
NOTICE OF EXTRAORDINARY GENERAL MEETING

DIGILIFE TECHNOLOGIES LIMITED

(Company Registration Number: 199304568R)

(Incorporated in the Republic of Singapore)

(the “**Company**”)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of the Company will be held by way of electronic means on Tuesday, 20 December 2022 at 2:00 PM (Singapore Time), for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

*(All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular to shareholders of the Company dated 5 December 2022 (“**Circular**”).)*

ORDINARY RESOLUTION: THE ADOPTION OF THE PROPOSED SHARE BUYBACK MANDATE

That:

(a) for the purposes of the Companies Act 1967 (the “**Companies Act**”), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares (“**Share Buybacks**”) in the capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- i. an on-market Share Buyback (“**Market Share Buyback**”) transacted through the SGX-ST’s trading system; and/or
- ii. an off-market Share Buyback (“**Off-Market Share Buyback**”), otherwise than on a securities exchange, effected in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all conditions prescribed by the Listing Manual and the Companies Act,

and otherwise in accordance with the applicable provisions of the Companies Act and the Listing Manual, be and is hereby authorized and approved generally and unconditionally (the “**Share Buyback Mandate**”);

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate 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 Resolution and expiring on:

- i. the date on which the next annual general meeting of the Company (“**AGM**”) is held or required by law to be held;
- ii. the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extend mandated; or
- iii. the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the Shareholders in general meeting,

whichever is the earliest.

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(c) In this Resolution:

“Prescribed Limit” means 10% of the total number of Shares as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury Shares that may be held by the Company and Shares held by subsidiaries of the Company in accordance with the Companies Act (**“Subsidiary Holdings”**) from time to time);

“Relevant Period” means the period commencing from the date on which the resolution authorizing the Share Buyback Mandate is passed, and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“Maximum Price” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share, which shall not exceed:

- i. In the case of a Market Share Buyback, 5% above the average closing market prices of the Shares over the last 5 Market Days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day of the Market Share Buy-Back by the Company, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and
- ii. In the case of an Off-Market Share Buyback pursuant to an equal access scheme, 20% above the average of the closing market prices of the Share over the last 5 Market Days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Buyback, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and

(d) the Directors and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be prepared) as they and/or he may consider necessary or expedient to give effect to the transactions contemplated by this Resolution.

By Order of the Board
Digilife Technologies Limited

Ms. Chada Anitha Reddy
Executive Director

5 December 2022

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Explanatory Note:

The Ordinary Resolution proposed above, if passed, will empower the Directors of the Company effective 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 to be held, or the date on which the purchases or acquisition of the Shares are carried out to the full extent mandated, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting whichever is earliest, to purchase issued ordinary shares in the capital of the Company by way of on-market purchases or off-market purchases of up to ten percent (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the circular to Shareholders. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial accounts of the Company and its subsidiaries for the financial period from 1 January 2021 to 31 March 2022 are set out in greater detail in Section 2 of the Circular.

Notes:

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. Shareholders should note that the Company may be required (including at short notice) to make further changes to its EGM arrangements as the situation evolves, and Shareholders are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.

1. No attendance at EGM

Due to the current COVID-19 situation in Singapore, the EGM is being convened, and will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 released on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Members will not be able to attend the EGM in person.

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM by:

- (a) observing and/or listening to the EGM proceedings via “live” audio-and-visual webcast via their mobile phones, tablets or computers or “live” audio-only stream via telephone (Live Webcast);
- (b) submitting questions in advance of the EGM or during the EGM via an online text box; and/or
- (c) voting at the EGM (i) “live” by the Shareholders themselves via electronic means or (ii) by appointing the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy to attend and vote on their behalf at the EGM.

Details of the steps for pre-registration, submission of questions and voting at the EGM are set out in detail below.

2. Pre-Registration to attend the EGM remotely

Shareholders (including CPF and SRS investors) and, where applicable, appointed proxy(ies), who wish to vote “live” at the EGM must pre-register at the pre-registration website at <https://registration.ryt-poll.com/home/index/digilife-egm-2022> from now till 2:00 PM on 17 December 2022 to enable the Company to verify their status as Shareholders. If they wish to appoint the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) to vote on their behalf, they should submit a Proxy Form/approach their respective CPF Agent Banks or SRS Operators in accordance with paragraph (5) below.

Following the verification, authenticated persons will receive a confirmation email which will contain the instructions to access the “live” audio-and-visual webcast and a telephone number to access the “live” audio-only stream of the EGM proceedings, via the e-mail address provided during pre-registration.

Persons who do not receive the confirmation email by 2:00 PM on 19 December 2022, but have registered by 2:00 PM on 17 December 2022 deadline should contact the Company at Digilife-egm@ryt-poll.com.

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Deadline to pre-register: By 2:00 PM on 17 December 2022

Investors holding Shares through relevant intermediaries (other than CPF/SRS investors) will not be able to pre-register at <https://registration.ryt-poll.com/home/index/digilife-egm-2022> for the “live” broadcast of the EGM. Such investors who wish to participate in the “live” broadcast of the EGM should instead contact the relevant intermediary through which they hold such Shares as soon as possible, no later than 2:00 PM on 9 December 2022 (being 7 working days before the date of the EGM) in order to make the necessary arrangements for them to participate in the EGM.

3. Submission of questions

Shareholders and CPF/SRS investors will be able to ask questions at the EGM by submitting text-based questions via the “live” audio-and-visual webcast by clicking the “Ask a Question” feature and then clicking “Type Your Question” to input their queries in the questions text box. It is important for Shareholders and CPF/SRS investors to have their web-browser devices ready for asking questions during the Live Webcast.

Shareholders and CPS/SRS investors who pre-registered and are verified in accordance with paragraph (2) above are also encouraged to submit questions related to the proposed resolutions to be tabled for approval at the EGM in the following manner:

- (a) via the pre-registration website at <https://registration.ryt-poll.com/home/index/digilife-egm-2022>;
- (b) by email to Digilife-egm@ryt-poll.com;
- (c) if submitted by post, be deposited at the office of Company’s electronic EGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
- (d) during the EGM via an online text box.

Shareholders will need to identify themselves when posing questions by providing the following details:

- the Shareholder’s full name as it appears on the CDP/CPF/SRS share records;
- the Shareholder’s NRIC/Passport/UEN number;
- the Shareholder’s contact number and email address; and
- the manner in which the Shareholder holds his/her/its shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

In view of the current COVID-19 measures which may make it difficult for Shareholders to submit their questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.

Deadline to submit questions: By 2:00 PM on 13 December 2022.

The Company will endeavour to address the substantial and relevant questions received from Shareholders relating to the agenda of the EGM prior to the EGM by publishing the responses to these questions on SGXNET and the Company’s website on or before 19 December 2022. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.

The Company will adopt real-time electronic communication facilities i.e. an online text box for the Shareholders to raise questions during the EGM and get responded from the Company prior to vote casting.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on Company’s website and on SGXNET, and the minutes will include the responses to substantial and relevant questions referred to above.

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4. Voting at the EGM

Shareholders and CPF/SRS investors who wish to attend and vote electronically (in real time) at the EGM must pre-register at the pre-registration website in accordance with paragraph (2) above.

“Live” voting will be conducted during the EGM for Shareholders and CPF/SRS investors attending the LiveWebcast (and not the audio-only feed via telephone). It is important for Shareholders and CPF/SRS investors to have their web-browser devices ready for voting during the Live Webcast.

5. Voting by the appointment of Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as Proxy

A member (whether individual or corporate) who does not wish to attend and vote (in real time) at the EGM may submit a Proxy Form to appoint the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as his/her/its proxy to attend and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 2:00 PM on 9 December 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) to vote on their behalf by the cut-off date.

For the avoidance of doubt, pre-registration is not required if a shareholder only intends to appoint the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as his/her/its proxy and does not intend to attend the EGM. The Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy, need not be a Member of the Company.

The instrument appointing the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy, which can be assessed at the SGX website at the link: <https://www.sgx.com/securities/company-announcements> or the Company’s website at the link <https://digilifelimited.com/investors#news>, must be submitted to the Company in the following manner:

- (a) if electronically, be submitted via email at Digilife-egm@ryt-poll.com; or
- (b) if by post, be deposited at the office of Company’s electronic EGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903,

in either case, by no later than 2:00 PM on 17 December 2022, being seventy-two (72) hours before the time fixed for the holding of the EGM and in default the instrument of proxy shall be treated as invalid. Shareholders who wish to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Deadline to submit Proxy Form: By 2:00 PM on 17 December 2022.

Where an instrument appointing, the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting), as proxy submitted by email, it must be authorised in the following manner, failing which the instrument may be treated as invalid:

- (a) by way of the affixation of an electronic signature by the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation; or
- (b) by way of the appointor or his/her duly authorised attorney or, as the case may be, an officer or duly authorised attorney of a corporation signing the instrument under hand and submitting a scanned copy of the signed instrument by email.

A corporation which is a Shareholder may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

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The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy (including any related attachment). In addition, in the case of a member whose Shares are entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting or proxy(ies) (other than the Chairman of the Meeting) as proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

6. Completion and return of the instrument appointing the Chairman of the EGM or proxy(ies) (other than the Chairman of the Meeting) will not prevent a shareholder from attending and voting (in real time) via electronic means at the EGM if he/she/it subsequently wishes to do so, provided that in the event of such attendance by the shareholder via electronic means, the relevant instrument submitted by the shareholder shall be deemed to be revoked.
7. All documents and information relating to the business of the Meeting (including this Notice of Meeting and the instrument appointing a proxy) have been published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://digilifelimited.com/investors#news>.

Personal data privacy:

By submitting personal data to the Company (or its agents) or an instrument appointing the Chairman of the EGM or proxy(ies) (other than the Chairman of the Meeting) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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 the appointment of the Chairman of the EGM or proxy(ies) (other than the Chairman of the Meeting) as proxy 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 Company (or its agents) to comply with any Applicable Laws, listing rules, regulations and/or guidelines, and recording and transmitting images and voice recordings when broadcasting the proceedings of the EGM through a live audio-visual webcast or live audio-only stream.