

**DISA LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 197501110N)  
(the “**Company**”)

**MINUTES OF THE ANNUAL GENERAL MEETING (“AGM” OR “MEETING”) OF THE COMPANY**

---

**PLACE** : 2 Bukit Merah Central, Podium Block, Level 3, Room P301, Singapore 159835

**DATE** : Friday, 24 October 2025

**TIME** : 10:00 a.m.

**PRESENT** : Mr. Chng Weng Wah - Executive Chairman, Managing Director and Chief Executive Officer  
Mr. Lim Soon Hock - Lead Independent Director  
Mr. Low Yeow Boon - Non-Executive Independent Director  
Mr. George Kho Wee Hong - Non-Executive and Non-Independent Director

**IN ATTENDANCE** : As set out in the attendance list annexed hereto

**CHAIRMAN OF THE MEETING** : Mr. Chng Weng Wah

**I. OPENING**

Mr. Chng Weng Wah, Executive Chairman, Managing Director and Chief Executive Officer of the Company (the “**Chairman**”) welcomed shareholders to the AGM of the Company.

**II. CALL TO ORDER AND QUORUM**

The Chairman called the AGM to order at 10:00 a.m. and he introduced the members of the Board present at the AGM to the shareholders. The representative of the Company Secretary confirmed that a quorum was present for the AGM.

**III. NOTICE**

The Notice of the Meeting dated 9 October 2025 was taken as read.

As stated in the notice of AGM, shareholders were given the opportunity to ask questions by submitting their questions in advance of the AGM. There were no questions received from shareholders by the stipulated deadline. The Chairman informed the shareholders present that they can raise questions during the AGM.

**IV. VOTING**

The Chairman informed that all resolutions tabled at the Meeting would be voted by poll in accordance with the Rule 730A(2) of the Catalist Rules of the SGX-ST.

The Chairman informed the Meeting that some shareholders had appointed the Chairman of the Meeting as their proxy at the Meeting, and the Chairman of the Meeting would vote in accordance with the instructions of the said shareholders.

Minutes of the AGM held on 24 October 2025

He further informed that the Company had appointed Convene SG Pte. Ltd. and Complete Corporate Services Pte. Ltd. as the polling agent and scrutineer of the AGM respectively. The poll voting results would be shown after the scrutineer has verified the votes casted.

## **ORDINARY BUSINESS**

### **1. ORDINARY RESOLUTION 1 TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT, AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 TOGETHER WITH AUDITOR'S REPORT**

Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2025 and the Auditor's Report thereon.

Ms. Wong Lem Eng ("**Vivian**") proposed and Mr. Mohammad Azri Bin Razali ("**Azri**") seconded the motion to table resolution 1.

The shareholders present were asked whether they had any questions on this item.

Shareholder 1 noted that no profit had been recorded in recent years and inquired how the Company had been sustaining its operations. The Chairman acknowledged that the Company had recorded losses over the past ten years. He added that the Company had recently conducted a Rights cum Warrants Issue ("**RI**") to raise funds, which achieved approximately 70% take-up rate. The Chairman further stated that the Company believes its current projects hold considerable potential. While acknowledging that there are always risks and rewards, such investments require time before results can be realised. The Company continues to invest with the expectation that these efforts will eventually yield returns.

Mr. Lim Soon Hock ("**Mr. Lim**") commented that the Company does not hold physical inventory, which eliminates warehousing costs and related overheads. The Company's inventories are software code, which does not require physical storage space.

Shareholder 1 expressed his interest in investing in the Company but noted that, based on the Company's statement of comprehensive income, it may not be the right time to do so. The Chairman responded that he views the current expenditure as an investment to nurture and grow the business, rather than as loss-making activities.

Mr. Lim hopes that with the perseverance and hard work of the CEO, the investments will yield results in the near future.

The Chairman informed that the retailer, whom the Company has been working with since 2017 ("**Retailer**") has responded positively and will provide further announcements on the business when the program is launched.

In response to Shareholder 2's query regarding the amount of funds raised and the use of proceeds from the RI, the Chairman informed that the Company had raised approximately S\$3 million, of which about S\$1.8 million has been utilised to date, leaving an unutilised balance of approximately S\$1.2 million.

Shareholder 2 further enquired which of the three businesses and subsidiaries has the greatest potential. The Chairman responded that he would provide a presentation on the businesses, which includes business updates and further details would be provided in due course.

Minutes of the AGM held on 24 October 2025

Shareholder 2 further asked about the reduction in revenue. The Chairman explained that the impact of COVID-19 had affected many companies, including the Company. The Company has been relying on its medtech business, which typically generates lower revenue but higher margins. He also highlighted that the Group's technology business is a software-based business that does not hold inventory. He added that the Group focuses on margins than on revenue.

Shareholder 2 further asked when the warrants could be exercised. In response to Shareholder 2, the Chairman informed that the warrants can be exercised at S\$0.005 per warrant share up to the day immediately preceding the 9<sup>th</sup> month from the date of issue, which falls in March 2026 and at S\$0.010 per warrant share during the period from and including the 9<sup>th</sup> month and up to the date immediately preceding the 18<sup>th</sup> month from the date of issue, which falls in December 2026.

Shareholder 1 enquired on the operating profit of the Company. Chairman explained that the financial figures and changes in financial performance are presented in the 2025 Annual Report.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 1.

The results of Ordinary Resolution 1 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,828,342,590	3,828,302,590	100.00	40,000	0.00

Based on the above result, the Chairman declared Ordinary Resolution 1 carried.

It was **RESOLVED** as an ordinary resolution –

That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2025 together with the Auditors' Report thereon be received and adopted.

## **2. ORDINARY RESOLUTION 2 APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025**

Resolution 2 dealt with the payment of Directors' fees of S\$107,100 for the financial year ended 30 June 2025.

Ms. Koh Hwee Li ("**Helen**") proposed and Vivian seconded the motion to table resolution 2.

The shareholders present were asked whether they had any questions on this item.

As there were no questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 2.

Minutes of the AGM held on 24 October 2025

The results of Ordinary Resolution 2 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,786,222,590	3,783,222,490	99.92	3,000,100	0.08

Based on the above result, the Chairman declared Ordinary Resolution 2 carried.

It was **RESOLVED** as an ordinary resolution –

That the Directors' fees of S\$107,100 for the financial year ended 30 June 2025 be paid quarterly in arrears.

### 3. **ORDINARY RESOLUTION 3** **RE-ELECTION OF MR. CHNG WENG WAH AS A DIRECTOR**

Resolution 3 dealt with the re-election of Mr. Chng Weng Wah as the Director of the Company.

As Resolution 3 involved Mr. Chng Weng Wah's re-election, he invited Mr. Lim to chair this motion.

Mr. Lim informed that Mr. Chng who will retire by rotation as a Director of the Company pursuant to Regulation 92 of the Company's Constitution at this AGM, and being eligible, has offered himself for re-election. Mr. Chng, upon re-election as a Director of the Company, will remain as the Executive Chairman, Managing Director and Chief Executive Officer of the Company.

Azri proposed and Helen seconded the motion to table resolution 3.

As there were no questions, Mr. Lim invited shareholders to cast their votes on Ordinary Resolution 3.

The results of Ordinary Resolution 3 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,828,369,590	3,828,369,590	100.00	0	0.00

Based on the above result, Mr. Lim declared Ordinary Resolution 3 was unanimously carried.

Minutes of the AGM held on 24 October 2025

It was **RESOLVED** as an ordinary resolution –

THAT Mr. Chng Weng Wah retiring by rotation pursuant to Regulation 92 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.

It was further noted –

THAT Mr. Chng Weng Wah will upon re-appointment as a Director, remain as the Executive Chairman, Managing Director and Chief Executive Officer of the Company.

Mr. Lim handed the chair back to the Chairman.

#### 4. **ORDINARY RESOLUTION 4** **RE-ELECTION OF MR. LOW YEOW BOON AS A DIRECTOR**

Resolution 4 dealt with the re-election of Mr. Low Yeow Boon ("**Mr. Low**") as a Director of the Company.

The Chairman informed that Mr. Low who would retire by rotation as a Director of the Company pursuant to Regulation 93 of the Company's Constitution at this AGM and being eligible, he has offered himself for re-election. Mr. Low, upon re-election as a Director of the Company, would remain as the Non-Executive and Independent Director, the Chairman of the Audit and Risk Management Committee ("**ARMC**") and the Remuneration Committee ("**RC**"), and a member of the Nominating Committee ("**NC**").

Vivian proposed and Azri seconded the motion to table resolution 4.

Mr. Low provided a brief introduction of himself. He reported that he began his career as an investment banker and later established his own company to provide consultancy services to small and medium-sized enterprises ("**SMEs**"), assisting them to prepare for listing.

As there were no questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 4.

The results of Ordinary Resolution 4 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,642,151,490	3,642,111,390	100.00	40,100	0.00

Based on the above result, the Chairman declared Ordinary Resolution 4 carried.

It was **RESOLVED** as an ordinary resolution –

THAT Mr. Low Yeow Boon retiring by rotation pursuant to Regulation 93 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.

It was further noted –

Minutes of the AGM held on 24 October 2025

THAT Mr. Low Yeow Boon would remain as the Non-Executive and Independent Director, the Chairman of the ARMC and the RC, and a member of the NC.

## 5. **ORDINARY RESOLUTION 5** **RE-ELECTION OF MR. GEORGE KHO WEE HONG AS A DIRECTOR**

The Chairman informed that next motion which the next resolution pertains to the re-election of Mr. George Kho Wee Hong ("**Mr. Kho**") as Director of the Company.

The Chairman informed that Mr. Kho who would retire by rotation as a Director of the Company pursuant to Regulation 93 of the Company's Constitution at this AGM and being eligible, he has offered himself for re-election. Mr. Kho, upon re-election as a Director of the Company, would remain as the Non-Executive and Non-Independent Director, a member of ARMC, the RC and the NC.

Helen proposed and Vivian seconded the motion to table resolution 5.

Mr. Kho provided a brief introduction of himself. He began his career at a US multinational company, where he worked for thirty years, and later served as General Manager and Senior Director at TE Connectivity Singapore, focusing on driving organisational growth and delivering market-relevant solutions. Over the past ten years, he has been involved in business consultancy, assisting SMEs in their growth.

The results of Ordinary Resolution 5 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,655,482,490	3,655,482,390	100.00	100	0.00

Based on the above result, the Chairman declared Ordinary Resolution 5 carried.

It was **RESOLVED** as an ordinary resolution –

THAT Mr. George Kho Wee Hong retiring by rotation pursuant to Regulation 93 of the Constitution of the Company, be and is hereby re-elected as a Director of the Company.

It was further noted –

THAT Mr George Kho Wee Hong would remain as the Non-Executive and Non-Independent Director, and a member of ARMC, the RC and the NC.

## 6. **ORDINARY RESOLUTION 6** **RE-APPOINTMENT OF AUDITORS**

The Chairman informed that next motion was the re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and authorising the Directors of the Company to fix their remuneration.

Azri proposed and Helen seconded the motion to table resolution 6.

Minutes of the AGM held on 24 October 2025

The shareholders present were asked whether they had any questions on this item. As there were no questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 6.

The results of Ordinary Resolution 6 tabled at the Meeting, taken on a poll, were as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,825,036,390	3,824,996,290	100.00	40,100	0.00

Based on the above result, the Chairman declared Ordinary Resolution 6 carried.

It was **RESOLVED** as an ordinary resolution –

That Messrs Baker Tilly TFW LLP be and are hereby appointed as the Independent Auditors of the Company until the conclusion of the next annual general meeting, and the Directors be and are hereby authorised to fix their remuneration.

## 7. ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business was received by the Company, the Meeting proceeded to deal with the special business of the Meeting.

## SPECIAL BUSINESS

### 8. ORDINARY RESOLUTION 7 AUTHORITY TO ALLOT AND ISSUE SHARES AND/OR OTHER INSTRUMENTS

The Chairman informed that Resolution 7 was to seek shareholders' approval to empower the Directors to allot and issue shares in the capital of the Company and to make or grant new instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments.

Vivian proposed and Azri seconded the motion to table resolution 7.

Shareholder 1 sought clarification on this resolution and suggested that the focus should be on increasing the share price rather than issuing new shares. The Chairman acknowledged the suggestion and explained that the mandate is sought to provide the Company with flexibility to issue shares when additional funds are required for growth or when suitable opportunities arise. He further added that the mandate may not necessarily be utilised and, if it is, the Directors will act in the best interests of the Company.

Mr. Lim pointed out that for the share price to increase, the Company must first improve its financial performance and achieve profitability. He emphasised that the Directors will not and cannot engage in market manipulation of the share price, as it is illegal. In other words, the share price must be left to market forces.

Minutes of the AGM held on 24 October 2025

Shareholder 3 sought clarification on the rationale for the proposed resolution and suggested that the Company focus on its turnaround. Mr. Lim pointed out that it is common practice for companies to obtain such mandates, as maintaining flexibility is essential.

Mr. Low explained that the mandate is sought to enable the Company to act promptly on opportunities, such as acquisitions or negotiations with vendors, some of whom may require cash and/or shares as consideration. He noted that, without such mandate, it may usually take weeks to obtain through a general meeting, the Company could miss such opportunities. He added that, for this reason, the mandate is considered important.

The shareholders present were asked whether they had any questions on this item. As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 7.

The result of Ordinary Resolution 7 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,827,773,590	3,824,733,490	99.92	3,040,100	0.08

Based on the above result, the Chairman declared Ordinary Resolution 7 carried.

It was **RESOLVED** as an ordinary resolution –

That pursuant to Section 161 of the Companies Act, 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (A) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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 adjustment to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (B) (notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Ordinary Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Ordinary Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 100% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (b) below), of which the aggregate number of Shares to be issued

Minutes of the AGM held on 24 October 2025

other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

- (b) (subject to such manner of 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 (a) above, the percentage of the total issued Shares shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of 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 exercise of share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (b)(i) and (b)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution;

- (c) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution for the time being; and
- (d) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Ordinary Resolution shall continue in force (i) 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 and the Catalist Rules to be held, whichever is the earlier; or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution, until the issuance of such Shares in accordance with the terms of the Instruments.

**9. ORDINARY RESOLUTION 8  
AUTHORITY TO ISSUE SHARES UNDER THE DISA EMPLOYEE SHARE OPTION  
SCHEME 2010, DISA EMPLOYEE SHARE OPTION SCHEME 2021 (THE "DISA ESOS  
2010 AND 2021") AND DISA PERFORMANCE SHARES SCHEME (THE "DISA PS  
SCHEME")**

The Chairman informed that Resolution 8 was to seek shareholders' approval to authorise the Directors to allot and issue shares to the Company's employees in accordance with the provisions of DISA Employee Share Option Scheme 2010 and 2021 and DISA PS Scheme provided always that the aggregate number of shares to be issued and issuable pursuant to the schemes shall not exceed 15% of the Company's issued shares excluding treasury shares and subsidiary holdings of the Company on the day preceding the relevant date of the grant of option or awards.

Helen proposed and Vivian seconded the motion to table resolution 8.

The shareholders present were asked whether they had any questions on this item.

Minutes of the AGM held on 24 October 2025

Shareholder 1 enquired on the vesting period and the number of times new shares were issued under DISA ESOS 2010 and 2021 in FY2025, Ms. Wong Ah Kiow ("**Ms. Wong**"), the Chief Financial Officer of the Company, responded that the vesting period is ten years and new shares were issued once pursuant to the exercise of options during FY2025. The Chairman added that this provides a sufficient runway for employees to strive and be rewarded if the share price rises.

Shareholder 1 asked if the options were offered based on performance. In response, Mr. Chng confirmed that they were indeed performance-based.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 8.

The result of Ordinary Resolution 8 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,828,369,590	3,825,302,490	99.92	3,067,100	0.08

Based on the above result, the Chairman declared Ordinary Resolution 8 carried.

It was **RESOLVED** as an ordinary resolution –

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to offer and grant share options and share awards in accordance with the provisions of the DISA ESOS 2021 and DISA PS Scheme and to allot and 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 exercise of options under the DISA ESOS 2010 and 2021, and the vesting of share awards under the DISA PS Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of new Shares to be allotted and issued pursuant to the DISA ESOS 2010 and 2021 and DISA PS Scheme and any other share schemes implemented or to be implemented by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, continue to be 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 and the Catalist Rules to be held, whichever is earlier.

#### **10. ORDINARY RESOLUTION 9 THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE**

The Chairman informed that agenda 9 is to seek shareholders' approval for the proposed renewal of the Share Purchase Mandate to allow the Company to purchase its issued ordinary shares in the capital of the Company. The Share Purchase Mandate would authorise the purchases or acquisitions of shares up to 10% limit during the period. Shareholders should note that purchases or acquisitions of shares pursuant to the Share Purchase

Minutes of the AGM held on 24 October 2025

Mandate will be made only as and when the Directors consider it to be in the best interests of the Company and its Shareholders.

Azri proposed and Helen seconded the motion to table resolution 9.

The shareholders present were asked whether they had any questions on this item.

In response to Shareholder 1's question on whether the share purchase mandate would increase the Company's share price, Mr. Low opined that the Company would focus on improving financial results to attract investors and emphasised that the Directors cannot influence the share price, noting that the Board upholds corporate governance.

Mr. Lim added that this is a standard provision and that, for now, the Company has no plan for a share buy-back.

As there were no further questions, the Chairman invited shareholders to cast their votes on Ordinary Resolution 9.

The result of Ordinary Resolution 9 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
3,933,873,590	3,930,846,590	99.92	3,027,000	0.08

Based on the above result, the Chairman declared Ordinary Resolution 9 carried.

It was **RESOLVED** as an ordinary resolution –

That

- (a) That for the purposes of Sections 76C and 76E of the Companies Act, the Directors of the Company be and are hereby authorised to purchase or otherwise acquire from time to time issued ordinary shares in the capital of the Company (whether by way of market purchases or off-market purchases on an equal access scheme) of up to a maximum of 10% of the issued ordinary share capital of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Ordinary Resolution at any price which the Directors may determine at their discretion, up to but not exceeding the Maximum Price (defined below), and such purchases and acquisitions of the Shares may be effected by way of:
- an on-market share acquisition ("**Market Purchase**") transacted on the SGX-ST through the ready market trading system, through one or more duly licensed stockbrokers or dealers appointed by the Company for such purpose; and/or
  - an off-market share acquisition ("**Off-Market Purchase**") pursuant to an equal access scheme(s) available to all shareholders, as may be determined or formulated by the Directors in their discretion, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise be in accordance with all other laws and regulations and rules of the SGX-ST ("**Share Purchase Mandate**");

Minutes of the AGM held on 24 October 2025

- (b) the authority conferred on the Directors pursuant to the Share Purchase Mandate, unless revoked or varied by the Company in a general meeting, 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 Ordinary Resolution and expiring on the earliest of:
  - (i) the date on which the next AGM of the Company is held;
  - (ii) the date by which the next AGM of the Company is required by law to be held; and
  - (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) in this Ordinary Resolution, the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Shares will be determined by the Directors for the purposes to effect the purchase or acquisition of Shares. The purchase price to be paid for the Shares pursuant to the Share Purchase Mandate (both Market Purchases and Off-Market Purchases), excluding related expenses of the purchase or acquisition must not exceed ("**Maximum Price**", in each case below):
  - (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an Off-Market Purchase, 110% of the Average Closing Price of the Shares

For the above purposes:

**"Average Closing Price"** means the average of the last dealt prices of a Share for the 5 consecutive Market Days (as defined in the Letter to Shareholders dated 9 October 2025) on which the Shares are transacted on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (pursuant to an Off-Market Purchase), and deemed to be adjusted, in accordance with the Catalist Rules for any corporate action which occurs during the relevant 5-day period and the day of the Share Purchase; and

**"date of the making of the offer"** means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and each of them be authorised, empowered to complete and do and execute all such things and acts as they or he may think necessary or expedient to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

**11. ORDINARY RESOLUTION 10  
THE PROPOSED RENEWAL OF GENERAL MANDATE FOR INTERESTED PERSON  
TRANSACTIONS WITH DIGITAL LIFE LINE PTE. LTD.**

The Chairman informed that agenda 10 is to seek shareholders' approval on the Proposed Renewal of the General Mandate for Interested Person Transactions with Digital Life Line Pte. Ltd. ("**DLL**") ("**General Mandate I**").

Vivian proposed and Azri seconded the motion to table resolution 10.

Minutes of the AGM held on 24 October 2025

The shareholders present were asked whether they had any questions on this item. As there were no questions, the Chairman invited shareholders to cast their votes on the resolution.

The result of Ordinary Resolution 10 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,561,544,300	1,558,544,300	99.81	3,000,000	0.19

Based on the above result, the Chairman declared Ordinary Resolution 10 carried.

It was **RESOLVED** as an ordinary resolution –

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the renewal of the general mandate for the interested person transactions (“**IPT General Mandate I**”) as described in the letter to shareholders dated 9 October 2025 (the “**Letter**”) for the EAR Group I (as defined in the Letter) or any of the entities in the EAR Group I, to enter into any transaction falling within the categories of the Mandated Transactions I (as defined in the Letter) set out under IPT General Mandate I, provided that such transactions are made on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, and in accordance with the review procedures for such interested person transactions as set out in the Letter;
- (b) the approval given for the IPT General Mandate I shall, unless revoked or varied by the Company in 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 the earlier date; and
- (c) the Directors of the Company and/or any of them be and is hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the IPT General Mandate I as they and/or any of them may deem fit.

## 12. **ORDINARY RESOLUTION 11** **THE PROPOSED RENEWAL OF GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS WITH FA SYSTEMS AUTOMATION (S) PTE. LTD.**

The Chairman informed that the last agenda is to seek shareholders’ approval on the Proposed Renewal of the General Mandate for Interested Person Transactions with FA Systems Automation (S) Pte. Ltd. (“**FA**”) (“**General Mandate II**”).

Helen proposed and Vivian seconded the motion to table resolution 11.

The Chairman explained that, as he owns shares in FA, which builds automated Visual Equity machines for DLL, the Company is seeking the mandate to allow transactions falls within the General Mandate II.

Minutes of the AGM held on 24 October 2025

The shareholders present were asked whether they had any questions on this item. As there were no questions, the Chairman invited shareholders to cast their votes on the resolution.

The result of Ordinary Resolution 11 tabled at the Meeting, taken on a poll, was as follows:

Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
1,561,540,400	1,558,540,300	99.81	3,000,100	0.19

Based on the above result, the Chairman declared Ordinary Resolution 11 carried.

It was **RESOLVED** as an ordinary resolution –

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the renewal of the general mandate for the interested person transactions (“**IPT General Mandate II**”) as described in the Letter for the EAR Group II (as defined in the Letter) or any of the entities in the EAR Group II, to enter into any transaction falling within the categories of the Mandated Transactions II (as defined in the Letter) set out under IPT General Mandate II, provided that such transactions are made on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders, and in accordance with the review procedures for such interested person transactions as set out in the Letter;
- (b) the approval given for the IPT General Mandate II shall, unless revoked or varied by the Company in 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 the earlier date; and
- (c) the Directors of the Company and/or any of them be and is hereby authorised to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all deeds and things as may be necessary, expedient, incidental or in the interests of the Company to give effect to the IPT General Mandate II as they and/or any of them may deem fit.

## **V. PRESENTATION BY THE EXECUTIVE CHAIRMAN, MANAGING DIRECTOR AND CHIEF EXECUTIVE OFFICER**

The Chairman presented the business operations of the Company to the shareholders. The presentation slides had been released on SGXNet on 24 October 2025 and a copy of the presentation slides is annexed to these minutes as “**Annexure A**”.

Shareholder 4 expressed concern that the Company had changed the Company’s name and business activities, and sought clarification on how the Board intended to maintain shareholders’ confidence. The Chairman thanked the shareholder for the feedback and explained that changes in business directions are inevitable, as the Company must adapt its business focus to areas that are profitable.

Minutes of the AGM held on 24 October 2025

Mr. Lim further added that the Board has been working hard to build the Company, and shared that his personal goal is to assist SMEs in achieving realistic and attainable objectives in the near future.

The Chairman highlighted to shareholders that the total fraudulent return in the US amount to approximately US\$103 billion, representing a significant potential business opportunity for the Group. He added that, for a small company like DISA, pursuing such a large, competitive and complex opportunity is especially challenging. The Chairman expressed his belief in Shared Savings Program (“SSP”) and hope that all shareholders will ultimately benefit from it.

Mr. Kho mentioned that the Company views the “problem” as an “opportunity.” He noted that while the US market generally has a “no-questions-asked” return policy, in Asia, a receipt is typically required to return goods. With the implementation of SSP, the Company will be able to get a portion from retailers’ savings through the prevention of fraudulent returns.

Shareholder 5 enquired about the investment cost required to implement the SSP and whether there is any projection. Mr. Kho responded that the infrastructure has already been built and emphasised that the Company is investing in the future. With SSP, the Company is repositioning it in a different manner to provide broader benefits to the retailers.

The Chairman added that a robust platform has been built since 2017, covering the entire US through 5,000 partner stores, all of which are connected via API (Application Programming Interface) to the Company’s server. He pointed out that the major capital expenditures (“CAPEX”) have already been completed, and current spending is primarily the operating expenditure, which is lower than CAPEX. As a result, additional revenue generated now contributes directly to the profits.

Shareholder 6 enquired about the Company’s objectives, the expected timeframe for returns, and how profits would be generated from the SSP. The Chairman explained that, in the US retail industry, customers are often able to return items without a receipt, even if the items were not originally purchased from that store. Under the SSP, retailers incur a fee only when a fraudulent return is successfully prevented. This means, the proposed business model does not negatively impact the retailers as payment is made solely based on actual savings achieving from preventing fraudulent returns. In essence, the business model operates on a “no pay, no cure” basis, every dollar of fraudulent return prevented by the Company’s Single-Scan-Serialization (“3S”) solution entitles the Company to a share of the savings.

Shareholder 6 further asked whether the Company faced any competition.

The Chairman responded that there is a company in the US currently offers a similar solution to the Retailer. However, its system requires items to be scanned twice, resulting in operational inefficiency. Due to this drawback, the Company has been able to roll out its 3S solution in the Retailer’s stores since 2017. The Board will provide further updates on the SSP when appropriate.

Shareholder 1 enquired whether the Mobile Imaging Device for the Anterior Segment has been launched in the market. The Chairman informed that the device is currently undergoing clinical studies at one of the major public hospitals in Singapore. The Company aims to obtain Class B approval from the Health Sciences Authority of Singapore in the first half of 2026.

## **VI. CONCLUSION**

The shareholders present were asked whether they had any questions on the presentation. As there were no questions and no other business, the Chairman declared the AGM closed. The Chairman thanked those present for their attendance at the AGM.

**DISA LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No. 197501110N)

Page 16

Minutes of the AGM held on 24 October 2025

Confirmed as a true record of the proceedings of  
The Annual General Meeting of the Company

Signed

---

Mr. Chng Weng Wah  
Chairman of the Meeting  
Date: 21 November 2025

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms. Lee Khai Yinn (Registered Professional, SAC Capital Private Limited)*

*Address: 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*

*Telephone number: +65 6232 3210*