

CORDLIFE GROUP LIMITED
("the Company" or "CGL")
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200102883E)

Minutes of the Annual General Meeting of the Company

Date and Time : 12 June 2020, Friday at 10.00 a.m.

Mode of Meeting : Held by electronic means (via live webcast and live audio feed)

Present : Please refer to the Attendance List (enclosed in this set of minutes)

On behalf of the Board of Directors of the Company ("**Board**"), Dr Goh Jin Hian ("**Dr Goh**" or "**Chairman**"), the Chairman of the Board of Directors of the Company, presided over the Annual General Meeting ("**AGM**" or "**Meeting**") and thanked everyone for their participation in the Meeting held by way of electronic means.

Chairman reminded the shareholders of the Company ("**Shareholders**") that the Meeting was a private event strictly for the Shareholders, the Board, and the invitees (including the key management personnel, external auditors from KPMG LLP, Singapore, solicitors to the Company from Wong Partnership LLP, and representatives from the share registrar). Hence, recording of the Meeting by Shareholders in whatever form was strictly prohibited. Chairman also sought the Shareholders' understanding in the event of technical disruptions during the "live" webcast and audio transmission.

Chairman proceeded to introduce the members of the Board. It was noted that Ms Tan Poh Lan ("Ms Tan"), Executive Director and Group CEO of the Company, and Mr Choo Boon Yong ("Mr Choo"), Group CFO of the Company, were present with the Chairman at the Meeting venue. The rest of the members of the Board, with the exception of Mr Fong Chi Wah, attended the Meeting via the "live" webcast.

Chairman informed the Meeting that Mr Fong Chi Wah, a Non-Independent Non-Executive Director, had conveyed his apologies for not being able to be attended at this Meeting due to prior commitment.

Chairman informed that the Secretary had confirmed that a quorum was present. Chairman then declared the Meeting opened. He informed the Meeting that a copy of the Company's Notice of the AGM had been released on the SGXNet on 21 May 2020, and was taken as read.

The Meeting was informed that the resolutions put forth at the Meeting would be voted on by way of a poll in accordance with Rule 730A(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). As set out in the Notice of the AGM, voting at the Meeting would be by proxy only, and the proxy would be the Chairman of the Meeting. Shareholders who sent in their proxy forms had already indicated on their proxy forms how they

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wished their votes to be casted. The Chairman of the Meeting would vote on the resolutions according to their instructions.

Chairman informed that the Company had appointed SAMAS Management Consultants Pte. Ltd. as scrutineer (“**Scrutineer**”) for the poll. The votes from the proxy forms received by the Company from Shareholders had already been verified by the Scrutineer. Chairman said that for ease of operations, the polling results would be announced after the Meeting had gone through all the agenda items.

As set out in the Notice of the AGM, Shareholders who had any questions in relation to any item of the agenda of the AGM were to send their queries in advance to the Company by 09 June 2020 to the email address provided. Chairman informed that the Company had received several questions from Shareholders in respect of the Company’s annual report for the financial year ended 31 December 2019 (“**Annual Report 2019**”) and Letter to Shareholders dated 21 May 2020. The Company had addressed the questions through publication made on the SGXNet and the Company’s corporate website on 11 June 2020.

Chairman then invited the Group CEO to present the business overview and corporate developments, and thereafter the Group CFO to present the financial highlights for FY2019. The presentation slides had been released on SGXNet on 12 June 2020 and a copy of the same was annexed to this set of minutes as Annexure A.

Chairman then proceeded with the Ordinary Business to be transacted at this Meeting.

ORDINARY BUSINESS

Ordinary Resolution 1

– Adoption of the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statement and the Auditor's Report thereon.

Chairman informed the Meeting that a copy of the Annual Report 2019 (comprising the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditor’s Report thereon), which had been released on SGXNet and posted on the Company’s corporate website on 15 April 2020, shall be taken as read.

The motion was proposed by the Chairman and seconded by Mr Choo (Shareholder):-

“That the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors’ Statement and Auditor’s Report thereon be received and adopted.”

Ordinary Resolution 2

– Re-election of Mr Joseph Wong Wai Leung as a Director of the Company

The Meeting was informed that the next item on the agenda was the re-election of Mr Joseph Wong Wai Leung (“Mr Wong”) as a Director of the Company. In accordance with Article 94 of

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the Constitution of the Company, Mr Wong would have to retire from office at the close of this Meeting. Being eligible, he had offered himself for re-election.

It was noted that Mr Wong, if re-elected, would remain as the Chairman of the Audit and Risk Committee. Mr Wong was considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The motion was proposed by the Chairman and seconded by Ms Tan (Shareholder):-

“That Mr Joseph Wong Wai Leung be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 3

– Re-election of Ms Tan Poh Lan as a Director of the Company

The Meeting was informed that in accordance with Article 94 of the Constitution of the Company, Ms Tan would retire from the office of Director at the close of the Meeting. Being eligible, she had offered herself for re-election.

It was noted that Ms Tan, if re-elected, would remain as an Executive Director and Group CEO of the Company.

The motion was proposed by Chairman and seconded by Mr Choo (Shareholder):-

“That Ms Tan Poh Lan be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 4

– Re-election of Ms Wang Lin as a Director of the Company

The Meeting was informed that in accordance with Article 100 of the Constitution of the Company, Ms Wang Lin would retire from the office of Director at the close of the Meeting. Being eligible, she had offered herself for re-election.

The motion was proposed by Chairman and seconded by Ms Tan (Shareholder):-

“That Ms Wang Lin be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 5

– Re-election of Mr Chang Chien as a Director of the Company

The Meeting was informed that in accordance with Article 100 of the Constitution of the Company, Mr Chang Chien would retire from the office of Director at the close of the Meeting. Being eligible, he had offered himself for re-election.

The motion was proposed by Chairman and seconded by Mr Choo (Shareholder):-

“That Mr Chang Chien be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 6

– Re-election of Mr Zhai Lingyun as a Director of the Company

The Meeting was informed that in accordance with Article 100 of the Constitution of the Company, Mr Zhai Lingyun would retire from the office of Director at the close of the Meeting. Being eligible, he had offered himself for re-election.

The motion was proposed by Chairman and seconded by Ms Tan (Shareholder):-

“That Mr Zhai Lingyun be and is hereby re-elected as a Director of the Company.”

Ordinary Resolution 7

– Proposed payment of a tax exempt (one-tier) final dividend of S\$0.01 per ordinary share for the financial year ended 31 December 2019

The Meeting was informed that this agenda item was to approve the payment of a tax exempt (one-tier) final dividend of S\$0.01 per ordinary share for the financial year ended 31 December 2019. If approved, the dividend would be paid on 03 July 2020 to Shareholders whose names are registered as at the record date of 18 June 2020.

The motion was proposed by the Chairman and seconded by Mr Choo (Shareholder):-

“That the payment of a tax exempt (one-tier) final dividend of S\$0.01 per ordinary share for the financial year ended 31 December 2019 be approved.”

Ordinary Resolution 8

– Payment of Directors’ fees of up to S\$450,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears (FY2019: S\$450,000)

Chairman informed the Meeting that this agenda item was to approve the payment of Directors’ fees of up to S\$450,000 for the financial year ending 31 December 2020.

It was noted that the Directors’ fees, if approved, would be paid quarterly in arrears.

The motion was proposed by Chairman and seconded by Ms Tan (Shareholder):-

“That the payment of Directors’ fees of up to S\$450,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears be approved.”

Ordinary Resolution 9

– Re-appointment of Messrs KPMG LLP as Auditors of the Company and authority to Directors of the Company to fix their remuneration

The Meeting was informed that this agenda item was to re-appoint Messrs KPMG LLP as the Company’s Auditors for the financial year ending 31 December 2020 and to authorise the Directors to fix their remuneration.

The motion was proposed by Chairman and seconded by Mr Choo (Shareholder):-

“That the re-appointment of Messrs KPMG LLP as auditors of the Company for the financial year ending 31 December 2020 be hereby approved and that the Directors be authorised to fix their remuneration.”

Chairman stated that the Secretary had informed him that no notice was received for transacting of any other business at this Meeting. The Chairman then moved on with the Special Business to be transacted at this Meeting.

SPECIAL BUSINESS

Ordinary Resolution 10

– Authority to allot and issue shares

Chairman informed that this agenda item was to seek Shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act, Chapter 50 and the Listing Manual of the SGX-ST. The full text of this proposed resolution was set out in the Notice of the AGM.

The motion was proposed by Chairman and seconded by Ms Tan (Shareholder):-

“That, pursuant to Section 161 of the Companies Act, (Chapter 50 of Singapore) (the "**Companies Act**") and Rule 806(2) of the Listing Manual of the SGX-ST, authority be and is hereby given to the Directors of the Company ("**Directors**") to:-

- (a) (i) 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 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

- (b) (notwithstanding that 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:

- (1) 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 subparagraph (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.
- (2) (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:
- (i) 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
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) 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 Constitution for the time being of the Company; and
- (4) (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."

Ordinary Resolution 11

– Authority to grant share awards and to issue shares under the "Cordlife Share Grant Plan"

Chairman informed that this agenda item was to seek Shareholders' approval for granting authority to the Directors to grant share awards and to issue shares under the "Cordlife Share Grant Plan" (the "Share Grant Plan"). The full text of this proposed resolution was set out in the Notice of the AGM.

The Meeting was informed that all Directors and employees who are eligible to participate in, and therefore interested in the Share Grant Plan, shall abstain from voting in respect of this proposed resolution.

The motion was proposed by Chairman and seconded by Dr Ho Choon Hou (Shareholder):-

"That the Directors be and are hereby authorised to grant awards in accordance with the provisions of the Share Grant Plan and to allot and issue from time to time such number of fully paid-up shares as may be required to be delivered pursuant to the vesting of awards under the

Share Grant Plan, provided that the total number of new shares which may be issued or shares which may be delivered pursuant to the awards granted under the Share Grant Plan, and all shares, options or awards granted under any other share scheme of the Company then in force, shall not exceed 15% of the issued share capital of the Company (excluding treasury shares) on the day preceding the relevant date of the award."

Ordinary Resolution 12

– Proposed renewal of the Share Purchase Mandate

Chairman informed that this agenda item was to seek Shareholders' approval for the renewal of share buy-back ("SBB") mandate. The full text of the Resolution was set out in the Notice of the AGM.

The Relevant Directors and Concert Parties as mentioned in the Letter to Shareholders dated 21 May 2020 should abstain from voting on this proposed Resolution.

The motion was proposed by Chairman and seconded by Mr Choo (Shareholder):-

"That:-

(a) 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:

- (i) market purchases or acquisitions of Shares (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"); and/or
- (ii) 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**");

(b) 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:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;

- (ii) 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; and
 - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting;
- (c) 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 during the relevant five (5)-day period and the day on which the Market Purchase was made;

"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 as at the date of the passing of this Resolution, 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. Any shares which are held as treasury shares and subsidiary holdings will be disregarded for the purpose of computing the 5% limit;

"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 both a Market Purchase and 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 Annual General Meeting was held and expiring on the date the next Annual General Meeting is held or is required by law to be held, whichever is the earlier, after the date this Resolution is passed; and

- (d) 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."

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DECLARATION OF POLL RESULTS

Chairman then proceeded to declare the poll results which had been verified by the Scrutineer, and he declared the motions for all the twelve (12) resolutions carried.

	For		Against		Total number of valid votes cast
	Number of Shares	Percentage %	Number of Shares	Percentage %	
Resolution 1	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 2	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 3	150,970,577	99.93	109,023	0.07	151,079,600
Resolution 4	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 5	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 6	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 7	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 8	150,313,606	99.93	109,023	0.07	150,422,629
Resolution 9	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 10	151,105,667	99.93	109,023	0.07	151,214,690
Resolution 11	149,990,427	99.93	109,023	0.07	150,099,450
Resolution 12	73,719,001	99.85	109,023	0.15	73,828,024

CLOSE OF MEETING

Chairman informed that the minutes of the AGM would be published on the SGXNet and the Company's corporate website within one (1) month after the conclusion of the AGM.

Chairman thanked Shareholders for their attendance and declared the Meeting closed at 10.45am.

Confirmed as a correct record of proceedings

Dr Goh Jin Hian
Chairman

ATTENDANCE LIST

Physical attendance at the AGM location (which is purely to facilitate the conduct of the AGM by way of electronic means)

Dr Goh Jin Hian	- Chairman, Independent Director
Ms Tan Poh Lan	- Executive Director and Group CEO
Mr Choo Boon Yong	- Group CFO

Attendance via LIVE WEBCAST or AUDIO ONLY MEANS

Board of Directors

Dr Ho Choon Hou	- Vice Chairman and Independent Director
Mr Joseph Wong Wai Leung	- Independent Director
Mr Yeo Hwee Tiong	- Independent Director
Mr Zhai Lingyun	- Non-Independent, Non-Executive Director
Ms Wang Lin	- Non-Independent, Non-Executive Director
Mr Chang Chien	- Non-Independent, Non-Executive Director

Company Secretary

Ang Siew Koon

Professionals

Independent Auditor	- KPMG LLP
Solicitors to the Company	- Wong Partnership LLP
Share registrar	- Tricor Barbinder Share Registration Services
Investor Relations	- Financial PR Pte Ltd

Shareholders

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the name of the Shareholders who participated in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS will not be published in this set of minutes.