



# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Cordlife Group Limited (the “Company”) will be held at Dunearn Ballroom III, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Tuesday, 10 June 2025 at 9.30 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 2024 together with the Directors’ Statement and Auditor’s Report thereon.  
**(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Article 94 of the Company’s Constitution (the “**Constitution**”):  
  
**Article 94**  
Mr. Zhai Lingyun  
Dr. Xu, Tianhong  
**(Resolution 2)**  
**(Resolution 3)**  
[See Explanatory Note (i)]
3. To re-elect the following Directors retiring pursuant to Article 100 of the Constitution:  
  
**Article 100**  
Mr. Gao Xiang  
Dr. Wang Xiaorui  
Mr. Sim Sze Kuan  
Ms. Yuen Wai  
**(Resolution 4)**  
**(Resolution 5)**  
**(Resolution 6)**  
**(Resolution 7)**  
[See Explanatory Note (ii)]
4. To approve the payment of Directors’ fees of up to S\$400,000 for the Non-Executive Directors of the Company for the financial year ending 31 December 2025, payable quarterly in arrears (2024: S\$135,000).  
**(Resolution 8)**  
[See Explanatory Note (iii)]
5. To re-appoint Messrs. PKF-CAP LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.  
**(Resolution 9)**
6. 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 resolution as Ordinary Resolution, with or without any modifications:

7. Authority to allot and issue shares

“That, pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**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



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- (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."

**(Resolution 10)**  
[See Explanatory Note (iv)]

By Order of the Board

Cheok Hui Yee  
Goh Xun Er  
Company Secretaries

26 May 2025



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## Explanatory Notes:

- (i) Mr. Zhai Lingyun, will upon re-election as a Director of the Company, remain as the Non-Independent Non-Executive Chairman and a member each of the Nominating Committee and Remuneration Committee.

Dr. Xu, Tianhong, will upon re-election as a Director of the Company, remain as an Independent Director and a member each of the Nominating Committee and Remuneration Committee.

The detailed information on Mr. Zhai Lingyun and Dr. Xu, Tianhong (including information as set out in Appendix 7.4.1 of the Listing Manual) can be found under “Board of Directors” and “Disclosure of Information on Directors Seeking Re-election” in the Company’s Annual Report 2024.

- (ii) Mr. Gao Xiang, will upon re-election as a Director of the Company, remain as an Independent Director, a Chairman each of the Audit and Risk Committee and Nominating Committee. The Board considers Mr. Gao Xiang to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

Dr. Wang Xiaorui, will upon re-election as a Director of the Company, remain as an Independent Director and a member of the Nominating Committee.

Mr. Sim Sze Kuan, will upon re-election as a Director of the Company, remain as an Independent Director and the Chairman of the Remuneration Committee.

Ms. Yuen Wai, will upon re-election as a Director of the Company, remain as an Independent Director and a member each of the Audit and Risk Committee and Remuneration Committee. The Board considers Ms. Yuen Wai to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

The detailed information on Mr. Gao Xiang, Dr. Wang Xiaorui, Mr. Sim Sze Kuan and Ms. Yuen Wai (including information as set out in Appendix 7.4.1 of the Listing Manual) can be found under “Board of Directors” and “Disclosure of Information on Directors Seeking Re-election” in the Company’s Annual Report 2024.

- (iii) **Ordinary Resolution 8** is to seek shareholders’ approval for payment of Directors’ fees for the financial year ending 31 December 2025 (“FYE2025”), payable quarterly in arrears.

For the avoidance of doubt, at the last general meeting of the Company held on 14 November 2024 (“2024 EGM”), the payment of Directors’ fees of up to S\$135,000 to Dato’ Dr Teo Tong Kooi, Dr Xu, Tianhong and Mr Cai, Yong (the “New Directors”) for the period of 14 May 2024 to 31 December 2024 was calculated on a pro rata basis in accordance with each New Director’s length of service for FY2024, in recognition of the services provided by such New Directors who are serving on the Board in their respective capacities.

Mr Yiu Ming Yiu, Mr Chow Wai Leong and Ms Chen Xiaoling were nominated to the Board by the substantial shareholders. Mr Yiu, Mr Chow and Ms Chen have each agreed to waive their Directors’ fees, and accordingly, no Directors’ fees will be paid to Mr Yiu, Mr Chow and Ms Chen for FYE2025. Ms Chen Xiaoling will receive remuneration for her services as Group Executive Director in accordance with the terms of her service agreement entered into with the Company.

- (iv) **Ordinary Resolution 10** proposed under agenda item 7 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.

## Notes:

1. The annual general meeting of the Company (the “**AGM**”) is being convened, and will be held, in a wholly physical format, at Dunearn Ballroom III, Raffles Town Club, 1 Plymouth Avenue, Singapore 297753 on Tuesday, 10 June 2025 at 9.30 a.m. (Singapore time). **There will be no option for shareholders to attend, speak and vote at the AGM via virtual meeting technology.** Please bring along your NRIC/passport so as to enable the Company to verify your identity.
2. The documents in information relating to the AGM (including the Annual Report 2024, Notice of AGM and Proxy Form dated 26 May 2025 have been made available on the Company’s corporate website at [https://cordlife.listedcompany.com/corporate\\_news.html](https://cordlife.listedcompany.com/corporate_news.html) and the SGXNet at <https://www.sgx.com/securities/company-announcements>. Nevertheless, printed copies of these documents will be despatched to shareholders.
3. A member who is not a relevant intermediary may appoint not more than two (2) proxies to attend and vote in his/her stead at the AGM.

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- Where a member appoints more than one (1) 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.
- A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak 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 (2) 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.

- A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.
- If the appointer is a corporation, the proxy must be executed under its common seal or under the hand of its attorney or duly authorised officer.
- The instrument appointing a proxy must be deposited: (i) by email to [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia); or (ii) by post to the office of the Company's Share Registrar, In.Corp Corporate Services Pte. Ltd. at 36 Robinson Road, #20-01 City House, Singapore 068877, not less than forty-eight (48) hours before the time appointed for holding the AGM.
- Investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (the “**CPF Investors**”) and/or Supplementary Retirement Scheme (the “**SRS Investors**”):
  - may vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; or
  - may appoint the Chairman of the AGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the date of the AGM.

## Submission of Questions prior to the AGM

- A member may submit questions relating to the resolutions to be tabled for approval at the AGM no later than 6 p.m. on 2 June 2025 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.
- 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.
- The Company will publish its responses to substantial and relevant questions no later than forty-eight (48) hours before the closing date and time for the lodgment 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).

## Personal data privacy:

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