

**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 HELD:**

By : Via live streaming  
On : Friday, 28 October 2022 at 10:00 a.m.

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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 AGM of the Company and explained that in line with the COVID-19 (Temporary Measures) Act 2020 and the SGX Regulator’s Column that live engagement and voting expected at all AGMs for FYs ending 30 June 2022 or after, the AGM is conducted via electronic means.

**III. CALL TO ORDER AND QUORUM**

Mr. Toh Hock Ghim, Non-Executive and Independent Chairman of the Company (the “Chairman”) called the Meeting to order at 10:00 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 11 October 2022 was taken as read.

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

The Chairman invited Mr. Chng Weng Wah (“Mr. Chng”), the Managing Director and Chief Executive Officer of the Company, to present the business operations of the Company to the shareholders. The presentation slides had been released on SGXNet on 27 October 2022 and a copy of the presentation slides is annexed to these minutes as Annexure “A”

**VI. QUESTIONS FROM SHAREHOLDERS**

The Chairman informed that as stated in the Notice of AGM, shareholders may submit substantial and relevant questions in advance of the AGM and the Company did not receive any questions from shareholders prior to the AGM.

The Chairman further informed shareholders who attending the AGM that they could submit substantial and relevant questions through the “Ask a question” function on the webcast screen during the live Q&A session later.

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**VII. 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 Listing Manual of the SGX.

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 would also be proposing all the resolutions put forth at the AGM.

He further informed that the Company had appointed In.Corp Corporate Services Pte. Ltd. and Agile 8 Advisory 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

**VIII. Q&A SESSION**

The Chairman proceeded to take questions from the shareholders and there was no question submitted by shareholder through the "Ask a question" function of the AGM webcast.

**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 2022 and the Auditor's Report thereon.

The following Resolution 1 was duly proposed:

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Auditors' Report thereon be received and adopted."

**2. ORDINARY RESOLUTION 2  
PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022**

Resolution 2 dealt with the payment of Directors' fees of S\$138,800 for the financial year ended 30 June 2022.

The following Resolution 2 was duly proposed:

"That the Directors' fees of S\$138,800 for the financial year ended 30 June 2021, be and is hereby approved."

**3. ORDINARY RESOLUTION 3  
RE-ELECTION OF MR. CHNG WENG WAH AS DIRECTOR**

Resolution 3 dealt with the re-election of Mr. Chng Weng Wah as a Director of the Company.

The Chairman informed that Mr. Chng Weng Wah who would retire by rotation as a Director of the Company pursuant to Regulation 92 of the Company's Constitution at this AGM and being eligible, he has offered himself for re-election. Mr. Chng Weng Wah, upon re-election as a Director of the Company, would continue to serve as the Managing Director and CEO of the Company.

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The following Resolution 3 was duly proposed:

“That Mr. Chng Weng Wah, 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-ELECTION OF MR. LAU KAY HENG AS DIRECTOR**

Resolution 4 dealt with the re-election of Mr. Lau Kay Heng as a Director of the Company.

The Chairman informed that Mr. Lau Kay Heng who would retire by rotation as a Director of the Company pursuant to Regulation 92 of the Company’s Constitution at this AGM and being eligible, he has offered himself for re-election. Mr. Lau Kay Heng, upon re-election as a Director of the Company, would remain as the Chairman of the Audit and Risk Committee and a member of the Remuneration Committee and Nominating Committee.

The following Resolution 4 was duly proposed:

“That Mr. Lau Kay Heng, 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.”

5. **ORDINARY RESOLUTION 5  
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 5 was duly proposed:

“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.”

6. **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**

7. **ORDINARY RESOLUTION 6  
AUTHORITY TO ALLOT AND ISSUE SHARES**

Resolution 6 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 6 was duly proposed:

“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

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- (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
- (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

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Instruments, made or granted pursuant to this Ordinary Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.”

8. **ORDINARY RESOLUTION 7  
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 7 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 7 was duly proposed:

“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 with the provisions of the DISA ESOS 2010 and 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 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 Catalyst Rules to be held, whichever is earlier.”

9. **ORDINARY RESOLUTION 8  
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 8 was duly proposed:

“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

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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 annual general meeting of the Company is held;
  - (ii) the date by which the next annual general meeting 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 Market Days (as defined in the Letter to Shareholders dated 11 October 2022) 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 that occurs after the relevant 5-day period; and

“**date of the making of the offer**” means the date on which the Company makes an offer for an Off-Market Purchase, 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

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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.”

**IX. POLL VOTING**

As all the items of the agenda in the AGM Notice had been dealt with, the Chairman invited the shareholders to cast their votes on the Resolutions tabled at the Meeting.

Voting on the Resolutions closed three minutes from the end of the Q&A session and the poll voting results, duly verified, were set out below:

Resolution number and details	Total number of Shares represented by votes For and Against the relevant resolution	FOR		AGAINST	
		Number of Shares	%	Number of Shares	%
<b>Ordinary Business</b>					
<u>Ordinary Resolution 1</u> Adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126
<u>Ordinary Resolution 2</u> Approval of Directors' fees of S\$138,800 for the financial year ended 30 June 2022 (2021: S\$138,800)	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126
<u>Ordinary Resolution 3</u> Re-election of Mr. Chng Weng Wah as Director of the Company	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126
<u>Ordinary Resolution 4</u> Re-election of Mr. Lau Kay Heng as Director of the Company	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126
<u>Ordinary Resolution 5</u> Re-appointment of Messrs Baker Tilly TFW LLP as the Auditors of the Company and authority for the Directors to fix their remuneration	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126
<b>Special Business</b>					
<u>Ordinary Resolution 6</u> Authority to allot and issue shares	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126

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<u>Ordinary Resolution 7</u> Authority to issue shares under the (i) DISA Employee Share Option Scheme 2010 and 2021 and (ii) DISA Performance Shares Scheme	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126
<u>Ordinary Resolution 8</u> Proposed renewal of the Share Purchase Mandate	1,210,068,250	1,208,541,250	99.874	1,527,000	0.126

Based on the poll voting results, the Chairman declared each of all the Ordinary Resolutions tabled at the Meeting carried by a majority vote.

**X. TERMINATION OF MEETING**

There being no other business, the Meeting ended at 10:41 a.m. and the Chairman thanked those present for their attendance at the Meeting.

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

(signed)

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Mr. Toh Hock Ghim  
Chairman of the Meeting  
9 November 2022

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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Telephone number: +65 6232 3210



Annexure "A" to Minutes of Annual General Meeting of the Company held on 28 October 2022



# **BUSINESS UPDATES**

# Technology

## DiSa Digital Safety

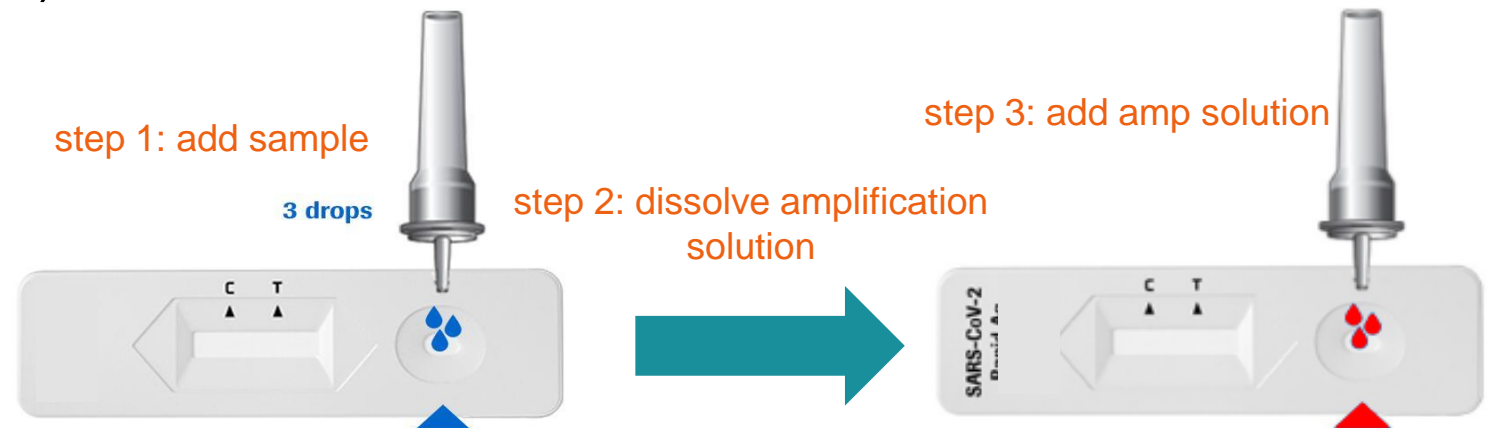
- Focus on onboarding more brand owners to increase DiSa-Enabled product categories.
- Number of SKU increased from 1,125 as of 30 June 2021 to 2,283 as of 26 October 2022.
- Test run for baby formula category is ongoing.



# Healthcare

## Digital Life Line – Business Development

- Initiated product development work on external amplification solution
- Applicable to all antigen rapid test kits for infectious diseases:
  - Influenza
  - Acute heart attack (Troponin)
  - Dengue
  - HFMD
  - Respiratory syncytial virus
  - Pregnancy (Beta-HCG)
  - COVID-19



# Healthcare

## Digital Life Line – Business Development (cont'd)

- Initiated MOUs with ART manufacturers for veterinary diagnosis in September 2022



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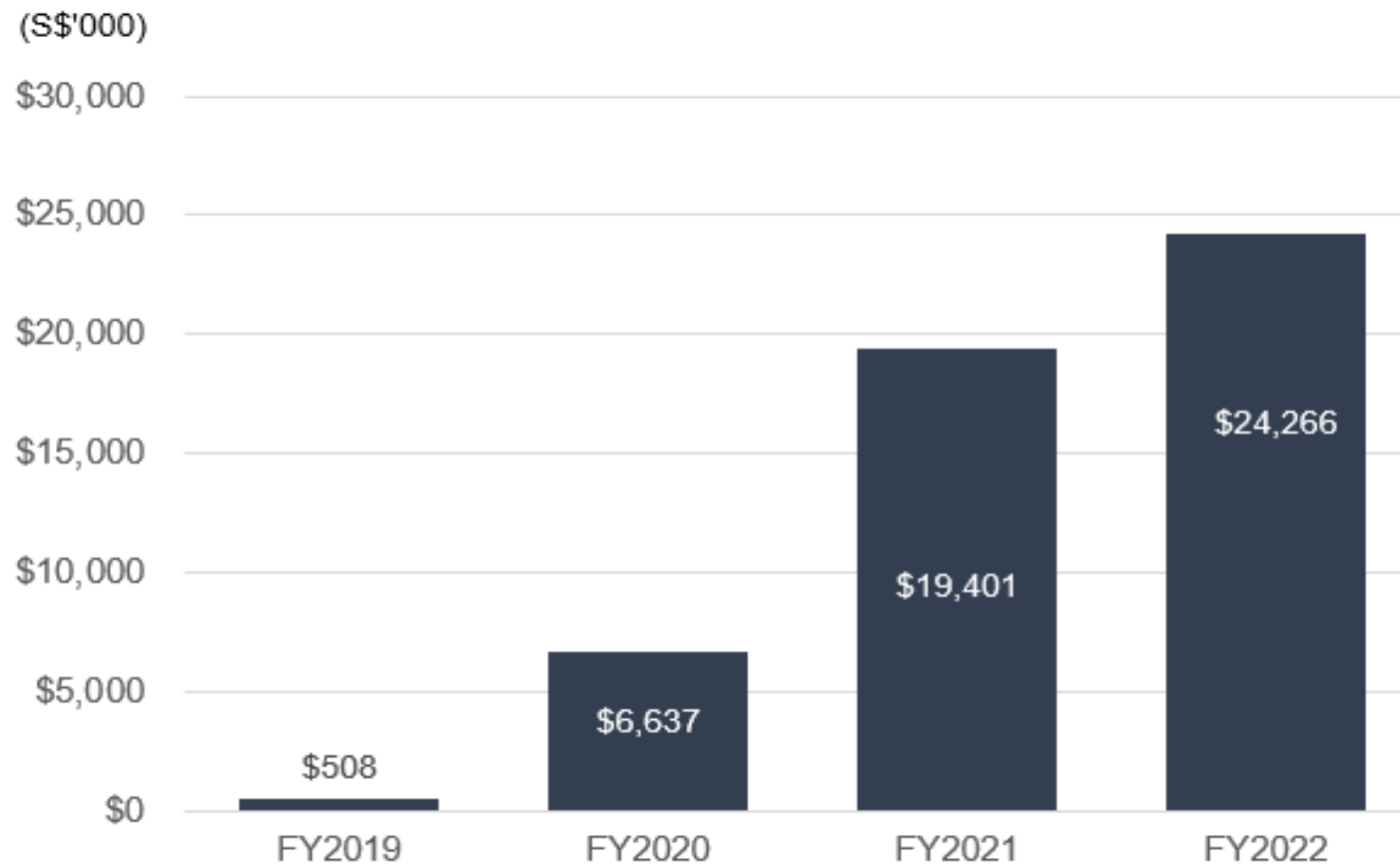


- Selected as 1 of the 4 Singapore start-ups for the Scaler8 Explore market access program in October 2022

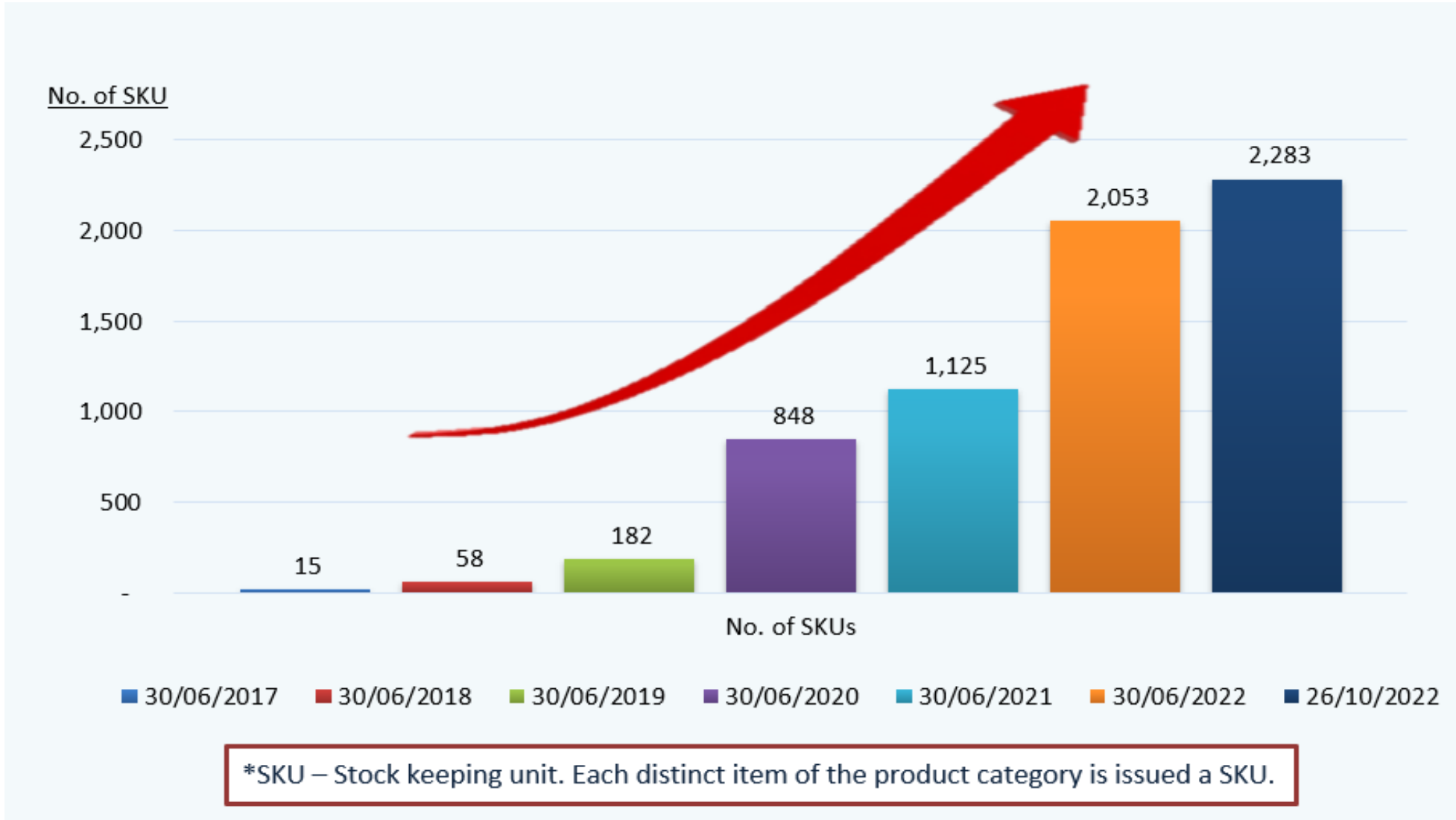
**SALES GROWTH**

# Sales Revenue and SKUs

An increase of S\$4.9 million in revenue from S\$19.4 million in FY2021 to S\$24.3 million in FY2022.



# SKUs As At 26 October 2022



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