HC SURGICAL SPECIALISTS LIMITED
(the "**Company**")
(Company Registration No.: 201533429G)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting ("**AGM**") of the Company held by way of electronic means 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 on Tuesday, 27 September 2022 at 2.00 p.m.

PRESENT

MEMBERS
As per Attendance Sheet

DIRECTORS

Mr. Chong Weng Hoe	-	Non-executive Chairman & Independent Director
Dr. Heah Sieu Min	-	Executive Director & Chief Executive Officer
Dr. Chia Kok Hoong	-	Executive Director & Medical Director
Mr. Lim Chye Lai Gjan	-	Non-Independent Non-executive Director
Mr. Ooi Seng Soon	-	Independent Non-executive Director

IN ATTENDANCE
As per Attendance Sheet

WELCOME AND INTRODUCTION

The Chairman, Mr. Chong Weng Hoe welcomed the members to the AGM.

The Chairman acknowledged that members who were participating via live audio-visual webcast or live audio-only feed and whose identities had been verified by the share registrar of the Company would be taken as electronically present and counted for quorum of the meeting purpose.

The Chairman introduced the following fellow Directors of the Company and those who were in attendance for the AGM via live webcast:

- Dr. Heah Sieu Min, the Executive Director and Chief Executive Officer
- Dr. Chia Kok Hoong, the Executive Director and Medical Director
- Mr. Lim Chye Lai, Gjan, the Non-Independent Non-executive Director and member of the Audit Committee ("**AC**"), Nominating Committee ("**NC**") and Remuneration Committee ("**RC**")
- Mr. Ooi Seng Soon, the Independent Non-executive Director and chairman of the AC and member of the NC and RC

- Ms. Sophia Ong, the Chief Financial Officer of the Group
- Ms. Melissa Josephine Tio, Chief Operating Officer of the Group
- Ms. Pong Chen Yih, the Sponsor from Novus Corporate Finance Pte. Ltd.
- Ms. Lin Huiying, the Sponsor from Novus Corporate Finance Pte. Ltd.
- Ms. Amanda Low, the Sponsor from Novus Corporate Finance Pte. Ltd.
- Ms. Lin Moi Heyang, the Company Secretary
- Mr. Tei Tong Huat, the Auditor from BDO LLP

QUESTIONS AND ANSWERS

The Chairman informed the members that except for some questions from the Securities Investors Association (Singapore) which had been answered and published on SGXNet and the Company's website on 22 September 2022, there were no other questions received from any shareholders of the Company which the Company needed to answer before or at this meeting.

QUORUM

There being a quorum present, the Chairman of the Board declared the meeting open.

NOTICE OF MEETING

The notice convening the meeting, having been published on SGXNet and the Company's website within the requisite period, was taken as read.

VOTING BY WAY OF POLL

The Chairman informed that he had been appointed as proxy by some shareholders and he had voted in accordance with their specific instructions in accordance with the Guidance on Conduct of Meeting issued by SGX by way of poll.

The Chairman further informed that Entrust Advisory Pte. Ltd. has been appointed as the independent scrutineer for the polling process and all proxy forms received had been verified by Entrust Advisory Pte. Ltd.. The results of the polls would be announced once the proposed resolutions have been formally tabled.

AUDITED FINANCIAL STATEMENTS

The Chairman tabled the directors' statement, audited financial statements of the Group for the financial year ended 31 May 2022 to the members.

ORDINARY BUSINESS

The Chairman proceeded to put the proposed resolutions at the meeting and announced the results of the polls as follows:

RESOLUTION 1 – RE-ELECTION OF DR. HEAH SIEU MIN

"That Dr. Heah Sieu Min, who retires pursuant to Regulation 97 of the Company's Constitution, be re-elected as a Director of the Company."

The verified results of the vote were:

No. of votes for	:	107,678,575 shares representing 100%
No. of votes against	:	0 shares representing 0%
Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 1 carried.

RESOLUTION 2 – RE-ELECTION OF MR. LIM CHYE LAI, GJAN

"That Mr. Lim Chye Lai, Gjan, who retires pursuant to Regulation 97 of the Company's Constitution, be re-elected as a Director of the Company."

The verified results of the vote were:

No. of votes for	:	107,458,575 shares representing 100%
No. of votes against	:	0 shares representing 0%
Total votes cast	:	107,458,575

The Chairman declared Ordinary Resolution 2 carried.

RESOLUTION 3 – DIRECTORS' FEES

"That the payment of Directors' Fees of S$111,000/- for the financial year ended 31 May 2022 be approved."

The verified results of the vote were:

No. of votes for	:	107,678,575 shares representing 100%
No. of votes against	:	0 shares representing 0%

Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 3 carried.

RESOLUTION 4 – FINAL DIVIDEND

"That a final dividend (tax-exempt one-tier) of S$0.012 per ordinary share for the financial year ended 31 May 2022 be hereby approved."

The verified results of the vote were:

No. of votes for	:	107,678,575 shares representing 100%
No. of votes against	:	0 shares representing 0%
Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 4 carried.

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

"That Messrs BDO LLP, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors."

The verified results of the vote were:

No. of votes for	:	107,230,575 shares representing 99.58%
No. of votes against	:	448,000 shares representing 0.42%
Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 5 carried.

SPECIAL BUSINESS

RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES

"That, pursuant to Section 161 of the Companies Act 1967 ("**Companies Act**"), and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit, to:

(a) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;

(b) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively,

"**Instruments**") including but not limited to the creation and issue of options, warrants, debentures or other instruments convertible into shares;

(c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

(d) (Notwithstanding the authority conferred by the Shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always 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) does not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro-rata* basis to Shareholders of the Company does not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and (subject to such manner of calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under this paragraph) for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities, or

(b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and

(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares;

(ii) 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) and the Constitution for the time being of the Company; and

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

The verified results of the vote were:

No. of votes for : 107,678,575 shares representing 100%

No. of votes against	:	0 shares representing 0%
Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 6 carried.

RESOLUTION 7 – THE HC SURGICAL SPECIALISTS LIMITED PERFORMANCE SHARE PLAN (THE "**HCSS PERFORMANCE SHARE PLAN**")

"That:

(a) authority be and is hereby given to the Directors of the Company to offer and grant share awards in accordance with the HCSS Performance Share Plan; and

(b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares as may be required to be allotted and issued pursuant to the award of shares under the HCSS Performance Share Plan,

provided that the aggregate number of shares to be issued pursuant to the HCSS Employee Share Option Scheme and the HCSS Performance Share Plan shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time."

The verified results of the vote were:

No. of votes for	:	107,678,575 shares representing 100%
No. of votes against	:	0 shares representing 0%
Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 7 carried.

RESOLUTION 8 – THE HC SURGICAL SPECIALISTS LIMITED EMPLOYEE SHARE OPTION SCHEME (THE "**HCSS EMPLOYEE SHARE OPTION SCHEME**")

"That:

(a) authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the HCSS Employee Share Option Scheme; and

(b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the HCSS Employee Share Option Scheme,

provided that the aggregate number of shares to be issued pursuant to the HCSS Employee Share Option Scheme and the HCSS Performance Share Plan shall not exceed fifteen per cent

(15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time."

The verified results of the vote were:

No. of votes for	:	107,678,575 shares representing 100%
No. of votes against	:	0 shares representing 0%
Total votes cast	:	107,678,575

The Chairman declared Ordinary Resolution 8 carried.

RESOLUTION 9 – THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

"That:

(a) for the purposes of the Catalist Rules and the Companies Act, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up shares not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of shares by the Company from time to time up to the Maximum Price (as defined below), whether by way of:

(i) a market purchase ("**Market Purchase**"), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers appointed by the Company for the purpose; and/or

(ii) an off-market purchase ("**Off-Market Purchase**"), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of shares pursuant to the Share Buy-Back Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

(i) the conclusion of the next AGM or the date on which the next AGM of the Company is held or required by law to be held;

(ii) the date on which the purchases or acquisitions of shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting

(the "**Relevant Period**"),

(c) in this Resolution:

"**Maximum Limit**" means that number of shares of the Company representing not more than ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued shares of the Company as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings);

"**Maximum Price**", in relation to a share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

(i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as defined below); and

(ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price, where:

"**Average Closing Price**" means the average of the closing market prices of the shares of the Company over the last five (5) Market Days, on which transactions in the shares were recorded, before the day on which the purchase or acquisition of shares was made, or as the case may be, before the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made;

"**day of the making of the offer**" means the day 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; and

"**Market Day**" means a day on which the SGX-ST is open for trading in securities; and

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

The verified results of the vote were:

No. of votes for	:	43,689,595 shares representing 100%
No. of votes against	:	0 shares representing 0%
Total votes cast	:	43,689,595

The Chairman declared Ordinary Resolution 9 carried.

There being no other business, the meeting concluded at 2.13 p.m. with a vote of thanks to the Chairman.

Signed as a correct record of the proceedings,

Chong Weng Hoe
Chairman of the Board