

# DIGILIFE TECHNOLOGIES LIMITED

(Company Registration Number: 199304568R)

(Incorporated in Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of **DIGILIFE TECHNOLOGIES LIMITED** will be held at The Hive, North Bridge Road, 1 North Bridge Rd, #08-08, Singapore 179094, on Monday, 29 April 2024 at 11.00 a.m. to transact the following business:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ending 31 December 2023 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect the following Directors who will be retiring pursuant to Regulations 88 and 89 of the Constitution of the Company:
  - (a) Mr. Rajesh Pahwa, retiring pursuant to Regulation 88 **(Resolution 2(a))**
  - (b) Mr. Tay Wee Meng, retiring pursuant to Regulation 88 **(Resolution 2(b))**
  - (c) Mr. Mukesh Khetan, retiring pursuant to Regulation 88 **(Resolution 2(c))**
  - (d) Ms. Chada Anitha Reddy, retiring pursuant to Regulation 89 **(Resolution 2(d))**

### See Explanatory Note (i)

3. To approve the payment of Directors’ fees amounting to S\$102,851.08 for the financial year ended 31 December 2023. (Financial Period from 1 April 2022 to 31 December 2022: S\$67,499) **(Resolution 3)**
4. To re-appoint Moore Stephens LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

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

6. **Share Issue Mandate in accordance with Section 161 of the Companies Act 1967 and Rule 806(2)(a) of Section B: Rules of Catalist of the Listing Manual**

That pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and Rule 806(2)(a) of the Listing Manual Section B: Rules of the Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), authority be and is hereby given to the Directors of the Company to:

- (a) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (b) 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 adjustments to) warrants, debentures, convertible securities or other instructions convertible into Shares;

at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit and, notwithstanding the authority conferred by this ordinary resolution, issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this ordinary resolution was in force, provided that:

- (c) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this ordinary resolution) to be issued pursuant to this ordinary resolution shall not exceed one hundred percent (100%) of the total number of issued shares (as calculated in accordance with sub-paragraph (d) below), of which the aggregate number of shares to be issued other than on a pro rata basis shall not exceed fifty percent (50%) of the total number of issued shares;

- (d) subject to such 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 (c) above, the total number of Issued Shares shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the 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 exercising of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this ordinary resolution; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (e) in exercising the authority conferred by this ordinary resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution of the Company; and
- (f) unless revoked or varied by the Company in a general meeting, such authority shall 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 earlier.

**See Explanatory Note (ii)**

**(Resolution 5)**

**7. Authority to issue shares under the 2014 Employee Stock Option Plan**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant options under the prevailing 2014 Employee Stock Option Plan (“2014 ESOP”) and to 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 terms and conditions under the 2014 ESOP, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares available under the Digilife Technologies Performance Share Plan 2021, 2014 ESOP, Sevak Restricted Share Plan and the Sevak Performance Share Plan, collectively shall not exceed thirty per centum (30%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a 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 earlier.

**See Explanatory Note (iii)**

**(Resolution 6)**

**8. Authority to issue shares under the Digilife Technologies Performance Share Plan 2021**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant awards under the Digilife Technologies Performance Share Plan 2021 (formerly known as Sevak Performance Share Plan 2021) and to 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 terms and conditions under the Digilife Technologies Performance Share Plan 2021, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of ordinary shares available under the Digilife Technologies Performance Share Plan 2021, 2014 ESOP, Sevak Restricted Share Plan and the Sevak Performance Share Plan, collectively shall not exceed thirty per centum (30%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a 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 earlier.

**See Explanatory Note (iv)**

**(Resolution 7)**

By Order of the Board

Ngiam May Ling  
Company Secretary  
Digilife Technologies Limited

12 April 2024

## Explanatory Notes:

- (i) Resolution 2(a) is for the re-election of Mr. Rajesh Pahwa, a Director of the Company who retires pursuant to Regulation 88 of the Company's Constitution, at this AGM. Mr. Pahwa, will upon re-election as a Director of the Company, remain as a member of the Audit, Remuneration and Nominating Committees and will be considered independent for the purposes of Catalyst Rule 704(7).

Resolution 2(b) is for the re-election of Mr. Tay Wee Meng, a Director of the Company who retires pursuant to Regulation 88 of the Company's Constitution, at this AGM. Mr. Tay, will upon re-election as a Director of the Company, remain as a member of the Audit, Remuneration and Nominating Committees and will be considered independent for the purposes of Catalyst Rule 704(7).

Resolution 2(c) is for the re-election of Mr. Mukesh Khetan, a Director of the Company who retires pursuant to Regulation 88 of the Company's Constitution, at this AGM. Mr. Khetan, will upon re-election as a Director of the Company, remain as an Executive Director and Group Chief Executive Officer and will be considered non-independent.

Resolution 2(d) is for the re-election of Ms. Chada Anitha Reddy, a Director of the Company who retires by rotation at this AGM. Ms. Chada, will upon re-election as a Director of the Company, remain as Executive Chairperson and will be considered non-independent.

For more information on the abovementioned Directors who are retiring at this AGM is set out in the section titled "Additional Information on Directors Seeking Re-Election" in this Annual Report.

- (ii) The proposed share issue mandate falls within the limits set out in Rule 806(2)(a) and 806(2)(b) of the Catalyst Rules. For the avoidance of doubt, the adoption of the relevant proposed share issue mandate as set out in Ordinary Resolution 5 is contingent on the relevant thresholds for shareholders' approval being met.

The Ordinary Resolution 5, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time the Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time when the Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the grant of options or awards under the 2014 ESOP, provided always that the aggregate number of shares available under the Digilife Technologies Performance Share Plan 2021, 2014 ESOP, Sevak Restricted Share Plan and the Sevak Performance Share Plan, collectively shall not exceed thirty per centum (30%) of the total number of issued shares, excluding treasury shares and subsidiary holdings, in the capital of the Company from time to time.
- (iv) The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the grant of options or awards under the Digilife Technologies Performance Share Plan 2021, provided always that the aggregate number of shares available under the Digilife Technologies Performance Share Plan 2021, 2014 ESOP, Sevak Restricted Share Plan and the Sevak Performance Share Plan, collectively shall not exceed thirty per centum (30%) of the total number of issued shares, excluding treasury shares and subsidiary holdings, in the capital of the Company from time to time.

## Notes:

1. The AGM will be held, in a wholly physical format, at the venue, date and time stated above. Members, including CPF/SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the AGM in person. There will be no option for members to participate virtually.
2. Printed copies of this Notice of AGM and Proxy Form will be sent to members by post. These documents will also be made available on the Company's website at the URL <https://digilifelimited.com/investors.html#news>, and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. The Annual Report 2023 will be published on the Company's website at the URL <https://digilifelimited.com/investors.html#news> and SGX website at the URL <https://www.sgx.com/securities/company-announcements> in due timelines. Printed copies of the Annual Report 2023 will not be sent to the Members.
4. Any member who wishes to receive a printed copy of the Annual Report 2023 should submit a written request via email at [investor-relations@digilifelimited.com](mailto:investor-relations@digilifelimited.com) by no later than 11:00 a.m. on 21 April 2024 with the following information:
  - (i) your CDP Securities Account Number. If your shares are under/through your CPF Investment Scheme Account or physical scrip(s), please indicate as such;
  - (ii) your full name; and
  - (iii) your mailing address.

5. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote 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's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.

6. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
7. The instrument appointing a proxy(ies) must be submitted in the following manner:
  - (a) if electronically, be submitted via email at [digilife-agm@ryt-poll.com](mailto:digilife-agm@ryt-poll.com); or
  - (b) if by post, be deposited at the office of Company's AGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903

and in either case, must be lodged or received (as the case may be) by 11.00 a.m. on Friday, 26 April 2024, being not less than 72 hours before the time appointed for the holding of the AGM.

8. CPF/SRS investors:
  - (a) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators 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 respective CPF Agent Banks/SRS Operators by 11.00 a.m. on Thursday, 18 April 2024 to submit their votes.
9. Members, including CPF/SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. Such questions must be received by 11.00 a.m. on Friday, 19 April 2024, and be submitted in the following manner:
  - (a) via email to [digilife-agm@ryt-poll.com](mailto:digilife-agm@ryt-poll.com); or
  - (b) submitted by post, be deposited at the office of Company's AGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

When submitting questions by post or via email, members should also provide their following information for verification purposes: (i) full name, (ii) address, and (iii) manner in which the member holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip).

10. The Company will address all substantial and relevant questions received from members by 19 April 2024 submission deadline by publishing the responses to such questions on the Company's website at the URL <https://digilifelimited.com/investors.html#news>, and SGX website at the URL <https://www.sgx.com/securities/company-announcements> after the close of market on Tuesday, 23 April 2024. If questions or follow-up questions are submitted after the 19 April 2024 deadline, the Company will endeavour to address these questions at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
11. Members, including CPF/SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

#### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the “**Purposes**”); (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.