

AOXIN Q & M DENTAL GROUP LIMITED
(Company Registration No. 201110784M)
(the “Company”)
(Incorporated in the Republic of Singapore)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY HELD ON FRIDAY,
29 OCTOBER 2021 AT 2.00 P.M. BY WAY OF ELECTRONIC MEANS**

PRESENT

Board of Directors

1. Mr. Chua Ser Miang – Non-Executive Chairman and Independent Director
2. Mr. San Yi Leong @ Tan Yi Leong – Executive Director and Deputy Chief Executive Officer (“CEO”)
3. Professor Chew Chong Yin @ Chew Chong Lin – Independent Director
4. Mr. Lin Ming Khin – Independent Director

In Attendance

1. Ms. Wan Sin Nee – Financial Controller
2. Mr. Bervin Ong – Assistant Finance Manager

BY LIVE WEBCAST

Board of Directors

1. Dr. Shao Yongxin – Executive Director and Group CEO

Shareholders

Attendance by live webcast

CHAIRMAN

The Non-Executive Chairman and Independent Director, Mr. Chua Ser Miang (“Mr. Chua” or the “Chairman”) welcomed all the shareholders to the Extraordinary General Meeting (“EGM” or “Meeting”) of the Company who had pre-registered for the live webcast and live audio feed for observation of the EGM and attended the EGM by electronic means.

Mr. Chua informed that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM was conducted and held by way of electronic means and shareholders are allowed to join the EGM via live webcast and live audio feed.

The Chairman further informed that any form of digital recording, visual or audio, is not permitted throughout the EGM.

Mr. Chua then introduced all the Directors present to the shareholders.

QUORUM

The Chairman confirmed that a quorum was present. The Chairman called the meeting to order.

NOTICE

The Notice convening the Meeting, having been circulated to shareholders in the requisite statutory period was, with the concurrence of the shareholders, taken as read.

POLL VOTING PROCEDURES

The Chairman informed the shareholders that in accordance with the joint statement by Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation and the Checklist on conduct of general meetings during the period of elevated safe distancing measures, only the Chairman of the Meeting may be appointed as proxy.

As the Chairman of the Meeting, he would vote in accordance with the instructions of the shareholders who had appointed him to vote for or against or abstain from voting on all of the resolutions to be voted on at the EGM.

The Chairman informed that the Company has appointed Janusys Consultants Pte. Ltd. as Scrutineer for the poll at the EGM. The Scrutineer had checked the validity of the proxy forms received and verified the voting results.

ORDINARY BUSINESS

RESOLUTION 1 - TO APPROVE THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

The Meeting proceeded to seek shareholders' approval on the proposed acquisition of 49% of the issued and paid-up share capital of Acumen Holdings Pte. Ltd. as an Interested Person Transaction.

The rationale and the detailed information on the proposed acquisition as interested person transactions was set out in the Circular to shareholders dated 14 October 2021.

The full text of the resolution was set out in the Notice of EGM dated 14 October 2021.

The Chairman announced the result of the votes as below:

Resolution 1:	FOR	AGAINST	TOTAL
Vote	161,766,345	0	161,766,345
Percentage	100%	0%	100%

Based on the result, the Chairman declared that the ordinary resolution 1 carried.

RESOLUTION 2 - TO APPROVE THE PROPOSED JOINT VENTURE AS AN INTERESTED PERSON TRANSACTION

Resolution 2 was to seek shareholders' approval on the proposed entry into of the Shareholders' Agreement with Q & M Dental Group (Singapore) Limited as an Interested Person Transaction.

The full text of the resolution was set out in the Notice of EGM dated 14 October 2021.

The Chairman announced the result of the votes as follows:

Resolution 2:	FOR	AGAINST	TOTAL
Vote	161,766,345	0	161,766,345
Percentage	100%	0%	100%

Based on the result, the Chairman declared that the ordinary resolution 2 carried.

RESOLUTION 3 - TO APPROVE THE PROPOSED ISSUE AND THE TRANSFER OF CONTROLLING INTEREST

Resolution 3 relates to seek shareholders' approval on the proposed issue of Consideration Shares and transfer of controlling interest in the Company to Dr. Ong Siew Hwa arising from The Proposed Acquisition.

The full text of the resolution was set out in the Notice of EGM dated 14 October 2021.

The Chairman announced the result of the votes as follows:

Resolution 3:	FOR	AGAINST	TOTAL
Vote	329,369,683	0	329,369,683
Percentage	100%	0%	100%

Based on the result, the Chairman declared that the ordinary resolution 3 carried.

RESOLUTION 4 - TO APPROVE THE PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Resolution 4 was to seek shareholders' approval on the proposed appointment of Dr. Ong Siew Hwa as an Executive Director of the Company.

The full text of the resolution was set out in the Notice of EGM dated 14 October 2021.

The Chairman announced the result of the votes as follows:

Resolution 4:	FOR	AGAINST	TOTAL
Vote	329,369,683	0	329,369,683
Percentage	100%	0%	100%

Based on the result, the Chairman declared that the ordinary resolution 4 carried.

RESOLUTION 5 - TO APPROVE THE PROPOSED DIVERSIFICATION

Resolution 5 was to seek shareholders' approval on the proposed diversification of the Group's business to include medical diagnostics business.

The full text of the resolution was set out in the Notice of EGM dated 14 October 2021.

The Chairman announced the result of the votes as below:

Resolution 5:	FOR	AGAINST	TOTAL
Vote	329,369,683	0	329,369,683
Percentage	100%	0%	100%

Based on the result, the Chairman declared that the ordinary resolution 5 carried.

CONCLUSION

There being no other business to be transacted, the Chairman declared the Meeting closed at 2.07 p.m. He thanked all who attended the Meeting via live webcast and live audio feed.

AOXIN Q & M DENTAL GROUP LIMITED
(Company Registration Number 201110784M)

- Minutes of Extraordinary General Meeting duly held on 29 October 2021

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CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

CHUA SER MIANG
Chairman