

**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 at 8 Wilkie Road, #03-08, Wilkie Edge, Singapore 228095 on Monday, 29 June 2020 at 2.30 p.m. by way of electronic means**

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**PRESENT**

**Board of Directors**

1. Mr. Chua Ser Miang – Non-Executive Chairman and Independent Director
2. Mr. San Yi Leong @ Tan Yi Leong – Executive Director and Deputy Chief Executive Officer (“CEO”)
3. Professor Chew Chong Yin @ Chew Chong Lin (“Professor Chew”) – Independent Director

**In Attendance**

1. Ms. Wan Sin Nee – Financial Controller

**BY LIVE WEBCAST**

**Board of Directors**

1. Dr. Shao Yongxin – Executive Director and CEO
2. Mr. Vitters Sim Yu Xiong – Non-Executive Director
3. Mr. Lin Ming Khin – Independent Director

**Company Secretary**

1. Ms. Lee Pay Lee

**Shareholders**

Attendance by live webcast

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**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 Company presented two videos in relation to the Company’s current and future business development at the Meeting. The links to the videos have been provided in the Results of AGM which was announced on Singapore Exchange Securities Trading Limited (“SGXNet”) and the Company’s website on 29 June 2020.

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**QUORUM**

The Secretary confirmed that a quorum was present. 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, was 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 during the period of elevated safe distancing measures, 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 Janusys Consultants Pte. Ltd. as Scrutineer for the poll at the AGM. The Scrutineer had checked the validity of the proxy forms received and verified the voting results.

The Chairman informed that shareholder(s) had submitted his/their question prior to the Meeting and the Company had on 26 June 2020 announced the response to the substantive and relevant question on SGXNet and the Company's website.

**ORDINARY BUSINESS**

**RESOLUTION 1 - DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

The Meeting proceeded to receive and consider the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2019 together with the Auditors' Report thereon.

The Chairman announced the result of the votes as below:

<b>Resolution 1:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

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

**RESOLUTION 2 – DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019**

The Directors had recommended the payment of S\$120,000.00 as Directors' fees for the financial year ended 31 December 2019.

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The Chairman announced the result of the votes as follows:

<b>Resolution 2:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

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

It was resolved that the Directors' fee for the financial year ended 31 December 2019 be and is hereby approved.

**RESOLUTION 3 - RE-ELECTION OF MR. CHUA SER MIANG AS A DIRECTOR**

As Resolution 3 relates to the Chairman's re-election as a director, Mr. San Yi Leong @ Tan Yi Leong ("Mr. San"), an Executive Director and Deputy CEO took over as Chairman of the Meeting from Mr. Chua to conduct this motion.

Resolution 3 was to re-elect Mr. Chua as a Director of the Company. Pursuant to Regulation 117 of the Company's Constitution, Mr. Chua will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Mr. Chua would remain as the Non-Executive Chairman and Independent Director and Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees of the Company. The Board considers Mr. Chua to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr. San announced the result of the votes as follows:

<b>Resolution 3:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

Based on the result, Mr. San declared that the ordinary resolution 3 carried.

Mr. San handed over the Chair of the Meeting back to the Chairman.

**RESOLUTION 4 - RE-ELECTION OF MR. LIN MING KHIN AS A DIRECTOR**

Mr. Lin Ming Khin ("Mr. Lin") retired pursuant to Regulation 117 of the Company's Constitution. Being eligible, he had offered himself for re-election.

Upon re-election, Mr. Lin would remain as the Independent Director and Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees of the Company. The Board considers Mr. Lin to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman announced the result of the votes as follows:

<b>Resolution 4:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

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

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**RESOLUTION 5 - APPOINTMENT OF MESSRS RSM CHIO LIM LLP IN PLACE OF MESSRS FOO KON TAN LLP**

Resolution 5 was to appoint Messrs RSM Chio Lim LLP as the Auditors, in place of Messrs Foo Kon Tan LLP who was retiring, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix the Auditors' 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:

<b>Resolution 5:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

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

**SPECIAL BUSINESS**

**RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE SHARES**

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, Chapter 50 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 12 June 2020.

The Chairman announced the result of the votes as below:

<b>Resolution 6:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

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

**RESOLUTION 7 – AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AOXIN Q & M EMPLOYEE SHARE OPTION SCHEME (THE “SCHEME”) AND 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, Chapter 50 and Rule 806(2) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited under the Scheme and the Share Plan.

The full text of the resolution was set out in the Notice of AGM dated 12 June 2020.

The Chairman announced the result of the votes as below:

<b>Resolution 7:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>323,881,483</b>	<b>0</b>	<b>323,881,483</b>
<b>Percentage</b>	<b>100%</b>	<b>0%</b>	<b>100%</b>

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

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**QUESTIONS AND ANSWERS**

Professor Chew and Mr. San then proceeded to read out the Company's responses to the substantial and relevant questions received from the shareholders prior to the AGM which were released on the SGXNet on 26 June 2020.

**CONCLUSION**

There being no other business to be transacted, the Chairman declared the Meeting closed at 3.05 p.m.. He thanked all who attended the Meeting via live webcast and live audio feed.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

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CHUA SER MIANG  
Chairman