Company
- CHAIRPERSON OF THE MEETING** : Ms. Chada Anitha Reddy (“**Chairperson**”)

INTRODUCTION

The Company Secretary welcomed shareholders to the virtual Annual General Meeting of the Company (hereinafter referred to as the “**AGM**” or the “**Meeting**”).

The Chairman of the Board of Directors, Dr. Bhupendra Kumar Modi, had extended his apologies for not being able to attend the Meeting and had invited Ms. Chada Anitha Reddy to conduct the proceedings of the meeting in his place.

The Company Secretary introduced the Directors, CFO, Strategic Advisor to the Chairman of the Board and the representative from the Company’s Sponsor who joined the Meeting via live webcast.

QUORUM

The Chairperson welcomed all present to the Meeting. As a quorum was present, the Meeting was declared open.

NOTICE OF MEETING

The Annual Report 2022, the Notice of AGM and Circular to shareholders had been published on the Company's website and SGXNet on 13 April 2023. The Notice of AGM was taken as read.

SUBMISSION OF QUESTIONS

As disclosed on pages 172 and 173 under paragraph 3 of the notes to the Notice of AGM, shareholders were allowed to submit questions via the pre-registration website, via email or post to the Company's electronic AGM service provider or during the AGM via the "live" audio-and-visual webcast with web-browser devices.

It was reported that there were no questions received from shareholders in advance of the Meeting.

PROCEEDINGS

Shareholders were briefed on the method of submission of questions via the online text box and there would only be one Q&A session during the Meeting.

The Chairperson informed the shareholders that in accordance with the Listing Manual: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**") and the guidance issued by SGX, the resolutions set out in the Notice of AGM and to be passed at the AGM would be voted by way of poll. Shareholders were further informed that as disclosed on page 173 under paragraph 4 of the notes to the Notice of AGM, shareholders who were attending the Meeting electronically, might cast their votes in real time on the proposed resolutions to be approved at the AGM by way of audio-and-visual live webcast with web-browser devices.

The Chairperson further informed the shareholders that as the Chairperson held valid proxies in respect of all the resolutions from eligible shareholders, the Chairperson would vote in accordance with shareholders' wishes.

The Meeting noted that Complete Corporate Services Pte Ltd and Kreston David Yeung PAC had been appointed as the Polling Agent and the Scrutineer respectively. The votes of all valid proxies submitted by the submission deadline of 25 April 2023, 5.30 p.m. had been counted and verified by the Scrutineer accordingly.

In order to expedite the proceedings of the Meeting, the electronic polling system would remain open until all of the proposed resolutions to be tabled for approval at the Meeting were properly moved. Shareholders were briefed on the method of "live" voting.

QUESTIONS AND ANSWERS

It was reported that no questions were received from the shareholders via the online text box during the Meeting.

BUSINESS OF AGM

The Chairperson proceeded with the agenda of the Meeting.

ORDINARY BUSINESS:

**ORDINARY RESOLUTION 1:
ADOPTION OF DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR
THE FINANCIAL PERIOD FROM 1 APRIL 2022 TO 31 DECEMBER 2022**

The first item was to receive and adopt the Directors' Statement and the Audited Financial Statements for the financial period from 1 April 2022 to 31 December 2022 together with the Auditors' Report thereon.

The Chairperson proposed that the Directors' Statement and the Audited Financial Statements of the Company for the financial period from 1 April 2022 to 31 December 2022 together with the Auditors' Report thereon be received and adopted and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 2:
RE-ELECTION OF MR. SUDIP BANDYOPADHYAY AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution 2 was to approve the re-election of Mr. Sudip Bandyopadhyay as a Director of the Company.

Mr. Sudip who was retiring as a Director of the Company pursuant to Regulation 88 of the Company's Constitution, had signified his consent to continue in office. Mr. Sudip would, upon re-election as a Director of the Company, remain as Lead Independent Director of the Company and would be considered independent.

The Chairperson proposed that Mr. Sudip be re-elected as a Director of the Company and shareholders were asked to cast their votes by way of poll.

**RETIREMENT OF MR. DORARAJ S AND MR. TUSHAR S/O PRITAMLAL DOSHI AS DIRECTORS
OF THE COMPANY**

Mr. Doraraj S and Mr. Tushar s/o Pritamlal Doshi who were retiring as Directors of the Company pursuant to Regulation 89 of the Company's Constitution had decided not to seek re-election at the Meeting.

On behalf of the Company, the Chairperson thanked Mr. Doraraj and Mr. Tushar for their contributions to the Company.

**ORDINARY RESOLUTION 3:
APPROVAL OF DIRECTORS' FEES OF S\$67,499 FOR THE FINANCIAL PERIOD FROM 1 APRIL
2022 TO 31 DECEMBER 2022**

Ordinary Resolution 3 was to approve the payment of Directors' fees for the financial period from 1 April 2022 to 31 December 2022. The Directors sought shareholders' approval to pay the amount of S\$67,499 as Directors' fees for the financial period from 1 April 2022 to 31 December 2022.

The Chairperson proposed the payment of the sum of S\$67,499 as Directors' fees for the financial period from 1 April 2022 to 31 December 2022 and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 4:
RE-APPOINTMENT OF MOORE STEPHENS LLP AS AUDITORS OF THE COMPANY FOR THE
ENSUING YEAR AND AUTHORITY FOR DIRECTORS TO FIX THEIR REMUNERATION**

Ordinary Resolution 4 was to approve the re-appointment of Moore Stephens LLP as Auditors until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. Moore Stephens LLP had expressed their willingness to continue in office.

The Chairperson proposed that Moore Stephens LLP be re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration and shareholders were asked to cast their votes by way of poll.

SPECIAL BUSINESS:

**ORDINARY RESOLUTION 5:
SHARE ISSUE MANDATE PURSUANT TO SECTION 161 OF COMPANIES ACT 1967 AND RULE
806(2)(A) OF CATALIST RULES**

Ordinary Resolution 5 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806(2)(a) of Catalist Rules. The text of Resolution 5 was set out in the Notice of AGM.

The Chairperson proposed Ordinary Resolution 5 as set out in the Notice of AGM and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 6:
AUTHORITY TO ISSUE SHARES UNDER THE 2014 EMPLOYEE STOCK OPTION PLAN**

Ordinary Resolution 6 was to authorise the Directors to issue shares under the 2014 Employee Stock Option Plan. The text of Resolution 6 was set out in the Notice of AGM.

The Chairperson proposed Ordinary Resolution 6 as set out in the Notice of AGM and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 7:
AUTHORITY TO ISSUE SHARES UNDER THE DIGILIFE TECHNOLOGIES PERFORMANCE
SHARE PLAN 2021**

Ordinary Resolution 7 was to authorise the Directors to issue shares under the Digilife Technologies Performance Share Plan 2021. The text of Resolution 7 was set out in the Notice of AGM.

The Chairperson proposed Ordinary Resolution 7 as set in the Notice of AGM and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 8:
ADOPTION OF THE PROPOSED SHARE BUYBACK MANDATE**

Ordinary Resolution 8 was to approve the adoption of the proposed share buyback mandate and to authorise the Directors to purchase or otherwise acquire issued ordinary shares in the capital of the Company from time to time not exceeding in aggregate of up to 10% of the issued share capital of the Company. The details of the proposed share buyback mandate, including the rationale were set out in the Circular dated 13 April 2023.

The Chairperson proposed Ordinary Resolution 8 as set out in the Notice of AGM and shareholders were asked to cast their votes by way of poll.

The Chairperson informed the Meeting that all the motions have been duly moved and reminded shareholders to cast their votes if they had not done so.

RESULTS OF THE POLL

The Chairperson informed the Meeting that all the votes were counted and verified, and the results of the poll were flashed on screen as follows:

	VOTES FOR	%	VOTES AGAINST	%	TOTAL VOTES
Ordinary Resolution 1	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 2	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 3	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 4	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 5	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 6	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 7	7,721,908	99.99	900	0.01	7,722,808
Ordinary Resolution 8	7,721,908	99.99	900	0.01	7,722,808

Based on the results of the poll, the Chairperson declared that Ordinary Resolutions 1 to 8 were carried.

CONCLUSION

There being no other business to transact, the Chairperson declared the Meeting closed at 5.43 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

CHADA ANITHA REDDY
CHAIRPERSON