

META HEALTH LIMITED

(Company Registration No. 198804700N)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	Chui Huay Lim Club, 190 Keng Lee Road, Singapore 308409
DATE	:	29 April 2024
TIME	:	9.34 a.m.
PRESENT	:	<u>Directors</u> Mr Bernard Ng Kee Huat - Executive Chairman and Group Chief Executive Officer Mr Koh Gim Hoe - Lead Independent Non-Executive Director Mr Law Ren Kai Kenneth - Independent Non-Executive Director <u>Shareholders</u> As set out in the attendance record maintained by the Company.
CHAIRMAN	:	Mr Bernard Ng Kee Huat (Executive Chairman and Group Chief Executive Officer)

Due to the restriction of the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders and proxies present at the meeting will not be published in this minutes.

1. **INTRODUCTION**

Dr Bernard Ng Kee Huat, the Chairman of the Meeting (“**Chairman**”) welcomed the shareholders of Meta Health Limited (the “**Company**”) (“**Shareholders**”) to the Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company and thanked all those present for their attendance.

The Chairman introduced the directors of the Company (the “**Board**” or “**Directors**”) and management of the Company who were present at the Meeting, namely Mr Koh Gim Hoe (Lead Independent Non-Executive Director), Mr Law Ren Kai Kenneth (Independent Non-Executive Director) and Mr Tan Sze Leng (Chief Financial Officer).

The Chairman informed the Meeting that the Group’s professional teams, namely the Company’s sponsor, Company Secretary, Polling Agent and Scrutineer were also present at the AGM.

2. **QUORUM**

Having confirmed with the Company Secretary that a quorum in accordance with the Company’s Constitution was present, the Chairman called the Meeting to order.

3. **NOTICE OF AGM**

The Chairman proposed that the Notice of the AGM, which had been published on SGXNET and the Company’s corporate website on 13 April 2024 for the requisite period prior to the AGM, be taken as read.

4. **POLL VOTING**

The Chairman announced that, in line with the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), which required all resolutions at general meetings to be voted by poll and to enhance transparency so as to accord due respect to the full voting rights of Shareholders, the resolution tabled at the Meeting would be voted on by way of a poll.

To facilitate the poll voting, the Company had appointed CACS Corporate Advisory Pte. Ltd. as the scrutineer (the “**Scrutineer**”) for the Meeting. The representative from CACS Corporate Advisory Pte. Ltd. would brief the Meeting on the voting procedures before the commencement of the poll. The Scrutineer would also verify the votes casted by the Shareholders at the Meeting.

In his capacity as Chairman of the Meeting, Dr Bernard Ng Kee Huat had been appointed as proxy by a number of Shareholders and that he would be voting in accordance with their instructions. The Chairman would be proposing the resolution to be transacted at the AGM.

5. QUESTIONS FROM SHAREHOLDERS

The Chairman informed the Meeting that Shareholders had been requested to submit their questions in relation to any resolution set out in the Notice of AGM prior to the Meeting. It was noted that the Company did not receive any questions from Shareholders on the proposed resolutions to be tabled at this Meeting.

The Chairman then proceeded with the business to be transacted at the Meeting.

6. ORDINARY BUSINESS

Ordinary Resolution 1: Adoption of the Directors’ Statement, the Audited Financial Statements and the Auditors’ Reports for the financial year ended 31 December 2023

The Chairman informed the Meeting that the first item on the agenda was to receive and adopt the Directors’ Statement, the Audited Financial Statements for the financial year ended 31 December 2023, together with the Auditors’ Reports thereon.

The following motion was duly proposed and seconded:

“That the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023, together with the Auditors’ Reports thereon be and are hereby received and adopted.”

The Chairman invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda.

Ordinary Resolution 2: Re-election of Mr Kevin Lee Ming Hui who is retiring pursuant to Article 92 of the Company’s Constitution

The Chairman informed the Meeting that Mr Kelvin Lee Ming Hui had decided not to seek for re-election as a Director of the Company. In this regard, Resolution 2 relating to his continuing in office was no longer applicable and was accordingly withdrawn.

Upon retirement, Mr Kelvin Lee Ming Hui ceased to be the Chairman of the Nominating Committee as well as a member of the Audit Committee and the Remuneration Committee.

The Chairman extended his gratitude and appreciation to Mr Kelvin Lee Ming Hui for his contributions during his term in office and wish him well in his future endeavours.

The Chairman invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda.

Post-meeting note on Resolution 2:

The Company had, in its announcement dated 29 April 2024 in relation to the results of the AGM, published the following proxy voting results in relation to Resolution 2, which was duly verified by

the Company's appointed scrutineer for the conduct of the poll at the AGM.

Resolution number and details	Total number of shares represented by proxy votes for and against the resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 2</u> Re-election of Mr Kelvin Lee Ming Hui as a Director of the Company.	610,176,505	265,270,408	43.47	344,906,097	56.53

On 29 April 2024, prior to the convening of the AGM, Mr Kelvin Lee Ming Hui informed the Company that he decided not to stand for re-election at the AGM. Based on the above proxy voting results, if Mr Kelvin Lee Ming Hui had stood for re-election at the AGM, he would not have been re-elected as a Director.

Ordinary Resolution 3: Re-election of Mr Koh Gim Hoe who is retiring pursuant to Article 92 of the Company's Constitution

The Chairman informed the Meeting that Mr Koh Gim Hoe had decided not to seek for re-election as a Director of the Company. In this regard, Resolution 3 relating to his continuing in office was no longer applicable and was accordingly withdrawn.

Upon retirement, Mr Koh Gim Hoe ceased to be the Lead Independent Non-Executive Director, Chairman of the Remuneration Committee, as well as a member of the Audit Committee and the Nominating Committee.

The Chairman extended his gratitude and appreciation to Mr Koh Gim Hoe for his contributions during his term in office and wished him well in his future endeavours.

The Chairman invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda.

Post-meeting note on Resolution 3:

The Company had, in its announcement dated 29 April 2024 in relation to the results of the AGM, published the following proxy voting results in relation to Resolution 3, which was duly verified by the Company's appointed scrutineer for the conduct of the poll at the AGM.

Resolution number and details	Total number of shares represented by proxy votes for and against the resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 3</u> Re-election of Mr Koh Gim Hoe as a Director of the Company.	610,176,505	265,270,408	43.47	344,906,097	56.53

On 29 April 2024, prior to the convening of the AGM, Mr Koh Gim Hoe informed the Company that he decided not to stand for re-election at the AGM. Based on the above proxy voting results, if Mr Koh Gim Hoe had stood for re-election at the AGM, he would not have been re-elected as a Director.

Ordinary Resolution 4: Re-election of Ms Lim Qing Ru who is retiring pursuant to Article 97 of the Company's Constitution

The Chairman informed the Meeting that Ms Lim Qing Ru had tendered her resignation. In this regard, Resolution 4 relating to her continuing in office was no longer applicable and was accordingly withdrawn.

Upon resignation, Ms Lim Qing Ru ceased to be a member of the Audit Committee, the Nominating Committee and the Remuneration Committee.

The Chairman extended his gratitude and appreciation to Ms Lim Qing Ru for her contributions during her term in office and wished her well in her future endeavours.

The Chairman invited questions from the Shareholders.

In response to a Shareholder's query on the sudden cessation of the three Independent Non-Executive Directors, the Chairman explained that the Company received the notice of resignation from Ms Lim Qing Ru and notifications from Mr Kelvin Lee Ming Hui and Mr Koh Gim Hoe that they had decided not to stand for re-election prior to the convening of the AGM and would need to have further discussion with the respective Director before providing any response.

Mr Koh Gim Hoe, who is present at the Meeting, expressed that due to his personal work commitments, he was not able to allocate time for his role as the Lead Independent Non-Executive Director of the Company, and he had served on the Board of Directors of the Company for eight years and was of view that it was timely for him to step down as the Lead Independent Non-Executive Director.

As there were no further questions, the Meeting moved on to the next agenda.

Post-meeting note on Resolution 4:

The Company had, in its announcement dated 29 April 2024 in relation to the results of the AGM, published the following proxy voting results in relation to Resolution 4, which was duly verified by the Company's appointed scrutineer for the conduct of the poll at the AGM.

Resolution number and details	Total number of shares represented by proxy votes for and against the resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<u>Resolution 4</u> Re-election of Ms Lim Qing Ru as a Director of the Company.	610,176,505	265,283,408	43.48	344,893,097	56.52

On 29 April 2024, prior to the convening of the AGM, the Company received resignation letter from Ms Lim Qing Ru as an Independent Director. Based on the above proxy voting results, if Ms Lim Qing Ru had stood for re-election at the AGM, she would not have been re-elected as a Director.

Ordinary Resolution 5: Re-election of Dr Bernard Ng Kee Huat as a Director of the Company

The Chairman handed the conduct of the Meeting to Mr Koh Gim Hoe for Resolution 5. Mr Koh Gim Hoe informed the Meeting that Resolution 5 dealt with the re-election of Dr Bernard Ng Kee Huat, who has voluntarily submitted himself for re-election as a Director of the Company.

The following motion was duly proposed and seconded:

“That Mr Bernard Ng Kee Huat, upon re-election as a Director, remain as the Executive Chairman and Group Chief Executive Officer.”

Mr Koh Gim Hoe invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda and Mr Koh Gim Hoe handed the conduct of the Meeting back to the Chairman.

Ordinary Resolution 6: Re-election of Mr Law Ren Kai Kenneth as a Director of the Company

The Chairman informed the Meeting that Resolution 6 dealt with the re-election of Mr Law Ren Kai Kenneth who has voluntarily submitted himself for re-election as a Director of the Company.

The following motion was duly proposed and seconded:

“That Mr Law Ren Kai Kenneth, upon re-election as a Director, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee.”

The Chairman invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda.

Ordinary Resolution 7: Approval of the payment of additional Directors' fees of S\$4,167 for the financial year ended 31 December 2023

The Chairman informed the Meeting that the next agenda was to approve the payment of additional Directors' fees of S\$4,167 for the financial year ended 31 December 2023.

The following motion was duly proposed and seconded:

"That the additional directors' fees of S\$4,167 for the financial year ended 31 December 2023, to be paid."

The Chairman invited questions from the shareholders.

A shareholder of the Company inquired about the reason for this additional directors' fees.

The Chairman explained that the Directors' fees of S\$110,000 for the financial year ended 31 December 2023 which was approved by Shareholders at the last annual general meeting of the Company held on 30 April 2024 was for the then four Directors. The additional Directors' fees arose from the appointment of a new Director (Ms Lim Qing Ru) in November 2023 and S\$4,167 was the pro-rated amount of Ms Lim Qing Ru's directors' fees for the financial year ended 31 December 2023.

As there were no further questions, the Meeting moved on to the next agenda.

Ordinary Resolution 8: Approval of the Directors' fees of S\$135,000 for the financial year ending 31 December 2024

The Directors went on to the next agenda which was to approve the payment of S\$135,000 as Directors' fees for the financial year ending 31 December 2024, to be paid quarterly in arrears, at the end of each calendar quarter.

The following motion was duly proposed and seconded:

"That the Directors' Fees of S\$135,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears, be approved."

The Chairman invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda.

Ordinary Resolution 9: Re-appointment of Foo Kon Tan LLP as the Company's Auditors and to authorise the Directors to fix their remuneration

The Chairman informed the Meeting that the next item on the agenda was on the re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Foo Kon Tan LLP had expressed their willingness to continue in office.

The following motion was duly proposed and seconded:

"That Foo Kon Tan LLP be hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company, at a remuneration to be fixed by the Directors."

The Chairman invited questions from the Shareholders. There were no questions from Shareholders on Resolution 9.

As no notice of any other ordinary business had been received by the Company, the Chairman proceeded to deal with the special business outlined in the Notice of the AGM.

7. SPECIAL BUSINESS

Ordinary Resolution 10: Authority to allot and issue shares

The Chairman informed the Meeting that they had come to the special business of the Meeting. Ordinary Resolution 10 was to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Catalist Rules.

Resolution 10 as set out in the Notice of the AGM was duly proposed and seconded.

The Chairman invited questions from the Shareholders.

As there were no questions, the Meeting moved on to the next agenda.

Ordinary Resolution 11: Authority to allot and issue shares under the MCE Share Option Scheme 2014

The Chairman informed the Meeting that Resolution 11 was to authorise the Directors to allot and issue shares under the MCE Share Option Scheme 2014.

Resolution 11 as set out in the Notice of the AGM was duly proposed and seconded.

The Chairman invited questions from the Shareholders.

As there were no questions, the Chairman informed the Shareholders to cast their votes in the poll voting slips.

8. RESULTS OF POLL

Following the verification and tabulation of votes, the results of the poll was read:

Ordinary Resolution 1: Adoption of the Directors' Statement, Audited Financial Statements and Auditors' Reports for the financial year ended 31 December 2023

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	643,238,505	100.00	13,000	0.00 ¹

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 1 carried.

¹ Less than 0.01%

Ordinary Resolution 5: Re-election of Dr Bernard Ng Kee Huat as a Director

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	377,981,097	58.76	265,270,408	41.24

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 5 carried.

Ordinary Resolution 6: Re-election of Mr Law Ren Kai Kenneth as a Director

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	377,968,097	58.76	265,283,408	41.24

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 6 carried.

Ordinary Resolution 7: Approval of the payment of additional Directors' fees of S\$4,167 for financial year ended 31 December 2023

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	288,658,408	44.87	354,593,097	55.13

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 7 not carried.

Ordinary Resolution 8: Approval of the Directors' fees of S\$135,000 for the financial year ending 31 December 2024

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	643,251,505	100.00	0	0.00

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 8 carried.

Ordinary Resolution 9: Re-appointment of Foo Kon Tan LLP as the Company's Auditors and for authorisation the Directors to fix their remuneration

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	643,251,505	100.00	0	0.00

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 9 carried.

Ordinary Resolution 10: Authority to allot and issue shares

Total number of shares represented by votes for and against the resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	643,238,505	100.00	13,000	0.00 ²

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 10

² Less than 0.01%

carried.

Ordinary Resolution 11: Authority to allot and issue shares under the MCE Share Option Scheme 2014

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
643,251,505	643,238,505	100.00	13,000	0.00 ³

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 11 carried.

9. CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed and thanked all Shareholders for their attendance and support.

Confirmed as True Record of Proceedings

Bernard Ng Kee Huat
Chairman

³ Less than 0.01%