SINGAPORE PAINCARE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201843233N)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	Seletar Country Club, 101 Seletar Club Road, Singapore 798273
DATE	:	Friday, 25 October 2024
TIME	:	2.00 p.m.
PRESENT	:	Board of Directors Dr. Lee Mun Kam Bernard (Executive Chairman and Chief Executive Officer) Ms. Lai Chin Yee (Lead Independent Director) Dr. Loh Foo Keong Jeffrey (Executive Director and Chief Operating Officer) Mr. Wong Yee Kong (Independent Non-executive Director) Dr. Lim Kah Meng (Independent Non-executive Director)
PRESENT IN PERSON	:	*****Shareholders As per attendance list
IN ATTENDANCE	:	Ms. Wong Yoen Har (Company Secretary)
BY INVITATION	:	Financial Controller – Mr. Isaac Peh Lin Siah *Sponsor – Novus Corporate Finance Pte. Ltd. *Auditors – BDO LLP *Polling Agent – Boardroom Corporate & Advisory Services Pte. Ltd. *Scrutineer – DrewCorp Services Pte Ltd *Other invitees as per attendance list
CHAIRMAN	:	Dr. Lee Mun Kam Bernard

**Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, names of the shareholders and professionals who attended the Annual General Meeting will not be published in this set of minutes.*

QUORUM

As a quorum was present, the Chairman declared the Company's Annual General Meeting (the "**Meeting**") open at 2.00 p.m.

WELCOME ADDRESS

The Chairman welcomed all present to the Meeting and introduced the members of the Board of Directors, the Financial Controller, the Sponsor, Company Secretary, Auditors, Polling Agent and Scrutineer in attendance to the Shareholders of the Company (the "**Shareholders**").

NOTICE OF MEETING

The Notice of the Meeting dated 10 October 2024, which had been issued and made available to all Shareholders, was taken as read.

The Chairman informed that the Company had received questions from Shareholders and Securities Investors Association Singapore and the Company had addressed the questions and announced the responses via SGXNet before the Meeting.

The Chairman also informed that he was appointed as proxy by some Shareholders and he would be voting in accordance with their instructions.

PROCEDURES OF MEETING

The Chairman further informed that in compliance with Listing Rule 730A subsection (2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited, all resolutions at general meeting are to be voted by poll. As the poll procedures would take some time to complete, the Chairman directed that the poll on each motion would be taken after all the motions have been formally proposed and seconded.

As there was no objection, the Chairman proceeded with the formalities of conducting a poll after the completion of the business of the Meeting.

ORDINARY BUSINESS:

1. **DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024 TOGETHER WITH THE INDEPENDENT AUDITOR'S REPORT**
– ORDINARY RESOLUTION 1

Ordinary Resolution 1 was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2024 ("**AFS FY2024**") together with the Independent Auditor's Report.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 1 as set out in the Scrutineer's report are as follows:

	Number of Shares	Percentage (%)
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 1 carried.

It was **RESOLVED**:

That the Directors' Statement and the Audited Financial Statements for the financial year ended 30 June 2024 together with the Independent Auditor's Report be received and adopted.

2. **DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2024**
– ORDINARY RESOLUTION 2

Ordinary Resolution 2 was to approve the payment of Directors' Fees for the financial year ended 30 June 2024.

The Board had recommended the payment of a sum of up to S$66,630 as Directors' Fees for the financial year ended 30 June 2024.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 2 as set out in the Scrutineer's report were as follows:

	Number of Shares	Percentage (%)
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 2 carried.

It was **RESOLVED**:

That the Directors' Fees of up to S$66,630 for the financial year ended 30 June 2024 be approved for payment.

3. **RE-ELECTION OF DR. LOH FOO KEONG JEFFREY AS DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 3**

Ordinary Resolution 3 dealt with the re-election of Dr. Loh Foo Keong Jeffrey as Director of the Company. The Meeting was informed that Dr. Loh Foo Keong Jeffrey who retires as Director of the Company pursuant to Regulation 97 of the Company's Constitution, has offered himself for re-election.

Dr. Loh Foo Keong Jeffrey would, upon re-election as Director of the Company, remain as Executive Director and Chief Operating Officer of the Company upon passing of Ordinary Resolution 3.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 3 as set out in the Scrutineer's report were as follows:

	Number of Shares	**Percentage (%)**
For	48,860,500	91.76
Against	4,390,000	8.24
Total Number of Valid Shares Cast	53,250,500	100.00

The Chairman declared Ordinary Resolution 3 carried.

It was **RESOLVED**:

That Dr. Loh Foo Keong Jeffrey be re-elected as Director of the Company.

4. **RETIREMENT OF MS. LAI CHIN YEE AS DIRECTOR OF THE COMPANY**

The Meeting noted the retirement of Ms. Lai Chin Yee as Director of the Company.

Ms. Lai Chin Yee would, upon her retirement as Director of the Company, relinquish as Lead Independent Director, Chairman of the Audit Committee and Remuneration Committee and a Member of the Nominating Committee of the Company.

The Board of Directors expressed their appreciation to Ms. Lai for her services and invaluable contributions to the Company and the Group over the years.

5. **RE-ELECTION OF MR. WONG YEE KONG AS DIRECTOR OF THE COMPANY – ORDINARY RESOLUTION 4**

Ordinary Resolution 4 dealt with the re-election of Mr. Wong Yee Kong as Director of the Company. The Meeting was informed that Mr. Wong Yee Kong who retires as Director of the Company pursuant to Regulation 103 of the Company's Constitution, has offered himself for re-election.

Mr. Wong Yee Kong would, upon re-election as Director of the Company, remain as Non-Executive and Independent Director, Chairman of the Nominating Committee and a Member of the Remuneration Committee and Audit Committee of the Company and would be considered independent for the purpose of Rule 704(7) of the Catalist Rules upon passing of Ordinary Resolution 4.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 4 as set out in the Scrutineer's report were as follows:

	Number of Shares	Percentage (%)
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 4 carried.

It was **RESOLVED**:

That Mr. Wong Yee Kong be re-elected as Director of the Company.

6. **RE-APPOINTMENT OF INDEPENDENT AUDITORS OF THE COMPANY – ORDINARY RESOLUTION 5**

Ordinary Resolution 5 dealt with the re-appointment of BDO LLP as Independent Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

The Meeting was informed that BDO LLP, the Independent Auditors of the Company, had expressed their willingness to continue in office.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 5 as set out in the Scrutineer's report were as follows:

	Number of Shares	Percentage (%)
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 5 carried.

It was **RESOLVED**:

That BDO LLP to be re-appointed as Independent Auditors of the Company until the conclusion of the next annual general meeting and that the Directors be authorised to fix their remuneration.

7. **ANY OTHER BUSINESS**

No notice of any other ordinary business was received by the Company Secretary, the Chairman proceeded to deal with the Special Business.

SPECIAL BUSINESS:

8. **AUTHORITY TO ALLOT AND ISSUE SHARES – ORDINARY RESOLUTION 6**

Ordinary Resolution 6 was to seek Shareholders' approvals to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of Section B of the Singapore Exchange Securities Trading Limited Listing Manual: Rules of Catalist.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 6 as set out in the Scrutineer's report were as follows:

	Number of Shares	Percentage (%)
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 6 carried.

It was **RESOLVED**:

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

(i) allot and issue 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 of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding that 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 per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) 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 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) 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 percentage of the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Resolution;

(b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing this Resolution, provided that such share options or share awards (as the case may be) were granted in compliance with the Catalist Rules; and

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

(3) in exercising the authority conferred by this Resolution, 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), all applicable legal requirements under the Companies Act and the Constitution of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

9. **AUTHORITY TO OFFER AND GRANT OPTIONS AND TO ALLOT AND ISSUE SHARES PURSUANT TO THE SPCH EMPLOYEE SHARE OPTION SCHEME – ORDINARY RESOLUTION 7**

Ordinary Resolution 7 was to seek Shareholders' approvals to authorise the Directors to offer and grant options and to allot and issue shares pursuant to the SPCH Employee Share Option Scheme.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 7 as set out in the Scrutineer's report were as follows:

	Number of Shares	**Percentage (%)**
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 7 carried.

It was **RESOLVED**:

That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the Share Option Scheme provided always that the aggregate number of new shares to be allotted and issued pursuant to the Share Option Scheme, SPCH Performance Share Plan, and all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) on the day immediately preceding the date of offer of the employee share options.

10. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE SPCH PERFORMANCE SHARE PLAN – ORDINARY RESOLUTION 8**

Ordinary Resolution 8 was to seek Shareholders' approvals to authorise the Directors to allot and issue shares pursuant to the SPCH Performance Share Plan.

The motion was duly proposed and seconded.

The poll results for Ordinary Resolution 8 as set out in the Scrutineer's report were as follows:

	Number of Shares	**Percentage (%)**
For	76,713,500	94.59
Against	4,390,000	5.41
Total Number of Valid Shares Cast	81,103,500	100.00

The Chairman declared Ordinary Resolution 8 carried.

It was **RESOLVED**:

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant awards in accordance with the provisions of the SPCH Performance Share Plan and to allot and issue from time to time, such number of shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the SPCH Performance Share Plan, provided always that the aggregate number of shares issued and issuable pursuant to vesting of awards granted under the SPCH Performance Share Plan, when added to (i) the number of shares issued and issuable in respect of all awards granted or awarded thereunder; and (ii) all shares issued and issuable in respect of all options granted or awards granted under the Share Option Scheme, all options granted under any other share option, share incentive, performance share or restricted share plan implemented by the Company for the time being in force, shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings, if any) on the day preceding the relevant date of the award.

CONCLUSION

There being no other business to transact, the Chairman declared the Meeting closed at 2.30 p.m. and thanked everyone for their attendance. The Chairman informed that the minutes of the Meeting would be published on the SGXNet and the Company's corporate website.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

DR. LEE MUN KAM BERNARD
CHAIRMAN OF MEETING