

**CORDLIFE GROUP LIMITED**

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

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Cordlife Group Limited (the "**Company**") will be held at the 1 Kim Seng Promenade, #15-01, Great World City East, Singapore 237994 on 14 November 2024 at 10 a.m. (Singapore Time) for the following purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions, which will be proposed as ordinary resolutions:

*All references to the Circular in this Notice of EGM shall mean the Company's Circular to Shareholders dated 30 October 2024 (the "**Circular**"). All capitalised terms not otherwise defined herein shall have the meanings given to them in the Circular.*

**ORDINARY RESOLUTIONS –**

**1. THE PROPOSED APPOINTMENT OF NEW AUDITORS**

THAT:

- (a) PKF-CAP LLP ("**PKF**"), having consented to act as auditors, be and is hereby appointed as auditors of the Company and to hold office until the conclusion of the next Annual General Meeting of the Company at such remuneration and on such terms to be agreed between the Directors of the Company ("**Directors**") and PKF; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of New Auditors and/or the transactions authorised by this ordinary resolution.

*See Explanatory Note 1*  
**(Resolution 1)**

**2. THE PROPOSED PAYMENT OF DIRECTORS' FEES**

THAT approval be and is hereby given for the payment of Directors' fees of up to S\$135,000 for the Directors 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).

*See Explanatory Note 2*  
**(Resolution 2)**

By Order of the Board

**CORDLIFE GROUP LIMITED**

Cheok Hui Yee  
Goh Xun Er  
Company Secretaries

30 October 2024

### Explanatory Note:

1. Upon approval by shareholders of the **Ordinary Resolution 1** as set out in the Notice of EGM above, PKF will formally be appointed as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.
2. **Ordinary Resolution 2** is to seek shareholders' approval for payment of Directors' fees for the financial year ending 31 December 2024 ("**FYE2024**"), payable quarterly in arrears. At the last general meeting of the Company held on 14 May 2024 ("**2024 AGM**"), the proposed resolution to approve the payment of Directors' fees of up to S\$450,000 for the Directors for FYE2024, payable quarterly in arrears, was not approved. Accordingly, to date, no Directors' fees have been paid to any Director for FYE2024.

At the 2024 AGM:

- (a) Mr Joseph Wong Wai Leung ("**Mr Wong**") did not seek re-election and accordingly retired as a Director;
- (b) Mr Cheong Tuck Yan Titus Jim ("**Mr Cheong**") was not re-elected as a Director;
- (c) Dr Ho Choon Hou ("**Dr Ho**") and Mr Yeo Hwee Tiong were removed as Directors;
- (d) Dato' Dr Teo Tong Kooi, Dr Xu, Tianhong and Mr Cai, Yong were appointed as Directors (together, the "**New Directors**");
- (e) Mr Zhai Lingyun ("**Mr Zhai**") continued to remain as a Director as the resolution in relation to his removal as Director was withdrawn and accordingly not tabled at the 2024 AGM; and
- (f) Ms Chen Xiaoling ("**Ms Chen**"), Mr Yiu Ming Yiu and Mr Chow Wai Leong were re-elected as Directors (and together with Mr Zhai, the "**Remaining Directors**").

The current composition of the Board of Directors (the "**Board**") and the Board Committees has been disclosed in the announcement released by the Company on 17 July 2024.

As stated in the Company's Annual Report for the financial year ended 31 December 2023 ("**FY2023**") released on 29 April 2024, as the Remaining Directors were nominated to the Board by the substantial shareholders, the Remaining Directors have each agreed to waive their Directors' fees, and accordingly, no Directors' fees will be paid to any of the Remaining Directors for FYE2024. For the avoidance of doubt, while Ms Chen will not be receiving Directors' fees for FYE2024, she has been re-designated as Group Executive Director as of 17 July 2024 and will receive remuneration for her services as Group Executive Director in accordance with the terms of her service agreement entered into with the Company.

The Remuneration Committee has considered and proposed that Directors' fees of up to S\$135,000 for FYE2024 be paid to the New Directors. As the New Directors were appointed as Directors on 14 May 2024, the proposed amount of Directors' fees is calculated on a *pro rata* basis in accordance with each New Director's length of service for FYE2024, in recognition of the services provided by such New Directors who are serving on the Board in their respective capacities. For information only, the maximum quantum of the fees proposed to be paid to the New Directors on a non-*pro rata* basis for the full 12 months for FYE2024 would have been S\$210,000, which is lower than that as approved by shareholders at the Annual General Meeting held on 28 April 2023 for FY2023.

The Board, in consultation with the Remuneration Committee, proposes that the New Directors will be paid Directors' fees of up to S\$135,000 for the period of 14 May 2024 to 31 December 2024.

For the avoidance of doubt, an additional Director's fee of S\$100,000 had been approved by shareholders and paid to Dr Ho for FY2023 for his additional active role in the Group for the period of 1 January 2023 to 30 June 2023, but such additional fee will not be paid to Dr Ho for FYE2024.

### Notes:

1. The members of the Company are invited to attend physically at the EGM. There will be no option for shareholders to participate virtually.
2. Please bring along your NRIC/passport so as to enable the Company to verify your identity.
3. A member who is not a Relevant Intermediary may appoint not more than two (2) proxies to attend and vote in his stead at the EGM.
4. 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.

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

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, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 not less than forty-eight (48) hours before the time appointed for holding the EGM.
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 seven (7) working days before the EGM. 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 EGM.

#### **Submission of Questions prior to and at the EGM**

1. A member may raise questions relating to the resolutions to be tabled for approval at the EGM by (a) submitting questions ahead of the EGM no later than 10 a.m. on 7 November 2024 via email to the Company at [investor.relations@cordlife.com](mailto:investor.relations@cordlife.com) or by post to 1 Kim Seng Promenade, #15-01, Great World City East, Singapore 237994; or (b) asking questions live at the EGM.
2. When sending in the questions, 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 endeavour to address all relevant and substantial questions (as may be determined by the Company in its sole discretion) relating to the resolutions to be tabled for approval at the EGM prior to or at the EGM. The responses to these questions will be published on 10 November 2024, forty-eight (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](https://cordlife.listedcompany.com/corporate_news.html), or at the EGM itself. The minutes of the EGM will be published on SGXNet and the Company's website within one (1) month after the date of the EGM.

#### **Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the EGM (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.

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**Proxy Form**



(Company Registration Number: 200102883E)  
(Incorporated in the Republic of Singapore on 2 May 2001)

**EXTRAORDINARY GENERAL MEETING**

(Please read the notes overleaf before completing this Form)

I/We\* \_\_\_\_\_ (Name(s)) and NRIC/Passport/Co. Reg. No. \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ (Address)

being a member/members\* of Cordlife Group Limited (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares (Ordinary Shares)	%
Address			

and/or\* (please delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares (Ordinary Shares)	%
Address			

or failing him/her\*, the Chairman of the EGM as my/our\* proxy/proxies\* to attend and to vote for me/us\* on my/our\* behalf, at the Extraordinary General Meeting ("EGM") of the Company to be held at 1 Kim Seng Promenade, #15-01, Great World City East, Singapore 237994 on 14 November 2024 at 10 a.m. (Singapore time) and at any adjournment thereof. I/We\* direct my/our\* proxy/proxies\* to vote for or against or abstain the resolutions to be proposed at the EGM as indicated hereunder.

**Note:**  
If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies (other than the Chairman of the EGM as proxy) will vote or abstain from voting at \*his/her/their discretion. In appointing the Chairman of the EGM as proxy, members (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

	Ordinary Resolutions	No. of Votes # For	No. of Votes # Against	No. of Votes # Abstained
1	To approve the Proposed Appointment of New Auditors			
2	To approve the Proposed Directors' Fees			

- \* Delete accordingly
- # If you wish to exercise all your votes "For" or "Against", please mark an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark "X" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024

.....  
*Signature of member(s)*  
*and/or, Common Seal of Corporate Member*

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

**IMPORTANT: PLEASE READ NOTES TO PROXY FORM OVERLEAF**

#### Notes:-

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Such proxy need not be a member of the Company.
2. Where a member of the Company appoints two (2) proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
3. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, 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.
4. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
6. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with its Constitution and Section 179 of the Companies Act.
7. Completion and return of this proxy form shall not preclude a member from attending and voting at the Extraordinary General Meeting. Any appointment of a proxy/proxies shall be deemed to be revoked if a member attends the Extraordinary General Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Extraordinary General Meeting.
8. The instrument appointing proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 not less than forty-eight (48) hours before the time set for the Extraordinary General Meeting.
9. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.
10. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is 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 a proxy or proxies. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the Extraordinary General Meeting as certified by The Central Depository (Pte) Limited to the Company.
11. A Depositor shall not be regarded as a member of the Company entitled to attend the Extraordinary General Meeting and to speak and vote thereat unless his name appears on the Depository Register seventy-two (72) hours before the time set for the Extraordinary General Meeting.
12. An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his vote(s) at the Extraordinary General Meeting in person. CPF and SRS Investors who are unable to attend the Extraordinary General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Extraordinary General Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Extraordinary General Meeting.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendances lists, minutes and other documents relating to the Extraordinary 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.