

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held by way of electronic means on Friday, 29 July 2022 at 4.30 PM for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial period from 1 January 2021 to 31 March 2022 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to the Constitution of the Company:

Dr. Bhupendra Kumar Modi (Retiring under Regulation 89) **(Resolution 2)**
Ms. Chada Anitha Reddy (Retiring under Regulation 88) **(Resolution 3)**

[See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S\$98,750 for the financial period from 1 January 2021 to 31 March 2022. (FY2020: S\$79,000) **(Resolution 4)**
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 5)**
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 Resolution, 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 – Ordinary 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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 6)

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

That pursuant to Section 161 of the Companies Act 1967, 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, the 1999 Sevak Employees Share Option Scheme and the 1999 Sevak Employees Share Option Scheme II, 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 7)

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

That pursuant to Section 161 of the Companies Act 1967, 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, the 1999 Sevak Employees Share Option Scheme and the 1999 Sevak Employees Share Option Scheme II, 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 8)

By Order of the Board

Ngiam May Ling
Company Secretary
Digilife Technologies Limited

14 July 2022

Explanatory Notes:

- (i) Resolution 2 is for the re-election of Dr. Bhupendra Kumar Modi ("**Dr. B.K. Modi**"), a Director of the Company who retires at the Annual General Meeting. Dr. Modi will, upon re-election, remain as Executive Chairman of the Board of Directors of the Company and will be considered non-independent.

Resolution 3 is for the re-election of Ms. Chada Anitha Reddy ("**Ms. Chada**"), a Director of the Company who retires at the Annual General Meeting. Ms. Chada will, upon re-election, remain as member of the Audit Committee, Remuneration Committees and Nominating committee and will be considered non-independent.

For more information on the abovementioned Directors who are retiring at the Annual General Meeting is set out in the section entitled "Additional Information on Directors Seeking Re-Election" on pages 170 to 176 in the 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 6 is contingent on the relevant thresholds for shareholders' approval being met.

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, 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.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) 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 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, the 1999 Sevak Employees Share Option Scheme and the 1999 Sevak Employees Share Option Scheme II, 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 8, 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, the 1999 Sevak Employees Share Option Scheme and the 1999 Sevak Employees Share Option Scheme II, 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:

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 AGM 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 AGM

Due to the current COVID-19 situation in Singapore, the AGM 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 AGM in person.

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

- (a) observing and/or listening to the AGM 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 AGM or during the AGM via an online text box; and/or
- (c) voting at the AGM (i) "live" by the Shareholders themselves via electronic means or (ii) by appointing the Chairman of the Meeting as proxy to attend and vote on their behalf at the AGM.

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

2. Pre-Registration to attend the AGM remotely

Shareholders and CPF/SRS investors who wish to attend, ask questions and vote at the AGM must pre-register at the pre-registration website at <https://registration.ryt-poll.com/home/index/digilife-agm> from now till 4.30 PM on 26 July 2022 to enable the Company to verify their status as Shareholders. If they wish to appoint 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 AGM proceedings, via the e-mail address provided during pre-registration.

Persons who do not receive the confirmation email by 4.30 PM on 28 July 2022, but have registered by 4.30 PM on 26 July 2022 deadline should contact the Company at digilife-agm@ryt-poll.com.

Deadline to pre-register: By 4.30 PM on 26 July 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-agm> for the "live" broadcast of the AGM. Such investors who wish to participate in the "live" broadcast of the AGM should instead contact the relevant intermediary through which they hold such Shares as soon as possible, no later than 4.30 PM on 20 July 2022 (being 7 working days before the date of the AGM) in order to make the necessary arrangements for them to participate in the AGM.

3. Submission of questions

Shareholders and CPF/SRS investors will be able to ask questions at the AGM 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 AGM in the following manner:

- (a) via the pre-registration website at <https://registration.ryt-poll.com/home/index/digilife-agm>;
- (b) by email to digilife-agm@ryt-poll.com;
- (c) if submitted by post, be deposited at the office of Company's electronic AGM service provider, Complete Corporate Services Pte Ltd, at 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
- (d) during the AGM 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 4.30 PM on 22 July 2022.

The Company will endeavour to address the substantial and relevant questions received from Shareholders relating to the agenda of the AGM prior to the AGM by publishing the responses to these questions on SGXNET and the Company's website on or before 28 July 2022. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM 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 AGM and get responded from the Company prior to vote casting.

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

4. **Voting at the AGM**

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

"Live" voting will be conducted during the AGM 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 as Proxy**

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

Where a member (whether individual or corporate) appoints 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 as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint 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 AGM (i.e. by 4.30 PM on 20 July 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 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 AGM as his/her/its proxy and does not intend to attend the AGM. The Chairman of the Meeting, as proxy, need not be a Member of the Company.

NOTICE OF ANNUAL GENERAL MEETING

The instrument appointing 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://www.sevaklimited.com/news.html>, must be submitted to the Company in the following manner:

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

in either case, by no later than 4.30 PM on 26 July 2022, being seventy-two (72) hours before the time fixed for the holding of the AGM 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 4.30 PM on 26 July 2022.

Where an instrument appointing 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 AGM 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.

The Company shall be entitled to reject the instrument appointing 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 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 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 AGM, as certified by The Central Depository (Pte) Limited to the Company.

- 6. Completion and return of the instrument appointing the Chairman of the AGM will not prevent a shareholder from attending and voting (in real time) via electronic means at the AGM 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://www.sevaklimited.com/news.html>.

Personal data privacy:

By submitting personal data to the Company (or its agents) or an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM 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 the appointment of the Chairman of the AGM as proxy 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) 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 AGM through a live audio-visual webcast or live audio-only stream.