



## THOMSON MEDICAL GROUP LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199908381D)

---

### MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY WAY OF ELECTROIC MEANS ON FRIDAY, 22 OCTOBER 2021 AT 2:00 P.M.

---

#### PRESENT

##### **Directors:**

Mr Ng Ser Miang	(Chairman)
Dr Wong Chiang Yin	(Group Chief Executive Officer)
Mr Wilson Sam	(Group Chief Financial Officer)
Mr Heng Kim Chuan Freddie	
Mr Lim Wee Kiat	
Mr Ong Pang Liang	
Dr Lam Lee G	

##### **In Attendance:**

Ms Tan Peck Yen	(Partner, Ernst & Young LLP)
Mr Edric Ng	(Senior Manager, Ernst & Young LLP)
Ms Foo Soon Soo	(Company Secretary)
Ms Lim Hoi Leong	(Company Secretary)
Mr Warren Wu	(Assistant Director, Corporate Communication / host for the meeting)

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

#### **COMMENCEMENT OF MEETING**

##### Introduction

Mr Warren Wu, the host for the meeting welcomed all shareholders to the electronic Annual General Meeting (“**AGM**”) of Thomson Medical Group Limited (“**TMG**”).

Mr Wu briefed the meeting that in view of the COVID-19 situation and the safe distancing measures implemented by the Ministry of Health, the AGM was conducted by electronic means via live audio-visual webcast and audio-only streaming.

Mr Wu also informed the meeting that Mr Ng Ser Miang, the Chairman of the Board will chair the AGM.

Mr Wu introduced the Directors and invited Mr Wilson Sam, Group Chief Financial Officer (“**GCFO**”), to give a presentation on the results for the financial year ended 30 June 2021, prior to the commencement of the AGM.

After the GCFO presentation, Mr Wu handed over the meeting to Mr Ng to chair the meeting.

## Chairman's welcome note

The Chairman, Mr Ng Ser Miang welcomed all shareholders to the meeting and thanked the shareholders for joining the AGM through the live webcast.

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

## Notice of Annual General Meeting

As the Notice of AGM dated 30 September 2021 ("**Notice of AGM**") had been made available to all shareholders on SGXNet and the Company's website for the requisite period, the Chairman proposed that the Notice of AGM be taken as read.

## Procedures for voting

Before the Chairman proceeded with the business of the AGM, he informed the shareholders that as set out in the Notice of AGM, all resolutions at the AGM would be voted by poll. Pursuant to the applicable regulations, the Chairman, in his capacity as Chairman of the meeting, had been appointed as proxy by shareholders who had directed him to vote according to their instructions.

All valid proxy forms received by the Company by the deadline for the depositing of proxy forms as specified in the Notice, had been accounted for and verified by B.A.C.S Private Limited, the appointed Scrutineer for the AGM. A copy of the Scrutineers' report setting out the voting results of each resolution had been provided to the Chairman.

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

## **ORDINARY BUSINESS**

### **1. Ordinary Resolution 1: Adoption of the Directors' Statement and the Audited Consolidated Financial Statements for the financial year ended 30 June 2021 and the Auditors' report thereon**

The Chairman proposed Ordinary Resolution 1:

"That the Directors' Statement and the Audited Consolidated Financial Statements for the financial year ended 30 June 2021 together with the Auditors' Report thereon, be and are hereby received and adopted."

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,491,691,076	100.00%
Votes against	20,000	0.00%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

**2. Ordinary Resolution 2: Approval of a one-tier tax exempt final dividend of 0.015 Singapore cents per share for the financial year ended 30 June 2021**

The Chairman proposed Ordinary Resolution 2:

“That a one-tier tax exempt final dividend of 0.015 Singapore cents per share for the financial year ended 30 June 2021 be and is hereby approved.”

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,491,691,076	100.00%
Votes against	20,000	0.00%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

**3. Ordinary Resolution 3: Re-election of Mr Wilson Sam as a Director**

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

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

The Chairman proposed Ordinary Resolution 3:

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

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,491,234,176	100.00%
Votes against	476,900	0.00%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

#### 4. Ordinary Resolution 4: 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 retiring pursuant to Article 105(2) of the Company's Constitution.

The Chairman informed the shareholders that Mr Lim will upon being re-elected as Director, continue in office as a Non-Executive Non-Independent Director, and remain as member of the Nominating and Remuneration Committee.

The Chairman proposed Ordinary Resolution 4:

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

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,483,629,676	99.97%
Votes against	8,081,400	0.03%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

#### 5. Retirement of Mr Heng Kim Chuan Freddie

The Chairman informed the shareholders that Mr Heng Kim Chuan Freddie, a Non-Executive Non-Independent Director will retire at the conclusion of this AGM in accordance with the constitution of the Company. The Board registered its appreciation to Mr Heng and thanked him for his contributions to the Board and the Company.

#### 6. Ordinary Resolution 5: Approval of Directors' fee of up to S\$360,000 for the financial year ending 30 June 2022

The Chairman proposed Ordinary Resolution 5:

"That the Directors' fee of up to S\$360,000 for the financial year ending 30 June 2022 be and is hereby approved."

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,491,691,076	100.00%
Votes against	20,000	0.00%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

**7. Ordinary Resolution 6: Re-appointment of Ernst & Young LLP as auditors of the Company and to authorise the Directors to fix their remuneration**

The Chairman proposed Ordinary Resolution 6:

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

Based on the Scrutineers’ report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,491,691,076	100.00%
Votes against	20,000	0.00%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

**SPECIAL BUSINESS**

**8. Ordinary Resolution 7: Continued Appointment of Dr Lam Lee G as an Independent Director for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the SGX-ST (first-tier voting by all shareholders)**

The Chairman briefed the shareholders as follows:

1. that Rule 210(5)(d)(iii) of the Listing Manual will take effect on 1 January 2022. It provides that a director will not be independent if he has been a director for an aggregate period of more than nine years unless his continued appointment as an independent director has been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer, and their respective associates.
2. Dr Lam has served for more than nine years on the Board of the Company and will be subject to the two-tier voting to seek shareholders’ approval to his continued appointment as independent director.
3. Resolution 7 is for the first-tier voting where all shareholders can vote to give approval. Resolution 8 is for the second-tier voting where shareholders excluding the directors and CEO and their respective associates, can vote.

The Chairman proposed Ordinary Resolution 7 as set out under item 7 of the Notice of the AGM.

Based on the Scrutineers’ report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,491,691,076	100.00%
Votes against	20,000	0.00%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

**9. Ordinary Resolution 8: Continued Appointment of Dr Lam Lee G as an Independent Director for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (second-tier voting by shareholders excluding the directors and CEO and their respective associates, can vote.**

The Chairman briefed the shareholders as follows:

1. Resolution 8 is for the second-tier voting on the continued appointment of Dr Lam as an independent director by shareholders excluding the directors and CEO and their respective associates.
2. Mr Lim Eng Hock, a controlling shareholder of the Company who is associated with Mr Lim Wee Kiat, a Director of the Company and its associates will abstain from voting on Resolution 8.
3. Mr Ng Ser Miang and Mr Ong Pang Liang, Directors of the Company with shareholdings in the Company will abstain from voting on Resolution 8

The Chairman proposed Ordinary Resolution 8 as set out under item 8 of the Notice of the AGM.

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	806,625,349	100,00%
Votes against	20,000	0.00%
<b>Total votes cast</b>	<b>806,645,349</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

**10. 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.

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,488,081,896	99.99%
Votes against	3,629,180	0.01%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

#### 11. Ordinary Resolution 10: Authority to grant options and allot and issue shares under the TMG Group Share Option Scheme 2012

The Chairman informed the shareholders that shares issued and issuable in respect of awards granted under the TMG Group Share Option Scheme 2012 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 TMG Group Share Option Scheme 2012 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.

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,302,107,765	99.23%
Votes against	189,603,311	0.77%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

#### 12. Ordinary Resolution 11: 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 11 as set out under item 10 in the Notice of the AGM

Based on the Scrutineers' report, the results of the votes were:

	<b>No. of votes</b>	<b>Percentage (%)</b>
Votes for	24,488,081,896	99.99%
Votes against	3,629,180	0.01%
<b>Total votes cast</b>	<b>24,491,711,076</b>	<b>100.00%</b>

Based on the result of the poll, the Chairman declared the resolution carried.

## **QUESTIONS AND ANSWERS**

The Chairman informed that the Company had received questions from shareholders for this AGM. The answers to the questions have been announced on SGXNET and the Company's website. Shareholders who have missed this session and if there were further questions, may continue to write in to the Company's at [ir@thomsonmedical.com](mailto:ir@thomsonmedical.com).

## **CONCLUSION**

There being no further business, the Chairman thanked shareholders for their participation in the Company's second virtual AGM and declared the AGM closed at 2.25 p.m.

**Approved by:**

**Mr Ng Ser Miang  
Chairman  
Thomson Medical Group Limited**