

**MINUTES OF EXTRAORDINARY GENERAL MEETING HELD ON  
FRIDAY, 18 OCTOBER 2024 AT 2:30 P.M. AT HILTON SINGAPORE ORCHARD,  
TEMBUSU I, LEVEL 5, ORCHARD WING, 333 ORCHARD ROAD, SINGAPORE 238867**

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**Present**

Board of Directors : Mr Edward Lee Ewe Ming (*Executive Chairman*)  
Mr Ong Ghim Choon (*CEO*)  
Ms Connie Zhang (*Executive Director*)  
Mr Mark Leong Kei Wei (*Lead Independent Director*)  
Mr Oei Su Chi, Ian (*Independent Director*)  
Ms Ong Siow Fong (*Independent Director*)  
Ms Joanna Liu Yao (*Independent Director*)

**In Attendance**

: Ms Yip Li San (*Group CFO / “Ms Li San”*)  
Mr Madan Mohan (*Company Secretary*)

Shareholders/Proxies/Invitees : As per the attendance list maintained by the Company

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**1. INTRODUCTION AND QUORUM**

- 1.1 The meeting was chaired by Mr Edward Lee Ewe Ming (“**Chairman**”). Chairman welcomed shareholders to the extraordinary general meeting (“**EGM**” or “**Meeting**”). As a quorum in accordance with the Constitution of the Company was present, Chairman declared the EGM open at 2:30 pm. He then introduced fellow Board members and members of the management team present at the EGM.

**2. NOTICE OF MEETING**

- 2.1 Chairman noted that the Circular to shareholders, the Notice of EGM, and the Proxy Form were published on the corporate website of the Company and on SGXNet on 25 September 2024. Printed copies of the Notice of EGM and the Proxy Form were also despatched to all shareholders for their convenience. With the Meeting’s consent, the Notice of EGM was taken as read.

**3. PRESENTATION, Q&As**

- 3.1 Chairman informed shareholders that the resolution at the EGM will be voted by poll in a paperless manner. In his capacity as Chairman of the Meeting, he had been appointed by several shareholders as Proxy and he will be voting in accordance with their instructions. He added that the Company has appointed Trusted Services Pte Ltd as the Polling Agent and Samas Management Consultants Pte Ltd as the Scrutineer for the EGM. The Scrutineer has verified the counting of the votes of Proxy Forms submitted by shareholders. The Scrutineer will also verify the votes cast by shareholders and proxies during the EGM.
- 3.2 Chairman noted that the Company invited questions from shareholders in advance of the Meeting. The Company did not receive any questions from shareholders in advance of the Meeting. He welcomed shareholders to ask questions during the EGM.
- 3.3 In relation to the voting process, Chairman informed the Meeting that shareholders and proxies may cast votes on the resolution during the Meeting via the online platform after the resolution is introduced. A voting time of 30 seconds has been allocated for the resolution. A timer will be

shown on the screen indicating when voting starts and when it stops. Chairman thereafter invited shareholders and proxies in attendance to view a video on how to submit their votes by electronic poll via the ConveneAGM platform. A video clip explaining the voting process was thereafter played. After the video, a Test Resolution was conducted to familiarise shareholders and proxies with the voting system.

- 3.4 Chairman made a presentation (enclosed in **Appendix A**) on the proposed capital reduction. He noted that the Company intends to undertake a capital reduction exercise pursuant to section 78A read with section 78C of the Companies Act to reduce the share capital of the Company by the cancellation of share capital of the Company to the extent of the amount of the accumulated losses of S\$27,397,446 as at 31 December 2023 which arose mainly from non-cash impairment on investments in debt securities. The capital reduction exercise will rationalise the balance sheet of the Company and would also help the Company to retain profits and enhance Company's ability to pay dividends.
- 3.5 After the presentation, Chairman opened the floor to questions from shareholders. Salient points of the Question and Answer (Q&A) session are enclosed in "**Appendix B**" to these minutes. After the conclusion of the Q&As session, Chairman proceeded for the formal resolution of the Meeting.

#### **4. SPECIAL RESOLUTION - THE PROPOSED CAPITAL REDUCTION**

- 4.1 Chairman noted that Resolution 1 on the Agenda in the Notice of EGM is to approve the proposed capital reduction. He proposed the motion for Resolution 1.
- 4.2 Chairman put the motion to vote by poll.
- 4.3 The result of the poll on Resolution 1 was as follows:

Resolution 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 (%)
SPECIAL RESOLUTION					
<u>Resolution 1</u>					
The Proposed Capital Reduction	624,816,022	624,121,022	99.89	695,000	0.11

- 4.4 Based on the results of the poll, Chairman declared Resolution 1 carried.

4.5 RESOLVED:

**THAT:**

Pursuant to Regulation 65 of the Constitution of the Company, and Section 78A read with Section 78C of the Companies Act:

- (a) the issued and paid-up share capital of the Company be reduced by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets to the extent of S\$27,397,446;
- (b) the Directors or any of them be and are hereby authorised to do and complete any and all such acts and things for and on behalf of the Company or the Group, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to negotiate, review, finalise, approve any amendments, alteration or modification to any such documents, as may be required and/or as they or he may consider necessary, desirable, expedient or in the interest of the Company or the Group to give full effect to this Special Resolution and the Proposed Capital Reduction; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by any Director on behalf of the Company in connection with the Proposed Capital Reduction prior to the date of the EGM be and are hereby approved, ratified and confirmed.

**5. CLOSURE**

- 5.1 There being no other business, Chairman declared the EGM closed at 3:01 pm. On behalf of the Board of Directors, he thanked the shareholders for their attendance.

Approved by:

**Mr Edward Lee**  
*Chairman*  
mDR Limited

APPENDIX A



**MDR** Limited

# Extraordinary General Meeting

18 October 2024

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# Proposed Capital Reduction

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- Company intends to undertake a capital reduction exercise pursuant to Section 78A read with Section 78C of the Companies Act, to reduce the share capital of the Company by the cancellation of share capital of the Company that has been lost or is unrepresented by available assets to the extent of the amount of the Accumulated Losses
- Accumulated Losses as at 31 December 2023 is S\$27,397,446, which arose mainly from (a) impairment loss on investment in the Company's subsidiary; and (b) impairment on investments in debt securities

# Rationale for the Proposed Capital Reduction

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- Proposed Capital Reduction is to write off the Accumulated Losses with a view to restructure the finances of the Company
- Serves to rationalise the balance sheet of the Company for it to be an accurate reflection of the value of its underlying assets, and thus the financial position of the Company
- Company would also be in a better position to retain profits and enhance its ability to pay future dividends, when appropriate, if the Accumulated Losses are written off

# Proposed Capital Reduction

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- Proposed Capital Reduction will be effected in the following manner:
  - (a) by reducing the Pre-Reduction Share Capital by the cancellation of the share capital of the Company that has been lost or is unrepresented by the available assets to the extent of the amount of the Accumulated Losses, i.e. by S\$27,397,446; and
  - (b) thereafter by applying the amount of S\$27,397,446, being the credit arising from the aforesaid cancellation of share capital, towards the writing off of the Accumulated Losses.
- There will be no change in the total number of issued Shares in the Company held by the Shareholders immediately after the Proposed Capital Reduction nor will the Proposed Capital Reduction involve the payment to any Shareholders of any paid-up share capital of the Company.

# Thank You



MDR Limited

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For more information, please visit [www.m-dr.com](http://www.m-dr.com)



## **APPENDIX B**

- 1. A shareholder asked whether the proposed capital reduction will result in any change to the NAV. Another shareholder asked for the reason of no change to the NAV.**

Chairman noted that the proposed capital reduction will not result in any change to the NAV. Ms Li San added that the reason for no impact to the NAV is because the accumulated losses will be net off against the share capital. The net equity will remain the same and therefore there will be no change to the NAV.

- 2. Will there will be any change to the gearing figure from the proposed capital reduction?**

Chairman noted that the proposed capital reduction will not have any impact on the gearing figure of the Company.

- 3. A shareholder commented whether the Company should utilise the accumulated losses to off-set tax?**

Chairman noted that the proposed capital reduction will result in the reduction of accumulated losses and a corresponding impact on the share capital and does not have any tax impact.

- 4. After the proposed capital reduction is approved, what is the assurance that the Company is going to be profitable or will there be further write-off?**

Chairman noted that the proposed capital reduction is an accounting procedure. In the financial markets as with other things, nothing is certain. While it is not possible to predict future performance, based on his own personal view he has high confidence in the Company and as the largest shareholder of the Company there is also an alignment of interest. The capital reduction exercise will rationalise the balance sheet of the Company and would also help the Company to retain profits and enhance Company's ability to pay dividend.

- 5. Is the majority shareholder allowed to vote on the proposed capital reduction resolution?**

Chairman noted that no party is required to abstain from voting on the proposed capital reduction resolution as this is mainly an accounting procedure and there is no special treatment to any party.