



THOMSON MEDICAL GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199908381D)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY ELECTRONIC MEANS ON THURSDAY, 27 OCTOBER 2022 AT 2:00 P.M.

PRESENT

Directors:

Mr Ng Ser Miang	(Chairman and Independent Director)
Mr Lim Wee Kiat	(Executive Vice-Chairman and Chairman of the Meeting)
Mr Wilson Sam	(Executive Director and Group Chief Financial Officer)
Ms Wan Nadiah Binti Wan Mohd Abdullah Yaakob	(Executive Director)
Mr Ong Pang Liang	(Independent Director)
Dr Lam Lee G	(Independent Director)
Ms Christina Teo Tze Wei	(Independent Director)
Ms June Leong Lai Ling	(Independent Director)

In Attendance:

Ms Tan Peck Yen	(Partner, Ernst & Young LLP)
Ms Foo Soon Soo	(Company Secretary)
Mr Warren Wu	(Assistant Director, Corporate Communication / host for the meeting)

Shareholders and Other Attendees: As set out in the attendance records maintained by the Company

COMMENCEMENT OF MEETING

Introduction

Mr Warren Wu, the host for the meeting welcomed all shareholders to the electronic Annual General Meeting (“**AGM**”) of Thomson Medical Group Limited (“**TMG**”).

Mr Wu briefed the meeting that the AGM was conducted by electronic means via live audio-visual webcast and audio streaming pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Mr Wu further briefed the meeting that voting is in real time and shareholders will be able to vote in real time once the AGM commences until 5 minutes after the last question from shareholders had been addressed. A video presentation on how to vote live at the meeting was shown to shareholders and their appointed proxies present through webcast.

Mr Wu introduced the Directors and invited Mr Wilson Sam, Executive Director and Group Chief Financial Officer (“**GCFO**”), to give a presentation on the results for the financial year ended 30 June 2022, prior to the commencement of the AGM.

After the GCFO presentation, Mr Wu handed over the meeting to Mr Ng to give a welcome note.

Chairman of the Board's welcome note

The Chairman of the Board, Mr Ng Ser Miang, welcomed all shareholders to the meeting.

As he was then overseas, he designated Executive Vice-Chairman, Mr Lim Wee Kiat, to chair the proceedings of the AGM. He thanked the shareholders for taking time to attend the meeting and wished them safe and healthy during this pandemic.

Mr Ng handed over the meeting to Mr Lim Wee Kiat to chair the meeting.

Mr Lim Wee Kiat as Chairman of the Meeting ("**Chairman**") called the meeting to order and declared the AGM open after having confirmed that a quorum was present.

Notice of Annual General Meeting

As the Notice of AGM dated 29 September 2022 ("**Notice of AGM**") had been made available to all shareholders on SGXNet and the Company's website for the requisite period, the Chairman proposed that the Notice of AGM be taken as read.

Questions and Answers

The Chairman informed the meeting that the Company had received questions from Securities Investors Association (Singapore) prior to the AGM. The questions and answers thereto had been posted on the SGXNET and the Company's website on 26 October 2022.

Shareholders accessing the AGM proceedings via the audio-visual webcast platform could ask questions "live" by submitting their questions through the messaging function on the platform. Similar questions would be consolidated. The questions for which responses have already been posted on the Company's website and on SGXNet prior to this AGM would not be addressed again. The questions would be addressed after all resolutions had been tabled and proposed by the Chairman.

Procedures for voting

Before the Chairman proceeded with the business of the AGM, he informed the shareholders that as set out in the Notice of AGM, all resolutions at the AGM would be voted by poll. Pursuant to the applicable regulations, the Chairman, in his capacity as Chairman of the meeting, had been appointed as proxy by some shareholders who had directed him to vote according to their instructions.

All valid proxy forms received by the Company by the deadline for the depositing of proxy forms as specified in the Notice, had been accounted for and verified by B.A.C.S Private Limited, the appointed Scrutineer for the AGM.

Thereafter, the Chairman proceeded with the agenda of the meeting

ORDINARY BUSINESS

Ordinary Resolution 1: Adoption of the Directors' Statement and the Audited Financial Statements for the financial year ended 30 June 2022 and the Auditors' report thereon.

The Chairman proposed:

"That the Directors' Statement and the Audited Consolidated Financial Statements for the financial year ended 30 June 2022 together with the Auditors' Report thereon, be and are hereby received and adopted."

Ordinary Resolution 2: One-tier tax exempt final dividend of 0.115 Singapore cents per share for the financial year ended 30 June 2022

The Chairman proposed:

“That a one-tier tax exempt final dividend of 0.115 Singapore cents per share for the financial year ended 30 June 2022 be and is hereby approved.”

Ordinary Resolution 3: Re-election of Mr Ng Ser Miang as a Director

This agenda item relates to the re-election of Mr Ng Ser Miang, as a Director pursuant to Article 105(2) of the Constitution of the Company.

The Chairman informed the shareholders that Mr Ng will, upon being re-elected continue in office as Independent Chairman and Chairman of the Nominating and Remuneration Committee.

The Chairman proposed:

“That Mr Ng Ser Miang be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 4: Re-election of Mr Ong Pang Liang as a Director

This agenda item relates to the re-election of Mr Ong Pang Liang, a Director retiring pursuant to Article 105(2) of the Company's Constitution.

The Chairman informed the shareholders that Mr Ong Pang Liang will upon being re-elected as Director, continue in office as Independent Director and remain as Chairman of the Audit & Risk Committee. He is considered independent pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will continue as a member of the Nominating and Remuneration Committee.

The Chairman proposed:

“That Mr Ong Pang Liang be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 5: Re-election of Ms Wan Nadiyah Binti Wan Mohd Abdullah Yaakob as a Director

This agenda item relates to the re-election of Ms Wan Nadiyah Binti Wan Mohd Abdullah Yaakob, a Director retiring pursuant to Article 106 of the Company's Constitution.

The Chairman informed the shareholders that Ms Wan Nadiyah Binti Wan Mohd Abdullah Yaakob will upon being re-elected as Director, continue in office as Executive Director.

The Chairman proposed:

“That Ms Wan Nadiyah Binti Wan Mohd Abdullah Yaakob be and is hereby re-elected as Director of the Company.”

Ordinary Resolution 6: Re-election of Ms Christina Teo Tze Wei as a Director

This agenda item relates to the re-election of Ms Christina Teo Tze Wei, a Director retiring pursuant to Article 106 of the Company's Constitution.

The Chairman informed the shareholders that Ms Christina Teo Tze Wei will upon being re-elected as Director, continue in office as Independent Director and remain as a member of the Nominating and Remuneration Committee.

The Chairman proposed:

"That Ms Christina Teo Tze Wei be and is hereby re-elected as Director of the Company."

Ordinary Resolution 7: Re-election of Ms June Leong Lai Ling as a Director

This agenda item relates to the re-election of Ms June Leong Lai Ling, a Director retiring pursuant to Article 106 of the Company's Constitution.

The Chairman informed the shareholders that Ms June Leong Lai Ling will upon being re-elected as Director, continue in office as Independent Director and remain as a member of the Audit & Risk Committee. She is considered independent pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed:

"That Ms June Leong Lai Ling be and is hereby re-elected as Director of the Company."

Ordinary Resolution 8: Approval of Directors' fee of up to S\$400,000 for the financial year ending 30 June 2023

The Chairman proposed:

"That the Directors' fee of up to S\$400,000 for the financial year ending 30 June 2023 be and is hereby approved."

Ordinary Resolution 9: Re-appointment of Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration

The Chairman proposed:

"That Ernst & Young LLP be and are hereby re-appointed as Auditor of the Company and to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration."

SPECIAL BUSINESS

Ordinary Resolution 10: Authority to issue and allot shares in the capital of the Company

The Chairman briefed the shareholders that under the resolution, such shares and convertible securities must not, in aggregate, exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares), with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders.

The Chairman proposed Ordinary Resolution 10 as set out under item 10 of the Notice of the AGM.

Ordinary Resolution 11: Authority to grant awards and issue shares under the Share Grant Plan 2015

The Chairman informed the meeting that shares issued and issuable in respect of awards granted under the Share Grant Plan 2015 and in respect of any of any other share schemes of the Company than in force, must not in aggregate, exceed 15% of the issued share capital of the Company (excluding treasury shares, if any) from time to time. Shareholders who were eligible to participate in the Share Grant Plan 2015 should abstain from voting on this resolution.

The Chairman proposed Ordinary Resolution 11 as set out under item 11 in the Notice of the AGM.

QUESTIONS AND ANSWERS

Mr Wu facilitated the questions and answers session. Mr Wu noted that no questions were submitted by the shareholders at this AGM. He declared the questions and answers session closed.

Mr Wu called on the shareholders to cast the votes for all the resolutions at the AGM for the next five minutes before voting ended.

RESULTS OF POLL VOTING

The results of the poll voting for Ordinary Resolutions 1 to 11 as set out in Annex A to these minutes, were presented to the meeting.

The Chairman declared Ordinary Resolutions 1 to 11 carried.

CONCLUSION

There being no further business, the Chairman thanked shareholders for their participation in the Company's AGM and declared the AGM closed at 2.33 p.m.

Confirmed by:

Mr Lim Wee Kiat
Chairman of the Meeting
Thomson Medical Group Limited