

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

Minutes of the Extraordinary General Meeting (“EGM” or the “Meeting”) of Cordlife Group Limited (the “Company”) held at the Singapore Chinese Chamber of Commerce & Industry, 47 Hill Street, Singapore 179365 on Thursday, 23 May 2024 at 9.00 a.m.

Present:

Directors

- | | |
|------------------------|---|
| Ms Chen Xiaoling | - Chairperson of the Meeting and Non-Independent Non-Executive Director |
| Dato’ Dr Teo Tong Kooi | - Independent Director |
| Mr Cai, Yong | - Independent Director |
| Dr Xu, Tianhong* | - Independent Director |
| Mr Chow Wai Leong* | - Non-Independent Non-Executive Director |
| Mr Yiu Ming Yiu* | - Non-Independent Non-Executive Director |
| Mr Zhai Lingyun* | - Non-Independent Non-Executive Director |

In Attendance

- | | |
|----------------|---------------------|
| Ms Low Mei Wan | - Company Secretary |
|----------------|---------------------|

** participated virtually via electronic means*

The full attendance list of shareholders and invitees who attended the EGM in person is maintained by the Company.

CHAIRPERSON

Ms Chen Xiaoling (“Ms Chen” or the “Chairperson”), the Non-Independent Non-Executive Director of the Company, was elected by the board members as Chairperson of the Meeting. On behalf of the board of directors (the “Board”) of the Company, she welcomed all shareholders of the Company (the “Shareholders”) to the Meeting.

QUORUM

The Chairperson informed that the Company Secretary had confirmed that a quorum was present and she declared the Meeting opened. The Company Secretary also confirmed that all proxies received were in order.

The Chairperson proceeded to introduce the Board members to the Shareholders.

NOTICE OF MEETING

The Notice convening the Meeting dated 7 May 2024 (the “Notice”), having been in the hands of the Shareholders for the requisite statutory period, was taken as read.

The Chairperson briefed the Shareholders that Phillip Securities Pte Ltd (“Phillip Securities”), as nominee for Nanjing Xinjiekou Department Store Co., Ltd. (“NJXJK”), had on 13 March 2024 issued a letter (the “Special Notice”) to the Company and requested the Board to convene an

EGM pursuant to Section 176 of the Companies Act 1967 of Singapore (the “Act”) to table the proposed resolutions listed in the Special Notice (the “Proposed Resolutions”).

The Proposed Resolutions were included in the notice of the annual general meeting (the “AGM”) of the Company dated 29 April 2024 (the “Notice of the AGM”) for the aforesaid resolutions to be considered and passed at the AGM to be held on 14 May 2024.

Prior to the AGM, NJXJK issued another letter dated 6 May 2024 to the Company stating that while the Proposed Resolutions have been included in the Notice of the AGM, this would not preclude NJXJK’s rights (through Phillip Securities as a member of the Company) under Section 176(3) of the Act to nevertheless convene an EGM.

NJXJK had then notified the Company that pursuant to an exercise of Phillip Securities’ rights as a member of the Company, on NJXJK’s instructions, under Section 176(3) of the Act, an EGM would be held on 23 May 2024 at 9.00 a.m. for the Shareholders of the Company to consider, and if thought fit, to pass the Proposed Resolutions at the EGM.

The Chairperson briefed the Shareholders that the following Proposed Resolutions had been passed at the AGM held on 14 May 2024 and the following changes of directors had taken place on 14 May 2024:

- (a) Mr Cheong Tuck Yan Titus Jim had not been re-elected and hence retired as Director of the Company;
- (b) Mr Joseph Wong Wai Leung did not seek re-election and hence had retired as Director of the Company;
- (c) Dr Ho Choon Hou and Mr Yeo Hwee Tiong had been removed as Directors of the Company; and
- (d) Dato’ Dr Teo Tong Kooi, Dr Xu, Tianhong and Mr Cai, Yong had been appointed as Directors of the Company.

The Chairperson reiterated that the purpose of the EGM was initially to table the Proposed Resolutions as set out in the Notice of EGM dated 7 May 2024 (the “Notice of the EGM”).

Subsequently, the Company had on 20 May 2024 received a letter from Phillip Securities, for and on behalf of NJXJK, stated that since the substance of all ordinary resolutions set out in the Notice of the EGM had been duly considered and moved at the Company’s AGM held on 14 May 2024, Phillip Securities confirmed that the EGM was no longer necessary. In this connection, Phillip Securities has no objections to the Company adjourning the EGM. NJXJK had reminded the Company that the Proposed Resolutions were thereby withdrawn and would not be tabled at the EGM.

In connection to the above, the Company had announced its intention to make arrangements to adjourn the EGM scheduled to be held on 23 May 2024 (Announcement Reference No. SG240521OTHR46XX released to SGX-ST on 21 May 2024).

The Chairperson informed the Shareholders that the holding of the EGM was no longer necessary. Since there was no business arising from the EGM, the Chairperson sought the consent from the Shareholders present at the Meeting to adjourn the Meeting sine die (i.e., indefinitely) in accordance with Article 60 of the Company’s Constitution. The proposal was put to vote by way of a show of hands.

The Company Secretary confirmed that all Shareholders present at the Meeting have indicated their consent to adjourn the EGM sine die.

With the consent of all Shareholders present at the Meeting, the Chairperson declared the Meeting to be adjourned sine die in accordance with the Company's Constitution.

QUESTIONS FROM SHAREHOLDERS

A shareholder asked whether another EGM would be held for the Proposed Resolutions. The Chairperson explained that it has been adjourned indefinitely as all the Proposed Resolutions had been resolved at the AGM of the Company held on 14 May 2024. Hence, no new EGM would be held.

A shareholder enquired why the Company did not publish in the newspaper about the adjournment of the EGM sine die. The Chairperson apologised for the inconvenience caused and explained that an announcement has been released by the Company on 20 May 2024. The announcement informed the Shareholders and investors about the EGM scheduled to be held on 23 May 2024 would be adjourned indefinitely. She further explained that although the relevant announcement has been made, the Company was still required to go through the legal procedures to declare the adjournment of the EGM. The Shareholders were briefed that the Company must abide by the legal procedures and the Act to convene the EGM on 23 May 2024 and announce the adjournment of the Meeting sine die as no cancellation could be made directly by way of only releasing an announcement.

CLOSE OF MEETING

The Chairperson informed that minutes of the Meeting would be made available on the Company's website and on SGXNet within one month from the date of the Meeting. There being no other business to transact, the Chairperson declared the Meeting closed at 9.12 a.m. and thanked everyone for their attendance.

Confirmed as a correct record of proceedings

Chen Xiaoling
Chairperson of the Meeting