
NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 9 October 2024 issued by DISA Limited (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of DISA Limited (the “Company”) will be held at 2 Bukit Merah Central, Podium Block, Level 3, Room P301, Singapore 159835 on 25 October 2024 at 11.00 a.m. (or such time immediately following the conclusion or adjournment of the AGM of the Company to be held at 10.00 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions below.

ORDINARY RESOLUTION 1

THE PROPOSED ADOPTION OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS WITH DLL

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the EAR Group I or any of the entities in the EAR Group I to enter into any of the transactions falling within the types of Mandated Transactions I with DLL, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Circular;
- (b) the approval given in paragraph (a) above (the “**IPT General Mandate I**”) shall, unless revoked or varied by the Company in general meeting, continue 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 to be held, whichever is the earlier; and
- (c) the Directors of the Company and/or any of them be and is hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Resolution or the transactions contemplated by this Resolution.

ORDINARY RESOLUTION 2

THE PROPOSED ADOPTION OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS WITH FA

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the EAR Group II or any of the entities in the EAR Group II to enter into any of the transactions falling within the types of Mandated Transactions II with FA, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions as set out in the Circular;
- (b) the approval given in paragraph (a) above (the “**IPT General Mandate II**”) shall, unless revoked or varied by the Company in general meeting, continue 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 to be held, whichever is the earlier; and
- (c) the Directors of the Company and/or any of them be and is hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the approvals given in this Resolution or the transactions contemplated by this Resolution.

By Order of the Board

Toh Hock Ghim
Independent Non-Executive Chairman
Singapore, 9 October 2024

Notes:

1. The members of the Company are invited to attend physically at the EGM. There will be no option for members to participate virtually.
2. Documents relating to the EGM are available to members via publication on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <http://disa.sg/investors>. Printed copies of the Notice of EGM, Proxy Form, and Request Form will be sent to members.
3. Members may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) submitting questions in advance of, or at the EGM; and/or
 - (c) voting at the EGM themselves personally or through their duly appointed proxy(ies).

Persons who hold shares of the Company through Relevant Intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore (the "**Companies Act**"), including Central Provident Fund Investment Scheme ("**CPF Investors**") and Supplementary Retirement Scheme ("**SRS Investors**"), and who wish to participate in the EGM should contact their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

4. A member (other than a Relevant Intermediary) is entitled to appoint not more than two (2) proxies to attend and vote at the EGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to that represented by each proxy shall be specified in the form of the proxy. If no such proportion of number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
5. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote in his/her stead at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.

"**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
6. A proxy need not be a member of the Company.
 7. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on its behalf.
 8. A member can appoint the Chairman of the EGM as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the EGM as proxy, such member must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the EGM as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

9. The instrument appointing a proxy duly executed must be submitted through any one of the following means by 11.00 a.m. on 22 October 2024, being no later than 72 hours before the time appointed for holding the EGM (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid:
 - (a) by sending a scanned PDF copy by email to the Company's Share Registrar at shareregistry@incorp.asia; or
 - (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.

The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its Seal or under the hand of its attorney or a duly authorised officer. The dispensation of the use of common seal pursuant to the Companies Act is applicable at this EGM.

The Company shall be entitled to reject the instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointer specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies if the member being the appointer, is not shown to have shares entered against his/her/their name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company.

10. For investors who holds shares of the Company through Relevant Intermediaries, including CPF and SRS Investors:
- (a) may vote at the EGM if they are appointed as proxies by their respective relevant intermediaries, and should contact their respective relevant intermediaries if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their relevant intermediaries to submit their votes at least seven (7) working days prior to the date of the EGM.
11. A member may ask questions relating to the items on the agenda of the EGM at the EGM or submit questions via mail to the Company's registered office at 120 Lower Delta Road #03-15, Cendex Centre Singapore 169208, or email to shareregistry@incorp.asia in advance of the EGM no later than 5.00 p.m. on 16 October 2024 (the "**Cut-off Time**").
- Members who wish to submit their questions are required to provide the following information together with their submission of questions:
- (a) Full name (for individuals)/company name (for corporates) as per CDP/SRS/CPF account records;
 - (b) NRIC or passport number (for individuals)/Company Registration Number (for corporates);
 - (c) Number of shares held;
 - (d) Contact number;
 - (e) Email address; and
 - (f) Shareholding type (e.g. CDP or CPF/SRS).
- CPF and SRS Investors should contact their respective CPF Agent Banks or SRS Operators through which they hold such shares to submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.
12. The Company shall address all substantial and relevant questions received from members by the Cut-Off Time, by publishing the responses to such questions on SGXNet and the Company's website no later than 11.00 a.m. on 20 October 2024, being at least 48 hours before the closing date and time for the lodgment of proxy form.
- The Company will address any subsequent clarification sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, at the EGM.
- Verified members and proxy(ies) attending the EGM will be able to ask questions in person at the EGM venue. The minutes of the EGM shall thereafter be published on SGXNet and the Company's corporate website, within one (1) month from the conclusion of the EGM.
13. A corporation which is a member may by resolution of its directors or other governing body authorise such person as it deems fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the EGM, proxy(ies) and/or representatives to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), addressing relevant and substantial questions from members received before and/or during the EGM and if necessary, following up with the relevant members in relation to such questions and enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities (collectively, the "**Purposes**"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Photographic, sound, and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of the member of the Company or the member's proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such Purposes.

*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This notice 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 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 Ms Lee Khai Yinn (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.