

CIRCULAR DATED 25 SEPTEMBER 2024

THIS CIRCULAR TO SHAREHOLDERS (“CIRCULAR”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by mDR Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”). **If you are in any doubt as to the contents of this Circular or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your ordinary shares in the capital of the Company (“**Shares**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s) which are not deposited with the CDP, you should immediately forward this Circular, together with the notice of Extraordinary General Meeting and the accompanying Proxy Form (as defined herein) to the purchaser or transferee, or to the stockbroker, bank or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company. The Singapore Exchange Securities Trading Limited (“**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.



MDR Limited

MDR LIMITED

(Company Registration No. 200009059G)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED CAPITAL REDUCTION TO REDUCE THE SHARE CAPITAL OF THE COMPANY

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	15 October 2024 at 2:30 p.m.
Date and time of Extraordinary General Meeting	:	18 October 2024 at 2:30 p.m.
Place of Extraordinary General Meeting	:	Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867

TABLE OF CONTENTS

DEFINITIONS	1
LETTER TO SHAREHOLDERS	5
1. INTRODUCTION	5
2. THE PROPOSED CAPITAL REDUCTION	6
3. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	10
4. DIRECTORS' RECOMMENDATIONS	11
5. EXTRAORDINARY GENERAL MEETING	11
6. ACTION TO BE TAKEN BY SHAREHOLDERS	11
7. DIRECTORS' RESPONSIBILITY STATEMENT	12
8. DOCUMENTS AVAILABLE FOR INSPECTION	12
APPENDIX 1 ANNOUNCEMENT	13
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

“2019 Announcement”	:	The announcement issued by the Company on 18 February 2019 in relation to the capital reduction exercise
“2019 Circular”	:	The circular issued by the Company to Shareholders dated 5 April 2019 in relation to the capital reduction exercise
“2021 Announcement”	:	The announcement issued by the Company on 25 June 2021 in relation to the capital reduction exercise
“2021 Circular”	:	The circular issued by the Company to Shareholders dated 30 September 2021 in relation to the capital reduction exercise
“Accumulated Losses”	:	The Company’s accumulated losses as at 31 December 2023 of S\$27,397,446
“Announcement”	:	The announcement issued by the Company on 6 June 2024 in relation to the Proposed Capital Reduction, which is set out herein as Appendix 1
“Board” or “Directors”	:	The directors of the Company as at the date of this Circular
“Capital Reduction Resolution”	:	Has the meaning ascribed to it in Section 2.6 of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 25 September 2024
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“Company”	:	mDR Limited
“Constitution”	:	The constitution of the Company, as amended, modified or supplemented from time to time
“Court”	:	Has the meaning ascribed to it in Section 4(1) of the Companies Act
“Effective Date”	:	Has the meaning ascribed to it in Section 2.8 of this Circular
“EGM”	:	The extraordinary general meeting of Shareholders to be held at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m., notice of which is set out on pages N-1 to N-3 of this Circular
“EPS”	:	Earnings per Share

“Existing Share Capital”	:	The existing issued and paid-up share capital of the Company (excluding treasury shares) S\$120,108,058 comprising 870,110,270 Shares, as at the Latest Practicable Date
“FY”	:	Financial year ended, or ending, as the case may be, on 31 December
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	10 September 2024, being the latest practicable date prior to the uploading of this Circular on SGXNET and the Company's website at the URL https://www.m-dr.com/meetings
“Listing Manual”	:	The listing manual of the SGX-ST and its relevant rules, as amended, modified or supplemented from time to time
“Notice of EGM”	:	The notice of the EGM as set out on pages N-1 to N-3 of this Circular
“NTA”	:	Net tangible assets
“Pre-Reduction Share Capital”	:	The existing issued and paid-up share capital of the Company (excluding treasury shares) as at the Effective Date
“Proposed Capital Reduction”	:	The proposed capital reduction exercise to be carried out by the Company, pursuant to Section 78A read with Section 78C of the Companies Act, to reduce the share capital of the Company as at the Effective Date by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets to the extent of the amount of the Accumulated Losses
“Proxy Form”	:	The proxy form in respect of the EGM
“Register of Members”	:	Register of members of the Company
“Registrar”	:	The Registrar of Companies appointed under the Companies Act and includes any Deputy or Assistant Registrar of Companies
“Securities Account”	:	Securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SGXNET”	:	Singapore Exchange Network, the corporate announcement system maintained by the SGX-ST for the submission of information and announcements by listed companies

“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“SSPL”	:	Sols Solutions Pte. Ltd. (formerly known as VT Cosmetics Pte. Ltd.)
“%” or “per cent.”	:	Percentage or per centum
“S\$” and “cents”	:	Singapore dollars and cents, respectively

In this Circular:

- (a) terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.
- (b) terms **“subsidiary”**, **“treasury share”** and **“Substantial Shareholder”** shall have the same meaning ascribed to them respectively in the Companies Act.
- (c) headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.
- (d) words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and *vice versa*.
- (e) references to persons shall, where applicable, include corporations.
- (f) unless otherwise provided, references to Sections are to sections of this Circular.
- (g) words **“written”** and **“in writing”** include, where the context requires, any means of visible reproduction.
- (h) any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA or the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.
- (i) any discrepancies in tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.
- (j) any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

Cautionary Note on Forward-looking Statements

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-

looking statements are not guarantees of future performance or events and involve known and unknown risks, uncertainties and other factors that may cause the Group's actual results, performance and achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Company disclaims any responsibility and does not undertake any obligation to update publicly or revise any forward-looking statements contained in this Circular to reflect any change in the Group's expectations with respect to such statements after the date of this Circular or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

Dentons Rodyk & Davidson LLP has been appointed as the legal adviser to the Company as to Singapore law in respect of the Proposed Capital Reduction.

MDR LIMITED

(Company Registration No. 200009059G)
(Incorporated in Republic of Singapore)

LETTER TO SHAREHOLDERS

Board of Directors

Mr. Edward Lee Ewe Ming
(Executive Chairman and Non-Independent Executive Director)
Mr. Ong Ghim Choon
(Chief Executive Officer and Non-Independent Executive Director)
Ms. Zhang Yanmin
(Non-Independent Executive Director)
Mr. Mark Leong Kei Wei
(Lead Independent Non-Executive Director)
Mr. Oei Su Chi, Ian
(Independent Non-Executive Director)
Ms. Ong Siow Fong
(Independent Non-Executive Director)
Ms. Liu Yao
(Independent Non-Executive Director)

Registered Office:

53 Ubi Crescent
Singapore 408594

25 September 2024

To: The Shareholders of mDR Limited

Dear Sir/Madam

THE PROPOSED CAPITAL REDUCTION

1. INTRODUCTION

As announced on 18 February 2019 ("**2019 Announcement**") and as detailed in the Company's circular dated 5 April 2019 ("**2019 Circular**"), the Company had undertaken and sought Shareholders' approval for a capital reduction exercise, pursuant to Section 78A read with Section 78C of the Companies Act, to reduce the share capital of the Company that has been lost or is unrepresented by available assets to the extent of the amount of the accumulated losses of the Company up to 31 December 2017 of S\$94,219,774. The 2019 Announcement and 2019 Circular can also be accessed via the Company's website at the URL <http://www.m-dr.com> and on SGXNET.

In addition, as announced on 25 June 2021 ("**2021 Announcement**") and as detailed in the Company's circular dated 30 September 2021 ("**2021 Circular**"), the Company had undertaken and sought Shareholders' approval for a capital reduction exercise, pursuant to Section 78A read with Section 78C of the Companies Act, to reduce the share capital of the Company that has been lost or is unrepresented by available assets to the extent of the amount of the accumulated losses of the Company up to 31 December 2020 of S\$31,178,617. The 2021 Announcement and 2021 Circular can also be accessed via the Company's website at the URL <http://www.m-dr.com> and on SGXNET.

The Company now intends to undertake another capital reduction exercise as announced on 6 June 2024 ("**Announcement**"), pursuant to Section 78A read with Section 78C of the

Companies Act, to reduce the share capital of the Company by the cancellation of the issued and fully paid up share capital (excluding treasury shares) of the Company that has been lost or is unrepresented by available assets to the extent of the amount of the Accumulated Losses which amounts to S\$27,397,446 as at 31 December 2023 (the **“Proposed Capital Reduction”**).

The Directors are convening an EGM to be held at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m. to seek Shareholders’ approval for the Proposed Capital Reduction.

This Circular has been prepared to provide Shareholders with relevant information relating to the Proposed Capital Reduction, which will be tabled at the EGM, notice of which is set out on pages N-1 to N-3 of this Circular.

Shareholders are advised that this Circular has been prepared by the Company. The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

2. THE PROPOSED CAPITAL REDUCTION

2.1 Introduction

The purpose of the Proposed Capital Reduction is to write off the Accumulated Losses of the Company up to 31 December 2023 amounting to S\$27,397,446. The Accumulated Losses arose mainly from (a) impairment loss on investment in the Company’s subsidiary; and (b) impairment on investments in debt securities.

Impairment loss on investment in the Company’s subsidiary

Impairment loss on investment in the Company’s subsidiary relates to investment in Sols Solutions Pte. Ltd. (formerly known as VT Cosmetics Pte Ltd.) (**“SSPL”**). The Company had capitalised non-trade advances to SSPL of S\$2,152,000 in FY2023. The Company had extended non-trade advances to SSPL from 2018 onwards for working capital requirements of the cosmetics business of SSPL. SSPL ceased its cosmetics business in December 2021. The Company had carried out a review of the recoverable amounts of its investment in SSPL which led to the recognition of an impairment loss of S\$2,152,000 on its investment in the said subsidiary, determined from value in use calculations. Impairment loss on investments in the Company’s subsidiary needs to be assessed on a periodic basis to determine any further losses or reversal of impairment, which largely depends on the future cash flow and growth of such subsidiaries. As SSPL ceased its cosmetics business in December 2021 and has been dormant for a few years since cessation of its cosmetic business, the future growth of SSPL will depend on new business that it will engage in. Please refer to page 112 of the Company’s Annual Report for FY2023, for further information.

Impairment on investments in debt securities

Impairment on investments in debt securities pertains to net loss allowance on debt securities of S\$47,571,000, net of interest income at credit-adjusted effective interest rate on initial recognition, on the originated credit impaired debts securities. The loss allowance is estimated based on the difference between expected recovery and carrying value of the bonds. The recovery of impairment loss on investments in debt securities will mainly depend on the restructurings of such debt securities. Please refer to page 118 of the Company’s Annual Report for FY2023, for further information.

It is a requirement under the Companies Act that a company proposing to undertake a capital reduction exercise should, *inter alia*, obtain the approval of its shareholders at a general meeting of shareholders by way of a special resolution, to be tabled at such general meeting.

2.2 Details of the Proposed Capital Reduction

The Company proposes to carry out the Proposed Capital Reduction pursuant to Section 78A read with Section 78C of the Companies Act.

The Proposed Capital Reduction will be effected in the following manner:

- (a) by reducing the Pre-Reduction Share Capital by the cancellation of the share capital of the Company that has been lost or is unrepresented by the available assets to the extent of the amount of the Accumulated Losses, i.e. by S\$27,397,446; and
- (b) thereafter by applying the amount of S\$27,397,446, being the credit arising from the aforesaid cancellation of share capital, towards the writing off of the Accumulated Losses.

2.3 Resultant Effect on the Share Capital of the Company

As at the Latest Practicable Date, the Company has an issued and fully paid-up share capital (excluding treasury shares) of S\$120,108,058 comprising 870,110,270 Shares.

Upon completion of the Proposed Capital Reduction, the Company's share capital will be reduced by the extent of the amount of the Accumulated Losses.

The Proposed Capital Reduction will reduce the Company's Accumulated Losses by the cancellation of the share capital of the Company to the extent of the amount of the Accumulated Losses.

The Proposed Capital Reduction does not entail any outflow of cash or change in the net assets of the Company. There will be no change in the total number of issued Shares in the Company held by the Shareholders immediately after the Proposed Capital Reduction nor will the Proposed Capital Reduction involve the payment to any Shareholders of any paid-up share capital of the Company.

2.4 Rationale for the Proposed Capital Reduction

The purpose of the Proposed Capital Reduction is to write off the Accumulated Losses with a view to restructure the finances of the Company. This serves to rationalise the balance sheet of the Company for it to be an accurate reflection of the value of its underlying assets, and thus the financial position of the Company. The Company would also be in a better position to retain profits and enhance its ability to pay future dividends, when appropriate, if the Accumulated Losses are written off. The Directors will take into consideration the present and future funding needs of the Company and the Group before declaring any dividends.

Pursuant to Section 78C(2) of the Companies Act, the Company is not required to meet the solvency requirements under Section 78C(1)(b) of the Companies Act as the Proposed Capital Reduction does not involve a reduction or distribution of cash or other assets by the Company, or a release of any liability owed to the Company.

2.5 Financial Effects of the Proposed Capital Reduction

The Proposed Capital Reduction is an accounting procedure that reduces the Existing Share Capital of the Company to write off the Accumulated Losses. The Proposed Capital Reduction represents merely a change in the composition of reserves and does not entail any reduction or distribution of cash or other assets of the Company.

For illustrative purposes only, the financial effects of the Proposed Capital Reduction have been prepared based on the latest audited consolidated financial statements of the Group for FY2023. The financial effects of the Proposed Capital Reduction as illustrated are based on, *inter alia*, the assumption that the Proposed Capital Reduction had been completed on 31 December 2023.

(a) Share Capital

	As at 31 December 2023	
	Before the Proposed Capital Reduction	After the Proposed Capital Reduction
Number of Shares	907,077,553	907,077,553
Share capital	S\$123,276,197	S\$95,878,751

The Proposed Capital Reduction will reduce the paid-up share capital of the Company by S\$27,397,446 to write off the Accumulated Losses. The number of issued Shares and the percentage of Shares held by the Shareholders immediately after the Proposed Capital Reduction will remain unchanged. No capital will be returned to the Shareholders.

(b) Equity attributable to Shareholders

	As at 31 December 2023			
	Group		Company	
	Before the Proposed Capital Reduction (S\$'000)	After the Proposed Capital Reduction (S\$'000)	Before the Proposed Capital Reduction (S\$'000)	After the Proposed Capital Reduction (S\$'000)
Share capital	123,276	95,878	123,276	95,878
Treasury shares	(3,086)	(3,086)	(3,086)	(3,086)
Capital reserve	22	22	33	33
Investment revaluation reserve	(17,013)	(17,013)	(17,013)	(17,013)
Property revaluation reserve	1,696	1,696	-	-
Foreign currency translation reserve	(807)	(807)	-	-
Premium on acquisition of non-controlling interest	(881)	(881)	-	-

Accumulated (losses)/earnings	(6,583)	20,815	(27,398)	-
Shareholders' fund	96,624	96,624	75,812	75,812

(c) NTA, EPS and Gearing

As there will be no changes to the number of issued Shares of the Company following the Proposed Capital Reduction, the Proposed Capital Reduction will not have any impact on the NTA, EPS, the return on equity to Shareholders and the gearing ratio of the Company and the Group.

2.6 Conditions for the Proposed Capital Reduction

The Proposed Capital Reduction is subject to, *inter alia*, the following:

- (a) the approval of the Shareholders by way of special resolution at the EGM (the “**Capital Reduction Resolution**”);
- (b) compliance with the relevant publicity requirements as prescribed in the Companies Act;
- (c) no application having been made for the cancellation of the Capital Reduction Resolution by any creditor of the Company within the timeframe prescribed in the Companies Act, or if such application was made, the dismissal thereof by the judicial authorities; and
- (d) the Company must after the end of six (6) weeks (but before the end of eight (8) weeks) beginning with the date of the Capital Reduction Resolution, lodge the following documents with the Registrar:
 - (i) a statement made by the Directors confirming that the requirements under Section 78C(1)(c) of the Companies Act have been complied with, and that no application for cancellation of the resolution has been made; and
 - (ii) a notice containing information in relation to the Proposed Capital Reduction specified under the Companies Act.

The Company will make an immediate announcement on SGXNET to update Shareholders if any of the conditions for the Proposed Capital Reduction as set out in this Section 2.6 is not met.

2.7 Creditor Objections

In the event that during the six (6) weeks beginning with the Capital Reduction Resolution date, one (1) or more applications for the cancellation of the Capital Reduction Resolution has been made under Section 78D(2) of the Companies Act, for the Proposed Capital Reduction to take effect, the following conditions must be satisfied:

- (a) the Company must give the Registrar notice of the application(s) for the cancellation of the Capital Reduction Resolution as soon as possible after such application(s) have been served on the Company by the creditor(s);
- (b) the proceedings in relation to each application for the cancellation of the Capital Reduction Resolution must be brought to an end by either (i) the dismissal of the

application under Section 78F of the Companies Act; or (ii) without determination (for example, because the application has been withdrawn); and

- (c) the Company must, within 15 days beginning with the date on which the last such proceeding was brought to an end in accordance with sub-section (b) above, lodge with the Registrar:
- (i) a statement made by the Directors confirming that the requirements under Section 78C(1)(c) and Section 78D(4) of the Companies Act have been complied with, and that the proceedings in relation to each such application have been brought to an end by the dismissal of the application or without determination;
 - (ii) in relation to each such application which has been dismissed by the Court, a copy of the order of the Court dismissing the application; and
 - (iii) a notice containing information in relation to the Proposed Capital Reduction specified under the Companies Act.

2.8 Effective Date of the Proposed Capital Reduction

As set out in Section 2.6 above, the Proposed Capital Reduction is subject to the satisfaction or, *inter alia*, the conditions set out therein.

After Shareholders' approval has been obtained for the Proposed Capital Reduction at the EGM, and if no application is received from any creditor of the Company for the cancellation of the Capital Reduction Resolution within six (6) weeks commencing with the date of the Capital Reduction Resolution, the Company will after the end of the aforesaid six (6) weeks and before the end of eight (8) weeks, beginning with the date of the Capital Reduction Resolution, lodge the relevant documents required under Sections 78E(2)(i) and (ii) of the Companies Act with the Registrar, upon which the Proposed Capital Reduction will take effect ("**Effective Date**").

The Company will thereafter publicly announce and notify Shareholders of the Effective Date of the Proposed Capital Reduction through an announcement on SGXNET.

3. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 3.1 As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares are as follows:

Directors	Direct interest		Indirect / Deemed Interest		Total Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	% ⁽¹⁾
Edward Lee Ewe Ming	1	0.00	398,374,143 ⁽²⁾	45.78	398,374,144	45.78
Ong Ghim Choon	59,339,200	6.82	-	0.00	59,339,200	6.82
Zhang Yanmin	-	0.00	216,634,196 ⁽³⁾	24.90	216,634,196	24.90
Mark Leong Kei Wei	1,557,400	0.18	-	0.00	1,557,400	0.18
Oei Su Chi, Ian	2,670,042	0.31	470,000 ⁽⁴⁾	0.05	3,140,042	0.36
Ong Siow Fong	2,185,500	0.25	-	0.00	2,185,500	0.25
Liu Yao	437,000	0.05	-	0.00	437,000	0.05
Substantial Shareholders (other than Directors)						
Chong Shin Leong	111,300,000	12.79	400,000 ⁽⁵⁾	0.05	111,700,000	12.84

Notes:

- (1) Based on the issued and paid-up share capital of the Company of 870,110,270 Shares (excluding 36,967,283 treasury shares) as at the Latest Practicable Date.
- (2) Mr Edward Lee Ewe Ming is deemed interested in 398,374,143 Shares held via nominee and financial institutions, out of which 216,634,196 Shares are held jointly with his spouse, Ms Zhang Yanmin.
- (3) Ms Zhang Yanmin is deemed interested in 216,634,196 Shares held via nominee and financial institutions, which are held jointly with her spouse, Mr Edward Lee Ewe Ming.
- (4) Mr Oei Su Chi, Ian is deemed interested in 470,000 Shares held by his spouse.
- (5) Mr Chong Shin Leong is deemed interested in 400,000 Shares held via DBS Nominees (Private) Ltd.

3.2 Interest in the Proposed Capital Reduction

None of the Directors nor, to the best of the knowledge of the Directors, any of the Substantial Shareholders has any interest, whether direct or indirect, in the Proposed Capital Reduction save for their respective directorships and/or shareholdings in the Company.

4 DIRECTORS' RECOMMENDATIONS

Having considered the terms, rationale, benefits and financial effects of the Proposed Capital Reduction, the Directors are of the view that the Proposed Capital Reduction is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the Proposed Capital Reduction at the EGM to be convened.

Shareholders are advised to read this Circular in its entirety and for those who may require advice in the context of their specific investment, to consult their respective bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser.

5 EXTRAORDINARY GENERAL MEETING

An EGM, notice of which is attached to this Circular will be held at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications the Capital Reduction Resolution set out in the Notice of EGM.

6 ACTION TO BE TAKEN BY SHAREHOLDERS

The Shareholders are invited to attend the EGM physically. There will be no option for Shareholders to participate virtually.

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf should complete, sign and return the Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company not less than 72 hours before the time fixed for the EGM. The completion and sending of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy if he is able to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM to speak and vote thereat unless his name appears in the Depository Register as at 72 hours before the EGM.

7 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Capital Reduction, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

8 DOCUMENTS AVAILABLE FOR INSPECTION

The following documents are available for inspection by Shareholders at the registered office of the Company at 53 Ubi Crescent, Singapore 408594, during normal business hours for three (3) months from the date of this Circular:

- (a) the Constitution of the Company; and
- (b) the annual report of the Company and its subsidiaries for FY2023.

Yours faithfully
For and behalf of the Board of Directors of
MDR LIMITED

Edward Lee Ewe Ming
Executive Chairman and Non-Independent Executive Director

APPENDIX 1

ANNOUNCEMENT

(Attached Separately)



MDR Limited

(Incorporated in the Republic of Singapore)

(Company Registration No. 200009059G)

PROPOSED CAPITAL REDUCTION TO REDUCE THE SHARE CAPITAL OF THE COMPANY

1. INTRODUCTION

1.1 The board of directors (the “**Board**” or “**Directors**”) of mDR Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company is proposing to undertake a capital reduction exercise, pursuant to Section 78A read with Section 78C of the Companies Act 1967 of Singapore (“**Companies Act**”), to reduce the share capital of the Company by the cancellation of the issued and fully paid-up share capital (excluding treasury shares) of the Company that has been lost or is unrepresented by available assets to the extent of the amount of the accumulated losses of the Company which amounts to S\$27,397,446 as at 31 December 2023 (the “**Proposed Capital Reduction**”).

1.2 The Company will be seeking approval from the shareholders of the Company (“**Shareholders**”) for the Proposed Capital Reduction at an extraordinary general meeting of the Company to be convened (“**EGM**”).

2. DETAILS OF THE PROPOSED CAPITAL REDUCTION

2.1 The Proposed Capital Reduction will be effected in the following manner:

(i) to reduce the share capital of the Company as at the effective date of the Proposed Capital Reduction (such date to be announced by the Company on SGXNET) (“**Effective Date**”) by the cancellation of the Company’s issued and fully paid-up share capital (excluding treasury shares) that has been lost or is unrepresented by available assets to the extent of the amount of the accumulated losses of the Company which amounts to S\$27,397,446 as at 31 December 2023 (“**Accumulated Losses**”); and

(ii) the amount of S\$27,397,446, being the credit arising from the aforesaid cancellation of share capital, shall be applied to write off the Accumulated Losses.

2.2 As at the date of this announcement (“**Announcement**”), the Company’s issued and fully paid-up share capital (excluding treasury shares) is S\$120,134,598 divided into 870,702,770 ordinary shares in the capital of the Company (“**Shares**”).

2.3 The Accumulated Losses arose mainly from (a) impairment loss on investment in the Company’s subsidiary; and (b) impairment on investments in debt securities.

2.4 Impairment loss on investment in the Company’s subsidiary relates to investment in Sols Solutions Pte. Ltd. (formerly known as VT Cosmetics Pte Ltd.) (“**SSPL**”). The Company had capitalised non-trade advances to SSPL of S\$2,152,000 in the financial year ending 31 December (“**FY**”) for 2023. The Company had carried out a review of the recoverable amounts of its

investment in SSPL which led to the recognition of an impairment loss of S\$2,152,000 on its investment in the said subsidiary, determined from value in use calculations. Impairment loss on investments in the Company's subsidiary needs to be assessed on a periodic basis to determine any further losses or reversal of impairment, which largely depends on the future cash flow and growth of such subsidiaries. Please refer to page 112 of the Company's Annual Report for FY2023, an extract of which is as set out herein as Appendix 1, for further information.

- 2.5 Impairment on investments in debt securities pertains to net loss allowance on debt securities of S\$47,571,000, net of interest income at credit-adjusted effective interest rate on initial recognition, on the originated credit impaired debts securities. The loss allowance is estimated based on the difference between expected recovery and carrying value of the bonds. The recovery of impairment loss on investments in debt securities will mainly depend on the restructurings of such debt securities. Please refer to page 118 of the Company's Annual Report for FY2023, an extract of which is set out herein as Appendix 1, for further information.
- 2.6 The Proposed Capital Reduction will reduce the Company's Accumulated Losses by the cancellation of the share capital of the Company to the extent of the amount of the Accumulated Losses.
- 2.7 The Proposed Capital Reduction does not entail any outflow of cash or change in the net assets of the Company. There will be no change in the total number of issued Shares in the Company held by the Shareholders immediately after the Proposed Capital Reduction nor will the Proposed Capital Reduction involve the payment to any Shareholders of any paid-up share capital of the Company.

3. RATIONALE

- 3.1 The purpose of the Proposed Capital Reduction is to write off the Accumulated Losses with a view to restructure the finances of the Company. This serves to rationalise the balance sheet of the Company for it to be an accurate reflection of the value of its underlying assets, and thus the financial position of the Company. The Company would also be in a better position to retain profits and enhance its ability to pay future dividends, when appropriate, if the Accumulated Losses are written off. The Directors will take into consideration the present and future funding needs of the Company and the Group before declaring any dividends.
- 3.2 Pursuant to Section 78C(2) of the Companies Act, the Company is not required to meet the solvency requirements under Section 78C(1)(b) of the Companies Act as the Proposed Capital Reduction does not involve a reduction or distribution of cash or other assets by the Company, or a release of any liability owed to the Company.

4. FINANCIAL EFFECTS OF THE PROPOSED CAPITAL REDUCTION

- 4.1 The Proposed Capital Reduction is an accounting procedure that reduces the existing share capital of the Company to write off the Accumulated Losses. The Proposed Capital Reduction represents merely a change in the composition of reserves and does not entail any reduction or distribution of cash or other assets of the Company.
- 4.2 As there will be no changes to the number of issued Shares of the Company following the Proposed Capital Reduction, the Proposed Capital Reduction will not have any impact on the net tangible assets per Share, the earnings per Share, the return on equity to Shareholders and the gearing ratio of the Company and the Group.

5. CONDITIONS OF THE PROPOSED CAPITAL REDUCTION AND CREDITOR OBJECTIONS

5.1 The Proposed Capital Reduction is subject to, *inter alia*, the following:

- (a) the approval of the Shareholders by way of special resolution at the EGM (the “**Capital Reduction Resolution**”);
- (b) compliance with the relevant publicity requirements as prescribed in the Companies Act;
- (c) no application having been made for the cancellation of the Capital Reduction Resolution by any creditor of the Company within the timeframe prescribed in the Companies Act, or if such application was made, the dismissal thereof by the judicial authorities; and
- (d) the Company, must after the end of six (6) weeks (but before the end of eight (8) weeks) beginning with the date of the Capital Reduction Resolution, lodge the following documents with the Registrar of Companies (“**Registrar**”):
 - (i) a statement made by the Directors confirming that the requirements under Section 78C(1)(c) of the Companies Act have been complied with, and that no application for cancellation of the Capital Reduction Resolution has been made; and
 - (ii) a notice containing information in relation to the Proposed Capital Reduction specified under the Companies Act.

5.2 In the event that during the six (6) weeks beginning with the Capital Reduction Resolution date, one (1) or more applications for the cancellation of the Capital Reduction Resolution has been made under Section 78D(2) of the Companies Act, for the Proposed Capital Reduction to take effect, the following conditions must be satisfied:

- (a) the Company must give the Registrar notice of the application(s) for the cancellation of the Capital Reduction Resolution as soon as possible after such application(s) have been served on the Company by the creditor(s);
- (b) the proceedings in relation to each application for the cancellation of the Capital Reduction Resolution must be brought to an end by either (i) the dismissal of the application under Section 78F of the Companies Act; or (ii) without determination (for example, because the application has been withdrawn); and
- (c) the Company must, within 15 days beginning with the date on which the last such proceeding was brought to an end in accordance with paragraph 5.2(b) above, lodge with the Registrar:
 - (i) a statement made by the Directors confirming that the requirements under Section 78C(1)(c) and Section 78D(4) of the Companies Act have been complied with, and that the proceedings in relation to each such application have been brought to an end by the dismissal of the application or without determination;
 - (ii) in relation to each such application which has been dismissed by the Court, a copy of the order of the Court dismissing the application; and
 - (iii) a notice containing information in relation to the Proposed Capital Reduction specified under the Companies Act.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors nor the substantial Shareholders has any interest, direct or indirect, in the Proposed Capital Reduction save for their respective directorships and/or shareholdings in the Company.

7. CIRCULAR

The circular which will contain, *inter alia*, the notice of EGM, the details of the Proposed Capital Reduction, the amount of the Accumulated Losses and the extent by which the share capital of the Company will be cancelled, will be despatched to the Shareholders in due course.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the Proposed Capital Reduction, the Company and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in the Announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Announcement in its proper form and context.

9. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares. The Proposed Capital Reduction is subject to certain conditions and as at the date of this Announcement, there is no certainty or assurance that the Proposed Capital Reduction will be completed. The Company will make the necessary announcements when there are further developments. Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary

6 June 2024

APPENDIX 1

EXTRACTS OF THE COMPANY'S FY2023 ANNUAL REPORT

(Attached Separately)

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

17. INVESTMENT IN SUBSIDIARIES (CONT'D)

Movement in impairment loss:

	Company	
	2023	2022
	\$'000	\$'000
At beginning of year	34,082	35,307
Addition during the year	2,152	-
Written off during the year	-	(1,225)
	36,234	34,082

The principal activities of the subsidiaries are the provision of after-market services for mobile equipment and consumer electronic products; distributor and retailer of mobile telecommunication equipment and mobile related services, including prepaid cards; the provision of digital inkjet printing for point-of-sale and out-of-home advertising solutions, and investment holding.

The non-trade advances to one of the subsidiaries amounted to \$2,152,000 have been capitalised and subsequently fully provided for impairment loss during the year.

The Company had carried out a review of the recoverable amounts of its investment in subsidiaries where there are indicators of impairment. There was no impairment loss recognised during the year.

The recoverable amounts of the subsidiaries were determined based on value-in-use. Cash flow projections used in the value-in-use calculations were based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period were extrapolated using the estimated growth rates stated below. The growth rate did not exceed the long-term average growth rate for the relevant markets in which the subsidiaries operate.

The key assumptions for the value in use calculations are those regarding the discount rates and long-term growth rate. The pre-tax discount rates used in the cash flow projections range from 10.7% to 13.5% (2022: 14.0% to 17.5%), and long-term rates used is 2.03% to 2.71% (2022: 1.94%) respectively.

Sensitivity to changes in assumptions

With regards to the assessment of recoverable amounts for the investment in subsidiaries, management believes that no reasonably possible changes in any of the key assumptions would cause the carrying value of the unit to materially exceed its recoverable amount.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2023

20. INVESTMENT IN DEBT SECURITIES (CONT'D)

The following table shows the movement in expected credit loss that has been recognised for debt securities at amortised cost.

Group and Company	Total \$'000
Balance as at 1 January 2022	8,471
Net increase in loss allowance arising from new financial instruments recognised in current year, net of those derecognised upon settlement	2,128
Foreign exchange movement	(143)
Balance as at 31 December 2022	10,456
Net decrease in loss allowance arising from new financial instruments recognised in current year, net of those derecognised upon settlement	(10,438)
Foreign exchange movement	(18)
Balance as at 31 December 2023	-

Management had recognised loss allowance of \$58,009,000 (2022: reversal of loss allowance \$6,620,000), net of interest income at credit-adjusted effective interest rate on initial recognition, on the originated credit impaired debts securities designated as fair value through other comprehensive income. The loss allowance is estimated based on the difference between expected recovery and carrying value of the bonds.

The net loss allowance on debt securities of \$47,571,000 (2022: net reversal of loss allowance \$4,492,000) presented within "other operating expenses" is represented by:

	2023 \$'000	2022 \$'000
(Reversal of loss allowance)/loss allowance on debt securities carried at amortised cost	(10,438)	2,128
Loss allowance/(reversal of loss allowance) on debt securities, carried at fair value through other comprehensive income	58,009	(6,620)
	47,571	(4,492)

MDR LIMITED

(Company Registration No. 200009059G)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms which are not defined herein shall bear the same meanings as used in the circular dated 25 September 2024 issued by mDR Limited (the “Circular”).

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the Shareholders of mDR Limited (the “**Company**”) will be held at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m. for the purposes of considering, and if thought fit, passing, with or without modifications, the following resolution as a special resolution:

SPECIAL RESOLUTION – THE PROPOSED CAPITAL REDUCTION

THAT:

Pursuant to Regulation 65 of the Constitution of the Company, and Section 78A read with Section 78C of the Companies Act:

- (a) the issued and paid-up share capital of the Company be reduced by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets to the extent of S\$27,397,446;
- (b) the Directors or any of them be and are hereby authorised to do and complete any and all such acts and things for and on behalf of the Company or the Group, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to negotiate, review, finalise, approve any amendments, alteration or modification to any such documents, as may be required and/or as they or he may consider necessary, desirable, expedient or in the interest of the Company or the Group to give full effect to this Special Resolution and the Proposed Capital Reduction; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by any Director on behalf of the Company in connection with the Proposed Capital Reduction prior to the date of the EGM be and are hereby approved, ratified and confirmed.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary

Singapore
25 September 2024

Notes:

- (1) The EGM is being convened and will be held physically at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m.. **There will be no option for Shareholders to participate virtually.** Printed copies of this notice will be sent to members. This notice can also be accessed via the Company's website at the URL <http://www.m-dr.com/meetings> and will also be made available on the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.
- (2)
 - (a) A member of the Company entitled to attend and vote at the EGM and who is not a relevant intermediary may appoint not more than two (2) proxies to attend, speak and vote in his stead. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - (b) A member of the Company entitled to attend and vote at the EGM and who is a relevant intermediary may appoint more than two (2) proxies to attend, speak and vote in his stead, provided that each proxy is appointed to exercise the rights attached to different shares held by such Shareholder. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- (3) A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
- (4) A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the meeting as his/her/its proxy.
- (5) The duly completed instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted personally or sent by post, must be deposited at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
 - (b) if sent electronically, be submitted via email to the Company at corporateaffairs@m-dr.com,in either case, by no later than 2:30 p.m. on 15 October 2024, being 72 hours before the time fixed for the EGM.
- (6) CPF and SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5:00 p.m. on 8 October 2024.
- (7) **Submission of Questions:** Members may also submit questions related to the resolution to be tabled for approval at the EGM. To do so, all questions must be submitted in either case below by 5:00 p.m. on 3 October 2024 in the following manner:
 - (a) by post to the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
 - (b) by email to corporateaffairs@m-dr.com.When submitting questions by post or via email, members should also provide the following details: (i) the member's full name; (ii) the member's address; (iii) the number of Shares held; and (iv) the manner in which the member holds Shares in the Company (e.g. via CDP, CPF/SRS, and/or scrip), for verification purposes.
- (8) The Company will address all substantial and relevant questions received by the prescribed deadline in paragraph 7 above by publishing its responses to such questions on SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.m-dr.com/meetings> at least 48 hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies). For substantial and relevant questions received after the prescribed deadline, the Company will address them together with the questions received at the EGM, at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (9) Members, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the meeting substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, at the EGM itself.

- (10) **Personal Data Privacy:** By submitting the instrument appointing a proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof or submitting any question prior to the EGM in accordance with this notice, a member of the Company:
- (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes (collectively, the "**Purposes**"):
 - (i) processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and representative(s) appointed for the EGM (including any adjournment thereof);
 - (ii) addressing substantial and relevant questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
 - (iii) preparation and compilation of the attendance lists, proxy lists, minutes (including questions and answers) and other documents relating to the EGM (including any adjournment thereof); and
 - (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines;
 - (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
 - (c) agrees to provide the Company with written evidence of such prior consent upon reasonable request; and
 - (d) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.



PROXY FORM EXTRAORDINARY GENERAL MEETING

(Company Registration No. 200009059G)
(Incorporated in the Republic of Singapore)

IMPORTANT:

- The extraordinary general meeting (“EGM”) will be held, in a wholly physical format, at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m.. **There will be no option for shareholders to participate virtually.**
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors.
- CPF and SRS investors:
 - may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5:00 p.m. on 8 October 2024.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 25 September 2024.

I/We* _____ (Name) _____ (NRIC / Passport / Co. Reg. No.*)
of _____ (Address) being a member/members* of
MDR LIMITED (the “Company”), hereby appoint:

Name	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%

and/or*

Name	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%

or failing the person, or either or both of the persons, referred to above, the Chairman of the meeting as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our behalf* at the EGM of the Company to be held at Tembusu I, Level 5, Orchard Wing, Hilton Singapore Orchard, 333 Orchard Road, Singapore 238867 on 18 October 2024 at 2:30 p.m. and at any adjournment thereof. I/We* direct my/our* proxy/proxies* to vote for/against/abstain from voting on* the Capital Reduction Resolution to be passed at the EGM as indicated below.

Special Resolution	For	Against	Abstain
1. The Proposed Capital Reduction			

NOTE: Voting on the resolution will be conducted by poll. If you wish for your proxy to cast all your votes “For” or “Against” a resolution, please indicate with a “✓” in the “For” or “Against” box provided in respect of that resolution. Alternatively, please indicate the number of votes “For” or “Against” in the “For” or “Against” box provided in respect of that resolution. If you wish for your proxy to abstain from voting on a resolution, please indicate with a “✓” in the “Abstain” box provided in respect of that resolution. Alternatively, please indicate the number of Shares that your proxy is directed to abstain from voting in the “Abstain” box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deems fit on the above resolution if no voting instruction is specified, and on any other matter arising at the EGM.

Dated this _____ day of _____ 2024

Total Number of Shares held

Signature(s) of Member(s) or Common Seal

Contact No. / Email Address of Member(s)

*Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, this instrument appointing a proxy(ies) shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend, speak and vote at a meeting of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM in his/her stead. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
3. A member who is a relevant intermediary entitled to attend, speak and vote at a meeting of the Company is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM in his/her stead, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
4. A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below.
5. A proxy need not be a member of the Company.
6. The duly completed instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted personally or sent by post, must be deposited at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or
 - (b) if submitted electronically, be submitted via email to the Company at corporateaffairs@m-dr.com,in either case, must be lodged or received (as the case may be) by no later than 2:30 p.m. on 15 October 2024, being 72 hours before the time fixed for the EGM.
7. Completion and submission of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
8. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
9. A corporation which is a member may authorise, by a resolution of its directors or other governing body, such person as it thinks fit to act as its representative at the EGM, in accordance with its constitution and section 179 of the Companies Act 1967 of Singapore.
10. The Company shall be entitled to reject the instrument appointing a proxy(ies) if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies).
11. In addition, in the case of Shares entered in the Depository Register, the Company shall be entitled to reject any instrument of proxy if the member, being the appointor, is not shown to have any Shares entered against his/her name in the Depository Register as at 72 hours before the time fixed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
12. Terms not defined herein have the meanings ascribed to them in the Circular to the Shareholders of the Company dated 25 September 2024.
13. Any reference to a time of day is made by reference to Singapore time.