

DISA LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 197501110N)
(the “**Company**”)

MINUTES OF THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) OF THE COMPANY

PLACE	:	2 Bukit Merah Central, Podium Block, Level 3, Room P301, Singapore 159835
DATE	:	Friday, 27 October 2023
TIME	:	9:30 a.m.
PRESENT	:	Mr. Toh Hock Khim - Non-Executive and Independent Chairman Mr. Chng Weng Wah - Managing Director and Chief Executive Officer Mr. Lau Kay Heng - Non-Executive Independent Director
ABSENT WITH APOLOGIES	:	Mr. Lim Soon Hock - Non-Executive Independent Director
IN ATTENDANCE	:	As set out in the attendance list annexed hereto
CHAIRMAN OF THE MEETING	:	Mr. Toh Hock Khim

I. OPENING

Mr. Toh Hock Ghim, Non-Executive and Independent Chairman of the Company (the “**Chairman**”) welcomed shareholders to the AGM of the Company.

II. CALL TO ORDER AND QUORUM

The Chairman called the AGM to order at 9:30 a.m. and he introduced the members of the Board present at the AGM to the shareholders. Mr. Lim Soon Hock, the Non-Executive and Independent Director, expressed his apologies for not being able to attend the AGM due to his personal commitments. The Company Secretary confirmed that a quorum was present for the AGM.

III. NOTICE

The Notice of the Meeting dated 11 October 2023 was taken as read.

As stated in the notice of AGM, shareholders were given the opportunity to ask questions by submitting their questions in advance of the AGM. There were no questions received from shareholders by the stipulated deadline. The Chairman informed the shareholders present that they can raise questions during the AGM.

IV. VOTING

The Chairman informed that all resolutions tabled at the Meeting would be voted by poll in accordance with the Rule 730A(2) of the Catalist Rules of the SGX-ST.

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.

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He further informed that the Company had appointed Convene SG Pte. Ltd. and Complete Corporate Services Pte. Ltd. as the polling agent and scrutineer of the AGM respectively. The poll voting results would be shown after the scrutineer has verified the votes casted.

ORDINARY BUSINESS

1. ORDINARY RESOLUTION 1 DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS TOGETHER WITH AUDITOR'S REPORT

Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2023 and the Auditor's Report thereon.

The following resolution was duly proposed by Mr. Ng Kay Choong and was seconded by Ms. Vivian Wong Lem Eng:-

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Auditors' Report thereon be received and adopted."

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 commented that the revenue of the Group had dropped over the years. Mr. Chng Weng Wah ("**Mr. Chng**"), the Managing Director and CEO of the Company, replied that the business suffered a setback due to the COVID-19 pandemic because its nature is retail-based and reliant on physical presence.

Shareholder 1 asked why the products are not selling as well as the Company had anticipated. Mr. Chng responded that the products provide a wide array of safety/compliance solutions. In fact, for the past 6 years, the Company has been collaborating with many suppliers of products to Walmart, an American multinational retail corporation that operates a chain of hypermarkets, discount department stores, and grocery stores in the United States, resulting in Walmart reducing its losses significantly over time. The Company continues to work on expanding the reach to more suppliers of Walmart to increase the number of SKUs and therefore the number of codes sold. He added that the Company's transaction is business-to-business and not directly to end customers. While the Company is presently only working with Walmart, it is looking for opportunities to work with other retailers.

Shareholder 1 enquired why the Company is working with only one retailer. Mr. Chng gave a perspective of the phenomenal size of Walmart. Nonetheless, Mr. Chng replied that he recognises the risk factors of working with only one retailer and that they are currently trying to look for other opportunities.

In response to the query from Shareholder 1 about the gearing of the Company, Mr. Chng mentioned that the Company has no gearing as the Company has no bank loan. He added that the Company intends to diversify into new area and hopefully the new venture will grow well, and to maximize the shareholders' wealth by improving the share price.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 1.

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The results of Ordinary Resolution 1 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,269,617,600	1,268,311,600	99.90	1,306,000	0.10

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

THAT the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 together with the Auditor's Report thereon be and are hereby received and adopted.

2. **ORDINARY RESOLUTION 2** **PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2023**

Resolution 2 dealt with the payment of Directors' fees of S\$138,800 for the financial year ended 30 June 2023.

The following resolution was duly proposed by Ms. Chong Lee Yong, Jacylin and was seconded by Mr. Ng Kay Choong:-

"That the Directors' fees of S\$138,800 for the financial year ended 30 June 2023, be and is hereby approved."

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 commented that the fees should not be increased as the Company is loss-making. The Chairman reported that the directors' fees is the same as last year.

As there were no other questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 2.

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

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,497,029,800	1,495,884,800	99.92	1,145,000	0.08

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

THAT Directors' fees of up to S\$138,800 for the financial year ending 30 June 2023, be and is hereby approved.

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**3. ORDINARY RESOLUTION 3
RE-ELECTION OF MR. LIM SOON HOCK AS DIRECTOR**

Resolution 3 dealt with the re-election of Mr. Lim Soon Hock as a Director of the Company.

The Chairman informed that Mr. Lim Soon Hock who retires by rotation as a Director of the Company pursuant to Regulation 92 of the Company's Constitution at this AGM and being eligible, had offered himself for re-election. Mr. Lim Soon Hock, upon re-election as a Director of the Company, remains as a Non-Executive and Independent Director, the Chairman of the Nominating Committee and a member of the Audit and Risks Management Committee and the Remuneration Committee of the Company.

The following resolution was duly proposed by Mr. Jasmani Wan and was seconded by Ms. Chua Lay Yian:-

"That Mr. Lim Soon Hock, retiring by rotation pursuant to Regulation 92 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company."

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 enquired about the tenure limit for independent director. The Chairman replied that under the rules of SGX-ST, the tenure limit for independent directors is 9 years.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 3.

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

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,497,029,800	1,494,643,800	99.84	2,386,000	0.16

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

THAT Mr. Lim Soon Hock, retiring by rotation pursuant to Regulation 92 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.

**4. ORDINARY RESOLUTION 4
RE-APPOINTMENT OF AUDITORS**

The Chairman informed that next motion which was the re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and authorising the Directors of the Company to fix their remuneration.

The following resolution was duly proposed by Ms. Vivian Wong Lem Eng and was seconded by Mr. Ng Kay Choong:-

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“That Messrs Baker Tilly TFW LLP be and are hereby appointed as the Independent Auditors of the Company until the conclusion of the next Annual General Meeting, and the Directors be and are hereby authorized to fix their remuneration.”

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 asked how many years can an external auditor be appointed. Ms. Guo Shuqi (“**Ms. Guo**”), the audit partner from Messrs Baker Tilly TFW LLP, replied that only the audit partner-in-charge would have to be rotated every 5 years and not the audit firm.

In response to Shareholder 1 query on whether Messrs Baker Tilly TFW LLP provides any other services to the Company, Ms. Guo replied that there were no non-audit services provided to the Company.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 4.

The results of Ordinary Resolution 4 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,497,029,800	1,495,723,800	99.91	1,306,000	0.09

Based on the above result, the Chairman declared Ordinary Resolution 4 carried and it was **RESOLVED**:

THAT Messrs Baker Tilly TFW LLP be and are hereby appointed as the Independent Auditors of the Company until the conclusion of the next Annual General Meeting, and the Directors be and are hereby authorized to fix their remuneration.

5. ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business was received by the Company, the Meeting proceeded to deal with the special business of the Meeting.

SPECIAL BUSINESS

6. ORDINARY RESOLUTION 5 AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman informed that Resolution 5 was to seek shareholders’ approval to empower the Directors to allot and issue shares in the capital of the Company and to make or grant new instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments.

The following resolution was duly proposed by Mr. Ng Kay Choong and was seconded by Ms. Chong Lee Yong, Jacylin:-

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“That pursuant to Section 161 of the Companies Act, 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (A) (i) allot and issue shares 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 adjustment 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 persons as the Directors may in their absolute discretion deem fit; and

- (B) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) 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 Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the percentage of the total issued Shares shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of passing of this Ordinary Resolution, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercise of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (b)(i) and (b)(ii) above 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 Ordinary Resolution;

- (c) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist 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 the Company’s Constitution for the time being; and

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- (d) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Ordinary Resolution shall continue in force (i) 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 and the Catalist Rules to be held, whichever is the earlier; or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.”

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 enquired on the list of subsidiaries of the Company and its business activities. Ms. Wong Ah Kiow (“**Ms. Wong**”), the Chief Financial Officer of the Company, replied that the Company has 4 subsidiaries located in Singapore, Hong Kong, Shenzhen and the United States, the Group structure can be found on page 1 of the annual report, and briefly described the business activities of each of the subsidiaries.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 5.

The result of Ordinary Resolution 5 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,497,029,800	1,496,964,800	100.00	65,000	0.00

Based on the above result, the Chairman declared Ordinary Resolution 5 carried and it was **RESOLVED**:

THAT the authority for Directors to allot and issue shares be and is hereby received and adopted.

**7. ORDINARY RESOLUTION 6
AUTHORITY TO ISSUE SHARES UNDER THE DISA EMPLOYEE SHARE OPTION SCHEME 2010, DISA EMPLOYEE SHARE OPTION SCHEME 2021 (THE “DISA ESOS 2010 AND 2021”) AND DISA PERFORMANCE SHARES SCHEME (THE “DISA PS SCHEME”)**

The Chairman informed that Resolution 6 was to seek shareholders’ approval to authorise the Directors to allot and issue shares to the Company’s employees in accordance with the provisions of DISA Employee Share Option Scheme 2010 and 2021 and DISA Performance Shares Scheme provided always that the aggregate number of shares to be issued and issuable pursuant to the schemes shall not exceed 15% of the Company’s issued shares excluding treasury shares and subsidiary holdings of the Company on the day preceding the relevant date of the grant of option or awards.

The following resolution was duly proposed by Ms. Chua Lay Yian and was seconded by Mr. Jasmani Wan:-

“That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to offer and grant share options and share awards in accordance

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with the provisions of the DISA ESOS 2021 and DISA PS Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of options under the DISA ESOS 2010 and 2021, and the vesting of share awards under the DISA PS Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the DISA ESOS 2010 and 2021 and DISA PS Scheme and any other share schemes implemented or to be implemented by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law and the Catalist Rules to be held, whichever is earlier.”

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 enquired about the rationale and benefit to the Company to adopt the resolution. The Chairman replied that it is a reward to employees and to motivate and inspire employees to perform. He added that the common reward practice would be by way of issuance of share options to employees and the award would be based on the Company's performance. Mr. Chng explained the manner of share option reward is pursuant to the criteria of the respective scheme.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 6.

The result of Ordinary Resolution 6 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,495,750,800	1,495,683,800	100.00	67,000	0.00

Based on the above result, the Chairman declared Ordinary Resolution 6 carried and it was **RESOLVED**:

THAT the authority for Directors to allot and issue shares under DISA ESOS 2010 and 2021 and DISA PS Scheme, be and is hereby received and adopted.

8. **ORDINARY RESOLUTION 7 THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

The Chairman informed that last item on the agenda is to seek shareholders' approval for the proposed renewal of the Share Purchase Mandate to allow the Company to purchase its issued ordinary shares in the capital of the Company. The Share Purchase Mandate would authorise the purchases or acquisitions of shares up to 10% limit during the period. Shareholders should note that purchases or acquisitions of shares pursuant to the Share Purchase Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and its Shareholders.

The following resolution was duly proposed by Ms. Vivian Wong Lem Eng and was seconded by Mr. Ng Kay Choong:-

“That

- (a) That for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (whether by way of market purchases or off-market purchases on an equal access scheme) of up to a maximum of 10% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Ordinary Resolution at any price which the Directors may determine at their discretion, up to but not exceeding the Maximum Price (defined below), and such purchases and acquisitions of the Shares may be effected by way of:
- (i) an on-market share acquisition (“**Market Purchase**”) transacted on the SGX-ST through the ready market trading system, through one or more duly licensed stockbrokers or dealers appointed by the Company for such purpose; and/or
 - (ii) an off-market share acquisition (“**Off-Market Purchase**”) pursuant to an equal access scheme(s) available to all shareholders, as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws and regulations and rules of the SGX-ST (“**Share Purchase Mandate**”);
- (b) the authority conferred on the Directors pursuant to the Share Purchase Mandate, unless revoked or varied by the Company in a general meeting, may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
- (i) the date on which the next AGM of the Company is held;
 - (ii) the date by which the next AGM of the Company is required by law to be held; and
 - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) in this Ordinary Resolution, the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors for the purposes to effect the purchase or acquisition of Shares. The purchase price to be paid for the Shares pursuant to the Share Purchase Mandate (both Market Purchases and Off-Market Purchases), excluding related expenses of the purchase or acquisition must not exceed (“**Maximum Price**”, in each case below):
- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares

For the above purposes:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the 5 consecutive Market Days (as defined in the Appendix dated 11 October 2023 on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (pursuant to an Off-Market Purchase), and deemed to be adjusted, in

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accordance with the Catalist Rules for any corporate action which occurs during the relevant 5-day period and the day of the Share Purchase; and

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and each of them be authorised, empowered to complete and do and execute all such things and acts as they or he may think necessary or expedient to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.”

The shareholders present were asked whether they had any questions on this item.

As there were no questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 7.

The result of Ordinary Resolution 7 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,497,031,800	1,495,685,800	99.91	1,346,000	0.09

Based on the above result, the Chairman declared Ordinary Resolution 7 carried and it was **RESOLVED**:

THAT the proposed renewal of the Share Purchase Mandate, be and is hereby approved.

V. **PRESENTATION BY THE MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER (“CEO”)**

The Chairman invited Mr. Chng to present the business operations of the Company to the shareholders. The presentation slides had been released on SGXNet on 27 October 2023 and a copy of the presentation slides is annexed to these minutes as Annexure “A”

The shareholders present were asked whether they had any questions on the presentation.

Shareholder 1 enquired on the life span of the smart shelf and smart case. Mr. Chng replied that the life span of the products is about 2-3 years.

VI. **CONCLUSION**

There being no other business, the Chairman declared the AGM closed. The Chairman thanked those present for their attendance at the AGM.

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

(signed)

Mr. Toh Hock Ghim
Chairman of the Meeting
Date: 14 November 2023

*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 Ms. Lee Khai Yinn (Registered Professional, SAC Capital Private Limited)

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