THOMSON MEDICAL GROUP LIMITED
(the "**Company**")
(Incorporated in the Republic of Singapore)
Co. Registration No. 199908381D

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 25th Annual General Meeting of Thomson Medical Group Limited (the "**Company**") will be held at voco Orchard Singapore, 581 Orchard Road, Singapore 238883 on Friday, 31 October 2025 at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Consolidated Financial Statements of the Company for the year ended 30 June 2025 together with the Auditor's Report thereon. **Resolution 1**

2. To re-elect Mr Lim Wee Kiat, a Director retiring pursuant to Article 105(2) of the Constitution of the Company. **Resolution 2**
(Refer to explanatory note (i) provided)

3. To re-elect Mr Wilson Sam, a Director retiring pursuant to Article 105(2) of the Constitution of the Company. **Resolution 3**
(Refer to explanatory note (ii) provided)

4. To re-elect Ms June Leong Lai Ling, a Director retiring pursuant to Article 105(2) of the Constitution of the Company. **Resolution 4**
(Refer to explanatory note (iii) provided)

5. To approve the payment of Directors' fee of up to S$400,000 for the financial year ending 30 June 2026 (2025: S$400,000). **Resolution 5**

6. To re-appoint Ernst & Young LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

7. General Authority to Issue Shares **Resolution 7**
(Refer to explanatory note (iv) provided)

That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Listing Manual**"), the Directors be authorised and empowered to:

(a) (i) issue ordinary shares in the capital of 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 may, in their absolute discretion, deem fit;

(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force and issue additional Instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force,

provided that:

(i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) of which the aggregate number of Shares to be issued other than on pro rata basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any);

(ii) for the purpose of determining the aggregate number of the Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

(1) new Shares arising from the conversion or exercise of any convertible securities;

(2) new Shares arising from exercising share options or vesting of share awards provided the options or awards were granted in accordance with Part VIII of Chapter 8 of the Listing Manual; and

(3) any subsequent bonus issue, consolidation or subdivision of the Shares;

and adjustments in accordance with (1) or (2) 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;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company;

(d) in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual; and

(e) 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 ("**AGM**") or the date by which the next AGM is required by law to be held, whichever is the earlier.

8. Authority to grant awards and issue Shares under the Share Grant Plan 2015 (the "**Plan**"). **Resolution 8**
(Refer to explanatory note (v) provided)

That the Board of Directors of the Company be and is hereby authorised to:

(a) grant awards in accordance with the provisions of the Plan; and

(b) allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Plan,

provided that the total number of new Shares which may be issued or Shares which may be delivered pursuant to awards granted under the Plan, when added to:

(1) the total number of new Shares issued and issuable or existing Shares delivered and deliverable in respect of awards under the Plan; and

(2) all Shares, options or awards granted under any other share scheme of the Company then in force,

shall not exceed fifteen per cent (15%) of the issued share capital of the Company (excluding treasury shares and subsidiary holdings, if any) from time to time and that such authority shall, unless revoke or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier,

and in this Resolution, "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual.

SPECIAL RESOLUTION

9. That: **Resolution 9**

(1) the regulations contained in the new Constitution as set out in the Appendix to the Notice of AGM be approved and if so approved at the AGM, be adopted from the date of the AGM as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution; and

(2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to this resolution.
(Refer to explanatory note (vi) provided)

BY ORDER OF THE BOARD

Foo Soon Soo (Ms)
Seah Sin Yuen (Ms)

Company Secretaries
Singapore, 2 October 2025

Notice of Annual General Meeting

Explanatory notes of the resolutions to be proposed at the AGM:

(i) *Ordinary Resolution 2*

Mr Lim Wee Kiat will, upon being re-elected as a Director, continue in office as Vice-Chairman of the Board and Executive Director. Detailed information on Mr Lim pursuant to Rule 720(6) of the Listing Manual can be found under "**Additional Information on Directors Seeking Re-election**" in the Annual Report 2025.

(ii) *Ordinary Resolution 3*

Mr Wilson Sam will, upon being re-elected as Director, continue in office as Executive Director. Detailed information on Mr Sam pursuant to Rule 720(6) of the Listing Manual can be found under "**Additional Information on Directors Seeking Re-election**" in the Annual Report 2025.

(iii) *Ordinary Resolution 4*

Ms June Leong Lai Ling will, upon being re-elected as Director, continue in office as Independent Director and will remain as member of the Audit and Risk Committee. The Board of Directors considered her independent for the purposes of Rule 704(8) of the Listing Manual. Detailed information on Ms Leong pursuant to Rule 720(6) of the Listing Manual can be found under "**Additional Information on Directors Seeking Re-election**" in the Annual Report 2025.

(iv) *Ordinary Resolution 7* is to authorise the Directors of the Company from the date of the above Meeting until the next AGM to issue shares and convertible securities in the Company up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company. For issues of shares and convertible securities other than on a pro rata basis to all shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any). This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

(v) *Ordinary Resolution 8* is to empower the Board of Directors of the Company to offer and grant awards in accordance with the provisions of the Plan and to allot and issue from time to time such number of fully paid-up Shares as may be required to be delivered pursuant to the vesting of awards under the Plan.

The Plan was approved by the shareholders at an extraordinary general meeting held on 29 April 2015 and amended, altered and extended for a period of 10 years from 29 April 2025 to 28 April 2035 (both dates inclusive) with approval of the shareholders of the Company in a general meeting on 30 October 2024.

The Committee administering the Plan currently does not intend, in any given year, to grant awards under the Plan where maximum final award would comprise more than 1.5% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time (the "**Yearly Limit**"). Any Yearly Limit not fully utilised in a given year shall not be carried over to the subsequent year.

(vi) *Special Resolution 9* is for the Company to adopt a new Constitution to take into account changes to the Companies Act introduced pursuant to the Companies (Amendment Act 2014) and the Companies (Amendment Act 2017), and to update the Constitution for consistency with the Listing Manual and general changes for better clarity. Please refer to the Appendix to this Notice of AGM for details.

Notice of Annual General Meeting

NOTES:

General

1. The Annual General Meeting ("**AGM**") will be held physically at voco Orchard Singapore, 581 Orchard Road, Singapore 238883 on Friday, 31 October 2025 at 3.00 p.m. for the purposes of considering and if thought fit, passing the resolutions as set out in the Notice of AGM. **There will be no option to participate virtually.**

2. Printed copies of this Notice of AGM, accompanying Proxy Form and the Request Form for a printed copy of the Annual Report and the Appendix to the Notice of AGM will be despatched by post to the members of the Company. The Annual Report and the Appendix to the Notice of AGM will not be despatched to the members of the Company. All documents (the Annual Report, the Appendix to the Notice of AGM, the Proxy Form and this Notice of AGM) have been, or will be, published on the SGX website at https://www.sgx.com/securities/company-announcements and the Company's website at https://www.thomsonmedicalgroup.com/investors and can be downloaded from either websites.

Register in person to attend the AGM

3. Members and, where applicable, duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately.

Submission of proxies

4. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's Proxy Form appoints two proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. The number and class of shares in relation to each proxy shall be specified in the Proxy Form.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.

6. The Proxy Form must be submitted to the Company in the following manner:

   (a) mail or lodged with B.A.C.S. Private Limited, the Company's Share Registrar, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or

   (b) email to the Company's Share Registrar at main@zicoholdings.com

   by 28 October 2025, 3.00 p.m. Singapore time (being 72 hours before the time appointed for the holding of the AGM).

   A member who wishes to submit a Proxy Form must first download, complete and sign it before submitting it by post to the address provided above, or before scanning and submitting it via email to the email address provided above.

7. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

8. In the case of members whose shares are entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), the Company may reject the form of proxy submitted if such members' names do not appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM.

9. An investor who buys shares using CPF monies ("**CPF Investor**") and/or SRS monies ("**SRS Investor**") (as may be applicable) may attend and cast his/her votes at the Annual General Meeting in person if appointed as proxy of his/her CPF Agent Banks and/or SRS Operators. If the CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their respective CPF Agent Banks and SRS Operators to appoint the Chairman of the Meeting to act as their proxy at least 7 working days before the AGM.

Submission of questions

10. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the AGM ahead of the AGM by email to agm@thomsonmedical.com by 5.00 p.m. on 9 October 2025.

11. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline above and post the answers on SGX website at https://www.sgx.com/securities/company-announcements and the Company's website prior to the AGM. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the AGM. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

Minutes of Annual General Meeting

12. The minutes of the AGM together with the responses to the substantial and relevant questions by the shareholders not already answered and announced, will be posted on the SGX website and the Company's website within one month after the date of the AGM.

PERSONAL DATA PRIVACY

By submitting the Proxy Form, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.