

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 THURSDAY, 27 OCTOBER 2022 AT 2.30 P.M.

PRESENT

Directors and Key Management

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

Shareholders and Invitees

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

In Attendance

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

CHAIRMAN

Dr. Barry Thng Lip Mong (the “**Chairman**” or “**Dr. Barry Thng**”), the Executive Chairman and Chief Executive Officer of the Company, presided as Chairman of the Meeting. He welcomed all shareholders to join the Meeting via “live” audio-visual webcast and introduced all Board members and the Chief Financial Officer of the Company to the attendees.

QUORUM

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 7 October 2022 (the “**Notice**”). It was taken as read.

OPENING

Chairman thanked the shareholders for their pre-registrations and attendances. He informed that the shareholders and proxies could raise their questions and vote “live” at the Meeting.

It was noted that the Company’s auditors, Company Secretary, Sponsor, polling agent and scrutineer participated at the Meeting virtually.

In accordance with the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, all resolutions tabled at the Meeting would be voted 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 (the “**Scrutineer**”).

AGENDA

The Chairman invited Ms. Lok Chunying, the Investor Relations Manager, to act as the moderator of the Meeting. Ms. Lok shared with the attendees the agenda of the Meeting, as follows:

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 2022 together with the Auditor's Report thereon.

ORDINARY RESOLUTION 2 – FINAL DIVIDEND

The second item of the agenda was to approve the first and final one-tier tax-exempt dividend of 0.45 Singapore cent per ordinary share for the financial year ended 30 June 2022.

ORDINARY RESOLUTION 3 – RE-ELECTION OF DR. LEONG PENG KHEONG ADRIAN FRANCIS AS A DIRECTOR OF THE COMPANY

It was noted that Dr. Leong Peng Kheong Adrian Francis (“**Dr. Leong**”) was due to retire pursuant to Regulation 97 of the Constitution of the Company. Dr. Leong, being eligible, has consented to stand for re-election. He would, upon re-election, remain as an Independent Director of the Company and continue to serve as Chairman of the Remuneration Committee and a member of the Audit and Risk Management Committee and Nominating Committee.

Dr. Leong was considered independent for the purpose of Rule 704(7) of the Catalist Rules. The detailed information of Dr. Leong could be found under “Board of Directors” and “Corporate Governance Report” in the Annual Report.

ORDINARY RESOLUTION 4 – RE-ELECTION OF MR. LIM HENG CHONG BENNY AS A DIRECTOR OF THE COMPANY

Ordinary Resolution 4 was on re-election of Mr. Lim Heng Chong Benny (“**Mr. Lim**”) as director of the Company. Mr. Lim, being eligible, has consented to stand for re-election.

Mr. Lim would, upon re-election, remain as an Independent Director of the Company and continue to serve as Chairman of the Nominating Committee and a member of the Audit and Risk Management Committee and Remuneration Committee.

Mr. Lim was considered independent for the purpose of Rule 704(7) of the Catalist Rules. The detailed information of Mr. Lim could be found under “Board of Directors” and “Corporate Governance Report” in the Annual Report.

ORDINARY RESOLUTION 5 - DIRECTORS' FEES

The next item was to seek shareholders' approval to the proposed Directors' fees of S\$150,000 for the financial year ending 30 June 2023.

ORDINARY RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS

Ordinary resolution 6 was on the re-appointment of Messrs. RSM Chio Lim LLP (“**RSM**”) as auditors of the Company for the financial year ending 30 June 2023 and grant of authority to Directors to fix their remuneration. RSM has expressed their willingness to accept their re-appointment for the aforesaid financial year.

SPECIAL BUSINESS:

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

Ordinary resolution 7 was to seek shareholders’ mandate to grant the Directors of the Company authority to allot and issue shares and convertible securities. The full text of the Ordinary Resolution 7 was set out in the Notice.

ORDINARY RESOLUTION 8 - THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

The next agenda of the Meeting was to seek Shareholders’ approval for the proposed renewal of the share buyback mandate. The full text of the Ordinary Resolution 8 was set out in the Notice.

ORDINARY RESOLUTION 9 - THE PROPOSED ADOPTION OF THE ALLIANCE PERFORMANCE SHARE PLAN

The last agenda of the Meeting was to seek Shareholders’ approval for the adoption of the Alliance Performance Share Plan. The full text of the Ordinary Resolution 9 was set out in the Notice.

RESPONSES TO SHAREHOLDERS’ QUESTIONS

The Company has addressed all substantial and relevant questions received from shareholders in relation to the ordinary resolutions put to vote at the AGM and has published its responses on SGXNET and the Company’s website on 21 October 2022.

Ms. Lok invited Shareholders to watch a video showing how they can raise questions at the Meeting and welcomed them to submit their questions. It was noted that there was no question received during the Meeting.

VOTING BY WAY OF POLL AND POLL RESULTS

The Chairman proceeded to commence the voting session of the Meeting. He invited Shareholders to watch a video showing how they can vote at the Meeting.

He informed attendees that he was appointed as proxy by some shareholders and would be voting in accordance with their instructions. He put ordinary resolutions 1 to 9 as set out in the Notice to vote by way of poll and proposed to vote for all resolutions.

Shareholders were invited to vote at the Meeting. Upon conclusion of the voting session, the Scrutineer was invited to verify the poll results.

The Chairman proceeded to announce the number of valid votes cast on ordinary resolutions 1 to 9 set out in the Notice, as follows:

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 (%)	
Ordinary Business						
1.	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 30 June 2022.	160,705,743	160,700,743	99.997	5,000	0.003
2.	Approval of a first and final one-tier tax-exempt dividend of S\$0.0045 per ordinary share for the financial year ended 30 June 2022.	160,705,743	160,700,743	99.997	5,000	0.003
3.	Re-election of Dr. Leong Peng Kheong Adrian Francis as a Director of the Company.	159,949,373	159,944,373	99.997	5,000	0.003
4.	Re-election of Mr. Lim Heng Chong Benny as a Director of the Company.	160,590,743	160,585,743	99.997	5,000	0.003
5.	Approval of Directors' fees of S\$150,000 for the financial year ending 30 June 2023.	160,605,743	160,585,743	99.988	20,000	0.012
6.	Re-appointment of RSM Chio Lim LLP as auditors of the Company and authority for Directors to fix their remuneration.	160,690,743	160,685,743	99.997	5,000	0.003
Special Business						
7.	Authority to allot and issue shares and convertible securities of the Company.	160,690,743	160,619,743	99.956	71,000	0.044
8.	Approval of renewal of the Share Buyback Mandate.	160,705,743	160,700,743	99.997	5,000	0.003
9.	Approval of adoption of the Alliance Performance Share Plan.	142,170,123	142,165,123	99.996	5,000	0.004

Based on the poll results, the Chairman declared all resolutions as set out in the Notice were carried. It was resolved:

“ORDINARY RESOLUTION 1 - FINANCIAL STATEMENTS

That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2022 together with the Auditor's Report thereon be received and adopted.

ORDINARY RESOLUTION 2 – FINAL DIVIDEND

That the first and final one-tier tax-exempt dividend of 0.45 Singapore cent per ordinary share for the financial year ended 30 June 2022 be approved.

ORDINARY RESOLUTION 3 – RE-ELECTION OF DR LEONG PENG KHEONG ADRIAN FRANCIS AS A DIRECTOR OF THE COMPANY

That Dr Leong, who was due to retire by rotation 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 MR. LIM HENG CHONG BENNY AS A DIRECTOR OF THE COMPANY

That Mr. Lim, who was due to retire by rotation pursuant to Regulation 97 of the Constitution of the Company, be re-elected as a director of the Company.

ORDINARY RESOLUTION 5 - DIRECTORS' FEES

That the Directors' fees of S\$150,000 for the financial year ending 30 June 2023 be approved.

ORDINARY RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS

That RSM Chio Lim LLP be re-appointed as auditors of the Company for the financial year ending 30 June 2023 and the Directors be authorised to fix their remuneration.

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

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“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 sub-paragraph (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.

ORDINARY RESOLUTION 8 - THE PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

That:

- (i) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as defined below), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as defined below), whether by way of:
 - (a) on-market purchases on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”) (“**On-Market Purchases**”); and/or
 - (b) off-market purchases (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act (“**Off-Market Purchases**”),and otherwise in accordance with all other laws, regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);
- (ii) the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earliest of:
 - (a) the conclusion of the next annual general meeting of the Company;
 - (b) the date by which the next annual general meeting of the Company is required by law to be held;
 - (c) the date on which the Share Purchases are carried out pursuant to the Share Buyback Mandate to the full extent mandated; or
 - (d) the date on which the authority conferred by the Share Buyback Mandate is revoked or varied.

(iii) in this Ordinary Resolution:

“**Maximum Percentage**” means that number of issued Shares representing not more than 10% of the total number of issued Shares as at date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date);

“**Maximum Price**” in relation to a Share to be purchased or otherwise acquired, means the purchase price as determined by the Directors (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) and not exceeding:

- (a) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares.

For the above purposes of determining the Maximum Price:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Day period and the day on which the purchases are made.

“**date of making of the offer**” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

(iv) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 8.

ORDINARY RESOLUTION 9 - THE PROPOSED ADOPTION OF THE ALLIANCE PERFORMANCE SHARE PLAN

That:

- (i) a new share incentive scheme, namely, the Alliance Performance Share Plan (“**Alliance PSP**”), be and is hereby approved and adopted;
- (ii) the rules of the Alliance PSP set out in **Appendix A** to the Letter to Shareholders dated 7 October 2022 be and are hereby approved and adopted;
- (iii) the Directors of the Company be and are hereby authorised:
 - (a) to establish and administer the Alliance PSP;
 - (b) to modify and/or alter the Alliance PSP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the rules of the Alliance PSP;
 - (c) to grant awards in accordance with the rules of the Alliance PSP and, subject to the provisions of the Act and the Constitution of the Company, from time to time to issue such number of new Shares and/or transfer such number of treasury shares as may be required to be delivered pursuant to the vesting of such awards, provided that the total number of new Shares which

may be issued and/or transferred pursuant to awards granted under the Alliance PSP on any date, when aggregated with the total number of Shares issued and/or transferred in respect of all awards granted under the Alliance PSP, and all options and awards granted under any other share incentive scheme(s) implemented by the Company and for the time being in force, shall not exceed 15% of the total number of Shares (excluding treasury shares and subsidiary holdings) on the day preceding the Award Date; and

- (d) to complete and to do all such acts and things (including executing all such documents as may be required and to approve any amendments or modifications to any such documents) as they and/or he/she may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 9.”

CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 2.59 p.m. and thanked everyone for their attendance.

Confirmed as a correct Record of the Proceedings

[Signed]

Barry Thng Lip Mong
Chairman