

# DISA LIMITED

(Company Registration Number: 197501110N)  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**Meeting**”) of DISA LIMITED (“**Company**” and together with its subsidiaries, “**Group**”) will be held by way of electronic means (of which there will be a live streaming) ) on 28 October 2021 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the 45th Annual General Meeting of the Company to be held by way of electronic means at 10.30 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without amendments, the resolutions as set out below (“**Notice**”).

*All capitalised used in this notice which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 12 October 2021 to shareholders of the Company.*

### **ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE DISA EMPLOYEE SHARE OPTION SCHEME 2021**

RESOLVED THAT:

- (a) the share option scheme to be known as the “DISA Employee Share Option Scheme 2021” (“**Scheme**”), particulars of which are set out in the Circular, under which options (“**Options**”) to subscribe for ordinary shares (“**Shares**”) in the capital of the Company will be granted to selected Employees, Directors (including Non-Executive Directors) and directors of the Company’s subsidiaries and Controlling Shareholders and/or their Associates be approved;
- (b) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish and administer the Scheme;
  - (ii) to modify and/or amend the Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Scheme and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme;
  - (iii) to offer and grant Options in accordance with the provisions of the Scheme and pursuant to Section 161 of the Companies Act to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of Options provided that the aggregate number of Shares available pursuant to the Scheme and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any treasury shares) from time to time; and
  - (iv) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

### **ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS AT A DISCOUNT UNDER THE SCHEME**

RESOLVED THAT:

Subject to and contingent upon the passing of Ordinary Resolution 1 being approved, approval be and is given for:

- (a) the maximum discount that may be given under the Scheme to be up to 20% of the Market Price for the Shares at the time of the grant of the Option; and
- (b) the Directors to be authorised to offer Options at a maximum discount of up to 20% of the Market Price for the Shares at the time of the grant of the Option.

**ORDINARY RESOLUTION 3: THE PROPOSED PARTICIPATION OF CONTROLLING SHAREHOLDERS AND THEIR ASSOCIATES IN THE SCHEME**

RESOLVED THAT:

Subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Controlling Shareholders and their Associates in the proposed Scheme and in accordance with the rules thereof be and is hereby approved.

By Order of the Board

**Chng Weng Wah**

Managing Director and Chief Executive Officer  
12 October 2021

## MEASURES TO MINIMISE RISK OF COMMUNITY SPREAD OF COVID-19

### Alternative arrangements to hold general meetings

1. The COVID-19 (Temporary Measures) Act that was passed by Parliament 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 issued by the Minister of Law on 13 April 2020 (as amended from time to time) provide legal certainty such that issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution) ("**Meeting Orders**"). An updated joint statement was issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on 1 October 2020 to include the latest requirements of the Alternative Arrangements Order, regarding providing additional guidance on the conduct of general meetings during elevated safe distancing period.
2. The EGM of the Company will be held by way of electronic means and members will NOT be allowed to attend the EGM in person. This Notice and Proxy Form will be available to members by electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://disa.sg/investors.html>.
3. Alternative arrangements are instead put in place to allow members to participate in the EGM by: (a) observing and listening to the EGM proceedings via a live streaming ("**Live Webcast**"). Members who wish to participate as such will have to pre-register in the manner outlined in paragraphs 4 to 9 below; (b) voting by proxy at the EGM in the manner outlined in paragraphs 10 to 19 below; and (c) submitting questions prior to the date of the EGM in the manner outlined in paragraphs 20 to 23 below.

### Participate in the EGM via Live Webcast

4. All members or their corporate representatives (in the case of corporate members) will be able to observe and listen to the EGM proceedings through a Live Webcast via their mobile phones, tablets or computers upon pre-registration. In order to do so, member must pre-register with the Company by 11.30 a.m. on 25 October 2021 ("**Registration Deadline**"), at the URL: <https://conveneagm.com/sg/disalimited2021> ("**DISA EGM Website**"), to create an account. Corporate members must also submit the Corporate Representative Certificate to the Company's Share Registrar at the following email address: [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia).
5. Following the authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status and will be able to access the Live Webcast using the account created.
6. Members who have pre-registered by the Registration Deadline but do not receive the aforementioned email by 11.30 a.m. on 27 October 2021 should contact the Company's Share Registrar at the following email address: [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), with the following details included:
  - (a) the member's full name; and
  - (b) his/her/its identification/registration number.
7. Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast.
8. Members are reminded that the EGM proceedings are private. Instructions on access to the Live Webcast should therefore not be shared with anyone who is not a member of the Company or otherwise not authorised to attend the EGM. Recording of the Live Webcast in whatever form is also strictly prohibited.
9. Members will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in advance.

## **Voting by proxy**

10. The only way for members to exercise their voting rights at the EGM is via proxy voting. Members would have to submit the attached proxy form to the Company in accordance with the instructions set out in such proxy form and appoint “Chairman of the Meeting” as their proxy. All votes in the EGM will be taken on a poll.
11. Members (whether individuals or corporates) appointing the “Chairman of the Meeting” as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment and votes will be treated as invalid.
12. The Proxy Form must be submitted through any one of the following means: (a) via the DISA EGM Website; (b) by depositing a physical copy at the registered office of the Company’s share registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by sending a scanned PDF copy by email to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia), in each case, no later than 11.30 a.m. on 25 October 2021, and failing which, the Proxy Form will not be treated as valid.
13. In the case of submission of the Proxy Form other than via the DISA EGM Website, a member who wishes 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.
14. In view of the current COVID-19 pandemic situation and the related safe distancing measures, members are strongly encouraged to submit completed proxy forms electronically.
15. In the case of submission of the Proxy Form other than via the DISA EGM Website, the Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
16. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the EGM, in accordance with Section 179 of the Companies Act 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.
17. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
18. In the case of a member of the Company whose shares are entered against his/her name in the Depository Register, the Company may reject any Proxy Form if the member, being the appointor, is not shown to have shares entered against his/her 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.
19. Members who hold their shares through relevant intermediaries and who wish to exercise their votes by appointing the “Chairman of the Meeting” as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Approved Banks) to submit their voting instructions by 5.00 p.m. on 18 October 2021.

## **Submission of questions prior to EGM**

20. Members will not be able to ask questions during the Live Webcast, therefore it is important for members to register and submit their questions in advance of the EGM. A member of the Company may submit questions relating to the resolutions to be tabled for approval at the EGM or the Company’s businesses and operations. The Company will endeavour to address questions which are substantial and relevant

(as may be determined by the Company in its sole discretion) received from members prior to or during the EGM.

21. To do so, all questions must be submitted no later than 11.30 a.m. on 21 October 2021 through any one of the following means: (a) via the DISA EGM Website; or (b) in physical copy by depositing the same at the registered office of the Company's Share Registrar at 30 Cecil Street #19-08 Prudential Tower Singapore 049712; or (c) by email to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia).
22. If the questions are deposited in physical copy at the Company's Share Registrar office or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/registration number for verification purposes, failing which the submission will be treated as invalid.
23. The Company will publish the minutes of the EGM on SGXNet and the Company's website within one (1) month after the date of EGM, including responses from the Board and Management in relation to substantial and relevant questions from Members relating to the resolutions to be tabled for approval at the EGM.

#### **Important Notice:**

Due to the evolving COVID-19 pandemic situation in Singapore, the Company may change the EGM arrangements at short notice to comply with precautionary measures recommended and imposed by the authorities from time to time. The Company will announce any changes to the holdings or conduct of the EGM via the SGXNet. Members are advised to check the SGXNet regularly for updates on the EGM.

The Company would like to thank all members for their patience and co-operation in enabling the Company to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic situation.

#### **PERSONAL DATA PRIVACY**

By (a) submitting details for the registration to observe the proceedings of the EGM via the Live Webcast in accordance with paragraphs 4 to 9 of section "Measures to Minimize Risk of Community Spread of COVID-19" (the "COVID-19 Notice") above, or (b) submitting an instrument appointing the "Chairman of the Meeting" as proxy to vote at the EGM and/or any adjournment thereof in accordance with paragraphs 10 to 19 of the COVID-19 Notice, or (c) submitting any question prior to the EGM in accordance with paragraphs 20 to 23 of the COVID-19 Notice above, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the "Chairman of the Meeting" as proxy for the EGM (including any adjournment thereof);
- (ii) processing the pre-registration forms for purposes of granting access to members (or their corporate representatives in the case of members who are corporate entities) to view the live streaming of the EGM proceedings and providing viewers with any technical assistance where necessary;
- (iii) addressing selected questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited ("Sponsor"). This notice*

*has not been examined or approved by the Singapore Exchange Securities Trading Limited (“SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The contact person for the Sponsor is Mr. Ong Hwee Li (Registered Professional, SAC Capital Private Limited).  
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