
NOTICE OF EXTRAORDINARY GENERAL MEETING

DIGILIFE TECHNOLOGIES LIMITED

(formerly known as Sevak Limited)
(Company Registration Number: 199304568R)
(Incorporated in Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held by way of electronic means on 4 April 2022 at 11 AM, 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 19 March 2022 (“Circular”).)

ORDINARY RESOLUTIONS:

- (1) **THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE THE PROVISION OF THE PROPOSED NEW BUSINESS;**
- (2) **THE PROPOSED ACQUISITION OF 71% OF THE ISSUED AND FULLY-PAID SHARES IN THE CAPITAL OF STRADBROKE INVESTMENTS PTE. LTD.;**
- (3) **THE PROPOSED ALLOTMENT AND ISSUANCE OF 5,500,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$1.39 FOR EACH SHARE TO THE VENDOR AS SATISFACTION OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION; AND**
- (4) **THE PROPOSED DISPOSAL BY THE COMPANY OF 90% OF ITS SHAREHOLDING INTERESTS IN SINGAPORE ELECTRIC VEHICLES PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES.**

IT IS RESOLVED:

ORDINARY RESOLUTIONS

RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE THE PROVISION OF THE PROPOSED NEW BUSINESS

THAT, contingent upon the passing of Ordinary Resolutions 2 and 3:

- (a) approval be given for the diversification by the Company and its subsidiaries of its core business to include business comprising (i) the management of Property Related Assets; (ii) holding investments in the Property Related Assets, and holding the same for long term investment for the collection of rent, capital growth potential and/or provision of property related services and facilities, where appropriate; and (iii) as part of the Proposed New Business, engaging in the trading of natural resources and/or other commodities, the trading of carbon credits (which are tradable permits or certificates which provide the holder of such credits the right to emit carbon dioxide or other greenhouse gases), providing access to digital apps and e-commerce platforms, as well as aircraft ownership, leasing and financing, particulars of which are set out in Section 2.2 of the Circular (the “**Proposed New Business**”), and any other activities related to the Proposed New Business;

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- (b) the Company be authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the Proposed New Business on such terms and conditions as the Directors deem fit, and such Directors be authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Diversification and matters contemplated by this Ordinary Resolution 1.

RESOLUTION 2: THE PROPOSED ACQUISITION OF 71% OF THE ISSUED AND FULLY-PAID SHARES IN THE CAPITAL OF STRADBROKE INVESTMENTS PTE. LTD

THAT, contingent upon the passing of Ordinary Resolutions 1 and 3:

- (a) pursuant to Chapter 10 of the Catalist Rules, approval be and is hereby given for the Proposed Acquisition on the terms and subject to the conditions set out in the Stradbroke Agreement dated 28 December 2021 entered into between the Company and the Vendor in relation to the Proposed Acquisition, particulars of which are set out in the Circular;
- (b) the Directors and each of them be and are hereby authorised to take such steps, make such amendments to the terms and conditions of the Stradbroke Agreement (provided that the amendments are not material) and exercise such discretion as they or he may from time to time deem fit, advisable, desirable, expedient or necessary in connection with all or any of the above matters; and
- (c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Acquisition and matters contemplated by this Ordinary Resolution 2.

RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF 5,500,000 NEW ORDINARY SHARES AT AN ISSUE PRICE OF S\$1.39 FOR EACH SHARE TO THE VENDOR AS SATISFACTION OF THE CONSIDERATION FOR THE PROPOSED ACQUISITION

THAT, contingent upon the passing of Ordinary Resolutions 1 and 2:

- (a) approval be given to the Directors for the purposes of Rule 805 of the Catalist Rules and Section 161 of the Companies Act to allot and issue the Consideration Shares to the Vendor at the issue price of S\$1.39 per Consideration Share in satisfaction of the Stradbroke Consideration for the Proposed Acquisition; and

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- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Consideration Shares Issue and matters contemplated by this Ordinary Resolution 3.

RESOLUTION 4: THE PROPOSED DISPOSAL BY THE COMPANY OF 90% OF ITS SHAREHOLDING INTERESTS IN SINGAPORE ELECTRIC VEHICLES PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

THAT:

- (a) approval be and is hereby given, for purposes of Chapter 10 of the Catalist Rules, for the Proposed Disposal of the SEV Sale Shares by the Company to SEV Holding Pte. Ltd., on the terms and subject to the conditions of the SEV Agreement, the principal terms of which are set out in the Circular; and
- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Disposal and matters contemplated by this Ordinary Resolution 4.

By Order of the Board

Tushar s/o Pritamlal Doshi
Independent Non-Executive Director
Digilife Technologies Limited

19 March 2022

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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 physical attendance at the 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 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 and CPF/SRS investors who wish to attend, ask questions and vote at the EGM must pre-register at the pre-registration website at <https://registration.ryt-poll.com/home/index/digilife-egm> from now till 11 AM on 1 April 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 EGM proceedings, via the e-mail address provided during pre-registration.

Persons who do not receive the confirmation email by 11 AM on 3 April 2022, but have registered by 11 AM on 1 April 2022 deadline should contact the Company at digilife-egm@ryt-poll.com.

Deadline to pre-register: By 11 AM on 1 April 2022.

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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> 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 11 AM on 28 March 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>;
- (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 11 AM on 26 March 2022.

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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 3 April 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 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.

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 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 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 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 EGM (i.e. by 11 AM on 28 March 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 (in real time) 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 EGM as his/her/its proxy and does not intend to attend the EGM. The Chairman of the Meeting, as proxy, need not be a Member of the Company.

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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 atdigilife-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 11 AM on 1 April 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 11 AM on 1 April 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 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.

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 EGM, as certified by The Central Depository (Pte) Limited to the Company.

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6. Completion and return of the instrument appointing the Chairman of the EGM 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 the Circular, 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 EGM to attend, speak and vote at the EGM 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 EGM 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.