

**DIGILIFE TECHNOLOGIES LIMITED**  
(Company Registration Number: 199304568R)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**MINUTES OF ANNUAL GENERAL MEETING**

<b>PLACE</b>	:	The Hive, North Bridge Road 1 North Bridge Rd, #08-08 Singapore 179094
<b>DATE</b>	:	Monday, 29 April 2024
<b>TIME</b>	:	11.00 a.m.
<b>PRESENT</b>	:	<u>Board of Directors</u> Ms. Chada Anitha Reddy – Executive Director & Chairperson Mr. Sudip Bandyopadhyay – Lead Independent and Non-Executive Director (joined via zoom video call) Mr. Rajesh Pahwa – Independent and Non-Executive Director Mr. Tay Wee Meng – Independent and Non-Executive Director Mr. Mukesh Khetan - Executive Director and Group Chief Executive Officer (“CEO”)
<b>IN ATTENDANCE</b>	:	Mr. Gurvinder Pal Singh – Chief Financial Officer (“CFO”) Ms. Ngiam May Ling – Company Secretary (“CS”) Ms. Michelle Chong – Moore Stephens LLP (“Auditor”) Ms. Chong Jia Yun – Auditor Mr. Shervyn Essex – PrimePartners Corporate Finance Pte. Ltd. (“Sponsor”) Mr. Lee Yek Cheong - Sponsor
<b>SHAREHOLDERS AND INVITEES</b>	:	As set out in the attendance records maintained by the Company
<b>CHAIRPERSON</b>	:	Ms. Chada Anitha Reddy (“Chairperson”)

**INTRODUCTION**

The Company Secretary welcomed shareholders to the Annual General Meeting of the Company (hereinafter referred to as the “AGM” or the “Meeting”) and Company Secretary introduced the Directors, the Chief Financial Officer and the Company’s Auditors and Sponsor present. Thereafter, she handed the proceedings of the Meeting to the Chairperson.

**QUORUM**

The Chairperson welcomed all present to the Meeting. As a quorum was present, the Meeting was declared open.

**NOTICE OF MEETING**

The Chairperson took the Notice of AGM issued on 12 April 2024 as read.

**APPOINTING CHAIRPERSON OF MEETING AS PROXY AND POLL VOTING**

The Chairperson informed the Meeting that she had been appointed by some shareholders as proxy and would be voting in accordance with their instructions.

She further informed the shareholders that in compliance with the listing manual of the Singapore Exchange Securities Trading Limited and Article 58(B)(a) of the Company's Constitution, the voting of all proposed resolutions will be by poll. She accordingly directed that polling be conducted using a wireless handheld device.

Kreston David Yeung PAC and Complete Corporate Services Pte. Ltd. were appointed as Scrutineer and Polling Agent respectively for the purpose of the poll.

The representative from the polling agent explained the voting procedures.

**SUBMISSION OF QUESTIONS**

The Chairperson informed the Meeting that the Company received questions from the Singapore Investors Association (Singapore) and the Company had published its responses via SGXNet on 28 April 2024 and could also be found on the Company's website. Shareholders were allowed to raise questions after the relevant resolutions have been proposed.

**BUSINESS OF AGM**

The Chairperson proceeded with the agenda of the Meeting.

**ORDINARY BUSINESS:****ORDINARY RESOLUTION 1:  
ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE  
FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE AUDITORS' REPORT  
THEREON**

Ordinary Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors' Report thereon.

The Chairperson proposed the motion to pass the following resolution:

"That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors' Report thereon be received and adopted."

The Meeting was opened to the floor for questions.

A shareholder inquired about the Company's strategies to enhance shareholder value in the upcoming years. The Chairperson responded that the Company was granted the opportunity to initiate the share buy-back exercise last year. The Chairperson further added that the Management team and the Board will be in discussion to evaluate options and once the plan is finalised and the timing is right, the Company will provide further updates accordingly.

As there were no further questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 1</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,960,692	6,959,792	99.99	900	0.01

Based on the results of the poll, the Chairperson declared Ordinary Resolution 1 carried.

**ORDINARY RESOLUTION 2(a):  
RE-ELECTION OF MR. RAJESH PAHWA AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution 2(a) was to approve the re-election of Mr. Rajesh Pahwa as a Director of the Company.

Mr. Pahwa who was retiring as a Director of the Company pursuant to Regulation 88 of the Company's Constitution, had signified his consent to continue in office.

Mr. Pahwa would, upon re-election as a Director of the Company, remain as a member of the Audit, Remuneration and Nominating Committees and would be considered independent.

The Chairperson proposed the motion to pass the following resolution:

"That Mr. Rajesh Pahwa be re-elected as a Director of the Company."

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 2(a)</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,960,692	6,959,792	99.99	900	0.01

Based on the results of the poll, the Chairperson declared Ordinary Resolution 2(a) carried.

**ORDINARY RESOLUTION 2(b):  
RE-ELECTION OF MR. TAY WEE MENG AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution 2(b) was to approve the re-election of Mr. Tay Wee Meng as a Director of the Company.

Mr. Tay who was retiring as a Director of the Company pursuant to Regulation 88 of the Company's Constitution, had signified his consent to continue in office.

Mr. Tay would, upon re-election as a Director of the Company, remain as a member of the Audit, Remuneration and Nominating Committees and would be considered independent.

The Chairperson proposed the motion to pass the following resolution:

"That Mr. Tay Wee Meng be re-elected as a Director of the Company."

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 2(b)</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,960,692	6,959,792	99.99	900	0.01

Based on the results of the poll, the Chairperson declared Ordinary Resolution 2(b) carried.

**ORDINARY RESOLUTION 2(c):  
RE-ELECTION OF MR. MUKESH KHETAN AS A DIRECTOR OF THE COMPANY**

Ordinary Resolution 2(c) was to approve the re-election of Mr. Mukesh Khetan as a Director of the Company.

Mr. Khetan who was retiring as a Director of the Company pursuant to Regulation 88 of the Company's Constitution, had signified his consent to continue in office.

Mr. Khetan would, upon re-election as a Director of the Company, remain as an Executive Director and Group Chief Executive Officer and would be considered non-independent.

The Chairperson proposed the motion to pass the following resolution:

"That Mr. Mukesh Khetan be re-elected as a Director of the Company."

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 2(c)</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,960,692	6,959,792	99.99	900	0.01

Based on the results of the poll, the Chairperson declared Ordinary Resolution 2(c) carried.

**ORDINARY RESOLUTION 2(d):  
RE-ELECTION OF MS. CHADA ANITHA REDDY AS A DIRECTOR OF THE COMPANY**

As Ordinary Resolution 2(d) dealt with the re-election of Ms. Chada Anitha Reddy, Mr. Tay took over the chair for this resolution.

Ordinary Resolution 2(d) was to approve the re-election of Ms. Chada Anitha Reddy as a Director of the Company.

Ms. Chada who was retiring as a Director of the Company pursuant to Regulation 89 of the Company's Constitution, had signified her consent to continue in office.

Ms. Chada would, upon re-election as a Director of the Company, remain as an Executive Chairperson and would be considered non-independent.

Mr. Tay proposed the motion to pass the following resolution:

"That Ms. Chada Anitha Reddy be re-elected as a Director of the Company."

The Meeting was opened to the floor for questions. As there were no questions raised, Mr. Tay put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 2(d)</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,954,002	6,952,863	99.98	1,139	0.02

Based on the results of the poll, Mr. Tay declared Ordinary Resolution 2(d) carried.

Mr. Tay handed back the chair to Ms. Chada.

**ORDINARY RESOLUTION 3:  
APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

Ordinary Resolution 3 was to approve the payment of Directors' fees for the financial year ended 31 December 2023.

The Chairperson proposed the motion to pass the following resolution:

"That the amount of S\$102,851.08 as Directors' fees for the financial year ended 31 December 2023 be approved for payment."

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 3</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,961,092	6,960,155	99.99	937	0.01

Based on the results of the poll, the Chairperson declared Ordinary Resolution 3 carried.

**ORDINARY RESOLUTION 4:  
RE-APPOINTMENT OF MOORE STEPHENS LLP AS AUDITORS OF THE COMPANY**

Ordinary Resolution 4 was to approve the re-appointment of Moore Stephens LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

Moore Stephens LLP had expressed their willingness to continue in office.

The Chairperson proposed the motion to pass the following resolution:

"That Moore Stephens LLP be re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration."

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 4</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,960,853	6,959,953	99.99	900	0.01

Based on the results of the poll, the Chairperson declared Ordinary Resolution 4 carried.

**SPECIAL BUSINESS:****ORDINARY RESOLUTION 5:****SHARE ISSUE MANDATE PURSUANT TO SECTION 161 OF COMPANIES ACT 1967 AND RULE 806(2)(A) OF CATALIST RULES**

Ordinary Resolution 5 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806(2)(a) of Catalist Rules.

The Chairperson proposed the motion to pass the following resolution:

“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.”

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 5</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,960,392	6,959,253	99.98	1,139	0.02

Based on the results of the poll, the Chairperson declared Ordinary Resolution 5 carried.

**ORDINARY RESOLUTION 6:  
AUTHORITY TO ISSUE SHARES UNDER THE 2014 EMPLOYEE STOCK OPTION PLAN**

Ordinary Resolution 6 was to authorise the Directors to issue shares under the 2014 Employee Stock Option Plan.

The Chairperson proposed the motion to pass the following resolution:

“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.”

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 6</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,961,092	6,959,916	99.98	1,176	0.02

Based on the results of the poll, the Chairperson declared Ordinary Resolution 6 carried.

**ORDINARY RESOLUTION 7:  
AUTHORITY TO ISSUE SHARES UNDER THE DIGILIFE TECHNOLOGIES PERFORMANCE SHARE PLAN 2021**

Ordinary Resolution 7 was to authorise the Directors to issue shares under the Digilife Technologies Performance Share Plan 2021.

The Chairperson proposed the motion to pass the following resolution:

“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.”

The Meeting was opened to the floor for questions. As there were no questions raised, the Chairperson put the resolution to vote by way of poll.

The poll results were tabulated as follows:

<b>Ordinary Resolution 7</b>	<b>Votes Total</b>	<b>Votes For</b>	<b>%</b>	<b>Votes Against</b>	<b>%</b>
	6,931,769	6,930,593	99.98	1,176	0.02

Based on the results of the poll, the Chairperson declared Ordinary Resolution 7 carried.

## **CONCLUSION**

There being no other business to transact, the Chairperson declared the Meeting closed at 11.20 a.m. and thanked everyone for their attendance.

## **CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

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**CHADA ANITA REDDY**  
**CHAIRPERSON**