

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 : Tuesday, 30 April 2024
Time : 10.00 a.m.
Place : 1 Robinson Road, #21-00 AIA Tower, Singapore 048542
Present : As per Attendance List maintained by the Company
Chairman : Mr Herry Pudjianto (Executive Chairman and Chief Executive Officer)
Directors : Mr Zhang Zhi (Non-independent non-executive Deputy Chairman)
and : Dato’ Alvin Joseph Nesakumar (Executive Director and Chief Commercial Officer)
Management : Ng Weng Sui Harry (Lead Independent Director)
: Chew Wai Meng (Independent Director)
: Edward Chen (Chief Financial Officer)

1. WELCOMING ADDRESS

- 1.1 The Chairman of the Board of Directors (the “**Board**”), Mr Herry Pudjianto (the “**Chairman**” or “**Mr Herry**”), welcomed all attendees to the AGM and introduced the Board members and Chief Financial Officer. He informed that Mr Kesavan Nair, an independent Director, had sent his apologies for not being able to attend the Meeting.

2. QUORUM

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

3. NOTICE OF MEETING

- 3.1 The notice convening the AGM dated 15 April 2024 (“**Notice of AGM**”) having been in the hands of the shareholders for the requisite period was, with the concurrence of the Meeting, taken as read.
- 3.2 The Chairman informed the Meeting that (a) he had been appointed as proxy by a shareholder and he would vote in accordance with his instruction; and (b) he demanded all proposed resolutions detailed in the Notice of AGM be voted by way of a poll. The voting of all eight (8) proposed resolutions would be conducted in a single voting slip. The poll voting slip would have been handed to shareholders at point of registration. The poll on each resolution would be conducted after the formalities of the AGM and Extraordinary General Meeting (“**EGM**”).
- 3.3 The Meeting was further informed on the appointments of (a) CNP Business Advisory Pte. Ltd. as Independent Scrutineer; and (b) Boardroom Corporate & Advisory Services Pte. Ltd. as Polling Agent.
- 3.4 The representative of the Independent Scrutineer was invited to explain the voting procedures.

4. QUESTIONS AND ANSWERS

- 4.1 The Chairman informed that the Company did not receive questions from shareholders prior to the AGM. He then invited shareholders to raise any questions relating to the proposed resolutions tabled for approval at the AGM. There being no question received, the Chairman proceeded with the Agenda of the AGM.

ORDINARY BUSINESS

**5. ORDINARY RESOLUTION 1:
DIRECTORS' STATEMENT, AUDITORS' REPORT AND AUDITED FINANCIAL
STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

5.1 The Chairman proposed the following motion be put to vote by poll:

“that the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditor’s Report thereon be received and adopted.”.

**6. RETIREMENT OF KESAVAN NAIR AS DIRECTOR OF THE COMPANY UPON CONCLUSION
OF THE AGM**

6.1 The Chairman informed that Mr Kesavan Nair was retiring by rotation at the AGM pursuant to Article 98 of the Company’s Constitution and he did not seek for re-election as Director of the Company. He would retire following the conclusion of this AGM and cease as the Chairman of Nominating and Remuneration Committees, and member of Audit and the Risk Committees.

**7. ORDINARY RESOLUTIONS 2 TO 5:
RE-ELECTION OF DIRECTORS**

7.1 Resolution 2 - Re-election of Dato’ Alvin Joseph Nesakumar

The Chairman informed that Dato’ Alvin Joseph Nesakumar (a) was retiring pursuant to Article 102 of the Company’s Constitution, and he being eligible, had offered himself for re-election; and (b) would remain as Executive Director and Chief Commercial Officer of the Company, upon his re-election as Director.

7.2 The Chairman proposed the following motion be put to vote by poll:

“that Dato’ Alvin Joseph Nesakumar be re-elected as a Director of the Company.”.

7.3 As Resolution 3 was related to the re-election of Mr Herry as Director, the chair of the Meeting was passed to Mr Harry Ng Weng Sui (“**Mr Harry Ng**”), Lead Independent Director.

7.4 Resolution 3 – Re-election of Mr Herry Pudjianto

Mr Harry Ng informed that Mr Herry (a) was retiring pursuant to Article 102 of the Company’s Constitution, and he being eligible, had offered himself for re-election; and (b) would remain as Executive Chairman and Chief Executive Officer of the Company, upon his re-election as a Director.

7.5 Mr Harry Ng proposed the following motion be put to vote by poll:

“that Mr Herry Pudjianto be re-elected as a Director of the Company.”.

7.6 The chair of the Meeting was passed back to the Chairman.

7.7 Resolution 4 – Re-election of Mr Chew Wai Meng

The Chairman informed that Mr Chew Wai Meng (“**Mr Chew**”) (a) was retiring pursuant to Article 102 of the Company’s Constitution, and he being eligible, had offered himself for re-election; and (b) would remain as an Independent Director, member of Audit, Risk, Nominating and Remuneration Committees of the Company, upon his re-election as Director.

7.8 The Chairman proposed the following motion be put to vote by poll:

“that Mr Chew Wai Meng be re-elected as a Director of the Company.”.

7.9 Resolution 5 – Re-election of Mr Zhang Zhi

The Chairman informed that Mr Zhang Zhi (“**Mr Zhang**”) (a) was retiring pursuant to Article 102 of the Company’s Constitution, and he being eligible, had offered himself for re-election; and (b) would remain as the Non-Independent Non-Executive Deputy Chairman, member of Audit, Risk, Nominating and Remuneration Committees of the Company, upon his re-election as Director.

7.10 The Chairman proposed the following motion be put to vote by poll:

“that Mr Zhang Zhi be re-elected as a Director of the Company.”.

**8. ORDINARY RESOLUTION 6:
DIRECTORS’ FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024 (“FY2024”)**

8.1 The proposed resolution on payment of Directors’ fees for FY2024, 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 be put to vote by poll:

“that the Directors’ fees of S\$124,800/- for the financial year ending 31 December 2024, payable quarterly in arrears, be approved.”.

**9. ORDINARY RESOLUTION 7
RE-APPOINTMENT OF AUDITORS**

9.1 The proposed resolution 7 was to re-appoint the retiring auditors, Messrs Mazars LLP, as auditors of the Company for FY2024 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 be put to vote by poll:

“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 8:
AUTHORITY TO ALLOT AND ISSUE SHARES**

10.1 The Meeting ensued with the deliberation on the special business of the Agenda.

The proposed resolution 8 was 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 Catalyst Rules.

10.2 The Chairman proposed the following motion be put to vote by poll:

*“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 Annual General Meeting (“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. ADJOURNMENT OF AGM

- 11.1 There being no notice received for transacting any other business at the AGM, the Chairman adjourned the AGM at 10.20 a.m. and he reminded the shareholders to sign the poll voting slip and submit it to the Polling Agent.

12. RE-CONVENING THE AGM AND DECLARATION OF POLL RESULTS

- 12.1 The AGM reconvened at 10.46 a.m. with Scrutineer announced the poll results, 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 FY2023 and the Directors’ Statement together with the Auditors’ Report	21,804,852	21,804,852	100	0	0
Resolution 2 To re-elect Dato’ Alvin Joseph Nesakumar who is retiring pursuant to Article 102 of the Constitution of the Company	21,804,852	21,804,852	100	0	0
Resolution 3 To re-elect Mr Herry who is retiring pursuant to Article 102 of the Constitution of the Company	21,804,852	21,804,852	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 re-elect Mr Chew who is retiring pursuant to Article 102 of the Constitution of the Company	21,804,852	21,804,852	100	0	0
Resolution 5 To re-elect Mr Zhang who is retiring pursuant to Article 102 of the Constitution of the Company	21,804,852	21,804,852	100	0	0
Resolution 6 To approve the payment of Directors' fees of S\$124,800/- for FY2024, to be paid quarterly in arrears	21,804,852	21,804,852	100	0	0
Resolution 7 To re-appoint Messrs Mazars LLP as auditors of the Company and to authorise the Directors to fix their remuneration	21,804,852	21,804,852	100	0	0
Special Business					
Resolution 8 To approve the authority to allot and issue shares	21,804,852	21,804,852	100	0	0

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

13. CONCLUSION

13.1 The Chairman informed that Mr Harry Ng had served on the Board for more than 12 years and would step down as Lead Independent Director of the Company following the conclusion of this AGM. On behalf of the Board, the Chairman extended gratitude to Mr Harry Ng and Mr Kesavan Nair for their valuable contributions to the Board during their tenure as Directors of the Company.

The Chairman declared the Meeting closed at 10.48 a.m., and he thanked all present for their attendance.

Signed as a true record
of the proceedings thereat

Herry Pudjianto
Chairman

Date: 29 May 2024