

**MINUTES OF 23rd ANNUAL GENERAL MEETING HELD ON
MONDAY, 29 APRIL 2024 AT 2:00 P.M. AT HILTON SINGAPORE ORCHARD,
AMARYLLIS MEETING ROOM, 333 ORCHARD ROAD, SINGAPORE 238867**

Present

Board of Directors : Mr Edward Lee Ewe Ming (*Executive Chairman*)
Mr Ong Ghim Choon (*CEO / "Mr Ong"*)
Ms Connie Zhang (*Executive Director*)
Mr Mark Leong Kei Wei (*Lead Independent Director*)
Mr Oei Su Chi, Ian (*Independent Director*)
Ms Ong Siow Fong (*Independent Director*)
Ms Joanna Liu Yao (*Independent Director*)

In Attendance

: Ms Yip Li San (*Group CFO*)
Mr Madan Mohan (*Company Secretary*)
Mr Ng Boon Heng (*Ernst & Young LLP*)
Ms Jing Xuan Lam (*Ernst & Young LLP*)

Shareholders/Proxies/Invitees : As per the attendance list maintained by the Company

1. INTRODUCTION AND QUORUM

1.1 The meeting was chaired by Mr Edward Lee Ewe Ming ("**Chairman**"). Chairman welcomed shareholders to the 23rd annual general meeting ("**AGM**" or "**Meeting**"). As a quorum in accordance with the Constitution of the Company was present, Chairman declared the AGM open at 2:00 pm. He then introduced fellow Board members and members of the management team present at the AGM.

2. NOTICE OF MEETING

2.1 Chairman noted that the Annual Report for the financial year ended 31 December 2023, the Share Buy-back Circular, the Notice of AGM, and the Proxy Form were published on the corporate website of the Company and on SGXNet on 9 April 2024. Printed copies of the Notice of AGM and the Proxy Form were also despatched to all shareholders for their convenience. With the Meeting's consent, the Notice of AGM was taken as read.

3. CORPORATE PRESENTATION, Q&As

3.1 Chairman informed shareholders that the resolutions at the AGM will be voted by poll in a paperless manner. In his capacity as Chairman of the Meeting, he had been appointed by several shareholders as Proxy and he will be voting in accordance with their instructions. He added that the Company has appointed Trusted Services Pte Ltd as the Polling Agent and Samas Management Consultants Pte Ltd as the Scrutineer for the AGM. The Scrutineer has verified the counting of the votes of Proxy Forms submitted by shareholders. The Scrutineer will also verify the votes cast by shareholders and proxies during the AGM.

3.2 Chairman noted that the Company invited questions from shareholders in advance of the Meeting. The Company did not receive any questions from shareholders in advance of the Meeting. He welcomed shareholders to ask questions during the AGM.

- 3.3 In relation to the voting process, Chairman informed the Meeting that shareholders and proxies may cast votes on the resolutions during the Meeting via the online platform after each resolution is introduced. A voting time of 20 seconds has been allocated for each resolution. A timer will be shown on the screen indicating when voting starts and when it stops. Chairman thereafter invited shareholders and proxies in attendance to view a video on how to submit their votes by electronic poll via the AGM@Convene platform. A video clip explaining the voting process was thereafter played. After the video, a Test Resolution was conducted to familiarise shareholders and proxies with the voting system.
- 3.4 Chairman made a presentation on the FY2023 financial results and the business outlook of the Group in 2023. A copy of the presentation, which was posted on SGXNet on 29 April 2024, is also enclosed in “**Appendix A**” to these minutes.
- 3.5 After the presentation, Chairman opened the floor to questions from shareholders. As the Question and Answer (Q&A) session lasted for nearly an hour and Chairman shared at length his views on economic and finance issues, for brevity the salient points of the Q&A session are enclosed in “**Appendix B**” to these minutes. After the conclusion of the Q&As session, Chairman proceeded for the formal resolutions of the Meeting.

ORDINARY BUSINESS

4. RESOLUTION 1: DIRECTORS’ STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

- 4.1 Chairman noted that first item on the Agenda in the Notice of AGM is related to the adoption of the Directors’ Statement and the audited Financial Statements of the Company for the year ended 31 December 2023 together with the Auditors’ Report thereon. He proposed the motion for Resolution 1.
- 4.2 There being no questions, Chairman put the motion to vote by poll.
- 4.3 The result of the poll on Resolution 1 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Directors’ Statement and audited Financial Statements for the year ended 31 December 2023	606,955,333	606,946,273	100.00%	9,060	0.00%

- 4.4 Based on the results of the poll, Chairman declared Resolution 1 carried.
- 4.5 RESOLVED THAT the Directors’ Statement and the audited Financial Statements of the Company for the year ended 31 December 2023 together with the Auditors’ Report thereon be received and adopted.
- ### **5. RESOLUTION 2: RE-ELECTION OF MR ONG GHIM CHOON AS A DIRECTOR**
- 5.1 Chairman noted that Resolution 2 relates to the re-election of Mr Ong Ghim Choon, a Director of the Company retiring pursuant to Regulation 104(1) of the Constitution of the Company. Mr Ong will, upon re-election as a Director of the Company, remain as Chief Executive Officer of the Company, and will be considered non-independent. He proposed the motion for Resolution 2.

5.2 There being no questions, Chairman put the motion to vote by poll.

5.3 The result of the poll on Resolution 2 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Re-election of Mr Ong Ghim Choon as a Director	607,105,238	607,104,958	100.00%	280	0.00%

5.4 Based on the results of the poll, Chairman declared Resolution 2 carried.

5.5 RESOLVED THAT Mr Ong Ghim Choon be re-elected as a Director of the Company.

6. RESOLUTION 3: RE-ELECTION OF MR OEI SU CHI, IAN AS A DIRECTOR

6.1 Chairman noted that Resolution 3 relates to the re-election of Mr Oei Su Chi, Ian, a Director of the Company retiring pursuant to Regulation 104(1) of the Constitution of the Company. Mr Oei Su Chi, Ian will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee, and a member of both the Audit and Risk Committee and the Nominating Committee, and will be considered independent. He proposed the motion for Resolution 3.

6.2 There being no questions, Chairman put the motion to vote by poll.

6.3 The result of the poll on Resolution 3 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Re-election of Mr Oei Su Chi, Ian as a Director	604,803,196	604,648,916	99.97%	154,280	0.03%

6.4 Based on the results of the poll, Chairman declared Resolution 3 carried.

6.5 RESOLVED THAT Mr Oei Su Chi, Ian be re-elected as a Director of the Company.

7. RESOLUTION 4: RE-ELECTION OF MS ONG SIOW FONG AS A DIRECTOR

7.1 Chairman noted that Resolution 4 relates to the re-election of Ms Ong Siow Fong, a Director of the Company retiring pursuant to Regulation 104(1) of the Constitution of the Company. Ms Ong will, upon re-election as a Director of the Company, remain as Chairperson of the Nominating Committee, and a member of the Remuneration Committee, and will be considered independent. He proposed the motion for Resolution 4.

7.2 There being no questions, Chairman put the motion to vote by poll.

7.3 The result of the poll on Resolution 4 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Re-election of Ms Ong Siow	604,923,738	604,769,458	99.97%	154,280	0.03%

Fong as a Director					
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7.4 Based on the results of the poll, Chairman declared Resolution 4 carried.

7.5 RESOLVED THAT Ms Ong Siow Fong be re-elected as a Director of the Company.

8. RESOLUTION 5: APPROVAL OF DIRECTORS' FEES OF UP TO S\$300,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024

8.1 Chairman noted that Resolution 5 relates to the payment of Directors' fees of up to S\$300,000 to be paid to all Directors (other than the Executive Directors) as Directors' fees for the financial year ending 31 December 2024. He proposed the motion for Resolution 5.

8.2 There being no questions, Chairman put the motion to vote by poll.

8.3 The result of the poll on Resolution 5 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Approval of Directors' fees of up to S\$300,000 for the year ending 31 December 2024	601,751,031	601,590,411	99.97%	160,620	0.03%

8.4 Based on the results of the poll, Chairman declared Resolution 5 carried.

8.5 RESOLVED THAT the payment of up to S\$300,000 to be paid to all Directors (other than the Executive Directors) as Directors' fees for the financial year ending 31 December 2024 be approved.

9. RESOLUTION 6: TO RE-APPOINT ERNST & YOUNG LLP AS THE AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

9.1 Chairman noted that Resolution 6 relates to the re-appointment of Ernst & Young LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. Ernst & Young LLP who are the Auditors of the Company, have expressed their willingness to continue in office and the Audit and Risk Committee has recommended that they be re-appointed as auditors of the Company and its subsidiaries. He proposed the motion for Resolution 6.

9.2 There being no questions, Chairman put the motion to vote by poll.

9.3 The result of the poll on Resolution 6 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the	606,775,563	606,775,503	100.00%	60	0.00%

Directors to fix their remuneration					
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9.4 Based on the results of the poll, Chairman declared Resolution 6 carried.

9.5 RESOLVED THAT Ernst & Young LLP be re-appointed as the Auditors of the Company and that the Directors of the Company be authorised to fix their remuneration.

10. **ANY OTHER ORDINARY BUSINESS**

10.1 As there were no notice of other ordinary business received by the Company, the Meeting proceeded to the Special Business on the Agenda.

SPECIAL BUSINESS

11. **RESOLUTION 7: GENERAL AUTHORITY TO ALLOT AND ISSUE SHARES**

11.1 Chairman noted that Resolution 7 relates to give authority to the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 and the SGX Listing Manual. He proposed the motion for Resolution 7.

11.2 A shareholder commented that he understands that Company has not issued shares in the last few years but instead has bought back shares. He asked how many shares the Company has bought back and what the Company's plans are for these shares? Chairman noted that the Company has bought approximately S\$3 million of shares by purchase cost in the last few years. These shares haven't been cancelled and are held as treasury shares. Share buy-backs enhance EPS and increase value for shareholders. If treasury shares will be issued for share awards or other permitted purposes the Company will announce that. The maximum cap for treasury shares is 10%. General mandate under resolution 7 is for flexibility and is typically renewed at each AGM even though there may not be immediate plans for shares issuance.

11.3 There being no further questions, Chairman put the motion to vote by poll.

11.4 The result of the poll on Resolution 7 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
General authority to allot and issue shares	607,120,573	606,716,348	99.93%	404,225	0.07%

11.5 Based on the results of the poll, Chairman declared Resolution 7 carried.

11.6 RESOLVED:

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue ordinary shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (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 of the Company may in their absolute discretion deem fit; and

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

provided that:

- (1) 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 fifty per cent (50%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall be less than ten per cent (10%) of the total number of issued Shares, excluding treasury shares and subsidiary holdings (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation and adjustment as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares shall be based on the total number of issued Shares, 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 or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the SGX-ST Listing Manual 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
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue 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.

In this Resolution 7, “subsidiary holdings” shall have the meaning ascribed to it in the SGX-ST Listing Manual.

12. RESOLUTION 8: AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE mDR SHARE PLAN 2018

- 12.1 Chairman noted that Resolution 8 relates to give authority to the Directors to allot and issue Shares pursuant to the mDR Share Plan 2018. He proposed the motion for Resolution 8.
- 12.2 A shareholder commented whether the Company has plans for share awards to employees? Chairman noted that Resolution 8 is for flexibility and is typically approved at each AGM over the term of the share award plan which is 10 years.
- 12.3 There being no further questions, Chairman put the motion to vote by poll.
- 12.4 The result of the poll on Resolution 8 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Authority to allot and issue Shares under the mDR Share Plan 2018	143,419,787	142,889,567	99.63%	530,220	0.37%

12.5 Based on the results of the poll, Chairman declared Resolution 8 carried.

12.6 RESOLVED:

That the Directors be and are hereby authorised to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the mDR Share Plan 2018, provided that the aggregate number of Shares to be allotted and issued pursuant to the mDR Share Plan 2018 and any other share-based incentive schemes that may be implemented by the Company, shall not exceed 15% of the total issued and paid-up Shares (excluding treasury shares and subsidiary holdings) on the day preceding the date on which the Award shall be granted.

13. RESOLUTION 9: PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

13.1 Chairman invited Mr Ong to propose Resolution 9. Mr Ong noted that Resolution 9 on the Agenda relates to the approval for the proposed renewal of the Share Buy-back Mandate. The full text of the resolution is set out under item 9 in the Notice of AGM. He proposed the motion for Resolution 9. Mr Ong invited questions from the floor.

13.2 A shareholder asked why Mr Ong has to propose Resolution 9. Chairman commented that he and parties acting in concert with them (if any) are required to abstain from voting on the resolution relating to the proposed renewal of Share Buy-back Mandate. As the controlling shareholder of the Company who owns more than 30% of Company's shares, there are also restrictions on share purchases by him under the Take-over Code.

13.3 There being no further questions, Chairman put the motion to vote by poll.

13.4 The result of the poll on Resolution 9 was as follows:

Ordinary Resolution	Total	For		Against	
		No. of Shares	%	No. of Shares	%
Proposed renewal of the Share Buy-back Mandate	209,246,429	209,055,219	99.91%	191,210	0.09%

13.5 Based on the results of the poll, Chairman declared Resolution 9 carried.

13.6 RESOLVED:

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "**Companies Act**") and such other laws and regulations as may for the time being be applicable, the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued and paid-up ordinary shares in the share capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit

(as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:

- (i) on-market purchases transacted through the trading system of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), or as the case may be, any other securities exchange on which the Shares may for the time being be listed on (“**Market Purchase**”); and/or
- (ii) off-market purchases otherwise than on a securities exchange, in accordance with an equal access scheme as may be determined or formulated by the Directors as they consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual (“**Off-Market Purchase**”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the SGX-ST Listing Manual, be and is hereby authorised and approved generally and unconditionally (“**Share Buy-back Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the discretion of the Directors, either be cancelled or held as treasury shares and dealt with in accordance with the Companies Act;
- (c) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors to purchase Shares pursuant to the Share Buy-back Mandate may be exercised by the Directors any time and from time to time, on and from the date of the passing of this resolution, up to the earliest of:
 - (i) the date on which the next annual general meeting is held or is 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 Shareholders in a general meeting;
- (d) in this resolution:

“**Average Closing Price**” means the average of the closing market prices of the Shares 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 pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five (5) Market Day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the Off-Market Purchase from the holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

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

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, and other related expenses) to be paid for the Shares as determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and

- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

- (e) the Directors and/or any of them be and are hereby authorised to do any and all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the matters referred to in this resolution and the taking of any and all actions whatsoever, by any Director on behalf of the Company in connection with the proposed Share Buy-back Mandate prior to the date of the passing of this resolution be and are hereby approved, ratified and confirmed.

14. **CLOSURE**

- 14.1 There being no other business, Chairman declared the AGM closed at 3:23 pm. On behalf of the Board of Directors, he thanked the shareholders for their attendance.

Approved by:

Mr Edward Lee
Chairman
mDR Limited

APPENDIX A



MDR Limited

Annual General Meeting

29 April 2024

Financial Results: YoY Financial Performance



(\$'000)	FY 2023	FY 2022
<u>Continuing Operations</u>		
Revenue	215,603	175,480
Gross Profit	32,558	27,521
(Loss)/Profit before income tax	(41,978)	9,264
(Loss)/Profit for the year from continuing operations	(42,476)	9,184
(Loss)/Profit for the year from discontinued operations	-	(1,959)
(Loss)/Profit for the year	(42,476)	7,225
Profit for the year from continuing operations (excluding impairments)	2,271	4,369

Financial Results: Half Yearly Financial Performance

(\$'000)	1H – 2023	1H – 2022	2H – 2023	2H – 2022
<u>Continuing Operations</u>				
Revenue	93,321	82,624	122,282	92,856
Gross Profit	14,785	13,493	17,773	14,028
(Loss)/Profit before income tax	(16,733)	(3,129)	(25,245)	12,393
(Loss)/Profit for the period from continuing operations	(16,855)	(3,236)	(25,621)	12,420

Financial Results: Half Yearly Financial Performance (cont'd)

(\$'000)	1H– 2023	1H– 2022	2H – 2023	2H – 2022
(Loss)/Profit for the period from continuing operations (cont'd)	(16,855)	(3,236)	(25,621)	12,420
(Loss)/Profit for the period from discontinued operations	-	(1,959)	-	-
(Loss)/Profit for the period	(16,855)	(5,195)	(25,621)	12,420
Profit/(Loss) for the year from continuing operations (excluding impairments)	3,361	2,993	(1,090)	1,376

Financial Results: YoY Segmental Breakdown of Revenue (Continuing Operations)

(\$'000)	FY 2023	FY 2022
DMS	173,678	142,111
AMS	21,728	17,329
DPAS	4,161	4,419
INVESTMENT	16,036	11,621
Total	215,603	175,480

Financial Results: Half Yearly Segmental Breakdown of Revenue (Continuing Operations)



(\$'000)	1H– 2023	1H– 2022	2H – 2023	2H – 2022
DMS	73,304	66,777	100,374	75,334
AMS	10,712	7,923	11,016	9,406
DPAS	2,080	2,043	2,081	2,376
INVESTMENT	7,225	5,881	8,811	5,740
Total	93,321	82,624	122,282	92,856

Financial Results: YoY Segmental Breakdown of Gross Profits (Continuing Operations)



(\$'000)	FY 2023	FY 2022
DMS	10,287	9,985
AMS	4,803	4,351
DPAS	1,432	1,564
INVESTMENT	16,036	11,621
Total	32,558	27,521

Financial Results: Half Yearly Segmental Breakdown of Gross Profits (Continuing Operations)

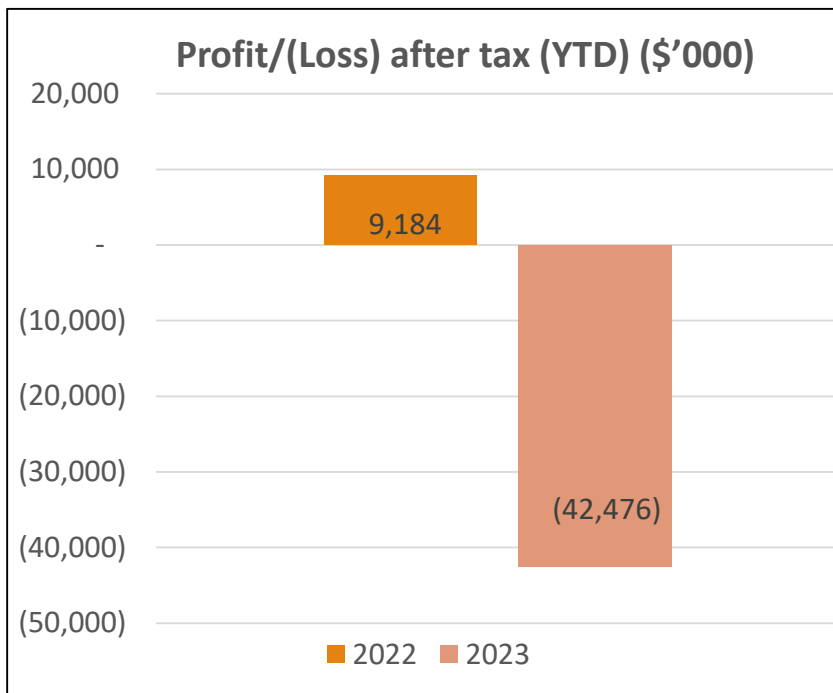
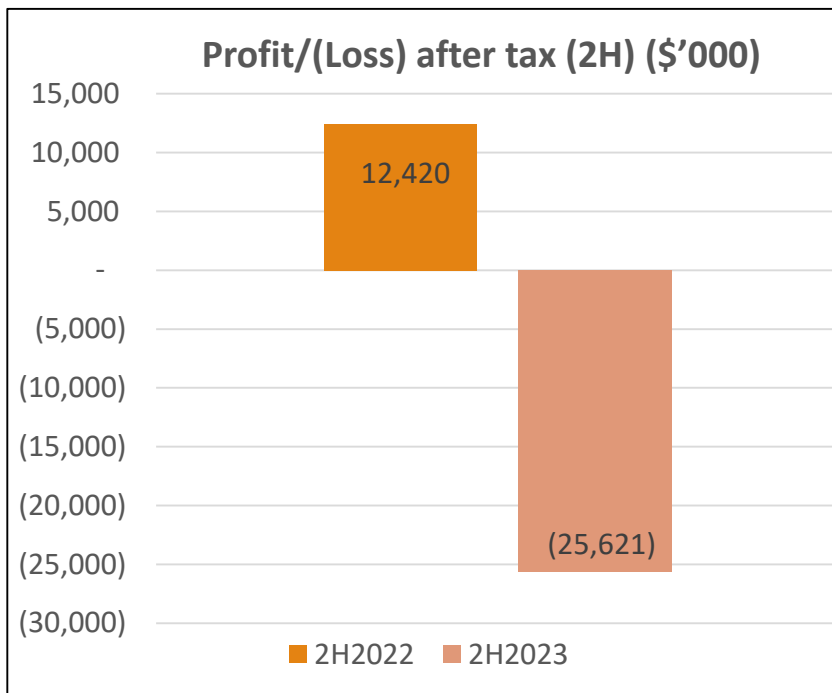
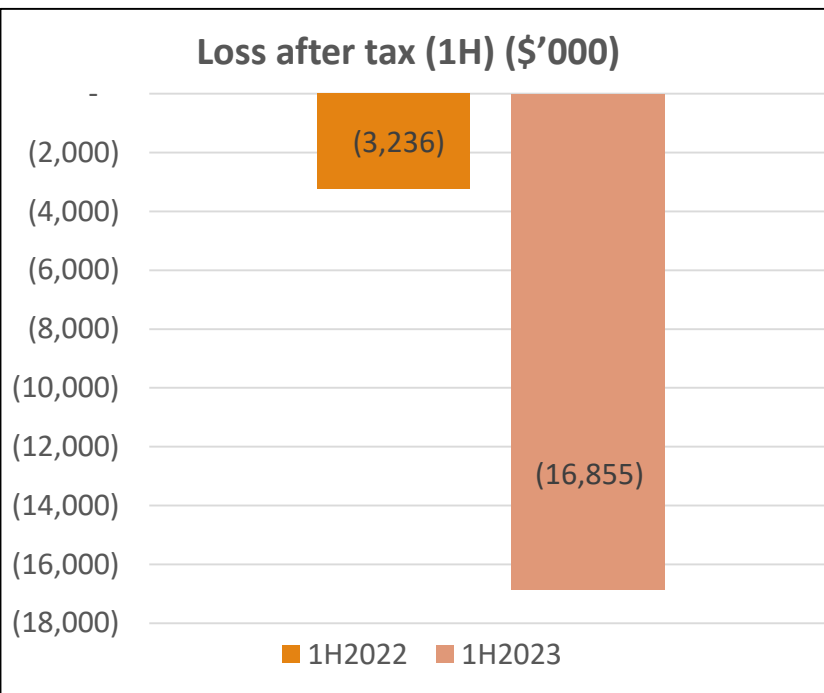
(\$'000)	1H – 2023	1H – 2022	2H – 2023	2H – 2022
DMS	4,469	4,826	5,818	5,159
AMS	2,346	2,100	2,457	2,251
DPAS	745	686	687	878
INVESTMENT	7,225	5,881	8,811	5,740
Total	14,785	13,493	17,773	14,028

Financial Results: Non-cash adjustments (Impairments and fair value movements)

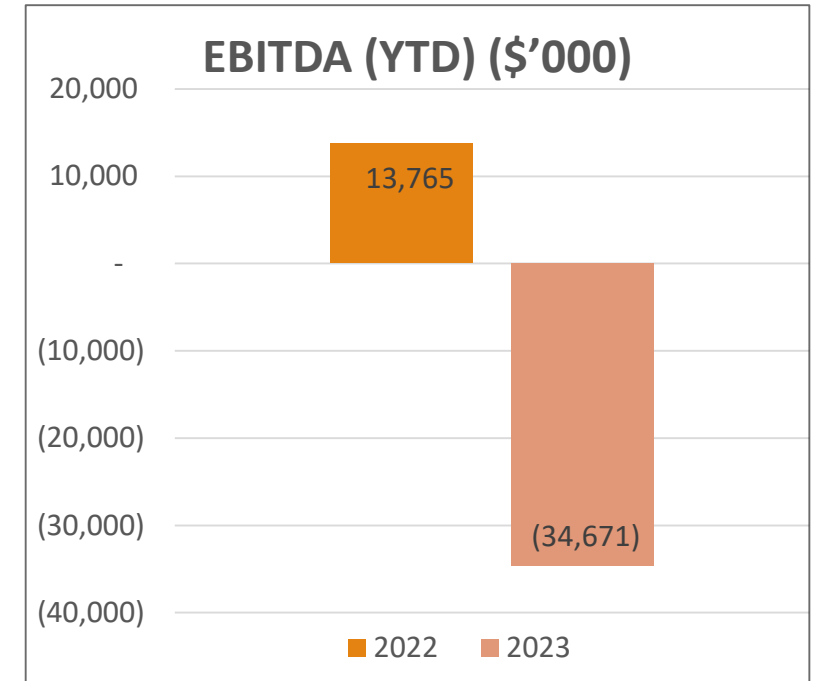
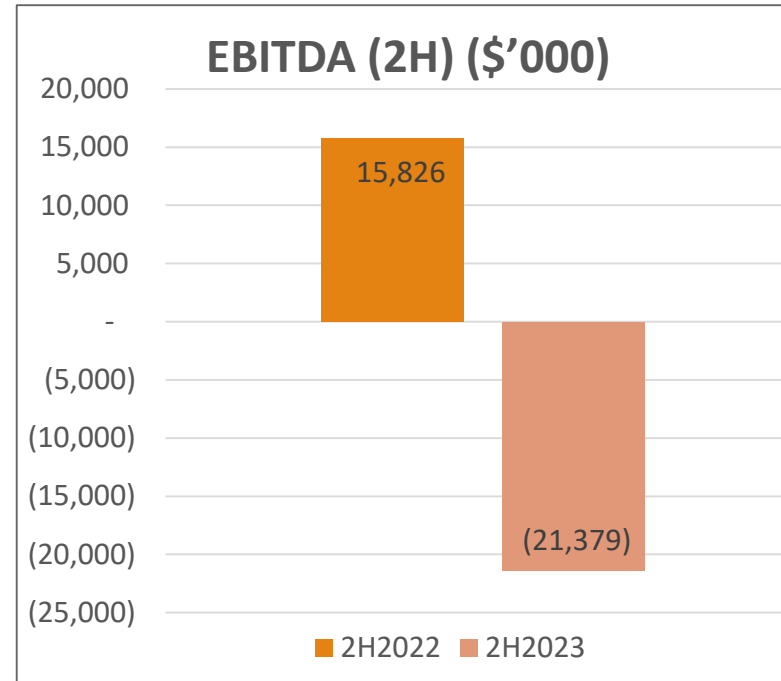
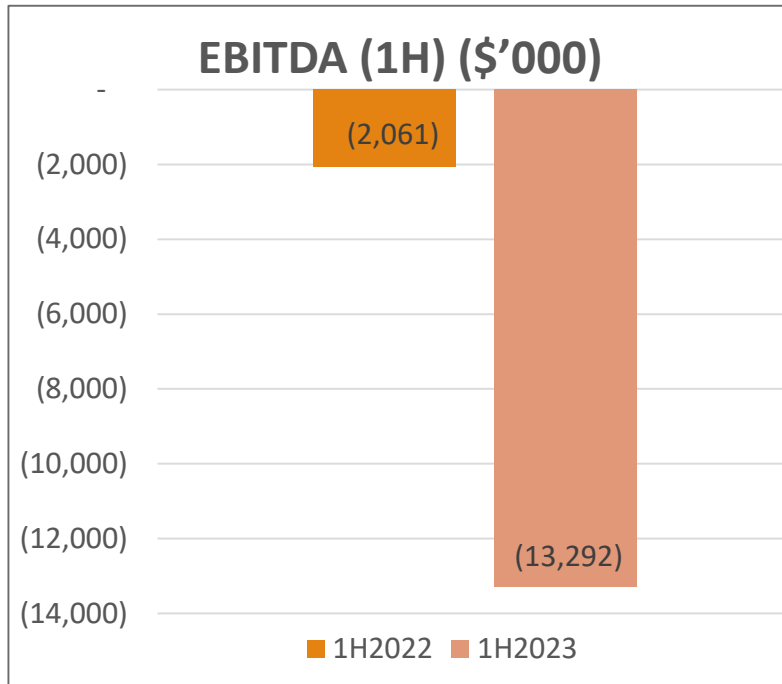
(\$'000)	FY 2023	FY 2022
<u>Continuing Operations</u>		
(Loss)/Profit for the year	(42,476)	9,184
<u>Non-cash adjustments:</u>		
Impairment of non-current assets	337	487
Loss allowance/(Reversal of loss allowance) on investment in debt securities	47,571	(4,492)
Fair value gain on unquoted equity security	-	(109)
Fair value gain on convertible loan	(244)	(881)
Fair value loss on derivative asset	64	180
Fair value gain on quoted equity security	(2,981)	-
Total	44,747	(4,815)
Profit for the year from continuing operations (excluding non-cash adjustments)	2,271	4,369



2023 Financial Highlights: Profit/(Loss) after Tax (Continuing Operations)

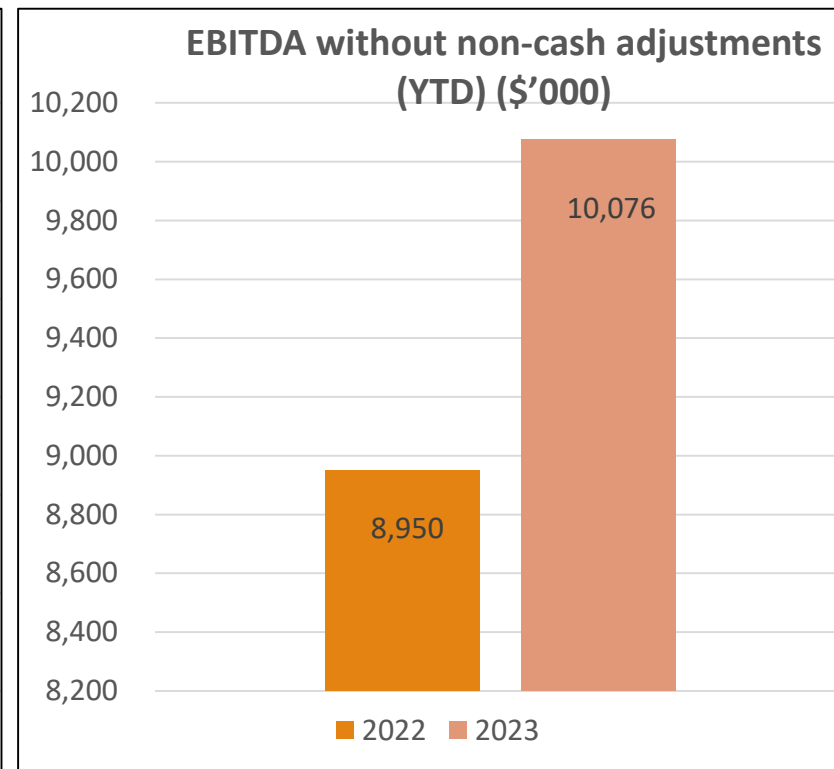
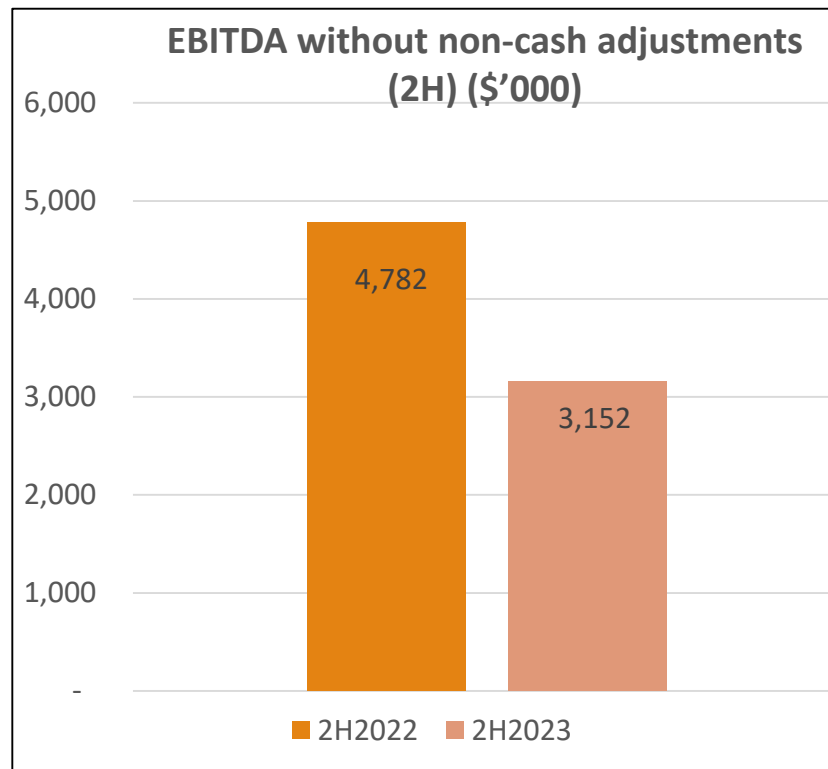
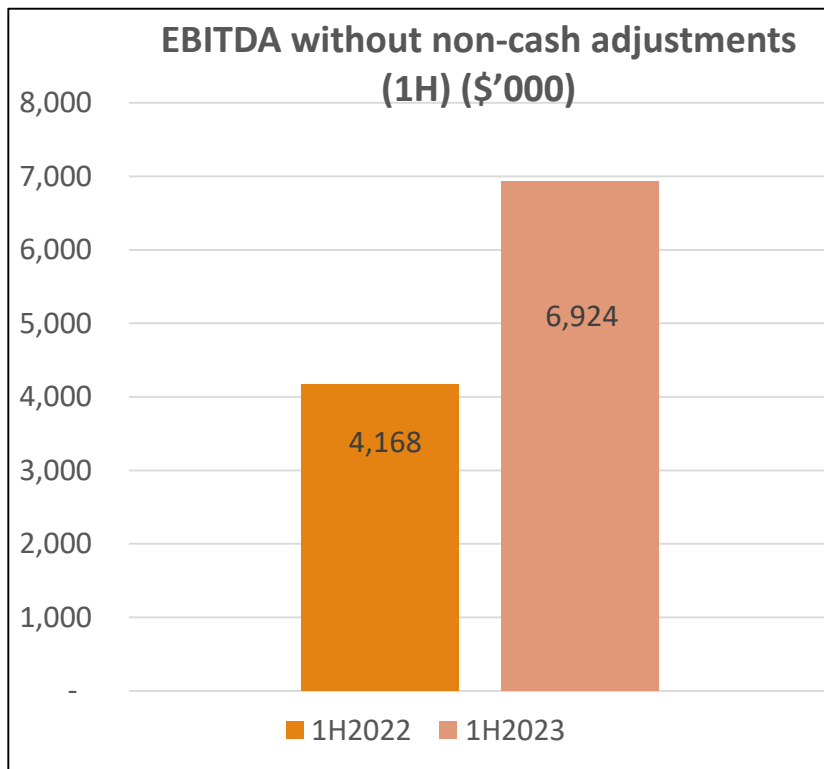


2023 Financial Highlights: EBITDA





2023 Financial Highlights: EBITDA without non-cash adjustments



Investments: Performance Overview

(\$'000)	FY 2023	FY 2022	FY 2021
Investment performance (including dividends from equity investment and accrued interest income from bond investment)	(56,311)*	3,348	23,460
(\$'000)	1H-2023	2H-2023	Total
Investment performance (including dividends from equity investment and accrued interest income from bond investment)	(29,699)	(26,612)	(56,311)*

*Derived from equity investments (including dividends) which recorded losses of \$2,960,000 and bond investments (including accrued interest income) of loss of \$53,351,000

Investments: Performance Overview (cont'd)

(\$'000)	1H-2023	2H-2023	Total
Equity Investment			
Addition (Purchase cost)	89	1	90
Disposal (Net sales proceeds)	(11,682)	(6,621)	(18,303)

(\$'000)	1H-2023	2H-2023	Total
Bond investment			
Addition (Purchase cost)	32,563	296	32,859
Disposal (Net sales proceeds)	(28,553)	(36)	(28,589)
Redemption (Nominal amount)	(560)	-	(560)

Investments: Performance Overview (cont'd)

Portfolio % (Based on investment cost)	31 December 2023	31 December 2022
Equity	53%	58%
Bonds	47%	42%
Total	100%	100%

Investments in Equity Securities

As at 31 December 2023, the Group invested in investment securities of companies which are broadly categorised within the following business sectors:

Business Sectors	%
Real estate	34.8%
Financials	34.5%
Healthcare	10.8%
Infrastructure	7.8%
Technology	5.2%
Agriculture	3.9%
Leisure and hospitality	2.8%
Education	0.2%
TOTAL	100.0%

Below is the key information of the investment securities as at 31 December 2023:

By Market Capitalization	%
\$1 billion and above	82.1%
\$500 million to \$1 billion	1.4%
\$200 million to \$500 million	4.3%
\$200 million and below	12.2%
TOTAL	100.0%

Weighted portfolio Information (based on simple weighted average calculation)	
Market Capitalization	\$23.67 billion
Dividend Yield	4.59%
5-year Beta	0.695
P/B	0.4x
EV/EBITDA	5.23x
Debt/EBITDA	3.99x

By Exchange (based on market value)	%
SGX	45.9%
HKEX	43.0%
NASDAQ	10.6%
SIX	0.3%
ASX	0.2%
TOTAL	100.0%

By Currencies (based on market value)	%
HKD	43.0%
SGD	37.6%
USD	18.9%
CHF	0.3%
AUD	0.2%
TOTAL	100.0%

Investments in Debt Securities

As at 31 December 2023, the Group invested in bonds and the issuers of the debt securities are of companies broadly categorised within the following business sectors:

Business Sectors (based on purchase consideration)	%
Real estate	99.7%
Education	0.3%
TOTAL	100.0%

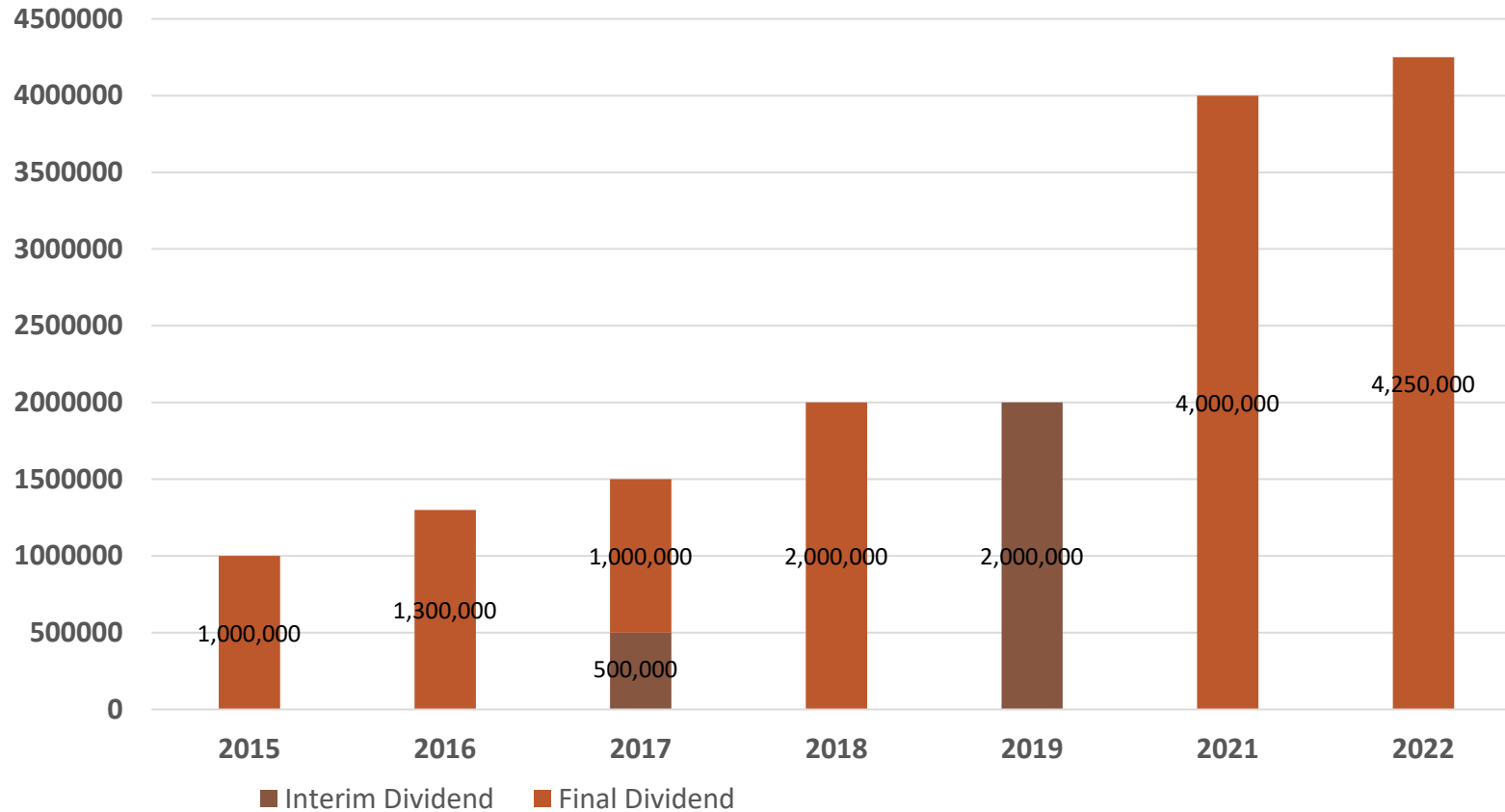
Below is the key information of the bonds as at 31 December 2023:

By Exchange (based on purchase consideration)	%
SGX	64.7%
HKEX	35.3%
TOTAL	100.0%

By Currencies (based on purchase consideration)	%
USD	94.0%
SGD	6.0%
TOTAL	100.0%

By Credit Rating (based on purchase consideration)	%
CCC	2.5%
Non-rated	97.5%
TOTAL	100.0%

Dividend



- **FY2023:** No dividend could be declared for FY2023 mainly due to the allowance for impairments made in FY2023 that resulted in losses incurred for the financial year

- Group committed to achieving better performance in FY2024.
- Group incurred a net loss for FY2023 mainly due to the non-cash impairment of financial assets for certain debt securities. Notwithstanding the unpredictability of the future, management has marked down approximately 61% of the debt securities by value, to 3.5 cents or lower (relative to par value at 100 cents), a price level that management believes reflects limited further impairment risk. Management is pleased with the pace of restructuring progress with about 68% by value, of debt securities within the portfolio of bonds being restructured and having successfully crossed, *inter alia*, the key milestone of finalizing an agreed restructuring term sheet between issuers and Ad-Hoc Committee groups representing bondholders. While economic, geopolitical, legal, execution and implementation, and other risks pose uncertainties to the restructuring outcomes, given the low cost of acquisition relative to par, diversification of holdings, and the active role management is taking in engaging with the debt securities issuers and advisors, management is cautiously optimistic of the investment performance over the long term.
- DMS division will continue to prioritise operational efficiency and collaborate closely with mobile phone brand principals and operators to drive sales growth.

Thank You



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Disclaimer

This presentation should be read in conjunction with the FY2023 audited Financial Statements announcement of MDR Ltd (“MDR”, and together with its subsidiaries, the “Group”).

The past performance of MDR is not necessarily indicative of its future performance.

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APPENDIX B

1. A shareholder asked to tell more about the impairments in FY2023 and whether anymore impairments are expected this year?

Chairman noted that the Group's net loss for FY2023 has been entirely due to the non-cash impairments of certain debt securities. Under accounting rules, as compared to equities, the mark to market movement value of bonds is reflected based on the relevant cut-off dates of the half-year and full-year results, which together with impairments for debt securities affected the ability to pay dividends, if there are not enough retained earnings despite having high cash flow and cash reserve. He noted that the debt securities are mainly of Chinese property sector. Thereafter Chairman gave a detailed narrative of the macro developments in the property sector in China. He noted that the real estate sector crisis in China is unprecedented and this is something that has not happened in the last 20-30 years wherein almost the entire property sector is in distress. In the last few decades there was extreme expansion and significant urbanisation in China which resulted in massive construction projects and expansion, which together with dynamics of capitalism led to excessive debt financing which was also fuelled by the availability of cheaper financing. The unveiling of the 'three red lines' policy in China a few years back gradually precipitated in negative sentiment in the last few years due to which developers started facing liquidity issues and defaults in bonds payments by several developers followed which further triggered fear and panic in the market. China's target growth rate of 5% is still a good growth compared to several other markets. As developers finish projects and the liquidity situation improves, the property market should generally start seeing a recovery, due to urban migrations, generational family's needs (nuclear families), and various Government measures including easing of restrictions on property purchases.

Company has a diversified portfolio of bonds (in terms of number of issuers, location of projects and stages of restructurings) for risk diversification and a low average cost relative to par value. Company has taken impairment which is fair and large. The impairments in the bonds are large because unlike equities the spreads of the bonds are wider. About 68% by value, of debt securities within the portfolio of bonds were being restructured and had successfully crossed the key milestone of finalizing an agreed restructuring term sheet between issuers and Ad-Hoc Committee groups (AHC) representing bondholders.

Chairman added that in his personal view the low point has already passed because of the entire economic cycle. But if there is another COVID like pandemic or nuclear war, it is hard to predict especially as impairments are not written down to zero. However, as the purchases are of deep value, the likelihood goes lower as more positive things happen.

2. A shareholder asked how long will the recovery take?

Chairman noted that the timeframe of the whole recovery is difficult to predict, however, what is apparent is that restructurings by various bonds issuers are ongoing. Full restructuring from start to end, based on market precedents (in terms of maturity of restructured debts) generally takes 7 years, but we have those with 3.5 years and with 7-10 years. While waiting for the entire restructuring process to complete, which could take up to 10 years, a core component of any restructuring deal is interest payments, generally in kind for the first 1-3 years, and then in cash until maturity. So while waiting for maturity, Company gets paid a high coupon rate compared to the low entry price. Also for restructuring deals that the Company is part of the AHC, Company may receive a work fee. It is rare to join the AHCs which usually comprises only a few members who demonstrate the ability to contribute with technical expertise and negotiation skills. Our investment team has been invited to join several AHCs. In one restructuring deal that the

investment team was invited to join an AHC, the Company received work fee that was higher than the remuneration of the Chairman, CEO and the entire investment team combined. Government in China has whitelisted certain real estate developers to help ease the liquidity crisis and encourage home purchases. Company has invested in a spectrum of bonds which are at different stages of recovery. About 68% by value, of debt securities within the portfolio of bonds being restructured and had successfully crossed the key milestone of finalizing an agreed restructuring term sheet between issuers and Ad-Hoc Committee groups representing bondholders.

3. A shareholder commented why the Company didn't see the risk coming.

Chairman noted that how one evaluates risk is a moving thing. Company invested as it happened and unfolded after an initial position, monitoring and averaging the position. In a way, we saw the risk coming, but not the extent of the risk in terms of how bad it became. There were some bonds that were still having a rating, but were already in the process of being downgraded. Risk works both ways in markets, there is risk of the price going down, and then there's risk of the price going up, in which case one can miss the potential gains. For opportunistic investments it is about taking a calculated risk rather than speculative risk, if considered from value investing perspective, depending on how the value chain is viewed.