

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Eighth Annual General Meeting (“**AGM**”) of DISA Limited (the “**Company**”) will be held at 2 Bukit Merah Central, Podium Block, Level 3, Room P301, Singapore 159835, on Friday, 25 October 2024 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the year ended 30 June 2024 together with the Auditors’ Report thereon.

(Resolution 1)
2. To approve the Directors’ Fees of S\$138,800 for the year ended 30 June 2024 (2023: S\$138,800).

(Resolution 2)
3. To note the retirement of Mr. Toh Hock Ghim who is retiring pursuant to Regulation 92 of the Company’s Constitution. Mr. Toh Hock Ghim has decided not to seek for re-election and will retire at the conclusion of the Annual General Meeting
[See Explanatory Note (a)]
4. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration.

(Resolution 3)
5. 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:

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

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
- (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 (b)]

(Resolution 4)

7. **Authority to issue shares under the DISA Employee Share Option Scheme 2010 (the "DISA ESOS 2021"), DISA Employee Share Option Scheme 2021 (the "DISA ESOS 2021") and 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 options and share awards in accordance 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 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 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 Catalist Rules to be held, whichever is earlier.

[See Explanatory Note (c)]

(Resolution 5)

8. **To approve the exercise of 182,000,000 options granted under the DISA ESOS 2010 by Mr. Chng Weng Wah, the Managing Director and Chief Executive Officer of the Company**

That subject to and contingent upon the passing of Ordinary Resolution 5, the exercise of 182,000,000 options granted under the DISA ESOS 2010 that would result in transferring of controlling interest in the Company to Mr. Chng Weng Wah be and is hereby approved.

[See Explanatory Note (d)]

(Resolution 6)

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;
- (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 9 October 2024 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 7)

BY ORDER OF THE BOARD

Chng Weng Wah
Managing Director and Chief Executive Officer
Singapore, 9 October 2024

Explanatory Notes:

- (a) Mr. Toh Hock Ghim, who is due to retire pursuant to Regulation 92 of the Constitution has decided not to seek for re-election and will therefore retire as a Director at the conclusion of the forthcoming Annual General Meeting. Upon his cessation as Director, Mr. Toh Hock Ghim will also cease to be the Chairman of the Board of Directors, Chairman of the Remuneration Committee and a member of the Audit and Risks Committee and Nominating Committee of the Company.
- (b) The Ordinary Resolution 4 above, if passed, will empower the Directors from the date of passing of the Ordinary Resolution 4 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 Catalyst 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 5 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 5 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares.
- (c) The Ordinary Resolution 5 above, if passed, will empower the Directors of the Company from the date of passing of the Ordinary Resolution 5 until the date 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 or when varied or revoked by the Company in a general meeting, whichever is the earlier, to grant share options under the DISA ESOS 2010 which were approved at the Extraordinary General Meeting of the Company held 28 October 2010 and the DISA ESOS 2021 which were approved at the Extraordinary General Meeting of the Company held 28 October 2021, as well as 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 exercise of such share options granted in accordance with the DISA ESOS 2021 and 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.
- (d) Background

The Ordinary Resolution 6 above, if passed, will authorise the Directors of the Company to allot and issue 182,000,000 new ordinary shares in the issued and paid-up share capital of the Company ("**ESOS Shares**") to Mr. Chng Weng Wah, the Managing Director and Chief Executive Officer and substantial shareholder of the Company pursuant to the exercise of 182,000,000 options granted under the DISA ESOS 2010 at an exercise price of S\$0.002 each. The aggregate exercise price of S\$364,000 will be offset against the accrued salaries and business expenses owing to Mr. Chng and accordingly, no cash consideration will be involved in the exercise of these options. Upon the exercise of the said options, assuming no change to the existing issued and paid-up share capital of the Company as at the date of this notice ("**Existing Share Capital**"), the ESOS Shares represent 1.73% of the Existing Share Capital and 1.70% of the enlarged share capital (excluding treasury shares and subsidiary holdings) of the Company following the allotment and issuance of the ESOS Shares. Mr. Chng holds 15.94% of the total number of issued shares of the Company. Accordingly, Mr. Chng would become a Controlling Shareholder of the Company with effect from the same and shareholders' approval is required pursuant to Rule 803 of the Catalyst Rules. The ESOS Shares shall rank *pari passu* in all respects with the existing shares of the Company.

Rationale

As the Managing Director and CEO of the Group, Mr. Chng Weng Wah is responsible to oversee the Group's growth and executes strategies by developing infrastructure, processes and applications through the development of new digital solutions. He has been seeking development opportunities proactively to capitalise the benefits of digitalisation.

The Company considers Mr. Chng Weng Wah's contributions and participation in the Group as vital in ensuring the continued growth and expansion of the Group's business, and therefore wishes to allow Mr. Chng Weng Wah to exercise his 182,000,000 options granted under the DISA ESOS 2010 that would result in transferring of controlling interest in the Company to Mr. Chng Weng Wah.

The Company believes that Mr. Chng Weng Wah has made and will continue to make invaluable contributions to the Group. The Company is proposing that approval be given to allow the transferring of controlling interest in the Company to Mr. Chng Weng Wah.

Abstention of vote

Mr. Chng Weng Wah and his associates (as defined under Catalist Rules) shall abstain from voting on this Ordinary Resolution 6. Mr. Chng Weng Wah and his associates shall also decline to accept appointment as proxies for any shareholder to vote in respect of Ordinary Resolution 6, unless the shareholder concerned have given specific instruction in the proxy form as to the manner in which his/her votes are to be cast in respect of in respect of Ordinary Resolution 6.

- (e) The Ordinary Resolution 7 above, will authorise the Directors of the Company, from the date this Ordinary Resolution 7 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 7. Details of the proposed renewal of the Share Purchase Mandate are set out in the Appendix accompanying this Annual Report.

Notes:

1. The members of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually.
2. Documents relating to the Physical AGM 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 <https://disa.sg/investors.html>.

Printed copies of the Notice of AGM, Proxy Form, and Request Form will be sent to members.

3. Members may participate in the AGM by:
 - (a) attending the AGM in person;
 - (b) submitting questions in advance of, or at the AGM; and/or
 - (c) voting at the AGM 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, including CPF Investors and/or SRS Investors and who wish to participate in the AGM 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 AGM.

In the event members encounter COVID-19 like symptoms prior to the AGM, members are strongly encouraged to exercise social responsibility to rest at home and consider appointing a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the AGM.

4. A member (other than a Relevant Intermediary) is entitled to appoint not more than two (2) proxies to attend and vote at the AGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to the 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 AGM, 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 Meeting as his/her/its proxy but this is not mandatory.

If a member wishes to appoint the Chairman of the Meeting 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 Meeting 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 Meeting 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 10.00 a.m. on 22 October 2024, being no later than seventy-two (72) hours before the time set for holding the AGM (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 AGM.

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 AGM, as certified by the Central Depository (Pte) Limited to the Company.

10. For investors who holds shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including CPF and SRS Investors:

- (a) may vote at the AGM 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 Meeting as proxy to vote on their behalf at the AGM, 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 AGM.

11. A member may ask questions relating to the items on the agenda of the AGM at the AGM 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 AGM no later than 5.00 p.m. on 16 October 2024 (the "**Cut-off Time**"), in the following manner:

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 AGM 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 10.00 a.m. on 20 October 2024, being at least forty-eight (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 AGM) received after the Cut-Off Time which have not already been addressed prior to the AGM, at the AGM.

Verified members and proxy(ies) attending the AGM will be able to ask questions in person at the AGM venue. The minutes of the AGM shall thereafter be published on SGXNet and the Company's corporate website, within one (1) month from the conclusion of the AGM.

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 AGM in accordance with Section 179 of the Companies Act.

Personal data privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting, proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM, 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), addressing relevant and substantial questions from members received before and/or during the AGM 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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. 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 AGM 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 ("**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 Ms. Lee Khai Yinn (Telephone number: +65 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.