

Notice of Annual General Meeting

DISA LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 197501110N)

NOTICE IS HEREBY GIVEN that the Forty-Fourth Annual General Meeting (“AGM”) of DISA Limited (the “Company”) will be held by way of electronic means, on Friday, 30 October 2020 at 9.30 a.m. (of which there will be a live streaming) for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 30 June 2020 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the Directors’ Fees of S\$170,400 for the financial year ended 30 June 2020 (2019: S\$252,500). **(Resolution 2)**
3. To re-elect Mr. Lim Soon Hock (“**Mr. Lim**”) who is retiring pursuant to Regulation 92 of the Company’s Constitution and who, being eligible, offers himself for re-election.

Mr. Lim will, upon re-appointment as Non-Executive and Non-Independent Director of the Company, remain as a member of the Audit and Risks Management Committee, Remuneration Committee and the Nominating Committee.
[See Explanatory Note (a)]

(Resolution 3)

4. To re-elect Mr. Loh Eu Tse Derek (“**Mr. Loh**”) who is retiring pursuant to Regulation 92 of the Company’s Constitution and who, being eligible, offers himself for re-election.

Mr. Loh will, upon re-appointment as Independent Director of the Company, remain as Chairman of the Remuneration Committee and a member of the Audit and Risks Management Committee and the Nominating Committee of the Company. He is considered independent for the purpose of Rule 704(7) of the Listing Manual - Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“SGX-ST”) (the “Catalist Rules”).
[See Explanatory Note (b)]

(Resolution 4)

5. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 5)

6. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 (“**Companies Act**”) and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

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- (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) 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 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
- (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.

[See Explanatory Note (c)]

(Resolution 6)

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8. Authority to issue shares under the DISA Performance Shares Scheme (the "DISA PS Scheme")

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 awards in accordance with the provisions of the 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 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 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 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 and the Catalist Rules to be held, whichever is earlier.

[See Explanatory Note (d)]

(Resolution 7)

9. The Proposed Renewal of the Share Purchase Mandate:

That

- (a) 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;

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- (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 Letter to Shareholders dated 14 October 2020) 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 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.

[See Explanatory Note (e)]

(Resolution 8)

BY ORDER OF THE BOARD

Chng Weng Wah
Managing Director and Chief Executive Officer
Singapore, 14 October 2020

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Explanatory Notes:

- (a) Detailed information on Mr. Lim Soon Hock can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2020.
- (b) Detailed information on Mr. Loh Eu Tse Derek can be found under the sections entitled “Board of Directors”, “Corporate Governance Report” and “Additional Information on Directors Seeking Re-election” of the Company’s Annual Report 2020.
- (c) The Ordinary Resolution 6 above, if passed, will empower the Directors from the date of passing of the Ordinary Resolution 6 until the date of the next AGM of the Company, or the date by which the AGM of the Company is required by law and the Catalist Rules to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares in the capital of the Company and to make or grant Instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such Instruments, up to a number not exceeding 100% of the issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to Shareholders. The aggregate number of Shares which may be issued 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 the Ordinary Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time the Ordinary Resolution 6 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (d) The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of passing of the Ordinary Resolution 7 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 and the Catalist Rules to be held or when varied or revoked by the Company in a general meeting, whichever is the earlier, grant of share awards under the DISA PS Scheme which was renewed at the Extraordinary General Meeting of the Company held on 26 October 2018, and to allot and issue shares upon the vesting of shares awards under the DISA PS Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.
- (e) The Ordinary Resolution 8 above, will authorise the Directors of the Company, from the date this Ordinary Resolution 8 is passed until 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 or when varied or revoked by the Company in a general meeting, whichever is earlier, to purchase or acquire up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), at prices up to but not exceeding the Maximum Price (as defined above), as at the date of the passing of the Ordinary Resolution 8. Details the proposed renewal of the Share Purchase Mandate are set out in the Appendix accompanying this annual report.

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MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF COVID-19

Alternative arrangements to hold general meetings

1. The COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) provide legal certainty such that issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution) ("**Meeting Orders**"). An updated joint statement was issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on 1 October 2020 to include the latest requirements of the Alternative Arrangements Order, regarding providing additional guidance on the conduct of general meetings during elevated safe distancing period.
2. The AGM of the Company will be held by way of electronic means and members will NOT be allowed to attend the AGM in person. This Notice and Proxy Form will be available to members by electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://disa.sg/investors.html>.
3. Alternative arrangements are instead put in place to allow members to participate in the AGM by: (a) observing and listening to the AGM proceedings via a live streaming ("**Live Webcast**"). Members who wish to participate as such will have to pre-register in the manner outlined in paragraphs 4 to 9 below; (b) voting by proxy at the AGM in the manner outlined in paragraphs 10 to 19 below; and (c) submitting questions prior to the date of the AGM in the manner outlined in paragraphs 20 to 23 below.

Participate in the AGM via Live Webcast

4. All members or their corporate representatives (in the case of corporate members) will be able to observe and listen to the AGM proceedings through a Live Webcast via their mobile phones, tablets or computers upon pre-registration. In order to do so, member must pre-register with the Company by 9.30 a.m. on 27 October 2020 ("**Registration Deadline**"), at the URL: <https://agm.convencast.com/DISALimitedAGM2020> ("**DISA AGM website**"), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company's Share Registrar at the following email address: rhtcaoscar@rhtcorporate.com.
5. Following the authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
6. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 9.30 a.m. on 29 October 2020 should contact the Company's Share Registrar at the following email address: rhtcaoscar@rhtcorporate.com, with the following details included:-
 - (a) the member's full name; and
 - (b) his/her/its identification/registration number.

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7. Non-CPF/SRS holders whose shares are registered under Depository Agents (“DAs”) must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.
8. Members are reminded that the AGM proceedings are private. Instructions on access to the Live Webcast should therefore not be shared with anyone who is not a member of the Company or otherwise not authorised to attend the AGM. Recording of the Live Webcast in whatever form is also strictly prohibited.
9. Members 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 advance.

Voting by proxy

10. The only way for members to exercise their voting rights at the AGM is via proxy voting. Members would have to submit the attached proxy form to the Company in accordance with the instructions set out in such proxy form and appoint “Chairman of the Meeting” as their proxy. All votes in the AGM will be taken on a poll.
11. Members (whether individuals or corporates) appointing the “Chairman of the Meeting” as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment and votes will be treated as invalid.
12. The Proxy Form must be submitted through any one of the following means: (a) via the DISA AGM website; (b) by depositing a physical copy at the registered office of the Company’s share registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by sending a scanned PDF copy by email to rhtcaoscar@rhtcorporate.com, in each case, no later than 9.30 a.m. on 27 October 2020, and failing which, the Proxy Form will not be treated as valid.
13. In the case of submission of the Proxy Form other than via the DISA AGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
14. In view of the current COVID-19 pandemic situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically.
15. In the case of submission of the Proxy Form other than via the DISA AGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
16. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM, in accordance with Section 179 of the Companies Act and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
17. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.

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18. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.
19. Members who hold their shares through relevant intermediaries and who wish to exercise their votes by appointing the "Chairman of the Meeting" as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions by 5.00 p.m. on 20 October 2020.

Submission of questions prior to AGM

20. Members will not be able to ask questions during the Live Webcast, therefore it is important for members to register and submit their questions in advance of the AGM. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations. The Company will endeavour to address questions which are substantial and relevant (as may be determined by the Company in its sole discretion) received from members prior to or during the AGM.
21. To do so, all questions must be submitted no later than 9:30 a.m. on 23 October 2020 through any one of the following means: (a) via the DISA AGM Website; or (b) in physical copy by depositing the same at the registered office of the Company's Share Registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by email to rhtcaoscar@rhtcorporate.com.
22. If the questions are deposited in physical copy at the Company's Share Registrar office or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
23. The Company will publish the minutes of the AGM on SGXNet and the Company's website within one month after the date of AGM, including responses from the Board and Management in relation to substantial and relevant questions from Members relating to the resolutions to be tabled for approval at the AGM.

Important Notice:

Due to the evolving COVID-19 pandemic situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holdings or conduct of the AGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the AGM.

The Company would like to thank all members for their patience and co-operation in enabling the Company to hold the AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic situation.

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PERSONAL DATA PRIVACY

By (a) submitting details for the registration to observe the proceedings of the AGM via the Live Webcast, or (b) submitting a form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (c) submitting any question prior to the AGM in accordance with this notice, 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 following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Meeting" as proxy for the AGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are corporate entities) to observe and listen to the Live Webcast of the AGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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

The contact person for the Sponsor is Mr. Ong Hwee Li (Registered Professional, SAC Capital Private Limited) Address: 1 Robinson Road, #21-00 AIA Tower, Singapore 048542. Telephone number: +65 6232 3210.