

**AJJ MEDTECH HOLDINGS LIMITED**  
(Company Registration No. 198403368H)  
(Incorporated in the Republic of Singapore)  
(the “Company”)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (THE “EGM” OR “MEETING”) OF AJJ MEDTECH HOLDINGS LIMITED (THE “COMPANY”, AND TOGETHER WITH ITS SUBSIDIARIES, THE “GROUP”)**

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**DATE** : Monday, 29 April 2024

**TIME** : 3.09 p.m. (immediately after the conclusion of the AGM)

**VENUE** : 8 Commonwealth Lane, #02-04 Grande Building, Singapore 149555

**CHAIRMAN** : Ms Zhao Xin  
(*Chief Executive Officer and Executive Director*)

**PRESENT** : Board of Directors  
Dr Zhang Jian  
(*Chairman and Executive Director*)  
Mr Chong Eng Wee  
(*Independent and Non-Executive Director*)  
Mr Tan Lye Heng Paul  
(*Independent and Non-Executive Director*)  
Dr Toh Lim Kai  
(*Independent and Non-Executive Director*)

Company Secretary  
Mr Tan Wei Yang

Continuing Sponsor  
Mr Ronald Tan  
Mr Jeremiah Teo  
(*Evolve Capital Advisory Private Limited*)

External Auditors  
Mr Sia Boon Tiong  
Mr Thong Zhi Sen  
Ms Lim Feng  
(*PKF-CAP LLP*)

Share Registrar & Polling Agent  
Ms Tan Jack Leng  
Ms Laura Lee  
(*Tricor Barbinder Share Registration Services*)

Scrutineer  
Ms Loke Poh Keun  
(*Entrust Advisory Pte. Ltd.*)

**SHAREHOLDERS PARTICIPATION** : Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at the Meeting will not be published in these minutes.

## **QUORUM**

Immediately after the conclusion of the Annual General Meeting of the Company, Ms Zhao Xin ("**Ms Zhao**"), the Chief Executive Officer and Executive Director of the Company (the "**Chairman of the Meeting**") called the Extraordinary General Meeting ("**EGM**") to order at 3.09 p.m. after she had ascertained the presence of a quorum.

## **CIRCULAR AND NOTICE OF EGM TO SHAREHOLDERS**

Ms Zhao informed the shareholders that the circular and notice of EGM (the "**Notice of EGM**") were circulated to the shareholders on 12 April 2024. With the consent of the shareholders, the Notice of EGM was taken as read.

Ms Zhao informed the shareholders that:-

- (a) All pertinent information relating to the proposed resolutions has been set out in the circular dated 12 April 2024 (the "**Circular**").
- (b) In the Notice of EGM, the Company had also invited shareholders to submit their questions in advance in relation to any resolutions set out in the Notice of EGM. As at 27 April 2024, 3.00 p.m., being the cut-off date and time for the submission of questions from shareholders, the Company had not received any questions from shareholders.
- (c) All the resolutions set out in the Notice of EGM were to be voted by way of poll, in accordance with Rule 730A(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**").
- (d) As set out in the Notice of EGM, the Company has provided for physical voting at the EGM. Alternatively, shareholders may submit their proxy form to appoint the Chairman of the EGM (or any person other than the Chairman) as their proxy or proxies to cast votes on their behalf.
- (e) Entrust Advisory Pte. Ltd. and Tricor Barbinder Share Registration Services were appointed as the Scrutineer and Polling Agent, respectively. The validity of the proxy forms submitted by the shareholders has been reviewed, and all valid votes have been counted and verified. The votes of shareholders cast by physical voting at the EGM will be aggregated with the votes of shareholders who have voted through the submission of proxy forms.
- (f) Shareholders have the opportunity to raise questions they may have in respect of the resolutions tabled at the EGM after all the resolutions have been proposed and seconded before the conduct of physical voting on the resolutions.

Ms Zhao then proceeded with the business of the EGM. The following ordinary resolutions were passed at the EGM.

### **1. ORDINARY RESOLUTION 1 - THE PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE**

The following Ordinary Resolution 1 was duly proposed and seconded:-

*"That:*

- (a) *for the purposes of the Companies Act, the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:*
  - (i) *on-market purchase(s) on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and/or on any other stock exchange on which the Shares are listed for the time being (each a "**Market Purchase**"; and/or*
  - (ii) *off-market purchase(s) effected otherwise than on the SGX-ST (or, as the case may be, any other stock exchange on which the Shares are listed for the time being) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act (each an "**Off-Market Purchase**"),*

*and otherwise in accordance with all other laws, regulations and the Catalist Rules (or, as the case may be, the rules of the other stock exchange on which the Shares are listed for the time being) as may, for the time being, be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");*
- (b) *any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;*
- (c) *the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this ordinary resolution and expiring on the earliest of:*
  - (i) *the date on which the next annual general meeting of the Company is held or required by law to be held;*
  - (ii) *the date on which the authority conferred by the Share Buyback Mandate is revoked or varied by the shareholders of the Company in a general meeting; or*
  - (iii) *the date on which purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the fullest extent as authorised under the Share Buyback Mandate; and*
- (d) *in this ordinary resolution 1:*

*"**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 market days on which transactions in the Shares on the SGX-ST (or, as the case may be, such other stock exchange on which the Shares are listed for the time being) were recorded (i) (in the case of a Market Purchase) immediately preceding the day on which the Market Purchase is made by the Company, or (ii) (in the case of an Off-Market Purchase) the day of the making of the offer pursuant to the Off-Market Purchase, and in each case, deemed to be adjusted for any corporate action that occurs during such 5-market day period and the day on which such purchases are made (or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase);*

**“day of the making of the offer”** means the day on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme(s) for effecting the Off-Market Purchase;

**“market day”** means a day on which the SGX-ST (or, as the case may be, such other stock exchange on which the Shares are listed for the time being) is open for trading in securities;

**“Maximum Limit”** means that number of issued Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings (as defined in the Catalist Rules)) as at the date of the passing of this ordinary resolution 1; and

**“Maximum Price”**, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax, clearance fees and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an Off-Market Purchase of a Share, 120% of the Average Closing Price of the Shares.
- (e) The Directors and each and any of them be and are hereby authorised to do such acts and things (including without limitation, to execute all documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he or she may consider necessary, desirable or expedient to give effect to the transactions contemplated and/or authorised by this ordinary resolution 1.”

As the votes have been counted and verified, the poll result for the Ordinary Resolution 1 is as follows:-

	Number of Shares	%
<b>Votes “For”</b>	530,346,585	100
<b>Votes “Against”</b>	0	0
<b>Total number of valid votes cast</b>	530,346,585	100

Based on the poll results, Ms Zhao declared Ordinary Resolution 1 duly carried.

## 2. ORDINARY RESOLUTION 2 – THE PROPOSED DIVERSIFICATION

The following Ordinary Resolution 2 was duly proposed and seconded:-

*“That:*

- (a) approval be and is hereby given for the Company to expand the Group’s existing business to include, and for the diversification by the Group into, the Medtech Business (as described in Section 3.1 of the Circular);
- (b) subject to any additional requirement under the Catalist Rules or of the SGX-ST to obtain specific shareholders’ approval, the Company (whether directly or via any other Group Company) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time, any assets, businesses, investments shares

and/or interests in any entity that is related to the Medtech Business, and to enter into any other contracts, agreements and undertakings as the Directors may in their absolute discretion consider necessary, desirable or expedient to undertake in relation to the Medtech Business; and

- (c) the Directors and each of them be and are hereby authorised to take any and all steps and to complete and do all such acts and things (including without limitation, executing all such documents as may be required) as they and/or he or she may in their and/or his or her absolute discretion consider necessary, desirable, expedient or in the interests of the Company in order to implement, complete or give effect to the Proposed Diversification and all matters and transactions as contemplated in this ordinary resolution 2.”

As the votes have been counted and verified, the poll result for Ordinary Resolution 2 is as follows:-

	<b>Number of Shares</b>	<b>%</b>
<b>Votes “For”</b>	530,346,585	100
<b>Votes “Against”</b>	0	0
<b>Total number of valid votes cast</b>	530,346,585	100

Based on the poll results, Ms Zhao declared Ordinary Resolution 2 duly carried.

## **CONCLUSION**

There being no other business to transact, Ms Zhao declared the EGM closed at 3.28 p.m. and thanked everyone for their attendance.

Ms Zhao also informed shareholders that the results of the EGM would be announced on SGXNet after trading hours on the day of the EGM and that the Company would also publish the minutes of the EGM on SGXNet and the Company’s corporate website within one month from the date of the EGM.

## **CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

**ZHAO XIN**  
**CHAIRMAN OF THE MEETING**