



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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** ("EGM") of DISA Limited (the "**Company**") will be convened on 26 October 2018 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the 2018 Annual General Meeting of the Company to be held at 10:30 a.m. on the same day and at the same place) at 2 Bukit Merah Central, Podium Block, Level 3, Room P301, Singapore 159835, for the purpose of considering and, if thought fit, passing with or without any modifications the following special and ordinary resolutions:-

**(1) ORDINARY RESOLUTION (1) – THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

RESOLVED THAT:-

- (a) 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 ("**Shares**"), up to a maximum of 10% of the issued ordinary share capital of the Company as at the date of the passing of this Resolution excluding treasury shares and subsidiary holdings 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 Singapore Exchange Securities Trading Limited ("**SGX-ST**"), through one or more duly licensed stockbrokers 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) 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, Chapter 50, of Singapore, and otherwise be in accordance with all other laws and regulations and rules of the SGX-ST; (the "**Share Purchase Mandate**");
- (b) the Share Purchase Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next annual general meeting of the Company is or is required by law to be held, the date on which the aggregate purchases or acquisitions of the Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated whichever is the earliest;
- (c) in this Resolution, the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for a DISA Share will be determined by the Directors for the purposes to effect the purchase or acquisition of DISA Shares. The purchase price to be paid for the DISA 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:-
  - (i) in the case of a market purchase of a DISA Share, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an off-market purchase of a DISA Share, 110% of the Average Closing Price of the Shares, ("**Maximum Price**")

For the above purposes:-

"**Average Closing Price**" means the average of the last dealt prices of a DISA Share for the five (5) consecutive Market Days (as defined in the Circular dated 3 October 2018) on which the DISA Shares are transacted on the Catalist 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 Rules of Catalist, 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 announces its intention to make 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 give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

**(2) ORDINARY RESOLUTION (2) – THE PROPOSED RENEWAL OF THE DISA PS SCHEME**

RESOLVED THAT:-

- (a) the extension of the duration of the DISA PS Scheme for a period of ten (10) years from and including 26 October 2018, up to and including 25 October 2028, be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised to establish and administer the DISA PS Scheme;
- (c) the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the DISA PS Scheme and pursuant to Section 161 of the Companies Act, Cap. 50, allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and/or issued pursuant to the vesting of Awards under the DISA PS Scheme, provided that the aggregate number of Shares to be allotted and/or issued pursuant to the DISA PS Scheme and any other share based schemes of the Company shall not exceed 15% of the total issued shares excluding treasury shares and subsidiary holdings from time to time;
- (d) in this Resolution:

"**Awards**" means a contingent award of Shares granted under the rules of the DISA PS Scheme; and

"**Shares**" means ordinary shares in the capital of the Company.

**(3) ORDINARY RESOLUTION (3) – THE PROPOSED CHANGE OF AUDITORS FROM MESSRS MAZARS LLP TO MESSRS CROWE HORWATH FIRST TRUST LLP**

RESOLVED THAT the Audit Committee and the Board having confirmed that:

- (a) Messrs Mazars LLP ("**Mazars**") has served as auditors of the Company ("**Auditors**") for three (3) consecutive audits since the financial year ended 30 June 2016. The Board is of the view that a change of Auditors is in the best interests of the Company and the Shareholders as the quantum of professional fees for the audit services proposed by Crowe Horwath First Trust LLP ("**Crowe Horwath**") is more competitive in comparison to that charged by Mazars. Accordingly, the Board is of the view that it would be in the interests of the Company to effect a change of external auditors with effect from the current financial year ending 30 June 2019;
- (b) Mazars has confirmed that it is not aware of any professional reasons why Crowe Horwath should not accept the appointment as Auditors;
- (c) the Company confirms that there were no disagreements with Mazars on accounting treatments within the last twelve (12) months from the date of the Circular;
- (d) the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- (e) the specific reasons for the Proposed Change of Auditors are disclosed in paragraph 3(a) of this Resolution. The Proposed Change of Auditors is neither due to the dismissal of Mazars nor Mazars declining to stand for election; and
- (f) the Company confirms that it complies with Rules 712 and 715 of the Rules of Catalist in relation to the appointment of Crowe Horwath as its Auditors, that (i) Crowe Horwath be and is hereby appointed as Auditors in place of Mazars to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Directors of the Company and Crowe Horwath, and (ii) the Directors and each of them be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

**(4) SPECIAL RESOLUTION (1) – THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

RESOLVED THAT the amendments to the Constitution of the Company, as set out in **Appendix 1 (Proposed Amendments to the Constitution)** to the Circular to shareholders of the Company dated 3 October 2018, be approved and adopted.

BY ORDER OF THE BOARD

Chng Weng Wah  
Managing Director  
Singapore

3 October 2018

**Notes:**

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the annual general meeting ("**Meeting**") of the Company.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.  
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
2. A proxy need not be a member of the Company.
3. A member of the Company which is a corporation is entitled to appoint its authorised representatives or proxies to vote on his behalf.
4. The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, RHT Corporate Advisory Pte. Ltd at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619 not less than forty-eight (48) hours before the time appointed for holding the Meeting of the Company.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by 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 Mr Ong Hwee Li (Telephone: 65 6532 3829) at 1 Robinson Road, #21-00, AIA Tower, Singapore 048542.