

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 ON THURSDAY, 28
APRIL 2022 AT 2.30 P.M. BY WAY OF ELECTRONIC MEANS**

PRESENT

Board of Directors

1. Mr. Chua Ser Miang – Non-Executive Chairman and Independent Director
2. Professor Chew Chong Yin @ Chew Chong Lin – Independent Director
3. Mr. Lin Ming Khin – Independent Director
4. Dr. Ong Siew Hwa – Executive Director

In Attendance

1. Ms. Wan Sin Nee – Financial Controller

BY LIVE WEBCAST

Board of Directors

1. Dr. Shao Yongxin – Executive Director and Group Chief Executive Officer (“Group CEO”)
2. Mr. San Yi Leong @ Tan Yi Leong – Non-Executive Director and Non-Independent Director

Shareholders

Attendance by live webcast and live audio feed

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 who had pre-registered for the live webcast and live audio feed for observation of the AGM and attended the AGM by electronic means.

Mr. Chua informed that 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, the AGM was conducted and held by way of electronic means and shareholders are allowed to join the AGM via live webcast and live audio feed.

The Chairman further informed that any form of digital recording, visual or audio, is not permitted throughout the AGM.

Mr. Chua then introduced all the Directors present to the shareholders.

INTRODUCTION

The Group CEO briefed that in 2021, the Group's medical institutions in many cities in Liaoning Province, China, were temporarily closed several times due to COVID-19 pandemic control. Nevertheless, the Group still managed to overcome the difficulties, and the overall revenue increased by 20.8% compared with the previous year.

In 2022, the Group returned to a normalised stage of affairs as the COVID-19 pandemic was subsiding. In January and February 2022, its revenue increased by 27.8% compared with 2021. However, this situation deteriorated in March by the aggravating situation of the new COVID-19 variant of concern pandemic in China, and many cities such as Shenyang were put into a lock-down situation.

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Therefore, in 2022, the Group will face the challenge of dealing with the COVID-19 pandemic uncertainty. Under the circumstance of strict control in China, the management of the Group needs to constantly adjust the operation thinking to make the Group develop steadily.

QUORUM

Upon confirmation of the presence of the requisite quorum, the Chairman called the meeting to order.

NOTICE

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

POLL VOTING PROCEDURES

The Chairman informed the shareholders that in accordance with the joint statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation and the Checklist on conduct of general meetings by way of electronic means, only the Chairman of the Meeting may be appointed as proxy.

As the Chairman of the Meeting, he would vote in accordance with the instructions of the shareholders who had appointed him to vote for or against or abstain from voting on all of the resolutions to be voted on at the AGM.

The Chairman informed that the Company has appointed S C Teo & Co as Scrutineer for the poll at the AGM. The Scrutineer had checked the validity of the proxy forms received and verified the voting results.

QUESTIONS

The Company had invited shareholders to submit their questions to the Company by 20 April 2022 via email. There were no questions received from shareholders prior to the Meeting. However, The Company had received questions from Securities Investors Association Singapore, and had announced the responses to the relevant questions on SGXNet on 22 April 2022.

ORDINARY BUSINESS

RESOLUTION 1 - DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Meeting proceeded to receive and consider the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2021 together with the Auditors' Report thereon.

The Chairman announced the result of the votes as below:

Resolution 1:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 1 carried.

RESOLUTION 2 – DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Directors had recommended the payment of S\$145,000 as Directors' fees for the financial year ended 31 December 2021.

The Chairman announced the result of the votes as follows:

Resolution 2:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 2 carried.

It was resolved that the Directors' fee for the financial year ended 31 December 2021 be and is hereby approved.

RESOLUTION 3 - RE-ELECTION OF PROFESSOR CHEW CHONG YIN @ CHEW CHONG LIN AS A DIRECTOR

Resolution 3 relates to re-elect Professor Chew Chong Yin @ Chew Chong Lin (“Professor Chew”) as a Director of the Company. Pursuant to Regulation 117 of the Company’s Constitution, Professor Chew will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Professor Chew would remain as an Independent Director, Chairman of the Remuneration Committee and a member of the Audit and Nominating Committee of the Company. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman announced the result of the votes as follows:

Resolution 3:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 3 carried.

Item 4 on the Agenda is to note Mr. San Yi Leong @ Tan Yi Leong’s (“Mr. San”) retirement. In accordance with Regulation 117 of the Company’s Constitution, Mr. San is retiring from office as a Director of the Company at this AGM.

On behalf of the Board of Directors, the Chairman has expressed the appreciation to Mr. San for his dedicated service and valuable contributions during his tenure of service.

RESOLUTION 4 - TO RE-APPOINT MESSRS RSM CHIO LIM LLP AS THE COMPANY’S AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Resolution 4 was the re-appointment of Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the directors to fix their remuneration. Messrs RSM Chio Lim LLP has consented to act as Auditors of the Company.

The Chairman announced the result of the votes as follows:

Resolution 4:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 4 carried.

SPECIAL BUSINESS

RESOLUTION 5 - AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution 5 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(2) 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 13 April 2022.

The Chairman announced the result of the votes as below:

Resolution 5:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 5 carried.

RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AOXIN Q & M EMPLOYEE SHARE OPTION SCHEME (THE “SCHEME”)

Resolution 6 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 13 April 2022.

The Chairman announced the result of the votes as below:

Resolution 6:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 6 carried.

RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AOXIN Q & M PERFORMANCE SHARES 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 13 April 2022.

The Chairman announced the result of the votes as below:

Resolution 7:	FOR	AGAINST	TOTAL
Vote	420,395,301	0	420,395,301
Percentage	100%	0%	100%

Based on the result, the Chairman declared ordinary resolution 7 carried.

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CONCLUSION

There being no other business to be transacted, the Chairman declared the Meeting closed at 2.44 p.m.. He thanked all who attended the Meeting via live webcast and live audio feed.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

CHUA SER MIANG
Chairman