

MEDI LIFESTYLE LIMITED
(the “**Company**”)
(Company Registration No.: 201117734D)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting (“AGM” or “Meeting”)

Date : Friday, 28 April 2023
Time : 10.01 a.m.
Place : By way of electronic means
Present : As per the Webcast Attendees Report
Chairman : Dato’ Low Koon Poh (“**Dato’ Low**”)

1. WELCOMING ADDRESS

1.1 The Chairman of the Board of Directors (the “**Board**”), Dato’ Low (the “**Chairman**”) welcomed all attendees to the AGM.

2. QUORUM

2.1 The Chairman thanked shareholders for their pre-registration and attendance. He acknowledged their attendance by electronic means.

2.2 There being a quorum, the Chairman called the AGM to order.

2.3 The Chairman introduced his fellow Board members (Mr Ng Weng Sui Harry (“**Mr Harry Ng**”), Mr Kesavan Nair, Ms Ng Yau Kuen Carmen, Tan Sri Ahmad Bin Mohd Don (“**Tan Sri Ahmad**”)) who attended the Meeting by electronic means. The Company’s key management, external auditors, Company Secretary, Polling Agent, Scrutineer and Sponsor had also joined the Meeting electronically.

3. NOTICE OF MEETING

3.1 With the concurrence of the Meeting, the notice of the AGM dated 13 April 2023 (“**Notice of AGM**”) published on the SGXNet and the Company’s corporate website on 13 April 2023, was taken as read.

4. EXPLANATION ON LIVE QUESTIONS & ANSWERS AND VOTING

4.1 The Chairman informed the Meeting of the following:

- a) Voting: As mentioned in the Notice, the Company had made available to shareholders two (2) voting options:
 - (i) live voting - shareholders and duly appointed proxies (other than the Chairman of AGM) present via the live webcast and audio-only means could vote live by casting their votes via the live voting feature. The live voting was open until the announcement of the closure of poll voting; or
 - (ii) voting by appointing the Chairman of AGM as proxy by submitting proxy form by 10.00 a.m. on 26 April 2023. As Company had received proxy forms from some shareholders who have appointed the Chairman as their proxy to vote on their behalf, the Chairman would vote in accordance with their instructions.
- b) In line with the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”), the Chairman had demanded all proposed resolutions as set out in the Notice of AGM to be decided by way of poll. As shareholder, he would propose all resolutions.
- c) Appointments of (i) Convene SG Pte. Ltd. as Polling Agent; and (ii) DrewCorp Services

Pte Ltd as Scrutineer to scrutinise the polling procedures and certify the results of the poll. The poll results would be announced at the end of the Meeting.

- d) Submission of text-based questions: (i) the Company did not receive questions from shareholders prior to the AGM by the cut-off deadline on 20 April 2023. Shareholders who were accessing the AGM proceedings via electronic means could ask questions by submitting text-based questions. Similar questions would be consolidated and addressed during the Q&A session. The shareholders were directed to refer the instructional video which was shown during the Meeting for the steps to submit text-based questions.

ORDINARY BUSINESS

5. ORDINARY RESOLUTION 1: ADOPTION OF DIRECTORS' STATEMENT, AUDITORS' REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 ("FY2022")

5.1 The Chairman proposed the following motion:

"that the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together and the Directors' Statement together with the Auditor's Report be received and adopted."

6. ORDINARY RESOLUTION 2: RE-ELECTION OF MR HARRY NG

6.1 The Chairman informed that Mr Harry Ng (a) was retiring by rotation pursuant to Article 98 of the Company's Constitution, and he being eligible, had offered himself to seek for re-election; and (b) would remain as Lead Independent Director, Chairman of Audit Committee, and member of the Remuneration and Nominating Committees of the Company, upon his re-election as Director.

6.2 The Chairman proposed the following motion:

"that Mr Ng Weng Sui Harry be re-elected as a Director of the Company."

7. ORDINARY RESOLUTION 3: RE-ELECTION OF TAN SRI AHMAD

7.1 The Chairman informed that Tan Sri Ahmad (a) was retiring by rotation pursuant to Article 98 of the Company's Constitution, and he being eligible, had offered himself for re-election; and (b) would remain as the Independent Director, and member of the Audit, Remuneration and Nominating Committees of the Company, upon his re-election as Director.

7.2 The Chairman proposed the following motion:

"that Tan Sri Ahmad Bin Mohd Don be re-elected as a Director of the Company."

8. ORDINARY RESOLUTION 4: DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 ("FY2023")

8.1 The proposed resolution on payment of Directors' fees for FY2023, once approved, facilitate payment during the financial year in which the fees would be incurred on a quarterly basis.

8.2 The Chairman proposed the following motion:

"that the Directors' fees of S\$124,800/- for the financial year ending 31 December 2023, payable quarterly in arrears be approved."

**9. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF AUDITORS**

9.1 The proposed resolution 5 was to re-appoint the retiring auditors, Messrs Mazars LLP, as auditors of the Company for FY2023 and to authorise the Directors to fix their remuneration. Mazars LLP had expressed their willingness to continue in office.

9.2 The Chairman proposed the following motion:

“that Mazars LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.”.

SPECIAL BUSINESS

**10. ORDINARY RESOLUTION 6:
AUTHORITY TO ALLOT AND ISSUE SHARES**

10.1 The Meeting ensued with the deliberation on the special business of the Agenda. The Chairman explained that the proposed resolution 6 was to seek shareholders' approval to authorise Directors to allot and issue shares in the share capital of the Company pursuant to Section 161 of the Companies Act 1967 and the Catalist Rules.

10.2 The Chairman proposed the following motion:

*“that pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:*

- I*
- (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or*
 - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that may 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, convertible securities or other instruments convertible into shares; and/or*

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

- II*
- (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,*

provided always that:

- (a) 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), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury*

shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

(b) *(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 sub-paragraph (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:*

(i) *new shares arising from the conversion or exercise of any convertible securities;*

(ii) *new shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and*

(iii) *any subsequent bonus issue, consolidation or subdivision of shares;*

provided further that adjustments in accordance with (i) and (ii) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(c) *in exercising the authority conferred by this Resolution, the Directors 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 for the time being of the Company; and*

(d) *the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.”*

11. LIVE QUESTIONS AND ANSWERS

11.1 There being no questions received, the Meeting proceeded with the live voting.

12. LIVE VOTING

12.1 Shareholders were given time to cast their votes.

13. DECLARATION OF POLL RESULTS

- 13.1** After the poll voting was closed, the results of the poll duly certified by the Scrutineer were presented on screen, as below:

Ordinary 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					
Resolution 1 To receive and adopt the Audited Financial Statements of the Company for FY2022 and the Directors’ Statement together with the Auditors’ Report	201,570,541	201,570,541	100	0	0
Resolution 2 To re-elect Mr Harry Ng who is retiring by rotation pursuant to Article 98 of the Constitution of the Company	201,570,541	201,570,541	100	0	0
Resolution 3 To re-elect Tan Sri Ahmad who is retiring by rotation pursuant to Article 98 of the Constitution of the Company	201,570,541	201,570,541	100	0	0

Ordinary 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 (Cont'd)					
Resolution 4 To approve the payment of Directors' fees of S\$124,800/- for FY2023, to be paid quarterly in arrears	201,570,541	201,570,541	100	0	0
Resolution 5 To re-appoint Messrs Mazars LLP as auditors of the Company and to authorise the Directors to fix their remuneration	201,570,541	201,570,541	100	0	0
Special Business					
Resolution 6 To approve the authority to allot and issue shares	201,570,541	201,570,541	100	0	0

- 13.2** Based on the poll results, the Chairman declared that all resolutions tabled at the Meeting were carried.

14. CONCLUSION

- 14.1** There being no other business to transact, the formality of business of the AGM had been concluded. The Chairman declared the Meeting closed at 10.12 a.m., and he thanked all present for their attendance and participation.

Signed as a true records of the proceedings

Low Koon Poh
Chairman

Date: 25 May 2023