



## CORLIFE GROUP LIMITED

(Registration Number: 200102883E)

(Incorporated in the Republic of Singapore on 2 May 2001)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Cordlife Group Limited (the "Company") will be held at Ngee Ann Kongsi Auditorium @ School of Accountancy, Singapore Management University, 60 Stamford Road, Level 2, Singapore 178900 on Friday, 19 October 2012 at 10.00 a.m. for the following purposes:

#### Ordinary Business

- To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 30 June 2012 together with the Auditors' Report thereon. **(Resolution 1)**
  - To re-elect the following Directors retiring pursuant to Article 94 of the Company's Articles of Association:  
(a) Mr Yee Pinh Jeremy **(Resolution 2)**  
(b) Mr Ho Sheng **(Resolution 3)**  
(Mr Ho Sheng will, upon his re-election as a Director of the Company, remain as Chairman of the Nominating Committee and Member of the Audit Committee. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited)
  - To approve the payment of a special final tax exempt (1-tier) dividend of 1.8 cents per ordinary share for the financial year ended 30 June 2012. **(Resolution 4)**
  - To approve the payment of Directors' fee of S\$300,000.00 for the financial year ending 30 June 2013, payable quarterly in arrears (2012 : S\$280,000.00) **(Resolution 5)**
  - To re-appoint Messrs Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### Special Business

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

##### Ordinary Resolution: Authority to allot and issue shares

"That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

- issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- 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 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
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the Company's total number of issued shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below). Unless prior shareholder approval is required under the Listing Manual of the SGX-ST, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
- (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 (1) above, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this 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 are outstanding or subsisting at the time this Resolution is passed; and
  - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 the earlier." **(Resolution 7)**

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without any modifications:

##### Ordinary Resolution: To grant approval for the adoption of the Share Purchase Mandate

"That:

- for the purposes of the Companies Act (Chapter 50 of Singapore) (the "Companies Act"), the exercise by the directors of the Company (the "Directors") of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares ("Shares") in the share capital of the Company not exceeding in the aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - market purchases or acquisitions of Shares (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
  - off-market purchases or acquisitions of Shares (each an "Off-Market Purchase") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate 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 Resolution and expiring on the earliest of:
  - the date on which the next annual general meeting ("AGM") of the Company is held or required by law to be held;
  - the date on which the Share purchases or acquisitions by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting;

- in this Resolution:

"Average Closing Market Price" means the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period;

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for securities trading;

"Maximum Limit" means that number of Shares representing 5% of the total number of issued Shares (excluding any Shares which are held as treasury shares) ascertained as at the date of the last AGM or at the date of the general meeting at which the Share Purchase Mandate is approved, whichever is the higher, unless the Company has effected a reduction in the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered;

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Market Price of the Shares; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 105% of the Average Closing Market Price of the Shares; and

"Relevant Period" means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date the resolution relating to the Share Purchase Mandate is passed; and

- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution." **(Resolution 8)**

#### By Order of the Board

Ang Siew Koon  
Low Siew Tian  
Company Secretaries

Singapore,  
04 October 2012

#### Explanatory Notes:

- Ordinary Resolution 7** proposed in item 7 above, if passed, will authorise and empower the Directors of the Company from the date of this Annual General Meeting until the next Annual General Meeting to issue shares and/or convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares excluding treasury shares of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- Ordinary Resolution 8**, if passed, will empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) issued and fully paid ordinary Shares in the capital of the Company on terms of the Share Purchase Mandate set out in the letter to shareholders of the Company dated 4 October 2012. The authority conferred by Resolution 8 will continue in force until the earliest of:
  - the date on which the next AGM of the Company is held or required by law to be held;
  - the date on which the Share purchases or acquisitions by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting.The Company intends to use internal sources of funds to finance purchases or acquisitions of Shares pursuant to the Share Purchase Mandate. The Directors do not propose to carry out purchases pursuant to the Share Purchase Mandate to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position (including working capital and gearing) of the Company and/or affect the listing status of the Company on the SGX-ST. The amount of financing required for the Company to purchase or acquire its Shares and the impact on the Company's financial position cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, whether the Shares are purchased out of capital or profits of the Company, the price paid for such Shares, the aggregate number of Shares purchased or acquired and whether the Shares purchased are held in treasury or cancelled. An illustration of the financial impact of the Share purchases by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Company and its subsidiaries for the financial year ended 30 June 2012 is set out in the letter dated 4 October 2012 to the shareholders of the Company. Shareholders should note that the financial effects set out therein are purely for illustrative purposes only.

#### Books Closure Date and Payment Date for Final Dividend

Subject to the approval of the shareholders to this Annual General Meeting, the Register of Members and the Transfer Books of the Company will be closed on 30 October 2012 ("Book Closure Date") for the purpose of determining members' entitlement to the special final dividend ("Dividend").

Duly completed registrable transfers received by the Company's Share Registrar Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00 Singapore 068898 up to 5.00pm on 29 October 2012 ("Entitlement Date") will be registered to determine members' entitlements to the Dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00pm on the Entitlement Date will be entitled to the Dividend.

The special final dividend, if approved by the shareholders at the Annual General Meeting, will be paid on 14 November 2012.

#### NOTES:

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the appointment of his/her shareholding to be represented by each proxy.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or by his/her specific attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #02-00 Singapore 068898 not less than forty-eight hours (48) before the time for holding the Annual General Meeting.

The initial public offering of Cordlife Group Limited's shares was sponsored by PrimePartners Corporate Finance Pte. Ltd..

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "EGM") of Cordlife Group Limited (the "Company") will be held at Ngee Ann Kongsi Auditorium @ School of Accountancy, Singapore Management University, 60 Stamford Road, Level 2, Singapore 178900 on Friday, 19 October 2012 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the upcoming Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions.

All references to the Circular in this Notice of Extraordinary General Meeting shall mean the Company's Circular to Shareholders dated 4 October 2012 (the "Circular"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.

#### ORDINARY RESOLUTION (1) – THE ACQUISITION

**THAT** subject to and conditional upon Ordinary Resolution (2) being passed, pursuant to Chapter 10 of the Listing Manual, approval be and is hereby given for:

- the Acquisition of the Sale Shares on the terms and subject to the conditions set out in the Share Purchase Agreement, the principal terms of which are set out in the Circular; and
- the Directors or any of them to complete and do all such acts and things (including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them may consider necessary, desirable or expedient to give effect to the Acquisition and this Ordinary Resolution (1).

#### ORDINARY RESOLUTION (2) – THE DISPOSAL

**THAT** subject to and conditional upon Ordinary Resolution (1) being passed, pursuant to Chapter 10 of the Listing Manual, approval be and is hereby given for:

- the Disposal of the Repurchased Shares on the terms and subject to the conditions set out in the Shares Repurchase Agreement, the principal terms of which are set out in the Circular; and
- the Directors or any of them to complete and do all such acts and things (including without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them may consider necessary, desirable or expedient to give effect to the Disposal and this Ordinary Resolution (2).

#### By Order of the Board

Ang Siew Koon  
Low Siew Tian  
Company Secretaries

4 October 2012

#### Notes:

- A Shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
- A Shareholder that is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
- A proxy need not be a Shareholder.
- The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time of the EGM.

The initial public offering of Cordlife Group Limited's shares was sponsored by PrimePartners Corporate Finance Pte. Ltd..