

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cordlife Group Limited (the “Company”) will be held by electronic means (via live webcast and live audio feed) on Friday, 28 April 2023 at 10.00am (Singapore time) for the following purposes:-

Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors’ Statement and Independent Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Dr Ho Choon Hou who is retiring pursuant to Article 94 of the Company’s Constitution. **(Resolution 2)**
3. To re-elect Mr Yeo Hwee Tiong who is retiring pursuant to Article 94 of the Company’s Constitution. **(Resolution 3)**
Mr Yeo Hwee Tiong (“Mr Yeo”) is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”). If re-elected, Mr Yeo will remain as the Chairman of the Nominating Committee, Chairman of the Remuneration Committee, and member of the Audit and Risk Committee.
4. To re-elect Mr Zhai Lingyun who is retiring pursuant to Article 94 of the Company’s Constitution. **(Resolution 4)**
5. To approve the payment of Directors’ fees of up to S\$450,000 for the Directors of the Company for the financial year ending 31 December 2023, payable quarterly in arrears (2022: S\$450,000). **(Resolution 5)**
6. To approve the payment of additional Director’s fee of S\$100,000 to Dr Ho Choon Hou for the financial year ending 31 December 2023, payable quarterly in arrears (2022: S\$200,000). **(Resolution 6)**
[See Explanatory Note (i)]
7. To re-appoint Messrs KPMG LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
8. 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 resolutions as Ordinary Resolutions, with or without any modifications:-

9. Authority to allot and issue shares “That, pursuant to Section 161 of the Companies Act 1967 of Singapore 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,

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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 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.
- (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."

(Resolution 8)

[See *Explanatory Note (ii)*]

10. Authority to grant share awards and to issue shares under the "Cordlife Share Grant Plan" (the "**Share Grant Plan**")

"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."

(Resolution 9)

[See *Explanatory Note (iii)*]

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11. Proposed renewal of the Share Purchase Mandate

“That:-

- (a) for the purposes of the Companies Act 1967 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 or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase;

“**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;

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“**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.

(Resolution 10)

[See Explanatory Note (iv)]

By Order of the Board

Ang Siew Koon
Company Secretary

Singapore,
13 April 2023

Explanatory Notes:

- (i) **Ordinary Resolution 6** The additional Directors’ fee proposed for the Non-Independent Non-Executive Director, namely Dr Ho Choon Hou, is based on his additional active role in the Group for the period of 1 January 2023 to 30 June 2023.
- (ii) **Ordinary Resolution 8** proposed under agenda item 9 above, if passed, will authorise and empower the Directors from the date of this AGM until the next AGM 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 AGM of the Company.
- (iii) **Ordinary Resolution 9** proposed under agenda item 10 above is to authorise the Directors to grant share awards and to issue shares under the Share Grant Plan (the “**Plan**”) approved by the shareholders of the Company at the Extraordinary General Meeting (“**EGM**”) held on 18 October 2013. The approved Plan was to continue to be in operation for maximum period of 10 years commencing on the date on which the Share Grant Plan was adopted by the Company at the EGM, and accordingly, is due to expire on 17 October 2023.
- (iv) **Ordinary Resolution 10** The Company intends to use internal sources of funds, or a combination of internal sources of funds and external borrowings, 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 the circumstances that might, result in a material adverse effect on the financial position (including working capital and gearing) of the Group as a whole 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 31 December 2022 is set out in the Company’s letter to Shareholders dated 13 April 2023. Shareholders should note that the financial effects set out therein are purely for illustrative purposes only.

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IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE CONDUCT OF THE COMPANY'S AGM ON FRIDAY, 28 APRIL 2023 AT 10.00AM

Pursuant to Part 4 of the COVID-19 (Temporary Measures) Act 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 (as amended from time to time) ("**COVID-19 Order**"), Cordlife Group Limited (the "**Company**") wishes to inform shareholders of the Company (the "**Shareholders**") that it will conduct its annual general meeting ("**AGM**") on Friday, 28 April 2023 at 10.00 am by way of electronic means pursuant to the First Schedule of the COVID-19 Order, and the physical location for the AGM is purely to facilitate the conduct of the AGM by way of electronic means. The Company will arrange for (i) a "live" webcast of the AGM, which allows Shareholders to view the proceedings of the AGM contemporaneously ("**LIVE WEBCAST**"); and (ii) a "live" audio feed of the AGM, which allows Shareholders to observe the proceedings of the AGM contemporaneously ("**AUDIO FEED**"). **Shareholders can ONLY participate in the AGM via LIVE WEBCAST or AUDIO FEED. The Company will not accept any physical attendance by Shareholders at the physical location of the AGM, and any Shareholder seeking to attend the AGM physically in person will be turned away.**

Shareholders should note the following procedures and/or instructions to participate in the AGM via LIVE WEBCAST or AUDIO FEED:-

1.	Voting at the AGM	<p>(a) Live Voting: Shareholders may cast their votes for each resolution through real-time electronic voting at the AGM. Shareholders who wish to participate in live voting must pre-register online at https://conveneagm.sg/CordlifeGroup_AGM2023 for verification purposes. The website will be open for pre-registration from 13 April 2023, 6.00pm and will close at 10.00am, 25 April 2023. Following verification, unique access details will be provided to the Shareholders via e-mail.</p> <p>(b) Voting by Proxy: Shareholders who wish to vote on any or all of the resolutions at the AGM may appoint a proxy as below:-</p> <p style="margin-left: 20px;">(i) Appoint the Chairman of the AGM as their proxy; or</p> <p style="margin-left: 20px;">(ii) Appoint their duly appointed proxy(ies) (other than Chairman);</p> <p>to vote on your behalf by completing the proxy form attached to the Notice of AGM by downloading it from the Company's announcement on SGXNet or from the Company's investor relations website at https://cordlife.listedcompany.com/corporate_news.html.</p> <p>A Shareholder can appoint up to two (2) proxies and the proportion of the shareholdings to be represented by each proxy shall be specified in the instrument. A proxy need not be a member of the Company. Shareholders should specifically indicate how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM.</p> <p>Where the proxy form is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation.</p> <p>Please note that Shareholders and Investors who have appointed other proxies to vote on their behalf would not be able vote and ask questions/interact "live" via the chatbox during the AGM, and would only be allowed to participate and observe the AGM proceedings one-way as described in section 2 below.</p> <p>Shareholders must submit the completed and signed proxy form by 10.00am on Wednesday, 26 April 2023 (being not less than forty-eight (48) hours before the time fixed for the AGM) either:-</p> <p style="margin-left: 20px;">(i) by email to sg.is.proxy@sg.tricorglobal.com; or</p> <p style="margin-left: 20px;">(ii) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinsons Road #11-02, Singapore 068898.</p>
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1.	Voting at the AGM (continued)	<p>For CPF/SRS investors who hold shares through their relevant intermediaries (as defined in Section 181 of the Companies Act), they should approach their respective CPF Agent Banks/SRS Operators to submit their votes either:-</p> <p>(i) by email to sg.is.proxy@sg.tricorglobal.com; or</p> <p>(ii) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinsons Road #11-02, Singapore 068898</p> <p>at least seven (7) working days before the AGM.</p> <p>Any incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing proxy(ies) (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing proxy(ies)) will be rejected by the Company. In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing proxy(ies) lodged if such members are not shown to have shares entered against their names in the Depository Register as at seventy-two (72) hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.</p>
2.	Registration to attend the AGM	<p>Shareholders who wish to attend the AGM can participate by registering at the link as follows:-</p> <p>https://conveneagm.sg/CordlifeGroup_AGM2023</p> <p>by 10.00am on Tuesday, 25 April 2023 (being not less than 72 hours before the time fixed for the AGM) (the "Registration Deadline") to enable the Company to verify the Shareholders' status. After the verification process, an email containing instructions to access both the LIVE WEBCAST and AUDIO FEED will be sent to authenticated Shareholders by 3.00pm on Thursday, 27 April 2023.</p> <p>If the shareholders or their corporate representatives, who have pre-registered by the Registration Deadline, did not receive an email by 3.00pm on Thursday, 27 April 2023, they may contact the Company for assistance at +65 62380808.</p> <p>Shareholders may attend the LIVE WEBCAST or AUDIO FEED via smart phones, tablets or laptops/ computers. Shareholders who wish to attend the AGM via LIVE WEBCAST or AUDIO FEED are reminded that the AGM is private. Invitations to attend the LIVE WEBCAST or AUDIO FEED shall not be forwarded to anyone who is not a Shareholder of the Company or who is not authorised to attend the LIVE WEBCAST or AUDIO FEED. Recording of the LIVE WEBCAST and AUDIO FEED in whatever form is also strictly prohibited.</p> <p>The Company would like to seek Shareholders' understanding in the event of any technical disruptions during the LIVE WEBCAST and AUDIO FEED.</p>

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<p>3. Shareholders' Questions and Answers (Q&A)</p>	<p>(a) Shareholders and/or their Proxies who registered for and are verified to attend the AGM will be able to ask questions relating to the resolutions to be tabled for approval at the AGM by submitting text-based questions through real-time electronic communication during the AGM within a prescribed time limit. The Company will endeavour to respond to questions as far as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.</p> <p>(b) Shareholders can also submit their questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting at the link as follows:-</p> <p>(i) by email to investor.relations@cordlife.com;</p> <p>(ii) by post to 1 Kim Seng Promenade, #15-01, Great World City East, Singapore 237994; or</p> <p>(iii) to the Chairman of the Meeting at the link below:</p> <p style="text-align: center;">https://conveneagm.sg/CordlifeGroup_AGM2023</p> <p>Submission deadline for questions is by 6.00pm on Wednesday, 19 April 2023 (7 calendar days from the publication of the Notice of AGM).</p> <p>Shareholders are encouraged to submit their questions in accordance with the paragraphs above as soon as possible so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the AGM) prior to submitting their proxy forms.</p> <p>Please note that substantial questions and relevant comments from Shareholders would be addressed by the Company (as may be determined by the Company at its sole discretion) and posted on SGXNet at least 48 hours before the deadline for submission of proxy forms at 10.00am on Wednesday, 26 April 2023. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The responses from the Board and management of the Company shall thereafter be published in the Company's Minutes of the AGM on SGXNet and the Company's website within one (1) month after the conclusion of the AGM.</p> <p>Shareholders who have been appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act 1967 of Singapore, such as CPF/SRS investors, should approach their respective agents, such as CPF Agent Banks/SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM and have their substantial queries and relevant comments answered.</p>
<p>4. Documents for the AGM</p>	<p>Documents relating to the business of the AGM, which comprise the Company's annual report for the financial year ended 31 December 2022, as well as the Letter to Shareholders dated 13 April 2023, this Notice of AGM, the disclosure of information on Directors seeking re-election, and the proxy form for the AGM (collectively, the "AGM Documents"), have been sent to members of the Company by electronic means via publication on SGXNet and the Company's investor relations website at https://cordlife.listedcompany.com/corporate_news.html on 13 April 2023.</p> <p>Please note that printed copies of the AGM Documents will NOT be sent to members of the Company.</p>

Personal Data Privacy

By submitting an instrument appointing the Chairman of the Meeting to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines.