

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

MINUTES OF ANNUAL GENERAL MEETING

- PLACE** : Held by electronic means via “live” audio-visual webcast or “live” audio-only stream
- DATE** : Friday, 29 July 2022
- TIME** : 4.30 p.m.
- PRESENT** : Board of Directors

Present in person at broadcast venue
Dr. Bhupendra Kumar Modi – Executive Chairman and Group Chief Executive Officer
Mr. Doraraj S – Lead Independent Non-Executive Director
Mr. Tushar Doshi – Independent Non-Executive Director
Ms. Chada Anitha Reddy – Non-Independent Executive Director
- IN ATTENDANCE** : Present in person at broadcast venue
Mr. Abhrajit Shaw – Chief Financial Officer (“**CFO**”)
Mr. Mukesh Khetan – Strategic Advisor to the Chairman of the Board

Present remotely via webcast
Ms. Ngiam May Ling – Company Secretary
Mr. Leong Weng Tuck – RHT Capital Pte. Ltd. (“**Sponsor**”)
Ms Ruth Yong - Sponsor

From Moore Stephens LLP (“Auditors”) (In person at broadcast venue)
Ms. Chong Jia Yun, Michelle
- SHAREHOLDERS AND INVITEES WHO ATTENDED VIA “LIVE” AUDIO-AND-VISUAL WEBCAST OR “LIVE” AUDIO-ONLY STREAM** : As per attendance list maintained by the Company.
- CHAIRMAN OF MEETING** : Dr. Bhupendra Kumar Modi (“**Chairman**”)

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 Meeting was held by electronic means through “live” audio-visual webcast or “live” audio-only stream pursuant to and in accordance with Singapore laws and regulations governing the conduct of general meetings amid the COVID-19 situation.

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

QUORUM

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

CHAIRMAN'S ADDRESS

As mentioned in the Chairman's address to shareholders in the Annual Report 2021, over the last year, the Company made multiple divestments of loss making, sunset, nonstrategic businesses and rationalized costs at all levels. The Company was able to monetize underperforming assets, reduce its liabilities and streamline its existing businesses. In doing so, the Company is in a better position by freeing up its resources to focus on core operations and stem any further losses moving forward. The Group seeks to be a cornerstone of a futuristic, innovative and intelligent system of human living and play a role in social reorganisation. Moving forward, the Company is focused to make investments into sunrise, profitable, growth-oriented businesses and continued to try and align its strategy with new innovation-oriented businesses such as wellness and education. The Company is also looking for strategic partnerships in these areas. While these plans may take time to be realised, the objective in the meantime was to conserve cash and be future ready and grab opportunities as they come.

The Company is looking to further strengthen the Company by appointing a new CFO with global experience and the Board by appointing an additional Independent Director with relevant expertise and experience.

The Chairman acknowledged the impact of the COVID-19 pandemic and Russia-Ukraine War on the global markets and expressed his confidence in the Singapore government's ability to turn around the situation.

The Chairman welcomed his new role as Group Chief Executive Officer ("CEO") and was optimistic about the Group's future and was confident that the Group's business would turn a corner in the coming few months.

Over the last 15 months, the Company had undergone few changes in its personnel at Board and senior management level. The personnel selection followed usual process for appointments and based on the necessary skill, experience and expertise, they are selected for the position.

The Chairman thanked the shareholders for their support and informed that the Company is working towards providing better returns to the shareholders.

NOTICE

The Annual Report 2021 and the Notice of AGM had been announced via SGXNet on 14 July 2022. The Notice of AGM was taken as read.

SUBMISSION OF QUESTIONS

As disclosed in the Annual Report 2021, pages 167 and 168 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 before the start of the Meeting.

PROCEEDINGS

Ms. Chada Anitha Reddy (“**Ms. Chada**”) was invited to go through and explain the formal proceedings and introduce each resolution. Thereafter, the poll voting results would be flashed on the screen after real time voting was completed and the Chairman would then declare the voting results of each resolution.

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.

Ms. Chada informed the shareholders that in accordance with the Listing Manual: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) 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 168 in the Annual Report 2021 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.

Ms. Chada further informed the shareholders that as the Chairman held valid proxies in respect of all the resolutions from eligible shareholders, the Chairman 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 26 July 2022, 4.30 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. The Company has published on SGXNET its responses to queries from Securities Investors Association (Singapore) on 26 July 2022.

BUSINESS OF AGM

Ms. Chada proceeded with the agenda of the Meeting as follows:

ORDINARY RESOLUTION 1: ADOPTION OF DIRECTORS’ STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2021 TO 31 MARCH 2022 TOGETHER WITH THE AUDITOR’S REPORT THEREON

The first item was to receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial period from 1 January 2021 to 31 March 2022 together with the Auditors’ Report thereon.

Ms. Chada proposed that the Directors' Statement and the Audited Financial Statements of the Company for the financial period from 1 January 2021 to 31 March 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 DR. BHUPENDRA KUMAR MODI AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution 2 was to approve the re-election of Dr. Bhupendra Kumar Modi ("Dr. DK Modi") as a Director of the Company.

Dr. BK Modi, who retired pursuant to Regulation 89 of the Company's Constitution, had signified his consent to continue in office. Dr. BK Modi will, upon re-election as Director of the Company, remain as Executive Chairman of the Board of Directors of the Company and will be considered non-independent. Ms. Chada proposed that Dr. BK Modi be re-elected as a Director of the Company and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 3:
RE-ELECTION OF MS. CHADA ANITHA REDDY AS A DIRECTOR OF THE COMPANY**

As Ordinary Resolution 3 dealt with the re-election of Ms. Chada, the Mr Doraraj S took over the chairmanship for this resolution.

Ms. Chada, who retired pursuant to Regulation 88 of the Company's Constitution, had signified her consent to continue in office. Ms. Chada will, upon re-election as Director of the Company, remain as member of the Audit Committee, Remuneration Committee and Nominating Committee, and will be considered non-independent.

Mr. Doraraj S proposed that Ms. Chada be re-elected as a Director of the Company and shareholders were asked to cast their votes by way of poll.

Ms. Chada was requested to take shareholders through the remaining resolutions.

**ORDINARY RESOLUTION 4:
APPROVAL OF DIRECTORS' FEES AMOUNTING TO S\$98,750 FOR THE FINANCIAL PERIOD FROM 1 JANUARY 2021 TO 31 MARCH 2022**

Ordinary Resolution 4 was to approve the payment of Directors' fees for the financial period from 1 January 2021 to 31 March 2022. Upon approval, the Directors recommend the payment of a sum of S\$98,750 as Directors' fees for the financial period from 1 January 2021 to 31 March 2022.

Ms. Chada proposed the payment of the sum of S\$98,750 as Directors' fees for the financial period from 1 January 2021 to 31 March 2022 and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 5:
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 5 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.

Ms. Chada 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.

**ORDINARY RESOLUTION 6:
SHARE ISSUE MANDATE PURSUANT TO SECTION 161 OF COMPANIES ACT AND RULE 806(2)(A) OF CATALIST RULES**

Ordinary Resolution 6 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806(2)(a) of Section B: Rules of Catalist of the Listing Manual. The text of Resolution 6 was set out under item 6 of the Notice of AGM.

Ms. Chada proposed Ordinary Resolution 6 as set out under item 6 of 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 2014 EMPLOYEE STOCK OPTION PLAN**

Ordinary Resolution 7 was to authorise the Directors to issue shares under the 2014 Employee Stock Option Plan. The text of Resolution 7 was set out under item 7 of the Notice of AGM.

Ms. Chada proposed Ordinary Resolution 7 as set out under item 7 of the Notice of AGM and shareholders were asked to cast their votes by way of poll.

**ORDINARY RESOLUTION 8:
AUTHORITY TO ISSUE SHARES UNDER THE DIGILIFE TECHNOLOGIES PERFORMANCE SHARE PLAN 2021**

Ordinary Resolution 8 was to authorise the Directors to issue shares under the Digilife Technologies Performance Share Plan 2021. The text of Resolution 8 was set out under item 8 of the Notice of AGM.

Ms. Chada proposed Ordinary Resolution 8 as set out under item 8 of the Notice of AGM and shareholders were asked to cast their votes by way of poll.

Ms. Chada informed the Meeting that all the motions have been duly moved and reminded shareholders to cast their votes before the cut off time.

RESULTS OF THE POLL

Ms. Chada informed the Meeting that all the votes were counted and verified, and the results of the poll were flashed on screen and requested the Chairman to declare the results to the shareholders:

	VOTES FOR	%	VOTES AGAINST	%	TOTAL VOTES CAST
Ordinary Resolution 1	7,384,981	99.99	930	0.01	7,385,911
Ordinary Resolution 2	6,580,347	99.99	930	0.01	6,581,277
Ordinary Resolution 3	7,378,291	99.99	930	0.01	7,379,221
Ordinary Resolution 4	7,384,981	99.99	930	0.01	7,385,911
Ordinary Resolution 5	7,384,981	99.99	930	0.01	7,385,911
Ordinary Resolution 6	7,384,981	99.99	930	0.01	7,385,911
Ordinary Resolution 7	7,384,981	99.99	930	0.01	7,385,911
Ordinary Resolution 8	7,384,981	99.99	930	0.01	7,385,911

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

CONCLUSION

There being no other business to transact, the Chairman of Meeting declared the Meeting of the Company concluded at 4.55 p.m. and thanked everyone present for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

BHUPENDRA KUMAR MODI
CHAIRMAN