

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, 21 OCTOBER 2021 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
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CHAIRMAN

Dr Barry Thng Lip Mong (the “**Chairman**”), 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 webcast and introduced the Board members and Chief Financial Officer of the Company to the attendees.

OPENING

In light of the Safe Management measures to curb local transmissions of COVID-19 and additional guidance on the conduct of general meetings, the Company has called the Meeting to be held by way of electronic means.

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

Chairman thanked the shareholders for their pre-registrations and attendances at the AGM to watch the live webcast of the Meeting.

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 6 October 2021 (the “**Notice**”). It was taken as read.

APPOINTMENT OF CHAIRMAN AS PROXY AND RESPONSES TO SHAREHOLDERS’ QUESTIONS

The Chairman informed that as mentioned in the Notice, shareholders would not be able to vote through live webcast but could exercise their voting rights at the AGM by appointing the Chairman of the Meeting as their proxy. The Chairman has been appointed by some shareholders as their proxy and would be voting in accordance with their instructions. As Chairman of the Meeting, he demanded all resolutions tabled at the Meeting to 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.

Shareholders have been given the opportunity to submit questions prior to the Meeting. 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 the Company’s website and on SGXNET on 18 October 2021.

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 2021 together with the Auditor’s Report thereon.

The Chairman proposed to vote for Ordinary Resolution 1 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,475,626	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Auditor’s Report thereon be received and adopted.”

ORDINARY RESOLUTION 2 – FINAL DIVIDEND

The second item of the Agenda was to approve the first and final one-tier tax-exempt dividend of 0.23 Singapore cent per ordinary share for the financial year ended 30 June 2021.

The Chairman proposed to vote for Ordinary Resolution 2 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,475,626	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT the first and final one-tier tax-exempt dividend of 0.23 Singapore cent per ordinary share for the financial year ended 30 June 2021 be approved.”

ORDINARY RESOLUTION 3 – RE-ELECTION OF DR MOK KAN HWEI, PAUL, AS A DIRECTOR OF THE COMPANY

It was noted that Dr Mok Kan Hwei, Paul (“**Dr Paul Mok**”) was due to retire by rotation pursuant to Regulation 97 of the Constitution of the Company. Dr Paul Mok, being eligible, has consented to stand for re-election. He would, upon re-election, remain as Executive Director of the Company.

The detailed information of Dr Paul Mok could be found under “Board of Directors” and “Corporate Governance Report” in the Annual Report.

The Chairman proposed to vote for Ordinary Resolution 3 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,475,626	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT Dr Paul Mok, 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 WONG HIN SUN, EUGENE AS A DIRECTOR OF THE COMPANY

The Chairman moved on to the next agenda of the Meeting, i.e. re-election of Mr Wong Hin Sun, Eugene (“**Mr Eugene Wong**”) as director of the Company. Mr Eugene Wong, being eligible, has consented to stand for re-election.

Mr Eugene Wong would, upon re-election, remain as Chairman of the Audit and Risk Management Committee and a member of the Nominating Committee and Remuneration Committee.

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

The Chairman proposed to vote for Ordinary Resolution 4 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,475,626	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT Mr Eugene Wong, 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

Chairman sought the Shareholders’ approval for the proposed Directors’ fees of S\$150,000 for the financial year ending 30 June 2022.

He proposed to vote for Ordinary Resolution 5 and put the motion to a vote. He proceeded to announce the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,415,626	99.96
Against	60,000	0.04

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT the Directors’ fees of S\$150,000 for the financial year ending 30 June 2022 be approved.”

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 2022 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.

The Chairman proposed to vote for Ordinary Resolution 6 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,475,626	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT RSM Chio Lim LLP be re-appointed as auditors of the Company for the financial year ending 30 June 2022 and the Directors be authorised to fix their remuneration.”

SPECIAL BUSINESS:

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

The Meeting proceeded to special businesses of the AGM. The next agenda of the Meeting 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 Resolution 7 was set out in the Notice.

The Chairman proposed to vote for Ordinary Resolution 7 and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage (%)
For	151,415,626	99.96
Against	60,000	0.04

Based on the poll results, the Chairman declared the resolution carried.

It was resolved:

That pursuant to Section 161 of the Companies Act, Chapter 50 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 SHARE BUYBACK MANDATE

The last agenda of the Meeting was to seek Shareholders' approval for the proposed renewal of share buyback mandate.

The full text of the Resolution 8 was set out in the Notice.

The Chairman proposed to vote for Ordinary Resolution 8 and put the motion to a vote. He announced the poll results as set out in the Scrutineer's report, as follows:

	No. of Votes	Percentage (%)
For	151,475,626	100
Against	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

That:

- (a) for the purposes of the Catalist Rules and the Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire the issued and fully paid-up Shares of the Company representing not more than 10% of the total number of issued Shares of the Company (excluding Treasury Shares and subsidiary holdings, if any) as at the date of the AGM at which the proposed renewal of the Share Buyback Mandate is approved, unless the Company has at any time during the Relevant Period (as defined below) effected a reduction of its share capital in accordance with the applicable provisions of the Act, in which event the total number of issued Shares of the Company shall be the total number of issued Shares of the Company as altered, 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) an on-market purchase transacted on the SGX-ST through or any other securities exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose of the Share Buyback ("**Market Purchase**"); and/or
 - (ii) an off-market purchase (if effected otherwise than on a securities exchange) in accordance with an "equal access scheme" as defined in Section 76C of the Act ("**Off-Market Purchase**")
- and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the "**Share Buyback Mandate**");
- (b) purchases or acquisitions of Shares may be made, at any time and from time to time, by the Company on and from the date of the AGM at which the proposed renewal of Share Buyback Mandate is approved, up to:

- (i) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting 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 Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Shareholders in a general meeting,

whichever the earliest (“**Relevant Period**”).

- (c) in this Resolution:

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price per Share (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for a Share purchased or acquired pursuant to the Share Buyback Mandate will be determined by the Directors, provided that such purchase price must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares, where:

“**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 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 Days 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; 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 8.

CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 2.42 p.m. and thanked everyone for their attendance.

Confirmed as a correct Record of the Proceedings

[Signed]

Barry Thng Lip Mong
Chairman