

ALLIANCE HEALTHCARE GROUP LIMITED

(Company Registration No. 200608233K)

(Incorporated in the Republic of Singapore)

MINUTES OF THE ANNUAL GENERAL MEETING (“AGM” OR THE “MEETING”) OF ALLIANCE HEALTHCARE GROUP LIMITED (THE “COMPANY”) HELD BY WAY OF ELECTRONIC MEANS ON WEDNESDAY, 28 OCTOBER 2020 AT 2.30 P.M.

PRESENT

Directors

- | | |
|-------------------------------------|--|
| Dr Barry Thng Lip Mong | - Executive Chairman and Chief Executive Officer |
| Dr Mok Kan Hwei, Paul | - Executive Director |
| Dr Leong Peng Kheong Adrian Francis | - Independent Director |
| Mr Wong Hin Sun, Eugene | - Lead Independent Director |
| Mr Lim Heng Chong Benny | - Independent Director |

Shareholders

- As set out in the attendance records maintained by the Company.

In Attendance

- | | |
|----------------|---------------------|
| Ms Low Mei Wan | - Company Secretary |
|----------------|---------------------|

By Invitation

- | | |
|------------------|---|
| Ms Neo Lay Fen | - Chief Financial Officer |
| Ms Tan Cher Ting | - CIMB Bank Berhad, Singapore Branch (the “Sponsor”) |
| Mr Darren Hong | - CIMB Bank Berhad, Singapore Branch |
| Other Invitees | - As set out in the attendance records maintained by the Company. |

CHAIRMAN

Dr Barry Thng Lip Mong (the “**Chairman**”), the Executive Chairman and Chief Executive Officer of the Company, presided as Chairman of the Meeting and welcomed all Shareholders to the Meeting. He introduced the directors and key management who participated at the Meeting to the attendees.

In light of the Safe Management measures to curb local transmissions of COVID-19 and additional guidance on the conduct of general meetings, the Company has called the Meeting to be held by way of electronic means.

The Company’s auditors, company secretary, polling agent, scrutineer and Sponsor participated at the Meeting via “live” webcast.

QUORUM

The Chairman confirmed that a quorum was present and called the Meeting to order at 2.30 p.m.

NOTICE

The Notice of AGM has been published at SGXNET on 13 October 2020. It was taken as read.

POLL VOTING

The Chairman informed that as mentioned in the notice of AGM, Shareholders would not be able to vote through “live” webcast but could exercise their voting rights at the AGM by appointing the Chairman of the Meeting as their proxy.

The Chairman has been appointed as proxy by some shareholders and he would vote in accordance with their instructions. He informed Shareholders that all resolutions tabled at the Meeting would be put to vote by way of poll.

The polling agent for the Meeting was Tricor Barbinder Share Registration Services and the appointed scrutineer was Entrust Advisory Pte. Ltd. All valid proxy forms received by the Company before the deadline had been counted and verified by the Scrutineer.

The Chairman advised that the Company has received a question from a shareholder prior to the Meeting and the answer is set out in the announcement released on 26 October 2020.

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1 - FINANCIAL STATEMENTS

The first item on the agenda was to receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Auditor’s Report thereon.

The Chairman proposed to vote for Ordinary Resolution 1 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage %
For	143,030,579	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2020 together with the Auditor’s Report thereon be received and adopted.”

ORDINARY RESOLUTION 2 – FINAL DIVIDEND

The second item of the Agenda was to approve the first and final one-tier tax-exempt dividend of 0.34 Singapore cent per ordinary share for the financial year ended 30 June 2020.

The Chairman proposed to vote for Ordinary Resolution 2 and put the motion to a vote. He announced the poll results as set out in the Scrutineer's report, as follows:

	No. of Votes	Percentage %
For	143,060,579	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT the first and final one-tier tax-exempt dividend of 0.34 Singapore cent per ordinary share for the financial year ended 30 June 2020 be approved.”

ORDINARY RESOLUTION 3 – RE-ELECTION OF DR BARRY THNG LIP MONG AS A DIRECTOR

The Chairman of the Meeting, Dr Barry Thng was due to retire under Regulation 97 of the Constitution of the Company. He shared with the Shareholders that he, if re-elected as a director of the Company, would remain as Executive Chairman and CEO of the Company.

The Chairman proposed to vote for Ordinary Resolution 3 and put the motion to a vote. He announced the poll results as set out in the Scrutineer's report, as follows:

	No. of Votes	Percentage %
For	143,030,579	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT Dr Barry Thng Lip Mong, a director who is retiring pursuant to Regulation 97 of the Constitution of the Company, be re-elected as a director of the Company.”

ORDINARY RESOLUTION 4 – RE-ELECTION OF DR LEONG PENG KHEONG ADRIAN FRANCIS AS A DIRECTOR

Chairman moved on to the next agenda on the re-election of Dr Adrian Leong. Dr Adrian Leong, being eligible, has consented to stand for re-election.

Chairman informed the Shareholders that Dr Adrian Leong will, if re-elected as director of the Company, remain as Chairman of the Remuneration Committee and a member of the Nominating Committee and Audit and Risk Management Committee.

The Chairman proposed to vote for Ordinary Resolution 4 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage %
For	142,289,209	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT Dr Leong Peng Kheong Adrian Francis, a director retiring pursuant to Regulation 97 of the Constitution of the Company, be re-elected as a director of the Company.”

ORDINARY RESOLUTION 5 - DIRECTORS’ FEES

Chairman sought the approval of the shareholders for the proposed Directors’ fees of S\$150,000 for the financial year ending 30 June 2021.

The Chairman proposed to vote for Ordinary Resolution 5 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage %
For	143,030,579	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT the Directors’ fees of S\$150,000 for the financial year ending 30 June 2021 be approved.”

ORDINARY RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS

The Chairman informed the Meeting that Messrs. RSM Chio Lim LLP (“**RSM**”) has expressed their willingness to accept the re-appointment as Auditors of the Company for the financial year ending 30 June 2021.

The Chairman proposed to vote for Ordinary Resolution 6 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage %
For	143,030,579	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT RSM Chio Lim LLP be re-appointed as Auditors of the Company for the financial year ending 30 June 2021 and the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS:

ORDINARY RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES

The last agenda of the Meeting was to seek shareholders' mandate for authority to allot and issue shares and convertible securities.

The full text of the Ordinary Resolution 7 as set out in the Notice of AGM was taken as read.

The Chairman proposed to vote for Ordinary Resolution 7 and put the motion to a vote. He announced the poll results as set out in the Scrutineer's report, as follows:

	No. of Votes	Percentage %
For	143,030,579	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT:

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”) and the Constitution of the Company, authority be and is hereby given to the Directors to:

- (i) issue shares whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options (collectively, “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
- (iii) (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force, provided that:
 - (a) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) and Instruments to be issued pursuant to this resolution shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued (including shares to be issued pursuant to the Instruments) other than on a pro rata basis to existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);

- (b) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares (including shares to be issued pursuant to the Instruments) that may be issued under subparagraph (a) above, the percentage of shares that may be issued shall be based on the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities; and (ii) any subsequent bonus issue, consolidation or sub-division of shares;
- (c) in exercising such authority, the Company shall comply with the provisions of the Catalist Rules 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
- (d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 2.40 p.m. and thanked everyone for their attendance.

Confirmed as a correct Record of the Proceedings

[Signed]

Barry Thng Lip Mong
Chairman