



THOMSON MEDICAL GROUP LIMITED

(the "Company")

(Incorporated in the Republic of Singapore)

(Company Registration No. 199908381D)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT VOCO ORCHARD SINGAPORE, 581 ORCHARD ROAD, SINGAPORE 238883 ON MONDAY, 9 OCTOBER 2023 AT 3:30 P.M.

PRESENT

Directors:

Mr Ng Ser Miang	(Chairman, Non-Executive and Independent Director)
Mr Lim Wee Kiat	(Executive Vice-Chairman)
Dr Heng Jun Li Melvin	(Executive Director and Group Chief Executive Officer)
Mr Wilson Sam	(Executive Director and Group Chief Financial Officer)
Ms Wan Nadiah Binti Wan Mohd Abdullah Yaakob	(Executive Director)
Mr Ong Pang Liang	(Independent Director)
Dr Lam Lee G	(Independent Director)
Ms Christina Teo Tze Wei	(Independent Director)
Ms June Leong Lai Ling	(Independent Director)

In Attendance:

Ms Tan Peck Yen	(Partner, Ernst & Young LLP)
Ms Foo Soon Soo	(Company Secretary)
Ms Seah Sin Yuen	(Company Secretary)

Shareholders and Other Attendees: As set out in the attendance records maintained by the Company.

COMMENCEMENT OF MEETING

Introduction

Ms Xanthe Chan, the host for the meeting welcomed all shareholders to the Annual General Meeting ("**AGM**") of Thomson Medical Group Limited ("**TMG**").

Ms Chan reminded the shareholders to switch their mobile phones to "silent" mode, so that there will not be any interruptions during the proceedings.

Ms Chan briefed the meeting that the Executive Director and Group Chief Financial Officer ("**GCFO**"), Mr Wilson Sam will preface the meeting with a presentation on the financial performance of the Group for FY2023.

Following that, Executive Director and Group Chief Executive Officer (“**GCEO**”), Dr Melvin Heng, will give a presentation on the Group’s business overview, updates and growth plans and reminded the shareholders that the Directors would not be taking any questions during the presentations.

Ms Chan further briefed the meeting that after the presentations, the Chairman of the Board, Mr Ng Ser Miang, would chair the AGM. The AGM would be concluded upon the completion of the voting on all resolutions and the announcement of the results.

Ms Chan provided the shareholders with the instructions on the electronic voting systems to the Shareholders. She continued with a video clip on the voting instructions.

Ms Chan introduced the Directors and invited Mr Wilson Sam, GCFO, to give a presentation on the financial performance of the Group for the financial year ended 30 June 2023. This was followed by Dr Melvin Heng, GCEO, who presented the Group’s business overview, updates and growth plans prior to the commencement of the AGM.

After the GCEO’s presentation, Ms Chan handed over the proceedings of the meeting to the Chairman.

Chairman’s welcome note

The Chairman welcomed all shareholders present at the meeting.

The Chairman called the meeting to order after having confirmed that a quorum was present.

Notice of Annual General Meeting

As the Notice of AGM dated 22 September 2023 (“**Notice of AGM**”) had been made available to all shareholders on SGXNET for the requisite period, the Chairman proposed that the Notice of AGM be taken as read.

Questions and Answers

The Chairman informed the meeting that the Company had received questions from the shareholders prior to this AGM. The questions and answers thereto had been posted on the SGXNET and the Company’s website on 5 October 2023.

Procedures for voting

He informed the meeting that the Company had appointed Convene SG Pte Ltd as the polling agent and B.A.C.S Private Limited as the Scrutineer. The proxy forms and the number of votes that the Chairman had been directed to cast for and against on the ordinary resolution had been verified by the Scrutineer.

He further added that he would propose the resolutions tabled at this Meeting for shareholder’s approval. Voting would be conducted by poll and the voting results would be announced for the ordinary resolutions.

Thereafter, the Chairman proceeded with the agenda of the meeting.

ORDINARY BUSINESS

Ordinary Resolution 1: Adoption of the Directors' Statement and the Audited Consolidated Financial Statements for the financial year ended 30 June 2023 and the Auditors' report thereon.

The Chairman proposed:

"That the Directors' Statement and the Audited Consolidated Financial Statements for the financial year ended 30 June 2023 together with the Auditors' Report thereon, be and are hereby received and adopted."

Ordinary Resolution 2: One-tier tax exempt final dividend of 0.040 Singapore cents per share for the financial year ended 30 June 2023

The Chairman proposed

"That a one-tier tax exempt final dividend of 0.040 Singapore cents per share for the financial year ended 30 June 2023 be and is hereby approved."

Ordinary Resolution 3: Re-election of Mr Lim Wee Kiat as a Director

This agenda item relates to the re-election of Mr Lim Wee Kiat, a Director pursuant to Article 105(2) of the Constitution of the Company.

The Chairman proposed:

"That Mr Lim Wee Kiat be and is hereby re-elected as Director of the Company."

Ordinary Resolution 4: Re-election of Mr Wilson Sam as a Director

This agenda item relates to the re-election of Mr Wilson Sam, a Director retiring pursuant to Article 105(2) of the Company's Constitution.

The Chairman informed the shareholders that Mr Wilson Sam will upon being re-elected as Director, continue in office as Executive Director and Group Chief Financial Officer.

The Chairman proposed:

"That Mr Wilson Sam be and is hereby re-elected as Director of the Company."

Ordinary Resolution 5: Re-election of Dr Lam Lee G as a Director

This agenda item relates to the re-election of Dr Lam Lee G, a Director retiring pursuant to Article 105(2) of the Company's Constitution.

The Chairman informed the shareholders that Dr Lam Lee G will upon being re-elected as Director, continue in office as Independent Director and remain as member of the Audit & Risk Committee. He is considered independent pursuant to Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

The Chairman proposed:

"That Dr Lam Lee G be and is hereby re-elected as Director of the Company."

Ordinary Resolution 6: Re-election of Dr Heng Jun Li Melvin as a Director

This agenda item relates to the re-election of Dr Heng Jun Li Melvin, a Director retiring pursuant to Article 106 of the Company's Constitution.

The Chairman informed the shareholders that Dr Heng Jun Li Melvin will upon being re-elected as Director, continue in office as Executive Director and Group Chief Executive Officer.

The Chairman proposed:

"That Dr Heng Jun Li Melvin be and is hereby re-elected as Director of the Company."

Ordinary Resolution 7: Approval of Directors' fee of up to S\$400,000 for the financial year ending 30 June 2024

The Chairman proposed:

"That the Directors' fee of up to S\$400,000 for the financial year ending 30 June 2024 be and is hereby approved."

Ordinary Resolution 8: Re-appointment of Ernst & Young LLP as Auditor and to authorise the Directors to fix their remuneration

The Chairman proposed:

"That Ernst & Young LLP be and are hereby re-appointed as Auditor of the Company and to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration."

SPECIAL BUSINESS

Ordinary Resolution 9: Authority to issue and allot shares in the capital of the Company

The Chairman briefed the shareholders that under the resolution, such shares and convertible securities must not, in aggregate, exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares), with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders.

The Chairman proposed Ordinary Resolution 9 as set out under item 9 of the Notice of the AGM.

Ordinary Resolution 10: Authority to grant awards and issue shares under the Share Grant Plan 2015

The Chairman informed the meeting that shares issued and issuable in respect of awards granted under the Share Grant Plan 2015 and in respect of any of any other share schemes of the Company than in force, must not in aggregate, exceed 15% of the issued share capital of the Company (excluding treasury shares, if any) from time to time. Shareholders who were eligible to participate in the Share Grant Plan 2015 should abstain from voting on this resolution.

The Chairman proposed Ordinary Resolution 10 as set out under item 10 in the Notice of the AGM.

QUESTIONS AND ANSWERS

Ms Chan facilitated the questions and answers session.

The questions and answers are set out in Annex A.

Ms Chan called on the shareholders to cast the votes for all the resolutions at the AGM for the next five minutes before the voting ended.

RESULTS OF POLL VOTING

The results of the poll voting for Ordinary Resolutions 1 to 10 as set out in Annex B to these minutes, were presented to the meeting.

The Chairman declared Ordinary Resolutions 1 to 10 carried.

CONCLUSION

There being no further business, the Chairman thanked shareholders for their participation in the Company's AGM and declared the AGM closed at 4.22 p.m.

Confirmed by:

Mr Ng Ser Miang
Chairman of the Board
Thomson Medical Group Limited