



SINGAPORE O&G LTD.
CARING FOR WOMEN'S & CHILDREN'S HEALTH

SINGAPORE O&G LTD.

(Company Registration No. 201100687M)
(Incorporated in the Republic of Singapore)

MINUTES of the Annual General Meeting (the “**AGM**” or “**Meeting**”) of Singapore O&G Ltd. (the “**Company**” or “**SOG**”) held via live webcast and audio conference on Friday, 22 April 2022 at 10.00 a.m.

Present:

Directors:

Dr. Beh Suan Tiong (Chairman of the Board and AGM)
Dr. Heng Tung Lan (Executive Director) – via live webcast
Mr. Ng Boon Yew (Lead Independent Director)
Ms. See Tho Soat Ching (Independent Director) – via live webcast

Absent with apology:

Ms. Linda Hoon Siew Kin (Independent Director)

Shareholders:

As set out in the attendance list maintained by the Company

In Attendance:

SOG

Eric Choo (Chief Executive Officer)
Doreen Chew (Chief Financial Officer)

ZICO Corporate Services Pte. Ltd.

Nor Hafiza Alwi (Company Secretary)
Mavis Chong

Tricor Barbinder Share Registration Services (Scrutineers)

Tan Jack Leng
Audrey Leong

Complete Corporate Services (Polling Agents)

Nicole Wong

Invitees:

SOG

Vikki Chan
Ng Boon Khai
Jody Leong

Singapore O&G Ltd.
Minutes of the Annual General Meeting held on 22 April 2022

PrimePartners Corporate Finance Pte. Ltd.

Jennifer Tan

Foo Kon Tan LLP

Robin Chin

Chan Ser

CHAIRMAN

Dr. Beh Suan Tiong (“**Dr. Beh**”), the Chairman of the Meeting and Board of Directors welcomed all shareholders for their attendance. The Chairman introduced the Lead Independent Director, Mr. Ng Boon Yew (“**Mr Ng**”) and the Chief Executive Officer, Mr. Eric Choo (“**Mr. Choo**”) present at the AGM venue and the other members of the Board, Chief Financial Officer, Ms. Doreen Chew and Auditors, Mr. Robin Chin and Mr. Chan Ser who joined via live webcast, to the shareholders.

Dr. Beh informed the shareholders that Ms. Linda Hoon Siew Kin, the Independent Director had sent her apology as she was unable to attend the Meeting.

The Chairman thanked the shareholders who pre-registered with the Company, watched and listened to the proceedings through live webcast and audio conference. He also acknowledged their attendance in this Meeting.

QUORUM

With the requisite quorum being present, the Chairman called the Meeting to order at 10.00 a.m.

NOTICE

The notice of the Meeting having been circulated to the members, with the concurrence of the Meeting, was taken as read.

POLL VOTING

The Chairman recapped that shareholders had been informed via the Company’s announcement made on SGXNet on 30 March 2022 that they would not be able to vote through live webcast or audio conference. The only way for shareholders to exercise their voting rights was to appoint the Chairman of the Meeting as proxy. The Chairman informed that in his capacity as Chairman of the Meeting, he has been appointed as a proxy by some shareholders and that he had voted in accordance with their instructions, which had been accounted for in the polling for the resolutions.

The Chairman further informed shareholders that, all proposed resolutions tabled at this Meeting would be voted by way of poll via proxy voting pursuant to Singapore Exchange Securities Trading Limited, Listing Manual Section B: Rules of Catalist (“**Rules of Catalist**”) 730A(2) and no voting would be conducted in the Meeting.

POLLING AGENT AND SCRUTINEER

The Chairman informed the Meeting that the Company has appointed Messrs. Complete Corporate Services as polling agent and Messrs. Tricor Barbinder Share Registration Services as scrutineers for the Meeting. The validity of the proxy forms submitted by the shareholders by the deadline of 20 April 2022, 10.00 a.m. had been reviewed and the votes of all such valid proxy forms had been counted by the polling agent and verified by the scrutineers.

PRESENTATION

Prior to the business of the AGM, Mr. Choo delivered a corporate presentation on the business overview, financial highlights for the financial year ended 31 December 2021 and corporate updates and future plans.

The corporate presentation slides are attached herewith as [Appendix A](#).

QUESTIONS AND RESPONSES

The Chairman informed the Meeting that the Company has received questions from the shareholders and SIAS prior to the AGM. All questions have been addressed by the Company and the responses were published on the SGXNet on 13 April 2022. The responses to the questions can also be found at the Company's corporate website.

For the benefit of the shareholders, the Board and Management recapped the questions received from the shareholders and SIAS in the Meeting. The questions and responses are set out in [Appendix B](#) annexed to these minutes.

After recapping all questions received from the shareholders and SIAS, the Chairman proceeded with the business of the AGM.

ORDINARY BUSINESS:

Ordinary Resolution 1

ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 AND DIRECTORS' STATEMENT AND THE INDEPENDENT AUDITOR'S REPORT

The Chairman proposed the following motion:

"RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' Statement and Independent Auditor's Report be and are hereby received and adopted."

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 1 carried.

Ordinary Resolution 2

DECLARATION OF FINAL DIVIDEND

The Chairman informed shareholders that the proposed dividend of 0.90 Singapore cents per ordinary share, if approved at the AGM, will be paid on 20 May 2022.

The Chairman proposed the following motion:

“RESOLVED that a tax exempt (one-tier) final dividend of 0.90 Singapore cents per ordinary share in respect of the financial year ended 31 December 2021 be and is hereby approved.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 2 carried.

Ordinary Resolution 3

RETIREMENT AND RE-ELECTION OF DR. HENG TUNG LAN PURSUANT TO ARTICLE 91 OF THE COMPANY’S CONSTITUTION

Dr. Heng retired pursuant to Article 91 of the Company’s Constitution. Dr. Heng being eligible had offered herself for re-election.

The Chairman informed shareholders that upon re-election, Dr. Heng would remain as the Executive Director of the Company.

The Chairman proposed the following motion:

“RESOLVED that Dr. Heng Tung Lan be re-elected as a Director of the Company.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 3 carried.

Ordinary Resolution 4

RETIREMENT AND RE-ELECTION OF MS. SEE THO SOAT CHING PURSUANT TO ARTICLE 91 OF THE COMPANY’S CONSTITUTION

Ms. See Tho Soat Ching (“**Ms. See Tho**”) retired pursuant to Article 91 of the Company’s Constitution. Ms. See Tho being eligible had offered herself for re-election.

The Chairman informed shareholders that upon re-election, Ms. See Tho would remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Ms. See Tho shall be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.

The Chairman proposed the following motion:

“RESOLVED that Ms. See Tho Soat Ching be re-elected as a Director of the Company.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 4 carried.

Ordinary Resolution 5

RETIREMENT AND RE-ELECTION OF MS. LINDA HOON SIEW KIN PURSUANT TO ARTICLE 97 OF THE COMPANY’S CONSTITUTION

Ms. Linda Hoon Siew Kin (“**Ms. Hoon**”) retired pursuant to Article 97 of the Company’s Constitution. Ms. Hoon being eligible had offered herself for re-election.

The Chairman informed shareholders that upon re-election, Ms. Hoon would remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Ms. Hoon shall be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst.

The Chairman proposed the following motion:

“RESOLVED that Ms. Linda Hoon Siew Kin be re-elected as a Director of the Company.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 5 carried.

Ordinary Resolution 6

PAYMENT OF INDEPENDENT DIRECTORS’ FEES OF NOT EXCEEDING S\$139,167 FOR FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Chairman proposed the following motion:

“RESOLVED that the payment of Independent Directors’ fees of not exceeding S\$139,167 for the financial year ended 31 December 2021 be approved.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 6 carried.

Ordinary Resolution 7

RE-APPOINTMENT OF AUDITORS

The Chairman informed shareholders that Foo Kon Tan LLP have expressed their willingness to accept re-appointment. The Chairman proposed the following motion:

“RESOLVED that Messrs. Foo Kon Tan LLP be and are 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 announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 7 carried.

SPECIAL BUSINESS:

Ordinary Resolution 8

AUTHORITY TO ALLOT AND ISSUE SHARES (the “Share Issue Mandate”)

The Chairman proposed the following motion:

*“RESOLVED that pursuant to Section 161 of the Companies Act, Chapter. 50 of Singapore (“**Companies Act**”) and Rule 806 of the Rules of Catalist, the Directors of the Company be authorised and empowered to:*

- (a) (i) *allot and issue shares in the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or*
- (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) options, 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 of the Company may in their absolute discretion deem fit; and

- (b) *(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 of the Company while this Resolution was in force,*

provided that:

- (1) *the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed one hundred percent (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 (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty percent (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 (2) below);*
- (2) *(subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-*

paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of any convertible securities;*
- (b) new Shares arising from exercising share options or vesting of share awards provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and*
- (c) any subsequent bonus issue, consolidation or subdivision of Shares;*

Adjustments in accordance with (a) and (b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) all applicable requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and*
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date on which the next Annual General Meeting of the Company is required by law and the Catalist Rules to be held, whichever is earlier.”*

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 8 carried.

Ordinary Resolution 9

AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER SOG EMPLOYEE SHARE OPTION SCHEME

Chairman explained that the SOG Employee Share Option Scheme and Performance Share Plan enable the Company to reward the Directors and employees for their past contributions and services and provide incentives to the employees to achieve higher standards of performance. In addition, the Company's option scheme and plan would also align the interest of its employees and shareholders to continue to make significant contributions to the long term growth of the Group.

The Chairman proposed the following motion:

“RESOLVED that, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the SOG Employee Share Option Scheme (the “Scheme”) and to allot and issue from time to time such Shares as may be required to be issued pursuant to the exercise of the options granted or to be granted under the Scheme provided always that the aggregate number of Shares issued and issuable in respect of all options granted or to be granted under the Scheme, all awards granted or to be granted under the SOG Performance Share Plan and all Shares, options or awards granted or to be granted under any other share option schemes or share plans of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 9 carried.

Ordinary Resolution 10

AUTHORITY TO GRANT AWARDS AND ISSUE SHARES UNDER THE SOG PERFORMANCE SHARE PLAN

The Chairman proposed the following motion:

“RESOLVED that, pursuant to Section 161 of the Companies Act, the Directors of the Company be and are hereby authorised to grant awards in accordance with the provisions of the SOG Performance Share Plan (the “Plan”) and to allot and issue from time to time such Shares as may be required to be issued pursuant to the Plan provided always that the aggregate number of Shares to be issued pursuant to the Plan, when added to the number of shares issued and issuable or existing Shares delivered and deliverable in respect of all awards granted or to be granted under the Plan, all options granted or to be granted under the Scheme and all shares, options or awards granted under any other share scheme of the Company, shall not exceed fifteen percent (15%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company.”

The Chairman announced the poll results for the resolution as annexed in [Appendix C](#).

Based on the results, the Chairman declared Resolution 10 carried.

CONCLUSION

There being no other business, the Meeting concluded at 10.53 a.m. with a vote of thanks to the Chairman and shareholders who attended the Meeting.

Confirmed as correct record of meeting,

Chairman of the Meeting
Dr. Beh Suan Tiong

Appendix C

SINGAPORE O&G LTD.
 (the “Company” or “SOG”)
 (Company Registration No. 201100687M)
 (Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING
22 APRIL 2022

The results of the poll on each of the resolution put to vote at the AGM are set out below:-

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 (%)
1.	Adoption of Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2021 and the Independent Auditor’s Report thereon	408,333,888	408,243,688	99.98	90,200	0.02
2.	Declaration of a tax exempt (one-tier) final dividend of 0.90 Singapore cents per ordinary share for the financial year ended 31 December 2021	408,333,888	408,288,688	99.99	45,200	0.01
3.	Re-election of Director pursuant to Article 91 – Dr. Heng Tung Lan	408,333,688	408,243,488	99.98	90,200	0.02
4.	Re-election of Director pursuant to Article 91 – Ms. See Tho Soat Ching	408,333,688	408,243,488	99.98	90,200	0.02
5.	Re-election of Director pursuant to Article 97 – Ms. Linda Hoon Siew Kin	408,333,688	408,243,488	99.98	90,200	0.02

Singapore O&G Ltd.
Minutes of the Annual General Meeting held on 22 April 2022

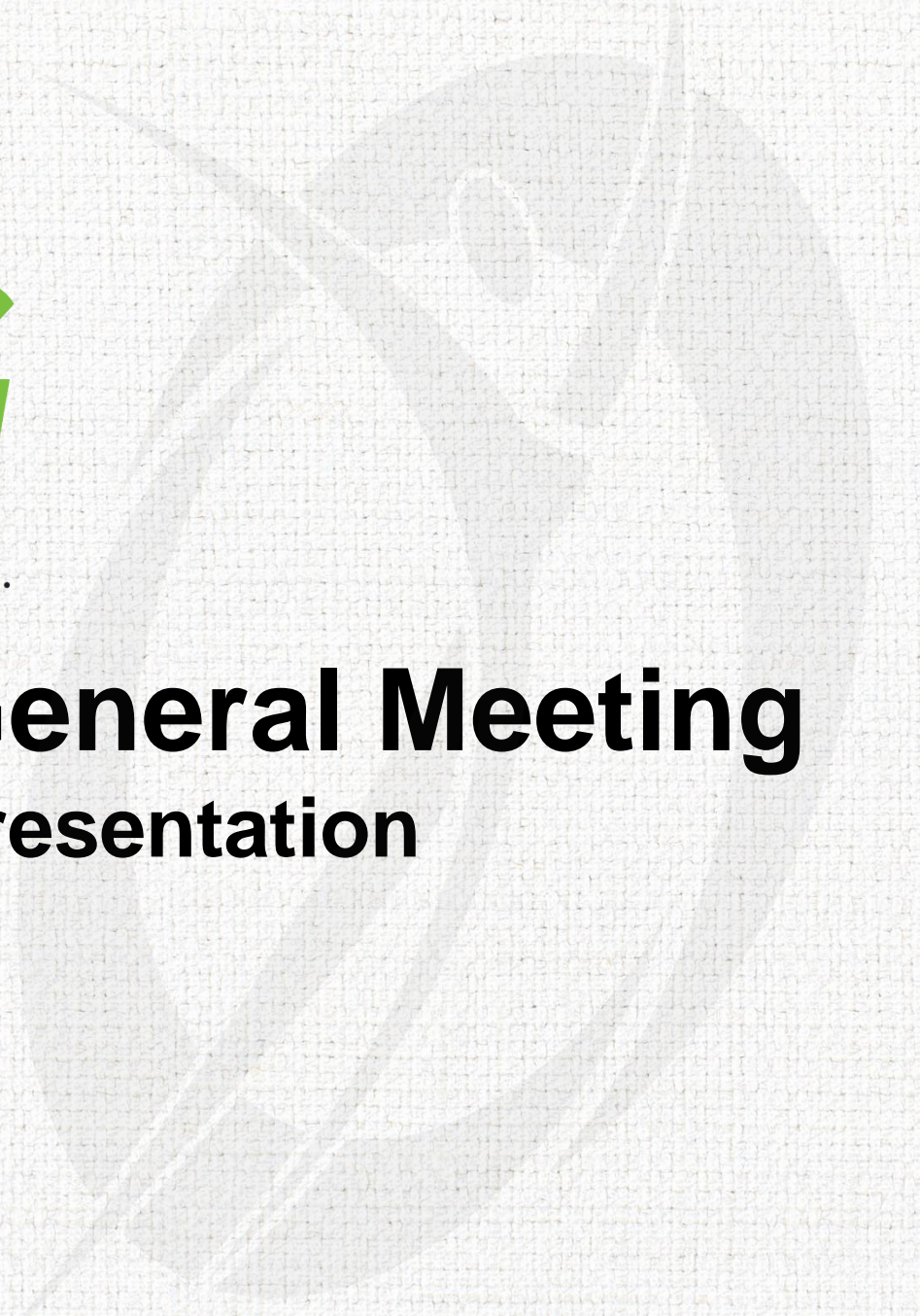
Resolution number and details		Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
			Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
6.	Approval of the Independent Directors' fees of not exceeding S\$139,167 for the financial year ended 31 December 2021	408,333,688	408,243,488	99.98	90,200	0.02
7.	Re-appointment of Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.	408,333,888	408,243,688	99.98	90,200	0.02
8.	Authority to allot and issue shares pursuant to the Share Issue Mandate	408,333,688	408,243,488	99.98	90,200	0.02
9.	Authority to grant options and issue shares under SOG Employee Share Option Scheme	408,333,688	408,243,488	99.98	90,200	0.02
10.	Authority to grant awards and to issue shares under SOG Performance Share Plan	408,333,688	408,243,488	99.98	90,200	0.02



SINGAPORE O&G LTD.

Annual General Meeting Corporate Presentation

22 April 2022





DISCLAIMER

This Corporate Presentation has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Jennifer Tan, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.



1. OVERVIEW OF SOG AND SERVICES

2. FINANCIAL HIGHLIGHTS

3. CORPORATE UPDATES AND
FUTURE PLANS

4. OUR SPECIALIST MEDICAL
PRACTITIONERS

OUR SERVICES



Obstetrics & Gynaecology

(including Endocrinology)

General obstetrics, labour & delivery	Gynaecological Surgery	Medical problems during pregnancy
General gynaecology	Obstetrical complication & its management	Female pelvic medicine / Urogynaecology & reconstruction surgery
Reproductive endocrinology including PCOS*	Management of diabetes and thyroid disorders	Osteoporosis, calcium disorders, pituitary and adrenal diseases



Cancer-Related

Gynae-oncological surgery
Breast, thyroid & general surgery
Colorectal surgery, diagnostic & therapeutic endoscopic procedures



Paediatrics

Newborn & well-baby checks	Common childhood conditions	Childhood immunisation routine & vaccinations
Child nutrition, growth and developmental assessment	Gastrointestinal conditions & endoscopic procedures	Respiratory & behavioural sleep conditions



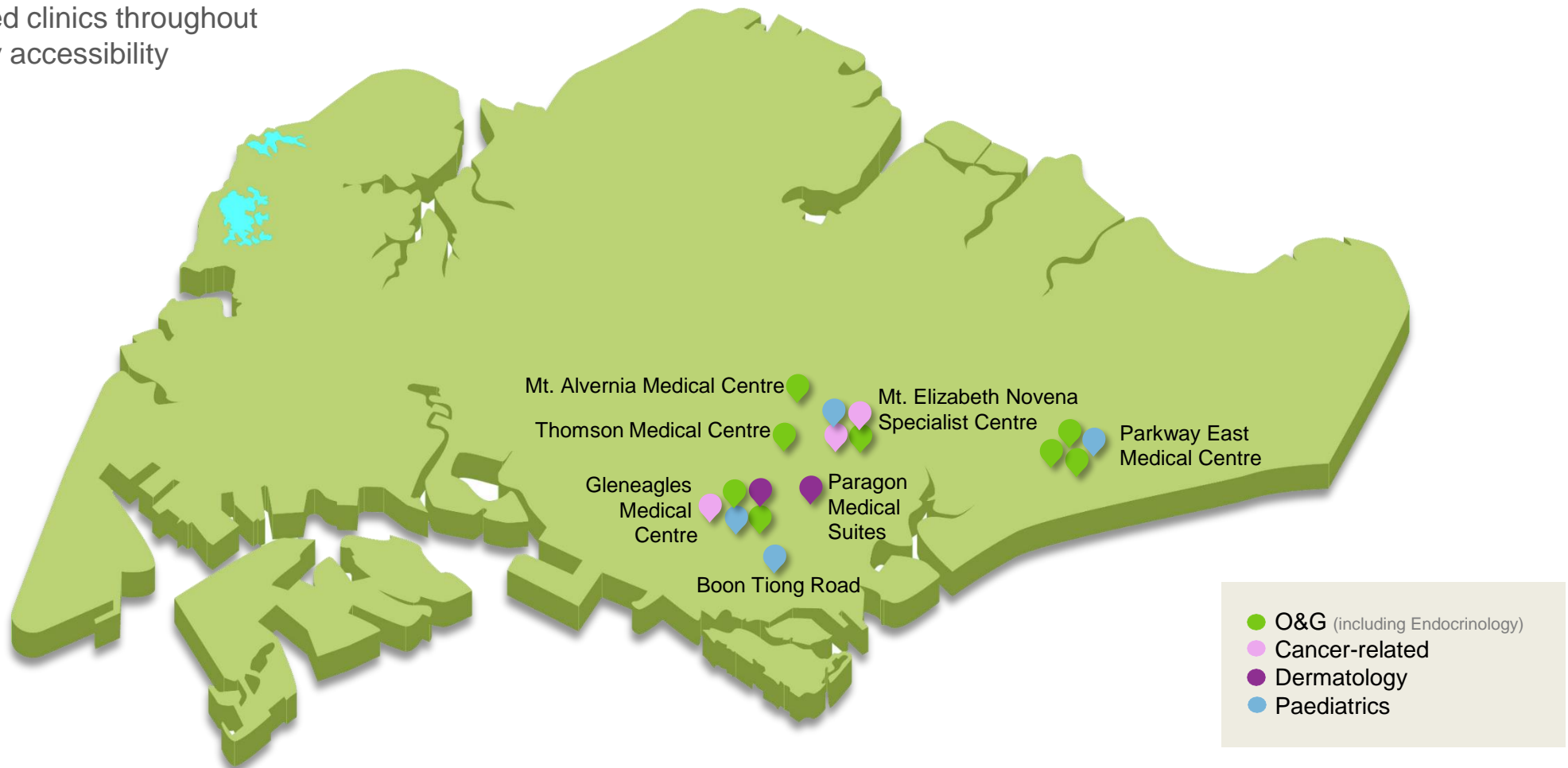
Dermatology

General skin care
Aesthetics & dermatological procedures
Dermatological surgery & laser surgery

*PCOS = Polycystic Ovary Syndrome

OUR NETWORK

Strategically located clinics throughout Singapore for easy accessibility





1. OVERVIEW OF SOG AND SERVICES

2. FINANCIAL HIGHLIGHTS

3. CORPORATE UPDATES AND
FUTURE PLANS

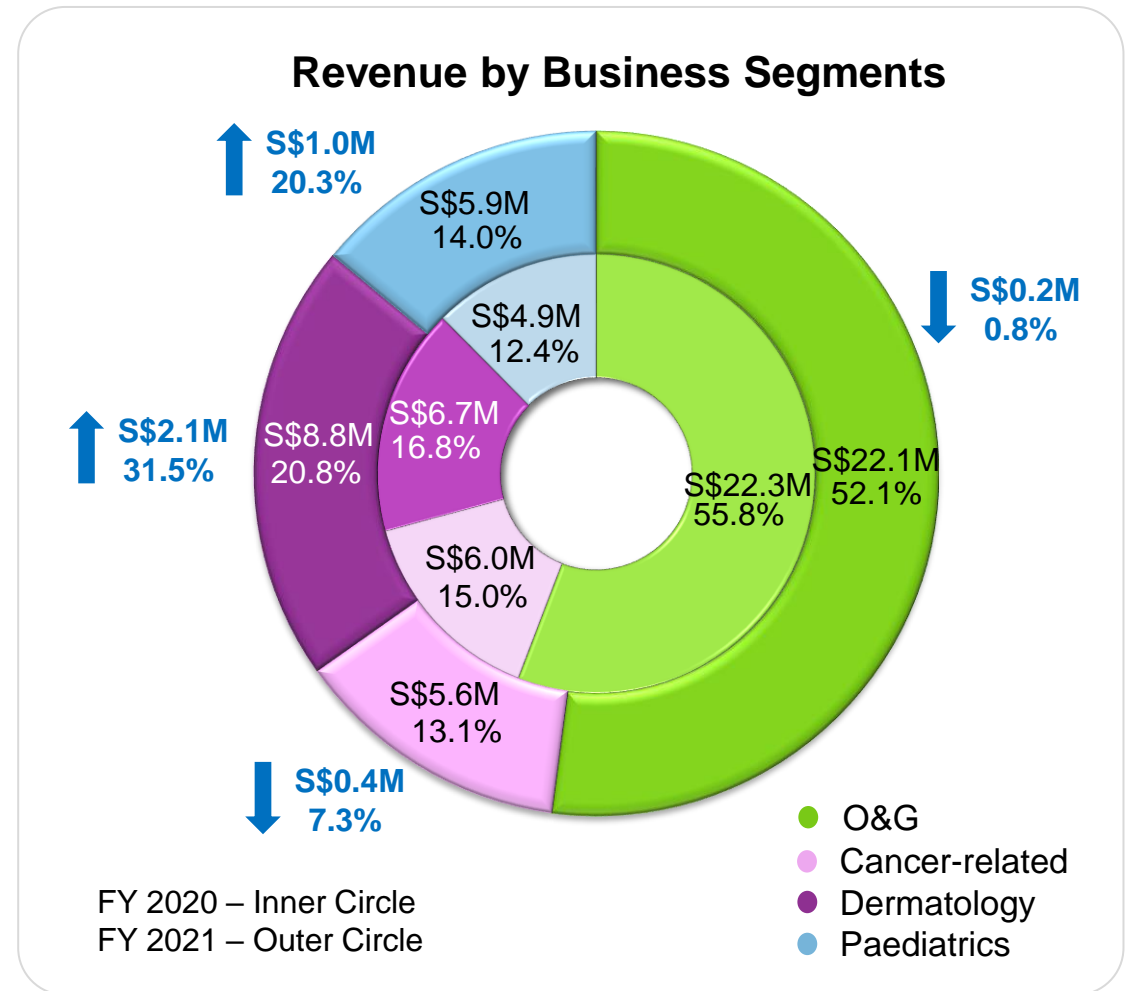
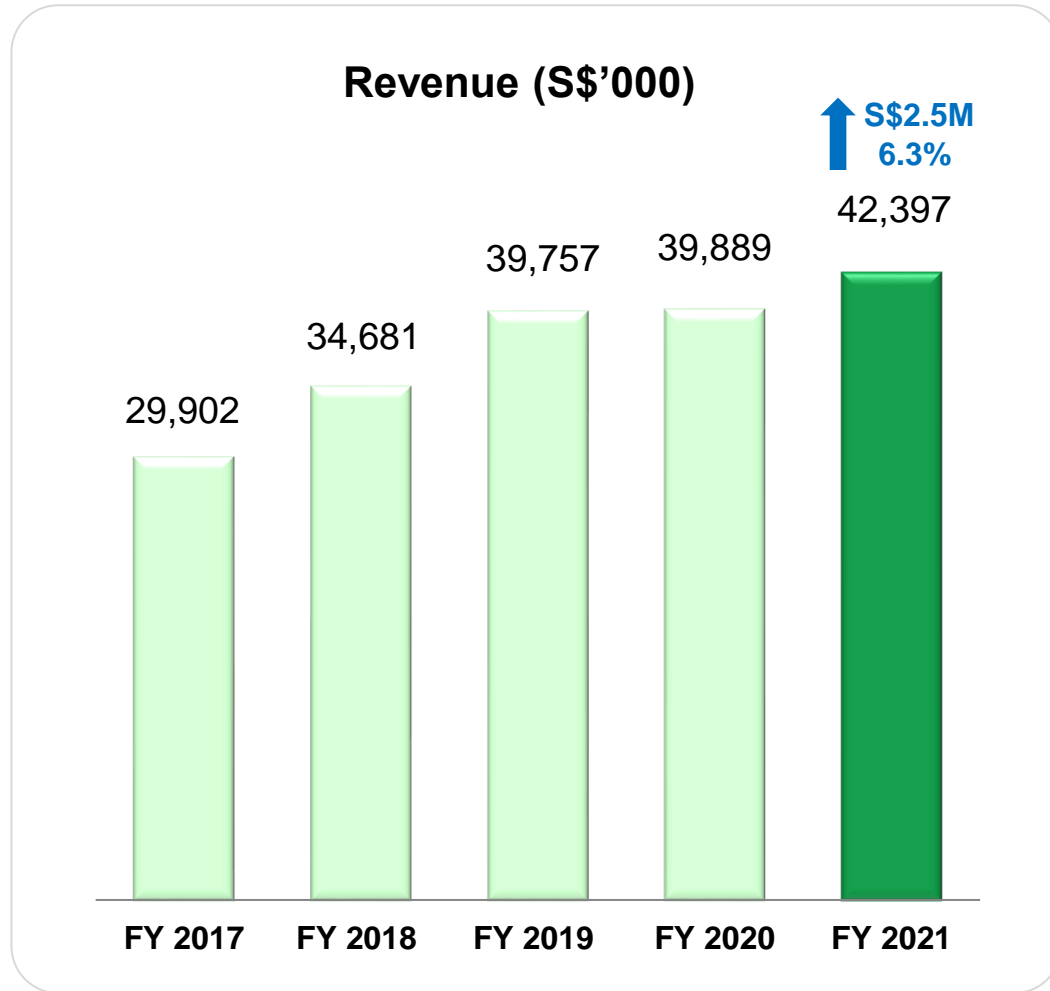
4. OUR SPECIALIST MEDICAL
PRACTITIONERS

FINANCIAL HIGHLIGHTS

S\$'000	FY 2021	FY 2020	Change	
			S\$	(%)
Revenue	42,397	39,889	2,508	6.3
Other operating income	909	1,435	(526)	(36.7)
Consumables and medical supplies used	(7,369)	(6,705)	664	9.9
Employee remuneration expense	(21,348)	(19,472)	1,876	9.6
Depreciation	(2,234)	(2,177)	57	2.6
Other operating expense	(2,295)	(2,192)	103	4.7
Profit from operations	10,060	10,778	(718)	(6.7)
Finance income	87	184	(97)	(52.7)
Finance expense	(146)	(154)	(8)	(5.2)
Net finance (expense)/income	(59)	30	(89)	N/M
Share of results of a joint venture	(169)	-	(169)	N/M
Profit before income tax	9,832	10,808	(976)	(9.0)
Income tax expense	(1,470)	(1,315)	155	11.8
Profit for the year	8,362	9,493	(1,131)	(11.9)

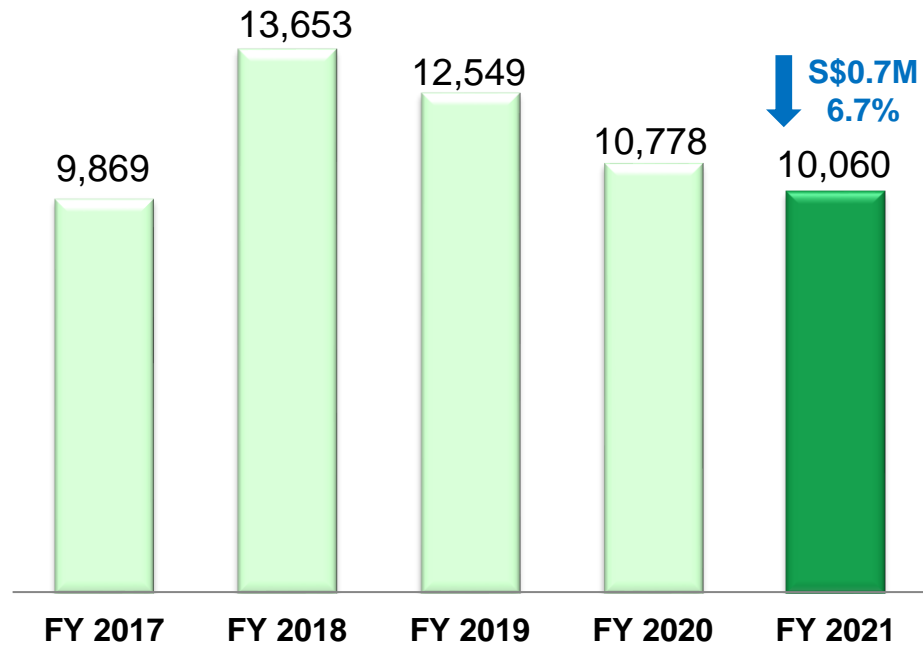
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REVENUE

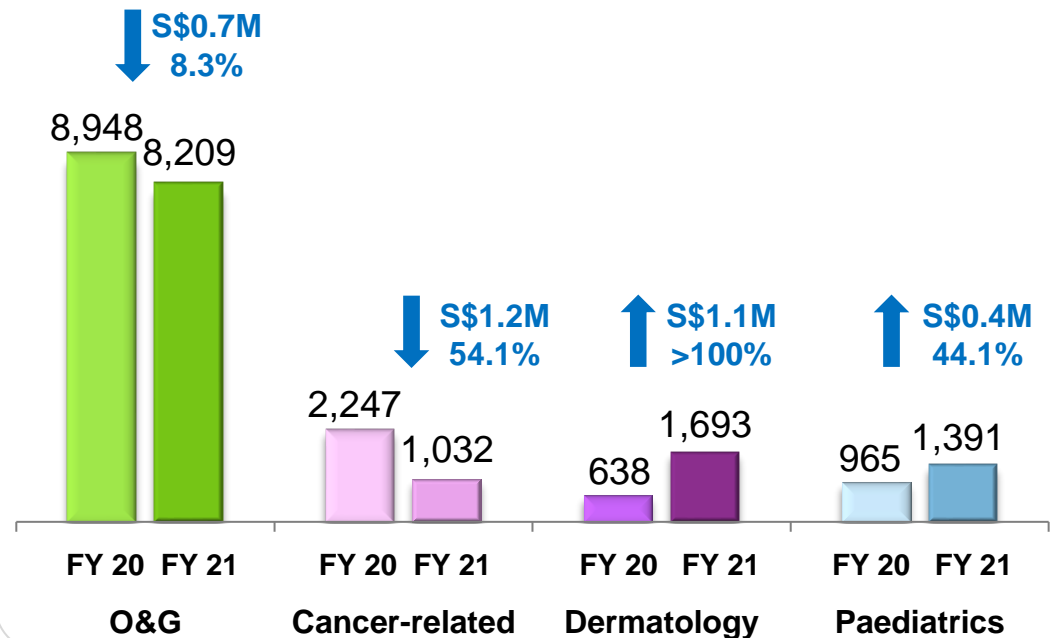


PROFIT FROM OPERATIONS

Profit from Operations (S\$'000)

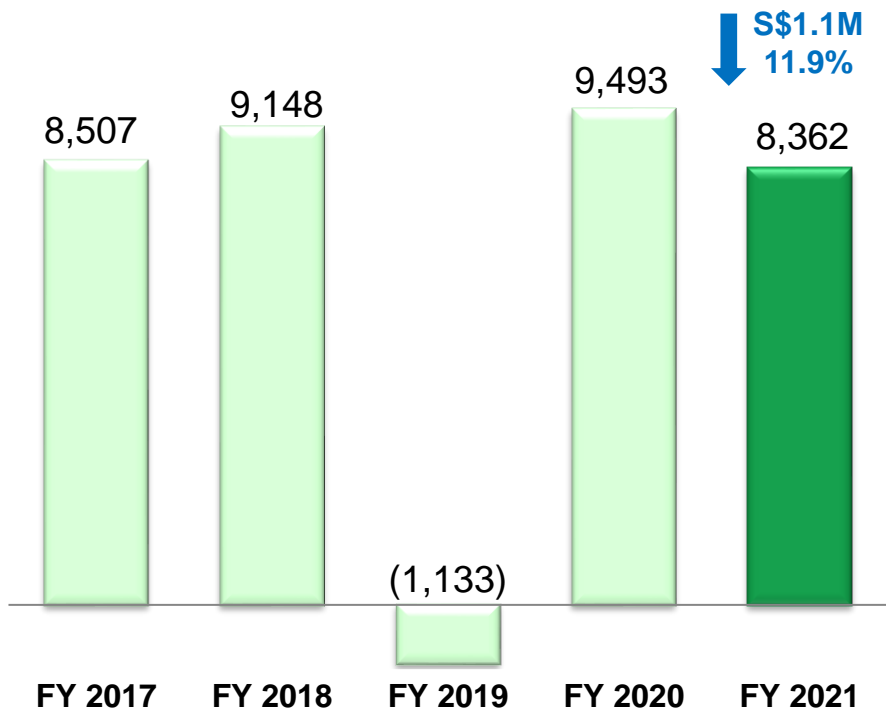


Profit from Operations by Business Segments (S\$'000)

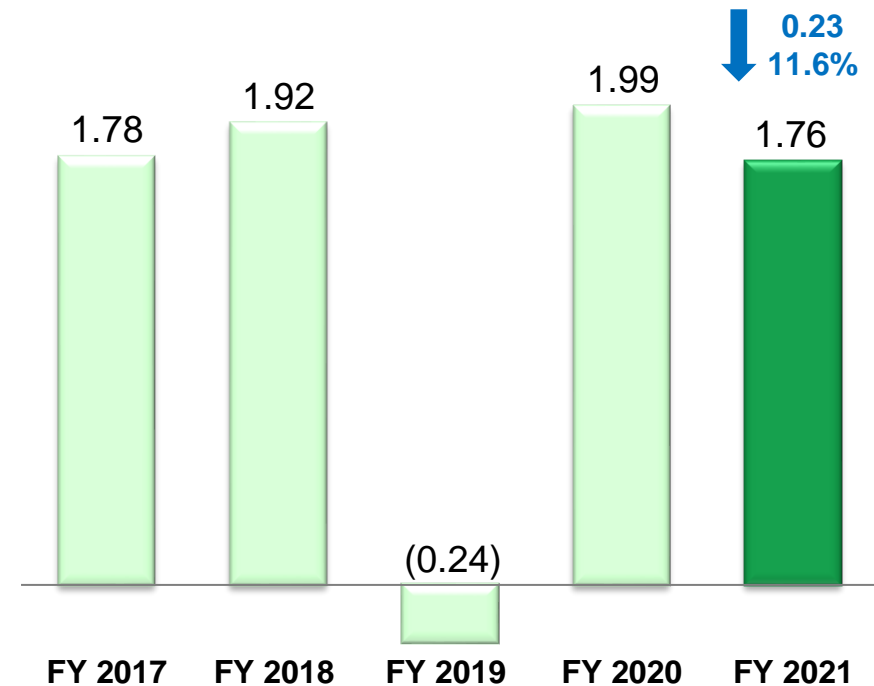


NET PROFIT AFTER TAX

Net Profit/(Loss) (S\$'000)

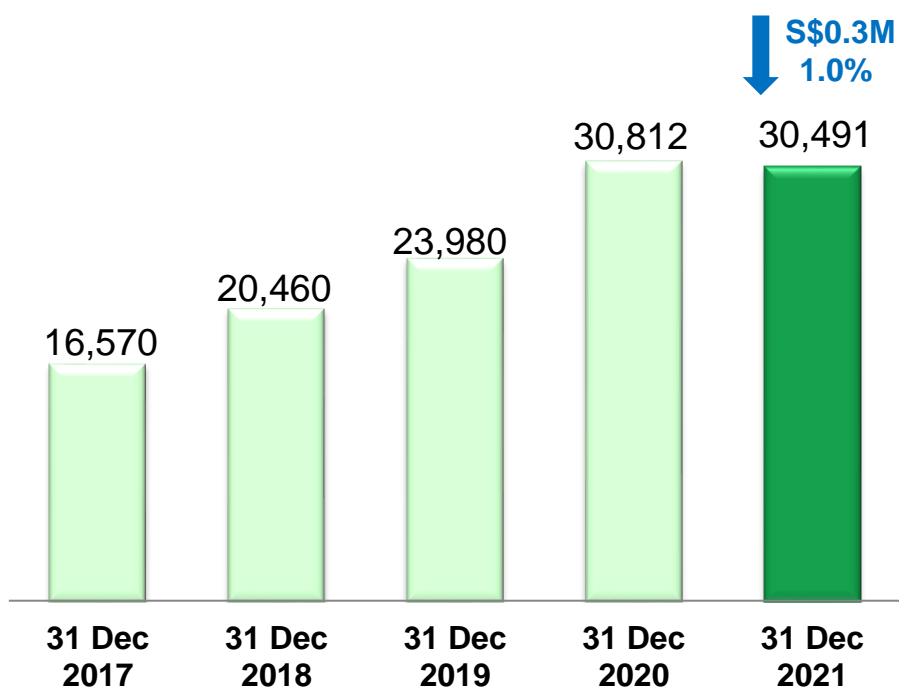


Earnings Per Share
(Singapore cents)

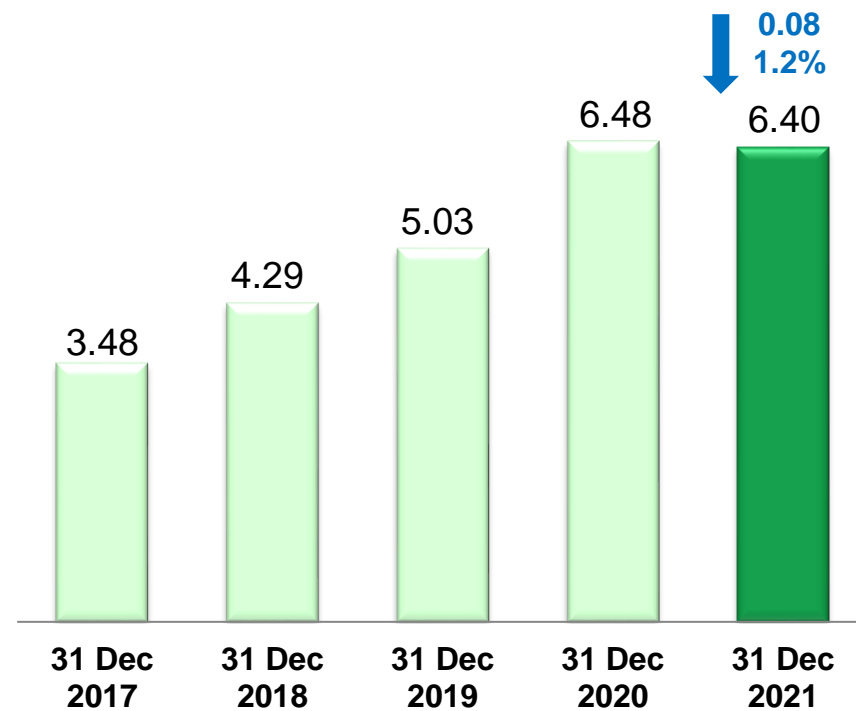


NET TANGIBLE ASSETS

Net Tangible Asset Value (S\$'000)



Net Tangible Asset Value Per Share (Singapore cents)

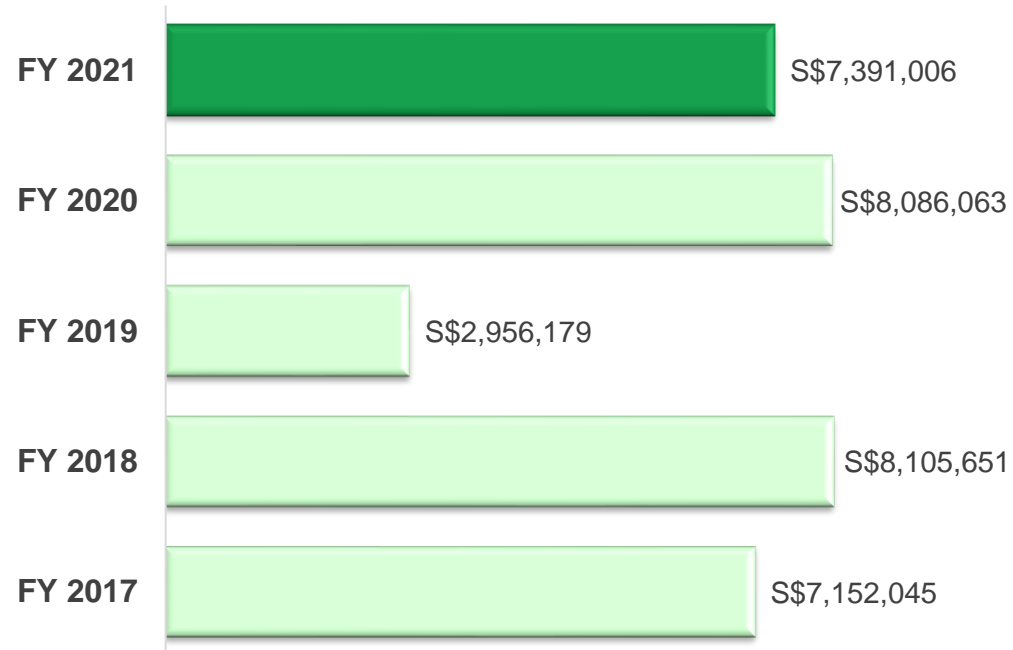


FINANCIAL REVIEW

S\$'000	As at 31 December 2021	As at 31 December 2020
<i>Key Assets</i>		
Investment in a joint venture	464	-
Goodwill	12,230	12,230
Plant and equipment	1,362	1,489
Right-of-use assets	2,538	3,164
Inventories	2,129	1,908
Trade and other receivables	3,298	3,552
Cash and cash equivalents	35,765	35,514
<i>Key Liabilities*</i>		
Trade and other payables	10,295	8,936
Lease liabilities	2,660	3,301
Contract liabilities	521	577

* The Group does not have any borrowings and debt securities as at 31 December 2021 and 31 December 2020.

DIVIDEND



Dividend Per Share

FY 2021:

1.55 Singapore cents based on 476,136,344 shares for interim dividend and 477,346,620 shares for final dividend.

FY 2020:

1.70 Singapore cents based on 476,085,402 shares for interim dividend and 475,469,678 shares for final dividend.

FY 2019:

0.62 Singapore cents based on 476,803,002 shares for interim dividend.

FY 2018:

1.70 Singapore cents based on 476,803,002 shares for interim and final dividend.

FY 2017:

1.50 Singapore cents based on 476,803,002 shares for interim and final dividend.



1. OVERVIEW OF SOG AND SERVICES

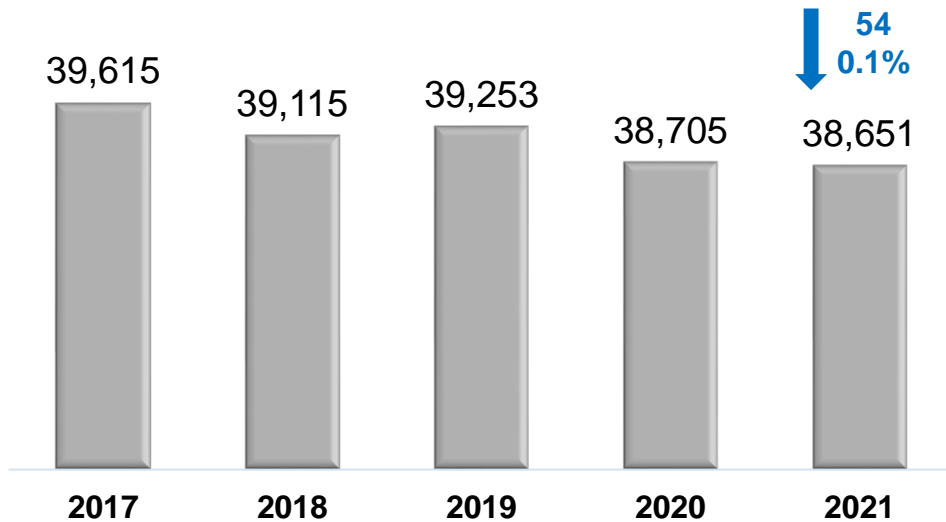
2. FINANCIAL HIGHLIGHTS

**3. CORPORATE UPDATES AND
FUTURE PLANS**

4. OUR SPECIALIST MEDICAL
PRACTITIONERS

NUMBER OF BIRTHS

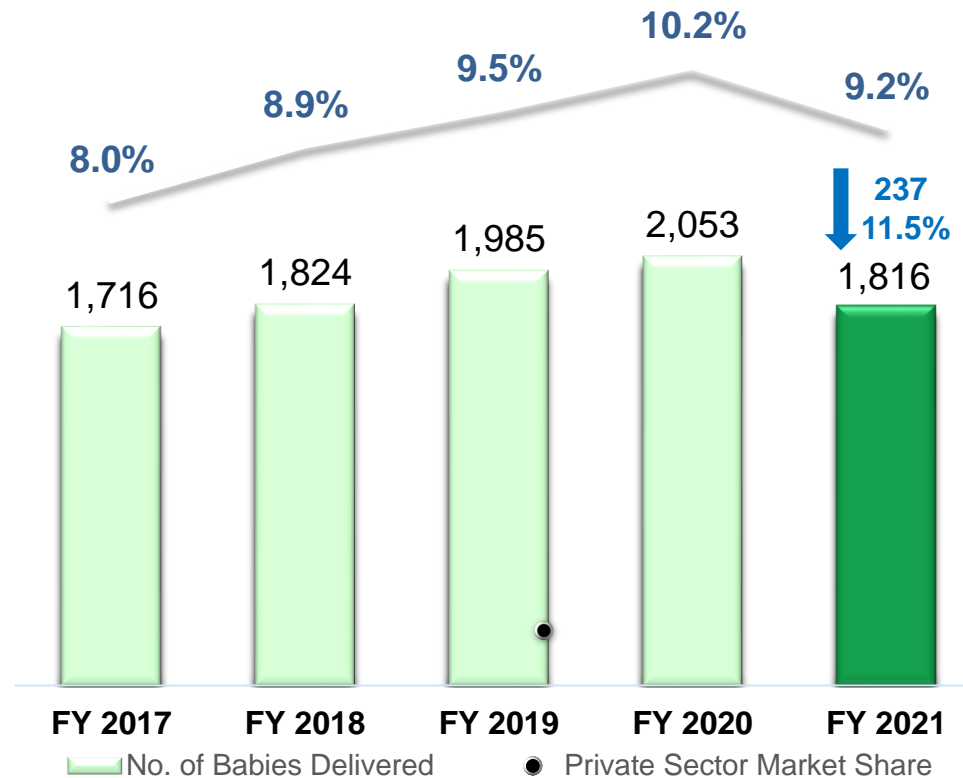
Historical Live Births in Singapore*



* <https://www.ica.gov.sg/stats> "Singapore Demographic Bulletin ('SDB')".



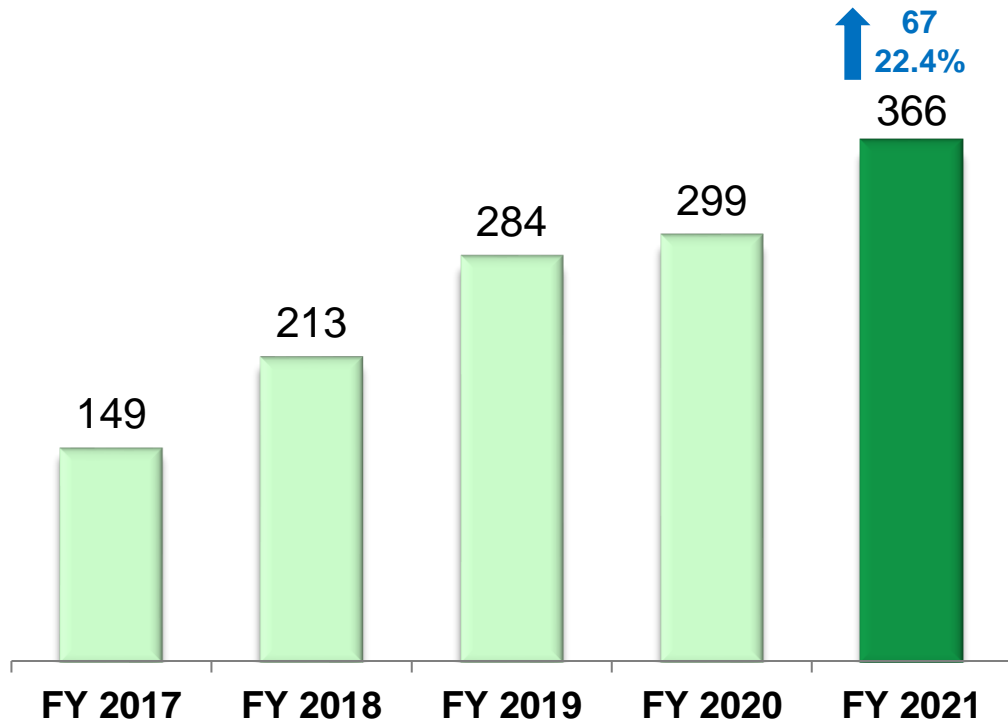
No. of Babies Delivered by SOG



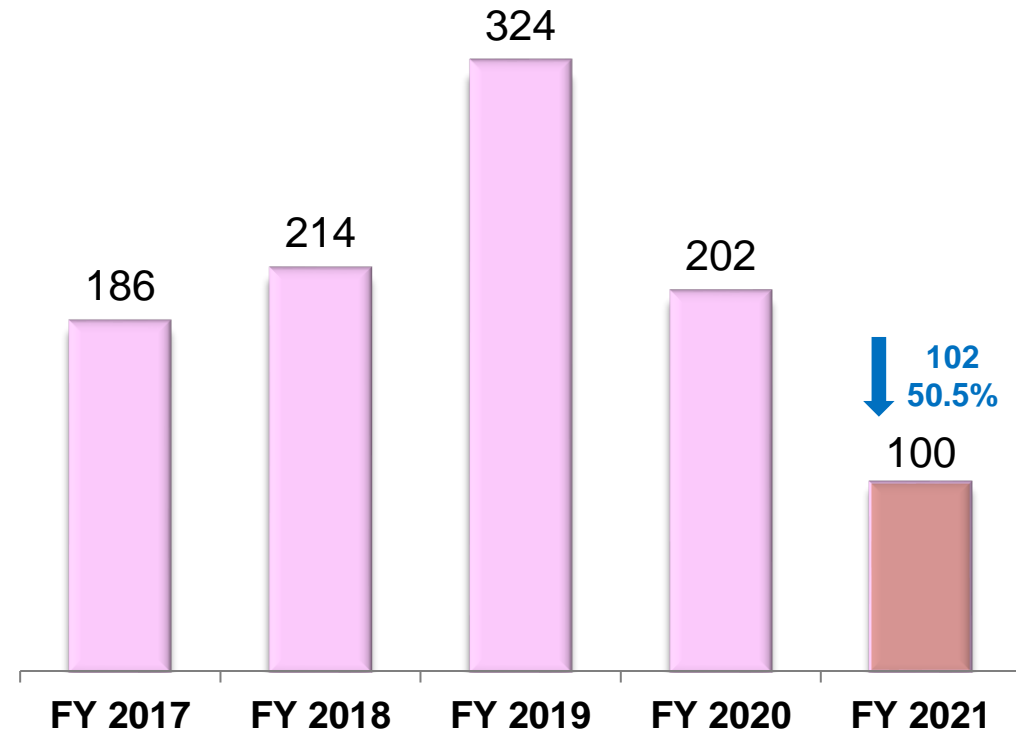
NUMBER OF SURGERIES PERFORMED



No. of GynaeOncological Surgeries



No. of Breast, Thyroid and Colorectal Surgeries



LYC-SOG MOTHER & CHILD CENTRE



LYC SOG MOTHER
& CHILD CENTRE

- **Postpartum Confinement Centre** in Johor Bahru officially opened on 26 March 2022
- Joint venture with **LYC Mother & Child Centre Sdn Bhd**, a wholly-owned subsidiary of LYC Healthcare Berhad, marks SOG's maiden foray overseas beyond Singapore
- Catering to both local Johor and Singaporean families
- Initial capacity of **71 rooms**

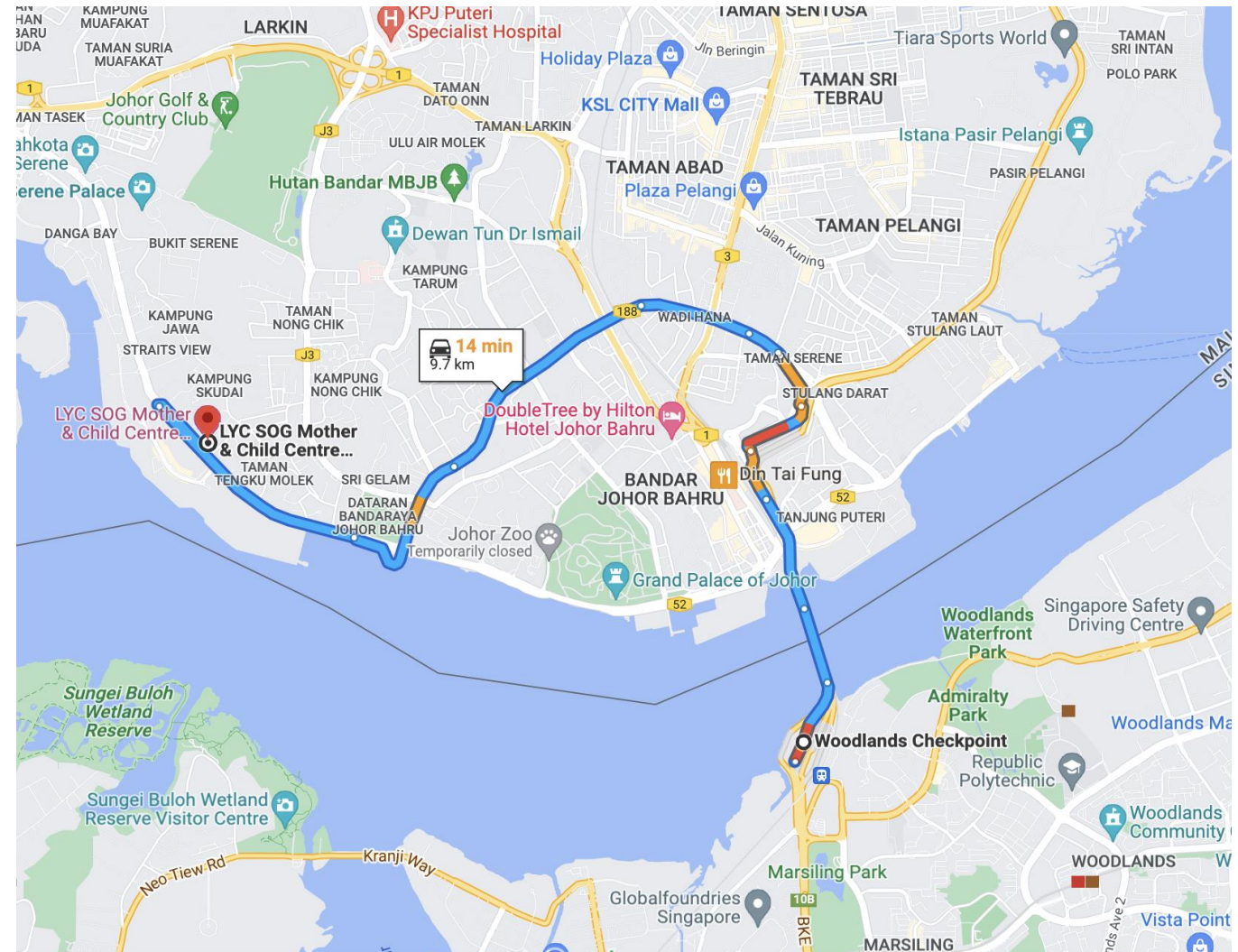


LYC-SOG MOTHER & CHILD CENTRE



LYC SOG MOTHER & CHILD CENTRE

- Located within M-Suites Hotel Level 2, Avenue M, No. 16, Jalan Bertingkat Skudai, Straits View, 80200 Johor Bahru
- 15-min drive from Woodlands Checkpoint
- Private chauffeur **door-to-door service** for customers
- Includes travel insurance and passport application for baby



LYC-SOG MOTHER & CHILD CENTRE



LYC SOG MOTHER
& CHILD CENTRE

OUR FACILITIES AND KEY SERVICES

MOTHER & BABY CARE

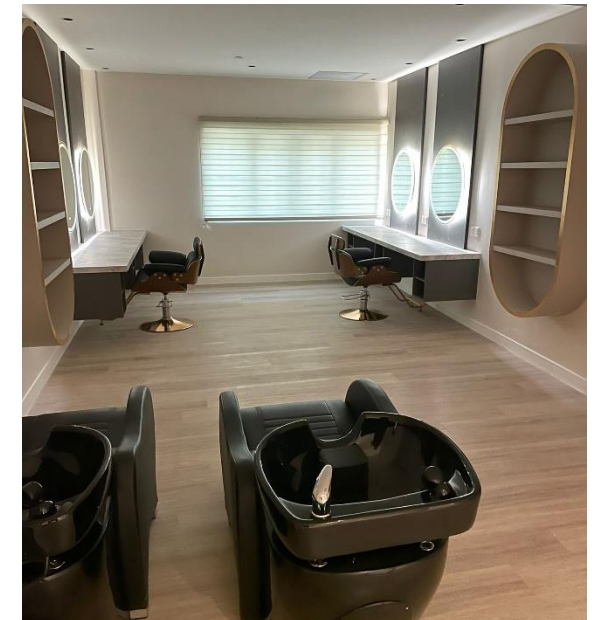
- 24/7 care for mummy & baby by highly experienced team of professionals
- In-house doctor visits for mummy & baby
- Breastfeeding guidance
- Herbal bath packs from Tanamera
- Postnatal wellness activities (*Baby massage, Japanese hot stone spa, Ginger hair wash, Yoga classes and baby educational classes*)

DAILY CONFINEMENT MEALS

- 5 nutritious hot meals and lactation teas
- Herbal soup prepared by experienced TCM practitioner
- Unlimited beverage and snacks, premium red dates and roasted rice tea

ADDITIONAL SERVICES

- Complimentary parking during the stay
- Complimentary stay for father
- Daily housekeeping
- 24-hour nursery with 1-to-1 CCTV monitoring, security control, strict hygiene standards and temperature screening
- Large private en-suite rooms ranging from 420sqft up to 950sqft, with ample space for the whole family to stay comfortably



LYC-SOG MOTHER & CHILD CENTRE



LYC SOG MOTHER
& CHILD CENTRE



FUTURE PLANS

STRENGTHEN

Strengthen SOG's brand awareness and increase market share



RECRUIT

Recruit more Specialist Medical Practitioners to strengthen all business segments



REFERRALS

Increase the level of inter-clinic referrals through synergy awareness



GROW

Continue to grow non-O&G business segments to increase their revenue and profit contribution to the Group



PARTNERSHIPS

Identify opportunities in business partnerships and collaborations, venture into humanitarian and other ancillary perspective





1. OVERVIEW OF SOG AND SERVICES

2. FINANCIAL HIGHLIGHTS

3. CORPORATE UPDATES AND
FUTURE PLANS

**4. OUR SPECIALIST MEDICAL
PRACTITIONERS**

OUR SPECIALIST MEDICAL PRACTITIONERS

17 SPECIALISTS



Seven (7) O&G Specialists and One (1) Endocrinologist



Four (4) Paediatricians

Three (3) Cancer Specialists

Two (2) Dermatologists

OBSTETRICS & GYNAECOLOGY



Dr. Beh Suan Tiong
EXECUTIVE CHAIRMAN

Date of Appointment
July 2013

Clinic
Thomson Medical Centre
#05-03

Specialisations
Advanced reproductive surgeries
and minimally invasive surgery (key
hole surgery), namely laparoscopic
and hysteroscopic surgery



Dr. Choo Wan Ling

Date of Appointment
July 2013

Clinic
Mount Elizabeth Novena
Specialist Centre #06-56/57

Specialisations
Antenatal care and risk assessment,
vaginal assisted and caesarean
delivery, and treatment of
gynaecological issues such as
endometriosis, uterine fibroids fertility
challenges and ovarian cysts



Dr. Heng Tung Lan
FOUNDER & EXECUTIVE DIRECTOR

Date of Appointment
January 2011

Clinic
Parkway East Medical Centre
#02-08

Specialisations
Pregnancy care and delivery,
female health screening,
menopause and female
wellness enhancement

OBSTETRICS & GYNAECOLOGY



Dr. Hong Sze Ching

Date of Appointment
July 2016

Clinic
Mount Alvernia Medical Centre
Block D #07-62

Specialisations
Obstetric care, management of
general gynaecological conditions,
laparoscopic surgery and
colposcopy



Dr. Lee Keen Whye

FOUNDER

Date of Appointment
January 2011

Clinic
Gleneagles Medical Centre
#08-15/16

Specialisations
Endoscopic work, especially
hysteroscopy, laparoscopy and
vaginal rejuvenation



Dr. Natalie Chua

Date of Appointment
August 2013

Clinic
Parkway East Medical Centre
#02-07

Specialisations
Obstetric care – preconception health
screening, antenatal care and delivery

Management of common
gynaecological problems

OBSTETRICS & GYNAECOLOGY (INCLUDING ENDOCRINOLOGY)



Dr. Clara Ong

Date of Appointment
May 2019

Clinic
Gleneagles Medical Centre
#08-15/6

Specialisations
Pregnancy care, menopausal care,
family planning, management of
general gynaecological conditions and
colposcopy



Dr. Cho Li Wei

Date of Appointment
August 2021

Clinic
Parkway East Medical Centre
#02-03

Specialisations
Subspecialty interest in reproductive
endocrinology – polycystic ovary
syndrome (PCOS)

Management of diabetes, thyroid
disorders, osteoporosis, calcium
disorders, pituitary and adrenal diseases

CANCER-RELATED



Dr. Cindy Pang

Date of Appointment
December 2014

Clinic
Mount Elizabeth Novena
Specialist Centre #08-25

Specialisations
Antenatal care to expectant mothers and manages a wide range of conditions related to the female reproductive system

Main sub-specialty in gynaecological cancers and complex pelvic surgeries



Dr. Sim Hsien Lin

Date of Appointment
April 2021

Clinic
Mount Elizabeth Novena
Specialist Centre #06-53

Specialisations
General surgery with sub-specialty in colorectal surgery, surgical management of inflammatory bowel diseases, complex anal fistula, as well as transanal endoscopic microsurgery, diagnostic and therapeutic endoscopic procedures



Dr. Tan Chuan Chien

Date of Appointment
June 2021

Clinic
Gleneagles Medical Centre
#08-15/16

Specialisations
General surgery with main sub-specialty in breast and thyroid surgery

Breast care services,
breast cancer surgery & reconstruction

DERMATOLOGY



DR. JOYCE LIM

Consultant dermatologist
MBBS (MALAYSIA), FRCPI (IRELAND),
FAMS (SINGAPORE)

Dr. Joyce Lim

Date of Appointment
January 2016

Clinic
Paragon Medical Suites
#11-16/20

Specialisations
Children and adult medical
dermatology including skin, hair
and nail problems, aesthetic skin
problems, laser and skin surgery



DR. LIEW HUI MIN

Consultant dermatologist
MBCHB (UK), MRCP (UK),
FAMS (SINGAPORE)

Dr. Liew Hui Min

Date of Appointment
December 2018

Clinic
Gleneagles Medical Centre
#06-01

Specialisations
General medical adult
dermatology, women's and
children's dermatology and
genital dermatology

PAEDIATRICS



Dr. Lim Xue Yan

Date of Appointment
July 2017

Clinic
Parkway East Medical Centre
#04-06

Specialisations
General paediatrics which includes new-born and well-baby screening, children immunisation, developmental assessment and behavioural care advice, nutrition and growth advice, and management of common childhood conditions like asthma



Dr. Irene Teo

Date of Appointment
November 2017

Clinic
11A Boon Tiong Road
#01-11

Specialisations
General paediatrics which includes new-born and well-baby screening, children immunisation, developmental assessment and behavioural care advice, nutrition and growth advice, and management of common childhood conditions including skin conditions

PAEDIATRICS



Dr. Christina Ong

Date of Appointment
November 2018

Clinic
Mount Elizabeth Novena
Specialist Centre #07-53

Specialisations
Management of children with gastrointestinal conditions and performing endoscopic procedures, as well as treating children with general medical conditions



Dr. Petrina Wong

Date of Appointment
February 2019

Clinic
Gleneagles Medical Centre
#08-14

Specialisations
General paediatrics with special interest in childhood respiratory and sleep conditions like pneumonia, asthma, sleep apnea, cough, allergies, parasomnias and behavioural sleep problems




SINGAPORE O&G LTD.

(Company Registration No. 201100687M)

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Singapore 398007

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 (65) 6440 8240

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For more information about the Group, please follow us on the following social media platforms:

   SOGhealthcare



SINGAPORE O&G LTD.

THANK YOU

OBSTETRICS &
GYNAECOLOGY



PAEDIATRICS



CANCER-
RELATED



DERMATOLOGY



SINGAPORE O&G LTD.

SINGAPORE O&G LTD.

(Company Registration No. 201100687M)

ANNUAL GENERAL MEETING 2022 – QUESTIONS AND RESPONSES

The Board of Directors (the “**Board**”) of Singapore O&G Ltd. (“**SOG**”, the “**Company**” or collectively with its subsidiaries, the “**Group**”) wishes to provide our responses to the following questions received from the Securities Investors Association (Singapore) (“**SIAS**”) and the shareholders of the Company for the period from 31 March 2022 to 8 April 2022 in relation to the Company’s upcoming Annual General Meeting on 22 April 2022:

Question 1

[Received from SIAS]

On 9 March 2022, the board announced that it has appointed Xandar Capital Pte. Ltd. as the independent financial adviser (“IFA**”) to advise the directors of the company who are considered to be independent for the purpose of making a recommendation to shareholders in respect of the offer.**

(i) What was the process to shortlist and select Xandar Capital Pte. Ltd. as the IFA?

Our Response

The Executive Directors, Dr. Beh Suan Tiong and Dr. Heng Tung Lan, are part of the promoter group which has agreed with Hanaan Health Group Ltd. to form a consortium through the Offeror to undertake the offer. Both Executive Directors were not involved in the process to shortlist and select the IFA and accordingly have abstained from voting on all resolutions regarding the offer, which includes, amongst others, the appointment of the IFA.

Xandar Capital Pte. Ltd. was introduced to the Company by one of the Company’s professional advisers. The Independent Directors (“**IDs**”) assessed that Xandar Capital Pte. Ltd. has the relevant experience and good track record acting as IFA for corporate actions undertaken by various SGX listed companies.

(ii) How were the scope and the terms of reference for the IFA determined?

Our Response

The scope and terms of reference for the IFA are determined pursuant to Rules 24 and 25 of the Singapore Code on Take-overs and Mergers (“**Code**”). The Company’s appointed Legal Adviser for the offer undertook the review of the mandate received from the IFA and advised the IDs that it met the requirements of the Code.

(iii) In particular, what is the level of involvement of the independent directors on the IFA process, including the assessment on the offer and the choice of comparable companies/transactions?

Our Response

The IDs were well engaged in the IFA process and held meetings to discuss the approach undertaken by the IFA in their assessment and evaluation of the offer. The IDs’ views and comments were taken into account by the IFA in the issued IFA letter dated 4 April 2022.

Question 1 (Cont'd)

- (iv) **What is the level of involvement of the promoters, if any, on the choice of Xandar Capital as the IFA, the terms of reference for the IFA and on the IFA advice?**

Our Response

As disclosed in our response to Question 1(i), the promoters (including the two (2) Executive Directors) were not involved in all matters relating to the IFA, including the IFA's advice and have abstained from voting on all resolutions relating thereto

Question 2

[Received from SIAS]

Would the board/management provide shareholders with greater clarity on the following operational and financial matters? Specifically:

- (i) **O&G: Management has stated that the group delivered 1,816 babies (or a decrease of 11.5% from 2,053 deliveries in 2020) “owing to the dip in Singapore’s birth rate for 2021. However, according to Singstats, the number of births in 2020 and 2021 was largely the same. In fact, during the Budget debate, the Minister in the Prime Minister's Office (PMO) Indranee Rajah had also disclosed that Singapore's preliminary resident birth numbers at around 34,200 in 2021 are similar to that of 2020, defying expectations of a bigger fall amid the pandemic. Can the board elaborate why management had stated that there was a “dip in Singapore’s birth rate for 2021” which led to fewer deliveries for the group? Did the group lose its market share? Will the board be looking into the reasons that deliveries fell despite Singapore’s birth rates holding steady?**

Our Response

Based on the Singapore Demographic Bulletin information available on Immigration and Checkpoints Authority’s website, the number of live births in Singapore decreased by 0.1%¹ in 2021 as compared to 2020. As for live births in private sector hospitals, the number of live births decreased by 420 babies or 2.1%¹ in the same period. As the Group is a private healthcare provider, our management discussion and analysis drew reference to the live births in private sector hospitals. As discussed in our Annual Report 2021, the Group posted a decline in market share of the private sector deliveries from 10.2% in 2020 to 9.2% in 2021.

We would like to share that our O&G specialists provide more than the delivery of babies. They provide a comprehensive suite of services catering to the health of the female reproductive system, throughout a woman’s lifecycle, from fertility planning, general gynaecology, gynaecological surgery, female pelvic medicine, urogynaecology and reconstruction surgery. These services also contributed significantly to the profitability of the O&G segment.

- (ii) **Cancer-related: There was a decrease of \$0.4 million from the Cancer-related segment due mainly to cessation of SOG – SK Lim Breast & General Surgicare clinic’s service in February 2021. Did the company update the market and shareholders of the cessation of the clinic? Dr. Lim Siew Kuan (Breast and General Surgeon) was recruited by the group in May 2016. Can management elaborate further on the reasons for the cessation of SOG – SK Lim Breast & General Surgicare clinic after just 5 years? Has the group put in place any non-compete agreements?**

Our Response

The Company updated the shareholders on the departure of Dr. Lim Siew Kuan in response to a question raised by a shareholder in relation to the FY2020 Annual General Meeting which was announced on SGXNET on 21 April 2021 and recapped during the FY2020 Annual General Meeting. At the same time, the Company provided updates on the successful recruitment of two (2) new Specialist Medical Practitioners (“SMPs”) for the Cancer-related segment.

¹ <https://www.ica.gov.sg/stats>

Question 2 (ii) (Cont'd)

Our Response (Cont'd)

The cessation of SOG – SK Lim Breast & General Surgicare clinic is due to the completion of the SMP's service term with the Company and she did not seek renewal of her service agreement. There are appropriate non-competition clauses included in the SMP's service agreement.

- (iii) Dermatology: Revenue and profit margin from the Dermatology segment rebounded due to higher patient load as non-essential services were permitted by MOH. Revenue increased by 31.5% from \$6.7 million for FY2020 to \$8.8 million for FY2021. Profit and profit margins similarly rebounded to \$1.69 million and 19.2% respectively. Long-standing shareholders would be glad that the dermatology business that was acquired after the company was listed (JL Acquisition in January 2016) is finally turning around although the company is now the subject of a voluntary unconditional cash offer in which Dr. Joyce Lim is also one of the promoters. Has the patient load recovered to the pre-pandemic levels? Is the group coming up with more products in its SOG Dermatology Collection?**

Our Response

The Dermatology segment has posted better financial results as compared to FY 2020 and this is due mainly to an increase in patient load from the lifting of the suspension of non-essential medical services during the Circuit Breaker (“CB”) period in Singapore from 7 April 2020 to 1 June 2020, as well as the deferment of certain medical services in Phase 1 of post CB period from 2 June 2020 to 18 June 2020, implemented by the Government of Singapore in response to the Corona Virus Disease 2019 (“COVID-19”) pandemic in FY 2020, whereas the impact from the COVID-19 measures in FY 2021 was significantly lesser during the Phase 2 (Heightened Alert) from 16 May 2021 to 13 June 2021 and Phase 3 reopening of the Singapore economy thereafter. With the lifting of most restrictions for fully vaccinated visitors entering Singapore, we expect to receive more medical tourists and increase our patient load.

In August 2020, the Group has successfully launched the SOG Dermatology Collection – ‘Stretch Mark Control Cream’ and ‘Skin Firming Oil’ products. These products are useful for our obstetrics patients and pregnant mothers. Since the product launch, we have received many good and positive feedback from our customers. We will continue to review our product offering to our customers.

- (iv) Employee remuneration expense: Compared to revenue growth of 6.3%, employee remuneration expense increased at a faster pace of 9.6% or \$1.9 million. For FY2021, net profit after tax attributable to shareholders decreased by \$1.1 million or 11.9% from \$9.5 million for FY2020 to \$8.4 million for FY 2021. How does the board ensure that shareholders and employees (especially the specialists who are also shareholders) get their fair share of the company's growth via retained profits and/or dividends?**

Our Response

Broadly, the Remuneration Committee (“RC”), guided by the key terms of reference, reviews and recommends to the Board a general remuneration framework for the Group (including the SMPs). Focusing on both the long- and short-term goals of the business, this general framework includes but is not limited to salaries, allowances, bonuses, share-based incentives and awards, benefits in kind, and service contracts.

In driving the business sustainability, the Company focuses on talent retention by providing fair and sustainable financial and non-financial incentives. The success of our business is highly dependent on the commitment of our SMPs. Their medical knowledge, degree of commitment and job satisfaction are key to our economic sustainability. In the competitive landscape in which SOG operates, our conviction is to achieve a fine balance between sustainable long-term growth and contribution to the community in which we operate and short-term gains on the bottom line.

The Company also strive to maintain good stewardship of the resources we manage and generate good and sustainable shareholders' value.

Question 3

[Received from SIAS]

As disclosed in the corporate governance report, the company's internal audit function is outsourced to BDO LLP ("IA"). The IA reports directly to the chairman of the audit committee (AC) and administratively to management.

The AC reviews and approves the internal audit plan to ensure the adequacy of the scope of audit.

(i) What was the level of involvement by the AC in determining the internal audit plan?

Our Response

The AC reviews and approves the internal audit plan annually to ensure the adequacy of the scope of the audit. The internal audit plan complements that of the external auditor's and together, they form a robust, risk-based audit approach to facilitate the AC's review of the adequacy and effectiveness of the Group's risk management and internal control systems.

(ii) How long is the internal audit cycle?

Our Response

The internal audit cycle for significant subsidiaries or processes is at least once every three (3) years.

(iii) What was the scope of the internal audit plan for FY2021? Are all the operating subsidiaries and the joint venture included in the internal audit?

Our Response

The scope of the internal audit plan for FY2021 was determined based on key risks and controls that were addressed for material operating processes and entities by our IA within the internal audit cycle which is reviewed and approved by the audit committee.

(iv) What are some of the key findings by the internal auditors?

Our Response

The IA has reported a few medium and low rated internal control weaknesses. These weaknesses are not fundamental and have insignificant impact individually and collectively.

Question 4

[Received from Shareholder: Mr. Liew Hin Choy]

Why is the price for privatisation so low?

Our Response

Please refer to the Company's Offeree Circular to shareholders dated 4 April 2022 filed with SGX (or you may refer to this link <https://sog.listedcompany.com/news.html/id/2380956>). The Offeree Circular contains the advice of the Independent Financial Advisor to the Independent Directors, and the recommendation of the Independent Directors in respect of the Offer.

BY ORDER OF THE BOARD

DR. BEH SUAN TIONG
EXECUTIVE CHAIRMAN
13 April 2022

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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