

南京新街口百货商店股份有限公司

BY EMAIL AND POST

Date: 6 May 2024

CORDLIFE GROUP LIMITED

1 Yishun Industrial Street 1
#06-01/09 A'Posh BizHub
Singapore 768160

Attention: Board of Directors / Company Secretary

With a copy to:

KPMG LLP

Public Accountants and Chartered Accountants

12 Marina View
#15-01 Asia Square Tower 2
Singapore 018961

Attention: Ms Shelley Chan Hoi Yi (Audit Partner-in-charge)

Dear Sirs

CORDLIFE GROUP LIMITED (THE "COMPANY") - CONVENING OF EXTRAORDINARY GENERAL MEETING PURSUANT TO SECTION 176(3) OF THE COMPANIES ACT 1967 OF SINGAPORE ("ACT")

1. We refer to the letter dated 13 March 2024, sent by Philip Securities Pte Ltd ("**PSPL**") (as nominee for Nanjing Xinjiekou Department Store Co., Ltd. ("**NJXJK**")), for and on behalf of NJXJK to the Company, to, *inter alia*, give special notice to the Company and requisition the directors of the Company to convene an extraordinary general meeting to table the proposed resolutions ("**Requisitioned Resolutions**") for the Company's shareholders to consider, and if thought fit, pass them at the extraordinary general meeting ("**EGM**") to be convened (the "**Requisition Notice**"). Terms defined and references construed in the Requisition Notice have the same meaning and construction when used in this letter unless the context requires otherwise.
2. As of the date of this letter, being more than 21 days after the date of the deposit of the Requisition Notice to convene the EGM, the directors of the Company have not convened an EGM to table the Requisitioned Resolutions for its shareholders to consider, and if thought fit, pass them at the EGM.
3. While the Requisitioned Resolutions have been included in the notice of the annual general meeting dated 29 April 2024, for the Requisitioned Resolutions to be considered and passed at the annual general meeting to be held on 14 May 2024 at 9.00 a.m., this does not preclude

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our rights (through PSPL as a member of the Company) under Section 176(3) of the Act to nevertheless convene the EGM.

4. We hereby notify you that, pursuant to an exercise of PSPL's rights as a member of the Company, on our instructions, under Section 176(3) of the Act, an EGM will be held on 23 May 2024 at 9.00 a.m. for the shareholders of the Company to consider, and if thought fit, to pass them at the EGM.
5. This further serves as a notice to KPMG LLP, the Company's auditors pursuant to Article 141 of the Company's Constitution of the EGM to be held on 23 May 2024.
6. Copies of the notice of EGM and the proxy form (enclosed in this letter at the **Appendix**) will be despatched to the Company's shareholders and advertised on The Business Times on 7 May 2024.
7. Please immediately release the notice of EGM and the proxy form via SGXNET on 7 May 2024.
8. All our rights are expressly reserved.

Yours faithfully

For and on behalf of

NANJING XINJIEKOU DEPARTMENT STORE CO., LTD.



Confirmed By,

Yang Yuxin

Handwritten signature of Yang Yuxin in black ink.

For and on behalf of Nanjing Xinjiekou Department Store

Zhai Lingyun

Handwritten signature of Zhai Lingyun in black ink.

For and on behalf of Nanjing Xinjiekou Department Store

APPENDIX

CORDLIFE GROUP LIMITED

(Incorporated in Singapore)
(Company Registration Number: 200102883E)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of the members of Cordlife Group Limited (“Company”) called pursuant to Section 176 of the Companies Act 1967 of Singapore will be held on 23 May 2024 at 9.00 a.m. at Singapore Chinese Chamber of Commerce & Industry, 47 Hill Street Singapore 179365 for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1

The removal of Dr Ho Choon Hou as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

ORDINARY RESOLUTION 2

The removal of Yeo Hwee Tiong as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

ORDINARY RESOLUTION 3

The removal of Cheong Tuck Yan Titus Jim as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

ORDINARY RESOLUTION 4

The removal of Joseph Wong Wai Leung as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

ORDINARY RESOLUTION 5

The appointment of Dato’ Dr Teo Tong Kooi as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

(Note: Dato’ Dr Teo Tong Kooi will, upon appointment as a director of the Company, be designated as an independent and non-executive director of the Company.)

ORDINARY RESOLUTION 6

The appointment of Dr Xu, Tianhong as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

(Note: Dr Xu, Tianhong will, upon appointment as a director of the Company, be designated as an independent and non-executive director of the Company.)

ORDINARY RESOLUTION 7

The appointment of Cai, Yong as a director of the Company effective immediately upon conclusion of the EGM be and is hereby approved.

(Note: Cai, Yong will, upon appointment as a director of the Company, be designated as an independent and non-executive director of the Company.)

ORDINARY RESOLUTION 8

The removal of any other director(s) of the Company who may have been appointed between 13 March 2024 (being the date of the Requisition Notice (as defined in the Explanatory Notes)) and the date of the EGM, effective immediately upon the conclusion of the EGM.

The effect of each of Ordinary Resolutions 1 to 4, if passed at the EGM, is to remove the director who is the subject of such resolution (if not removed prior to the EGM), such that the directorship held by such director shall cease with effect from the date of the EGM. If each of Ordinary Resolutions 1 to 4 is passed at the EGM, the directors who are the subject of the Ordinary Resolutions will be removed from office with effect from the date of the EGM.

The effect of Ordinary Resolution 8, if passed at the EGM, is to remove any other director(s) of the Company who may have been appointed between 13 March 2024 (being the date of the Requisition Notice (as defined in the Explanatory Notes)) and the date of the EGM, such that the directorship held by such director (if any) shall cease with effect from the date of the EGM. If no directors are appointed between 13 March 2024 (being the date of the Requisition Notice) and the date of the EGM, Ordinary Resolution 8 will not be tabled for shareholders' approval.

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**PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERMENTIONED MEMBER OF THE COMPANY,
under Section 176 of the Companies Act 1967.**



Name: Goh Yong Seng | Lee Siew Li
Designation: Executive Director | Corporate Secretary
For and on behalf of
PHILLIP SECURITIES PTE LTD
(Company Registration Number: 197501035Z)

Number of Shares Held: 51,870,000
(as instructed by Nanjing Xinjiekou Department Store Co., Ltd.)

(the “**Convening Member**”)

Date: 7 May 2024

Explanatory Notes:

1. Important Documents

Shareholders should refer to the letter dated 13 March 2024 (“**Requisition Notice**”) by Philip Securities Pte Ltd (as nominee for Nanjing Xinjiekou Department Store Co., Ltd.) to the Company, requesting, *inter alia*, that the Company convene an EGM pursuant to Section 176 of the Companies Act 1967. Shareholders may access copies of the Requisition Notice and the proxy form by scanning the QR codes below:

Requisition Notice



Proxy Form



2. The EGM will be held physically and there will be no option for members to participate virtually.
3. Members (including investors who have used their Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) monies to buy shares in the Company (referred to as “**CPF Investors**” and “**SRS Investors**” respectively)) may participate in the EGM by:
 - (a) attending the EGM in person;
 - (b) submitting questions to cordlifeegm2024@rajahtann.com in advance of the EGM; and/or
 - (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies). CPF and SRS Investors who wish to appoint the Chairman of the EGM (and not third party proxy(ies)) as proxy are to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see paragraph 8 below for details.
4. The proxy need not be a member of the Company.
5. A member, who is not a relevant intermediary, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the EGM (or at any adjournment thereof).
6. For any member who acts as a relevant intermediary pursuant to Section 181(6) of the Companies Act 1967 who is:
 - (a) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF Investors,you are entitled to **appoint one or more proxies** to attend and vote at the EGM in his/her stead, 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 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
7. Where a member appoints more than one proxy, the member shall specify the proportion of his ordinary shares in the share capital of the Company (“**Shares**”) to be represented by each such proxy. If no proportion is specified, the Company shall treat the first named proxy as representing the entire number of Shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001) and any second named proxy as an alternate to the first named.
8. CPF/SRS Investors who hold Shares through CPF Agent Banks/SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their representative CPF Agent Banks/SRS Operators, and should contact their representative CPF Agent Banks/SRS Operators 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 CPF Agent Banks/SRS Operators to submit their votes by 9.00 a.m. on 13 May 2024.
9. The instrument appointing a proxy or proxies must be deposited at the office of the independent scrutineer, Agile 8 Solutions Pte. Ltd., 133 Cecil Street #14-01 Keck Seng Tower, Singapore 069535 by 9.00 a.m. on 21 May 2024 (being not less than 48 hours before the time appointed for holding the EGM). The Company shall treat any valid instrument appointing a proxy as a valid instrument for the member’s proxy to attend, speak and vote at the EGM (or at any adjournment thereof).

10. 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 under its common seal or under the hand of its attorney or a duly authorised officer. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument will be treated as invalid.
11. A member can appoint the Chairman of the EGM (or at any adjournment thereof) 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 (whether individual or corporate) 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 is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the Chairman of the EGM will abstain from voting in respect of that proxy.

12. As mentioned at paragraph 3 above, a member may ask questions relating to the items on the agenda of the EGM by:
 - (a) submitting questions via email to cordlifeegm2024@rajahtann.com; or
 - (b) if a member is attending the EGM in person, live at the EGM.

All questions being submitted ahead of the EGM must be submitted by no later than 9.00 a.m. on 13 May 2024.

When submitting the questions, please provide the following details, for verification purposes:

- (i) full name;
- (ii) identification/registration number;
- (iii) current address;
- (iv) contact number; and
- (v) number of Shares held.

Please also indicate the manner in which you hold Shares in the Company (e.g. via the Depository Register (maintained by The Central Depository (Pte) Limited), CPF or SRS).

The Convening Member will endeavour, and will also inform the Company, to address (i) substantial and relevant questions which are received prior to the EGM or at the EGM itself; (ii) subsequent clarifications sought, or (iii) follow-up questions, at the EGM itself. Where substantially similar questions are received, such questions will be consolidated and consequently not all questions may be individually addressed.

The Convening Member will inform the Company to, within one month after the date of the EGM, publish the minutes of the EGM on SGXNet, and the minutes will include the responses to the questions which are addressed during the EGM, if any.

13. An instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy shall be rejected. In addition, in the case of Shares entered in the Depository Register, an instrument of proxy will be rejected if the member, being the appointor, is not shown to have Shares entered against his 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. A Depositor (as defined in Section 81SF of the Securities and Futures Act 2001) shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.
14. **Important reminder.** Members are reminded to check SGXNet for any latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 Convening Member, Nanjing Xinjiekou Department Store Co., Ltd., the Company or their respective agents or service providers ("**Relevant Persons**") for the purpose of the processing and administration by the Relevant Persons of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Relevant Persons to comply with any applicable laws, listing 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 Relevant Persons, the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Relevant Persons 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 and/or the Convening Member 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 Relevant Persons for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Relevant Persons for such purpose.

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CORDLIFE GROUP LIMITED

(Incorporated in Singapore)

(Company Registration Number: 200102883E)

IMPORTANT:

1. The EGM will be held physically. Members have no option to participate virtually.
2. The Notice of EGM will be disseminated to all shareholders of Cordlife Group Limited (the "Company") by advertisement, in accordance with Article 53 of the Company's constitution. The Proxy Form will be made available to members via SGXNET. Unless otherwise defined herein, all capitalised terms used in this Proxy Form shall bear the same meanings ascribed to them in the Notice of EGM. The Company will also upload a copy of the Notice of EGM and the Proxy Form on SGXNet website.
3. A relevant intermediary may appoint more than two proxies to attend the EGM and vote (please see note 4 for the definition of "relevant intermediary").
4. For investors who have used their Central Provident Fund ("CPF") and/or Supplementary Retirement Scheme ("SRS") monies to buy shares in the Company (referred to as "CPF Investors" and "SRS Investors" respectively), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or is purported to be used by them.
5. Please read the notes to this Proxy Form.

EXTRAORDINARY GENERAL MEETING

*I/We _____ (Name) _____ (NRIC/Passport/Registration No.)

of _____ (Address)

being a *member/members of **CORDLIFE GROUP LIMITED** ("Company") hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/or

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her/them, the Chairman of the EGM as *my/our *proxy/proxies to attend, speak and to vote for *me/us on *my/our behalf at the EGM to be held at Singapore Chinese Chamber of Commerce & Industry, 47 Hill Street Singapore 179365 on 23 May 2024 at 9.00 a.m. and at any adjournment thereof. *I/We have directed *my/our *proxy/proxies to vote for, against and/or abstain from voting on the resolutions proposed at the EGM as indicated hereunder.

Note: In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

No.	Resolution	¹ No. of Votes For	¹ No. of Votes Against	¹ No. of Votes Abstaining
1.	The removal of Dr Ho Choon Hou as a director of the Company effective immediately upon conclusion of the EGM.			
2.	The removal of Yeo Hwee Tiong as a director of the Company effective immediately upon conclusion of the EGM.			
3.	The removal of Cheong Tuck Yan Titus Jim as a director of the Company effective immediately upon conclusion of the EGM.			
4.	The removal of Joseph Wong Wai Leung as a director of the Company effective immediately upon conclusion of the EGM.			
5.	The appointment of Dato' Dr Teo Tong Kooi as a director of the Company effective immediately upon conclusion of the EGM.			
6.	The appointment of Dr Xu, Tianhong as a director of the Company effective immediately upon conclusion of the EGM.			
7.	The appointment of Cai, Yong as a director of the Company effective immediately upon conclusion of the EGM.			
8.	The removal of any director(s) of the Company who may have been appointed between 13 March 2024 (being the date of the Requisition Notice (as defined in the Notice of EGM)) and the date of the EGM effective immediately upon conclusion of the EGM.			

¹ If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise some and not all of your votes "For" and "Against" the resolution and/or if you wish to abstain from voting in respect of the resolution, please indicate the number of votes "For", the number "Against" and/or the number "Abstaining" in the boxes provided for the resolution.

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)

Name**:

Title**:

For and on behalf of**:

* Delete where inapplicable

**In the case of a Corporate Shareholder, to include the details of the attorney or a duly authorised officer signing on its behalf



Notes:

1. Please insert the total number of ordinary shares in the share capital of the Company (“Shares”) held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001) (maintained by The Central Depository (Pte) Limited), you should insert that number. If you have Shares registered in your name in the register of members of the Company (maintained by or on behalf of the Company), you should insert that number. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the register of members of the Company, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by you (in both the register of members of the Company and the Depository Register).
2. A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967) may appoint not more than two proxies to attend, speak and vote on his behalf at the EGM. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the form of proxy. If no proportion is specified, the Company shall treat the first named proxy as representing the entire number of Shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named. A proxy need not be a member of the Company.
3. 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 (whether individual or corporate) 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 is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the Chairman of the EGM will abstain from voting in respect of that proxy.
4. Pursuant to Section 181 of the Companies Act 1967, any member who is a relevant intermediary is entitled to appoint one or more proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Relevant intermediary is:
 - (a) a banking corporation licensed under the Banking Act 1970 or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
 - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act 2001 and holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased on behalf of CPF Investors.
5. The instrument appointing a proxy or proxies must be deposited at the office of the independent scrutineer, Agile 8 Solutions Pte. Ltd., at 133 Cecil Street #14-01 Keck Seng Tower, Singapore 069535 by 9.00 a.m. on 21 May 2024 (being not less than 48 hours before the time appointed for holding the EGM).
6. This proxy form is not valid for use by CPF/SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. A CPF/SRS Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS Investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the EGM to submit his/her vote.
7. 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 under its common seal or under the hand of its attorney or a duly authorised officer.
8. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
9. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967.
10. An instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy shall be rejected. In addition, in the case of Shares entered in the Depository Register, an instrument of proxy will be rejected if the member, being the appointor, is not shown to have Shares entered against his 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. A Depositor (as defined in Section 81SF of the Securities and Futures Act 2001) shall not be regarded as a member of the Company entitled to attend the EGM and to vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 May 2024.