

AOXIN Q & M DENTAL GROUP LIMITED
(Company Registration No. 201110784M)
(the “Company”)
(Incorporated in the Republic of Singapore)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT 2 CLEMENTI LOOP, #03-02 SINGAPORE 129809 ON FRIDAY, 26 APRIL 2024 AT 2.30 P.M.

PRESENT

Board of Directors

1. Mr. Chua Ser Miang – Non-Executive Chairman and Independent Director
2. Professor Chew Chong Yin – Independent Director
3. Mr. Lin Ming Khin – Independent Director
4. Dr. Ong Siew Hwa – Executive Director
5. Dr. Ng Chin Siau – Non-Executive and Non-Independent Director
6. Ms. Ng Sook Hwa – Non-Executive and Non-Independent Director

In Attendance

1. Dr. Bai Yi – General Manager
2. Mr. Loo Keat Choon – Financial Controller
3. Ms. Tan Siew Hua – From the Company Secretary office
4. Ms. Tan Yi Ye – From the Company Secretary office

BY LIVE WEBCAST

Board of Directors

1. Dr. Shao Yongxin (“**Dr. Shao**”) – Executive Director and Group Chief Executive Officer (“Group CEO”)

CHAIRMAN

The Non-Executive Chairman and Independent Director, Mr. Chua Ser Miang (“Mr. Chua” or the “Chairman”) welcomed all the shareholders to the Annual General Meeting (“AGM” or “Meeting”) of the Company.

Mr. Chua introduced all fellow board members and executive officers present to the shareholders.

QUORUM

Upon confirmation of the presence of the requisite quorum, the Chairman called the meeting to order. The Chairman declared the Meeting opened at 2:30 p.m.

NOTICE

The Notice convening the Meeting dated 9 April 2024, having been circulated to shareholders in the requisite statutory period was, with the concurrence of the shareholders, taken as read.

UPDATE

Dr. Bai Yi, the Group General Manager, gave an update on the Company’s business for the financial year ended 31 December 2023.

POLL VOTING PROCEDURES

The Chairman explained that, in accordance with the requirements of the Listing Manual Section B; Rules of Catalist of the Singapore Exchange Securities Trading Limited, and pursuant to Regulation 71(2) of the Company’s Constitution, all resolutions would be voted on by way of poll.

The Chairman informed that all proposed resolutions be voted on by way of poll, which would take place after each resolution had been duly proposed and seconded. The voting on all the resolutions will be conducted in one single voting slip.

Central Management Services Pte Ltd was appointed as polling agent and KLP LLP as scrutineer. Each shareholder had received a poll voting slip at registration.

The Chairman further informed that in his capacity as Chairman of the meeting, he had been appointed by certain shareholders as their proxies and he shall be voting in accordance with their instructions.

QUESTIONS

The Company had invited shareholders to submit their questions to the Company by 16 April 2024. There were no questions received in advance from shareholders in respect of the resolutions tabled at the Meeting.

ORDINARY BUSINESS

RESOLUTION 1 – TO RECEIVE AND ADOPT THE DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE INDEPENDENT AUDITORS’ REPORT THEREON

The Meeting proceeded to receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors' Report thereon.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 2 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Directors had recommended the payment of S\$236,000 as Directors' fees for the financial year ended 31 December 2023 (FY2022: S\$241,000).

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 3 - RE-ELECTION OF DR. SHAO YONGXIN AS A DIRECTOR

Resolution 3 relates to the re-election of Dr. Shao Yongxin (“**Dr. Shao**”) as a Director of the Company. Pursuant to Regulation 117 of the Company’s Constitution, Dr. Shao will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election as a Director of the Company, Dr. Shao will remain as an Executive Director and the Group Chief Executive Officer.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 4 - RE-ELECTION OF DR. ONG SIEW HWA AS A DIRECTOR

Resolution 4 relates to the re-election of Dr. Ong Siew Hwa (“**Dr. Ong**”) as a Director of the Company. Pursuant to Regulation 117 of the Company’s Constitution, Dr. Ong will retire from office at this Meeting and being eligible, she had offered herself for re-election.

Upon re-election as a Director of the Company, Dr. Ong will remain as an Executive Director of the Board.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 5 - RE-ELECTION OF DR. NG CHIN SIAU AS A DIRECTOR

Resolution 5 relates to re-elect Dr. Ng Chin Siau (“**Dr. Ng**”) as a Director of the Company. Pursuant to Regulation 122 of the Company’s Constitution, Dr. Ng will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election as a Director of the Company, Dr. Ng will remain as a Non-Independent Non-Executive Director of the Board.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 6 - RE-APPOINTMENT OF MESSRS RSM SG ASSURANCE LLP AS THE COMPANY’S AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Resolution 6 was the re-appointment of Messrs RSM SG Assurance LLP as auditors of the Company and to authorise the directors to fix their remuneration. Messrs RSM SG Assurance LLP has consented to act as Auditors of the Company.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

SPECIAL BUSINESS

RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution 7 was to seek shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.

The full text of the resolution was set out in the Notice of AGM dated 9 April 2024.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 8 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AOXIN Q & M EMPLOYEE SHARE OPTION SCHEME (THE “SCHEME”)

Resolution 8 was to seek shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act 1967 under the Scheme.

The full text of the resolution was set out in the Notice of AGM dated 9 April 2024.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AOXIN Q & M PERFORMANCE SHARE PLAN (THE “SHARE PLAN”)

This resolution was to seek shareholders’ approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act 1967 under the Share Plan.

The full text of the resolution was set out in the Notice of AGM dated 9 April 2024.

The motion was proposed and seconded by the shareholders.

There being no question, the motion was put to the vote by poll.

POLL VOTING

There being no further questions, the Chairman proceeded to invite the Polling Agent to explain the poll voting procedure. After the Polling Agent explained the poll voting procedure, the Chairman invited the members to cast their votes.

Upon completion of the poll counting, the following poll results, which have been duly verified by the Scrutineer, were announced by the Chairman:

Resolutions Number and details	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 (%)
AS ORDINARY BUSINESS					
Ordinary Resolution 1 To receive and adopt the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Independent Auditors’ Report thereon	403,953,901	403,953,901	100.00	-	0.00

AOXIN Q & M DENTAL GROUP LIMITED
(Company Registration Number 201110784M)

- Minutes of Annual General Meeting duly held on 26 April 2024

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<p>Ordinary Resolution 2</p> <p>To approve the payment of Directors' fees of S\$236,000 for the financial year ended 31 December 2023 (FY2022: S\$241,000)</p>	403,927,901	403,927,901	100.00	-	0.00
<p>Ordinary Resolution 3</p> <p>To re-elect Dr. Shao Yongxin who is retiring pursuant to Regulation 117 of the Company's Constitution</p>	403,927,901	315,906,083	78.21	88,021,818	21.79
<p>Ordinary Resolution 4</p> <p>To re-elect Dr. Ong Siew Hwa who is retiring pursuant to Regulation 117 of the Company's Constitution</p>	403,950,901	402,844,901	99.73	1,106,000	0.27
<p>Ordinary Resolution 5</p> <p>To re-elect Dr. Ng Chin Siau who is retiring pursuant to Regulation 122 of the Company's Constitution</p>	403,767,601	403,767,601	100.00	-	0.00
<p>Ordinary Resolution 6</p> <p>To re-appoint Messrs RSM SG Assurance LLP as the Company's Auditors and to authorise the Directors to fix their remuneration</p>	403,950,901	403,950,901	100.00	-	0.00
AS SPECIAL BUSINESS					
<p>Ordinary Resolution 7</p> <p>To authorise Directors to allot and issue shares</p>	396,662,296	396,662,296	100.00	-	0.00
<p>Ordinary Resolution 8</p> <p>To authorise Directors to issue shares under the Aoxin Q & M Employee Share Option Scheme</p>	403,927,901	403,927,901	100.00	-	0.00

Ordinary Resolution 9 To authorise Directors to issue shares under the Aoxin Q & M Performance Share Plan	403,927,901	403,927,901	100.00	-	0.00
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Based on the poll results, the Chairman declared that all the resolutions proposed were duly carried.

CONCLUSION

There being no other business to be transacted, the Chairman declared the Meeting closed at 3.08 p.m. and thanked the members for their attendance.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

CHUA SER MIANG
Chairman