

CORDLIFE GROUP LIMITED
(Company Registration Number: 200102883E)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Cordlife Group Limited (the “Company”) will be held at the Temasek Club at 131 Rifle Range Road, Singapore 588406 on Tuesday, 14 May 2024 at 9.00 a.m. (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 2023 together with the Directors’ Statement and Auditor’s Report thereon.

(Resolution 1)
2. To re-elect Mr Cheong Tuck Yan Titus Jim who is retiring pursuant to Article 94 of the Company’s Constitution.

[See *Explanatory Note (i)*]
(Resolution 2)
3. To re-elect Ms Chen Xiaoling who is retiring pursuant to Article 94 of the Company’s Constitution.

[See *Explanatory Note (ii)*]
(Resolution 3)
4. To re-elect Mr Yiu Ming Yiu who is retiring pursuant to Article 94 of the Company’s Constitution.

[See *Explanatory Note (iii)*]
(Resolution 4)
5. To re-elect Mr Chow Wai Leong who is retiring pursuant to Article 94 of the Company’s Constitution.

[See *Explanatory Note (iv)*]
(Resolution 5)
6. To note the retirement of Mr Joseph Wong Wai Leung who is retiring pursuant to Rule 210(5)(d)(iv) of the Listing Manual of the SGX-ST and Article 94 of the Company’s Constitution as a director of the Company.

Mr Joseph Wong Wai Leung will not seek re-election and will retire as Director of the Company on 14 May 2024 at the close of the Annual General Meeting. Accordingly, Mr Joseph Wong Wai Leung will relinquish his position as a member of the Audit and Risk Committee and the Remuneration Committee.
7. 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 2024, payable quarterly in arrears (2023: S\$550,000 inclusive of an additional fee of S\$100,000).

(Resolution 6)
8. To note the retirement of Messrs KPMG LLP as auditors of the Company.

[See *Explanatory Note (v)*]
9. To transact any other 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:-

10. 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 (the "**Directors**") to:-

- (a) (i) issue shares in the capital of the Company (the "**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, the "**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 and subsidiary holdings (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 and subsidiary holdings (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 and subsidiary holdings is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings 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 Companies Act, 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 earlier.”

[See Explanatory Note (vi)]

(Resolution 7)

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 (the “**Shares**”) in the share capital of the Company not exceeding in 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 the 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 or 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 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.

[See *Explanatory Note (vii)*]

(Resolution 8)

12. To remove Dr Ho Choon Hou as Director of the Company effective immediately upon conclusion of the Annual General Meeting.

[See *Explanatory Note (viii)*]

(Resolution 9)

13. To remove Mr Yeo Hwee Tiong as Director of the Company effective immediately upon conclusion of the Annual General Meeting.

[See *Explanatory Note (ix)*]

(Resolution 10)

14. To remove Mr Cheong Tuck Yan Titus Jim as Director of the Company effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (x)]
(Resolution 11)
15. To remove Mr Joseph Wong Wai Leung as Director of the Company effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (xi)]
(Resolution 12)
16. To appoint Dato' Dr Teo Tong Kooi as Director of the Company effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (xii)]
(Resolution 13)
17. To appoint Dr Xu, Tianhong as Director of the Company effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (xiii)]
(Resolution 14)
18. To appoint Mr Cai, Yong as Director of the Company effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (xiv)]
(Resolution 15)
19. To remove any Director(s) of the Company who may have been appointed between the date of the requisition notice received on 13 March 2024 from Phillip Securities Pte Ltd, as nominee for Nanjing Xinjiekou Departmental Store Co Ltd., and the date of the Annual General Meeting, effective immediately upon conclusion of the Annual General Meeting [See Explanatory Note (xv)]
(Resolution 16)
20. To reject the proposed resolutions contained in section 3 of the Requisition Notice received on 13 March 2024 from Phillip Securities Pte Ltd as nominee for Nanjing Xinjiekou Departmental Store Co Ltd. [See Explanatory Note (xvi)]
(Resolution 17)
21. To remove Mr Lingyun Zhai as a Director of the Company effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (xvii)]
(Resolution 18)
22. To remove any Director(s) of the Company who may have been appointed between the date of the requisition notice received on 26 March 2024 from Phillip Securities, as nominee/custodian for Haitong International Securities Pte Ltd for its underlying client, TransGlobal Real Estate Group, Ltd., and the date of the Annual General Meeting, effective immediately upon conclusion of the Annual General Meeting. [See Explanatory Note (xviii)]
(Resolution 19)

By Order of the Board

Low Mei Wan
Company Secretary

29 April 2024

Explanatory Notes:

- (i) Mr Cheong Tuck Yan Titus Jim ("**Mr Cheong**"), if re-elected, will remain as the chairman of the Audit and Risk Committee, a member of the Remuneration Committee and a member of the Nominating Committee. Mr Cheong is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. The detailed information about Mr Cheong can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2023.
- (ii) Ms Chen Xiaoling ("**Ms Chen**"), if re-elected, will remain a member of the Remuneration Committee. The detailed information about Ms Chen can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2023.
- (iii) Mr Yiu Ming Yiu ("**Mr Yiu**"), if re-elected, will remain a member of the Audit and Risk Committee. The detailed information about Mr Yiu can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2023.
- (iv) Mr Chow Wai Leong ("**Mr Chow**"), if re-elected, will remain a member of the Remuneration Committee. The detailed information about Mr Chow can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report 2023.
- (v) Messrs KPMG LLP ("**KPMG**") has expressed that they would not be seeking re-appointment as auditor of the Company at this Annual General Meeting (the "**AGM**"). Accordingly, KPMG will cease to be auditor of the Company following the conclusion of the AGM. Please refer to the Company's announcement on 25 April 2024 for further details. The Company has promptly commenced efforts to identify new independent external auditors. The Company will seek approval from the Shareholders in relation to the appointment of the new auditors and will update the Shareholders on material developments in relation to the appointment.
- (vi) **Ordinary Resolution 7** proposed under agenda item 10 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 and subsidiary holdings, 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 and subsidiary holdings 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.
- (vii) **Ordinary Resolution 8** 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 2023 is set out in the Company's letter to Shareholders dated 29 April 2024. Shareholders should note that the financial effects set out therein are purely for illustrative purposes only.
- (viii) **Ordinary Resolution 9** is in relation to the removal of Dr Ho Choon Hou as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the requisition notice received on 13 March 2024 (the "**NJXJK Requisition Notice**") from Phillip Securities Pte Ltd ("**Phillip Securities**") as nominee for Nanjing Xinjiekou Department Store Co., Ltd. ("**NJXJK**"). Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (ix) **Ordinary Resolution 10** is in relation to the removal of Mr Yeo Hwee Tiong as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the NJXJK Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (x) **Ordinary Resolution 11** is in relation to the removal of Mr Cheong Tuck Yan Titus Jim as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the NJXJK Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (xi) **Ordinary Resolution 12**, is in relation to the removal of Mr Joseph Wong Wai Leung ("**Mr Wong**") as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the NJXJK Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024. With reference to agenda item 6 under the heading "Ordinary Business" as set out above, Mr Wong will be retiring at the close

of the AGM pursuant to Rule 210(5)(d)(iv) of the Listing Manual and Article 94 of the Company's Constitution as a Director of the Company. Shareholders should note that Ordinary Resolution 12 will be tabled for voting by Shareholders ONLY if Mr Wong rescinds his decision to retire at the close of the AGM. If Mr Wong is retiring at the close of the AGM pursuant to Rule 210(5)(d)(iv) of the Listing Manual and Article 94 of the Company's Constitution, the Company will not be tabling this Ordinary Resolution 12 for Shareholders' approval at this AGM.

- (xii) **Ordinary Resolution 13** is in relation to the appointment of Dato' Dr Teo Tong Kooi as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the NJXJK Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (xiii) **Ordinary Resolution 14** is in relation to the appointment of Dr Xu, Tianhong as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the NJXJK Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (xiv) **Ordinary Resolution 15** is in relation to the appointment of Mr Cai, Yong as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the NJXJK Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (xv) **Ordinary Resolution 16** is in relation to the removal of any Directors of the Company who may have been appointed between the date of the NJXJK Requisition Notice and the date of the Annual General Meeting, effective immediately upon conclusion of the Annual General Meeting. Further details can be found in the Company's circular to Shareholders dated 29 April 2024. Shareholders should note that that Ordinary Resolution 16 will be tabled for voting by Shareholders ONLY if any Director is appointed between the date of the NJXJK Requisition Notice and the date of the AGM. If no Directors are appointed between the date of the NJXJK Requisition Notice and the date of the AGM, Ordinary Resolution 16 will not be tabled for Shareholders' approval.
- (xvi) **Ordinary Resolution 17** is in relation to the rejection of the proposed resolutions contained in section 3 of the NJXJK Requisition Notice, pursuant to the requisition notice received on 26 March 2024 from Phillip Securities as nominee/custodian for Haitong International Securities Pte Ltd for its underlying client, TransGlobal Real Estate Group, Ltd. (the "**TG Requisition Notice**"). Shareholders should note that if more than one (1) of Ordinary Resolutions 9, 10, 11 and 12 are approved by Shareholders at the AGM, the Company will NOT be tabling Ordinary Resolution 16 for Shareholders' approval at this AGM, as such a resolution, even if approved by Shareholders, will be void pursuant to Section 150(2) of the Companies Act. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (xvii) **Ordinary Resolution 18** is in relation to the removal of Mr Lingyun Zhai as Director of the Company effective immediately upon conclusion of the AGM, and is put forth to Shareholders pursuant to the TG Requisition Notice. Further details can be found in the Company's circular to Shareholders dated 29 April 2024.
- (xviii) **Ordinary Resolution 19** is in relation to the removal of any Directors of the Company who may have been appointed between the date of the TG Requisition Notice and the date of the Annual General Meeting, effective immediately upon conclusion of the Annual General Meeting. Further details can be found in the Company's circular to Shareholders dated 29 April 2024. Shareholders should note that that Ordinary Resolution 19 will be tabled for voting by Shareholders ONLY if any Director is appointed between the date of the TG Requisition Notice and the date of the AGM. If no Directors are appointed between the date of the TG Requisition Notice and the date of the AGM, Ordinary Resolution 19 will not be tabled for Shareholders' approval.

Notes:

1. The members of the Company are invited to attend physically at the Annual General Meeting ("**AGM**"). There will be no option for shareholders to participate virtually.
2. A member who is not a relevant intermediary may appoint not more than two proxies to attend and vote in his stead at the AGM.
3. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his/her shareholding to be represented by each proxy, failing which, the first name proxy may be treated as representing 100% of the shareholding and the second name proxy as an alternate to the first named.
4. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.
6. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
7. The instrument appointing a proxy must be deposited at the Office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd) at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619, not less than forty-eight (48) hours before the time appointed for holding the AGM.
8. Investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (the "CPF Investors") and/or Supplementary Retirement Scheme (the "SRS Investors") should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of a proxy for the AGM.

Submission of Questions prior to the AGM

1. A member may submit questions relating to the resolutions to be tabled for approval at the AGM no later than 9 a.m. on 7 May 2024 via email to the Company at investor.relations@cordlife.com or by post to 1 Kim Seng Promenade, #15-01, Great World City East, Singapore 237994.
2. When sending in the question, please provide (i) your full name, (ii) identification/registration number and (iii) the manner in which you hold shares in the Company (e.g. via The Central Depository, CPF, or SRS) for verification purpose, failing which, the submission will be treated as invalid.
3. The Company will publish its responses to substantial and relevant questions no later than 48 hours before the closing date and time for the lodgement of the proxy forms, via an announcement on SGXNet and the Company's investor relations website at https://cordlife.listedcompany.com/corporate_news.html.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) 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) or proxies and representatives appointed 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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.