

META HEALTH LIMITED

(Company Registration No. 198804700N)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	Held by electronic means
DAY & DATE	:	Sunday, 30 April 2023
TIME	:	9.30 a.m.
PRESENT	:	As per the attendance list maintained by the Company.
IN ATTENDANCE	:	As per the attendance list maintained by the Company.
CHAIRMAN	:	Mr Steven Koh Gim Hoe (Lead Independent Director and Non-Executive Director of the Company)

INTRODUCTION

Mr Steven Koh Gim Hoe, the Chairman of the Meeting (“**Chairman**”) welcomed the shareholders of Meta Health Limited (the “**Company**”) (“**Shareholders**”) to the Annual General Meeting (“**AGM**” or the “**Meeting**”) of the Company, convened and held by way of electronic means pursuant to the COVID-19 (Temporary Measures) on alternative arrangements for general meetings for companies.

The Chairman introduced the Directors of the Company physically present with him at the Meeting. They were Dr Bernard Ng Kee Huat (Executive Chairman and Group Chief Executive Officer), Mr Law Ren Kai Kenneth (Independent and Non-Executive Director) and Mr Kelvin Lee Ming Hui (Independent and Non-Executive Director).

The Chairman also introduced the Group’s management and other professional teams, attending the AGM via live webcast. They were Mr Steve Tan Sze Leng (Chief Financial Officer); Ms Goh Mei Xian (Sponsor from ZICO Capital Pte. Ltd.); Mr Lee Wei Hsiung (Company Secretary from Tricor Singapore Pte. Ltd.); Mr Gregory Ho (External Auditors from Foo Kon Tan LLP); Ms Loo Shi Yi (Scrutineer from Tricor Singapore Pte. Ltd.); and Mr James Cheong (Polling Agent from M & C Services Private Limited).

QUORUM

As a quorum was present, the Chairman called the Meeting to order.

NOTICE

The Chairman proposed that the Notice of the AGM, which had been published on SGXNET and the Company’s corporate website on 14 April 2023 for the requisite period prior to the AGM, be taken as read.

OPENING ADDRESS

The Chairman highlighted that the Company had made available to Shareholders the option (i) voting via appointing the Chairman of the AGM or their appointed proxy/proxies by submitting the proxy form by the deadline at 9.30 a.m. on 28 April 2023 to vote on their behalf at the AGM, or (ii) “live” voting by

casting the votes real time for the resolution to be tabled at the AGM. Shareholders or the proxies who wished to vote “live” via electronic means at the AGM must first pre-register at the pre-registration website. He thanked the Shareholders for pre-registration and attendance at the AGM electronically either by live audio-visual webcast or live audio-only stream, to participate in the AGM. He then acknowledged the presence of Shareholders at the AGM by electronic means.

QUESTIONS FROM SHAREHOLDERS

The Chairman informed the Meeting that Shareholders had been requested to submit their questions in relation to any resolution set out in the Notice of AGM prior to the Meeting. It was noted that the Company had received some questions from a Shareholder and had responded to these questions on 25 April 2023 via the announcements released on SGXNET and the Company’s corporate website.

A video on how to ask questions during the Meeting was played.

Chairman then invited the Shareholders to raise questions on all resolutions to be tabled for this year’s AGM.

There being no “live” questions raised by Shareholders after all the resolutions were tabled at the Meeting, the Meeting proceeded with the conduct of the poll voting.

VOTING BY POLL

The Chairman informed the Meeting that all resolutions tabled at the Meeting would be voted by way of poll. Voting would be carried out after the resolutions had been tabled. In his capacity as Chairman of the Meeting, he had been appointed as proxy by Shareholders and would be voting in accordance with their instructions. He also informed the Meeting that he as Chairman of the Meeting would be proposing all the resolutions to be transacted at the AGM.

To facilitate the poll voting, the Company had appointed Tricor Singapore Pte. Ltd. as the scrutineer (the “**Scrutineer**”) for the AGM. The Scrutineer had supervised and verified the counting of votes of all such valid proxy forms submitted by the Shareholders. The Scrutineer would also verify the votes cast by the Shareholders during the AGM.

Convene SG Pte Ltd had been appointed to assist in the polling and to provide seamless voting for the Shareholders in “real time”. Shareholders could vote anytime once the AGM formally started and voting would close 5 minutes after the last question had been addressed.

A video on how to vote live during the Meeting was played.

The Chairman then proceeded with the resolutions tabled at the Meeting.

ORDINARY BUSINESS

Ordinary Resolution 1: Adoption of the Directors’ Statement, Audited Financial Statements and Auditors’ Report for the financial year ended 31 December 2022

The Meeting proceeded to receive and adopt the Directors’ Statement, Audited Financial Statements and Auditors’ Report for the financial year ended 31 December 2022.

Ordinary Resolution 2: Re-election of Mr Kelvin Lee Ming Hui

The Chairman informed the Meeting that the second item on the agenda dealt with the re-election of Mr Kelvin Lee Ming Hui who retired by rotation pursuant to Regulation 92 of the Company’s Constitution. Being eligible, he had offered himself for re-election.

It was noted that Mr Kelvin Lee Ming Hui shall, upon re-election as a Director of the Company, remain

as an Independent and Non-Executive Director, Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee of the Company. Mr Kelvin Lee Ming Hui shall be considered by the board of directors of the Company (“**Board**”) to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Ordinary Resolution 3: Re-election of Dr Bernard Ng Kee Huat

The Chairman informed the Meeting that the third item on the agenda dealt with the re-election of Dr Bernard Ng Kee Huat who retired pursuant to Regulation 97 of the Company’s Constitution. Being eligible, he had offered himself for re-election.

It was noted that Dr Bernard Ng Kee Huat shall, upon re-election as a Director of the Company, remain as the Executive Chairman and Group Chief Executive Officer.

Ordinary Resolution 4: Re-election of Mr Law Ren Kai Kenneth

The Chairman informed the Meeting that Resolution 4 dealt with the re-election of Mr Law Ren Kai Kenneth who retired pursuant to Regulation 97 of the Company’s Constitution. Being eligible, he had offered himself for re-election.

It was noted that Mr Law Ren Kai Kenneth shall, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee of the Company. Mr Law Ren Kai Kenneth shall be considered by the Board to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Ordinary Resolution 5: Approval of Directors’ Fees

The Directors had recommended the payment of S\$110,000 as Directors’ fees for the financial year ending 31 December 2023, to be paid quarterly in arrears, be hereby approved.

Ordinary Resolution 6: Re-Appointment of Auditors

The Chairman informed the Meeting that the next item on the agenda was the re-appointment of Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Foo Kon Tan LLP had expressed their willingness to continue in office.

As no notice of any other ordinary business had been received by the Secretary, the Chairman proceeded to deal with the special business outlined in the Notice of the AGM.

SPECIAL BUSINESS

Ordinary Resolution 7: Authority to Allot and Issue Shares

The Chairman informed the Meeting that they had come to the special business of the Meeting. Ordinary Resolution 7 is to authorise the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Catalist Rules. The full text of the resolution was set out under Ordinary Resolution 7 in the Notice of the AGM.

Ordinary Resolution 8: Authority to Allot and Issue Shares under the MCE Share Option Scheme 2003

The Chairman went on to the next item of the agenda, which was to authorise the Directors to allot and issue shares under the MCE Share Option Scheme 2003. The full text of the resolution was set out under Ordinary Resolution 8 in the Notice of the AGM.

Ordinary Resolution 9: Authority to Allot and Issue Shares under the MCE Share Option Scheme 2014

The Chairman informed the Meeting that the last item of the agenda was to authorise the Directors to allot and issue shares under the MCE Share Option Scheme 2014. The full text of the resolution was set out under Ordinary Resolution 9 in the Notice of the AGM.

CONDUCT OF POLL

The poll on the motion for the resolutions was duly conducted.

RESULTS OF POLL

Following the verification and tabulation of votes, the results of the poll was read:

Ordinary Resolution 1: Adoption of the Directors' Statement, Audited Financial Statements and Auditors' Report for the financial year ended 31 December 2022

	Votes	%
No. of votes for:	188,800,922	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	188,800,922	100.00

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 1 carried.

"IT WAS RESOLVED That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report thereon be and are hereby received and adopted."

Ordinary Resolution 2: Re-election of Mr Kelvin Lee Ming Hui

	Votes	%
No. of votes for:	191,115,222	99.78
No. of votes against:	413,000	0.22
Total no. of votes casted:	191,528,222	100.00

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

"IT WAS RESOLVED That Mr Kelvin Lee Ming Hui who retires as a Director of the Company pursuant to Regulation 92 of the Company's Constitution, be hereby re-elected as a Director of the Company."

Ordinary Resolution 3: Re-election of Dr Bernard Ng Kee Huat

	Votes	%
No. of votes for:	149,281,556	84.26
No. of votes against:	27,881,000	15.74
Total no. of votes casted:	177,162,556	100.00

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

“IT WAS RESOLVED That Dr Bernard Ng Kee Huat who retires as a Director of the Company pursuant to Regulation 97 of the Company’s Constitution, be hereby re-elected as a Director of the Company.”

Ordinary Resolution 4: Re-election of Mr Law Ren Kai Kenneth

	Votes	%
No. of votes for:	146,554,256	77.50
No. of votes against:	42,546,666	22.50
Total no. of votes casted:	189,100,922	100.00

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 4 carried.

“IT WAS RESOLVED That Mr Law Ren Kai Kenneth who retires as a Director of the Company pursuant to Regulation 97 of the Company’s Constitution, be hereby re-elected as a Director of the Company.”

Ordinary Resolution 5: Approval of Directors’ Fees

	Votes	%
No. of votes for:	183,179,635	99.45
No. of votes against:	1,010,000	0.55
Total no. of votes casted:	184,189,635	100.00

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

“IT WAS RESOLVED That the payment of Directors’ fees of S\$110,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears, be hereby approved.”

Ordinary Resolution 6: Re-Appointment of Auditors

	Votes	%
No. of votes for:	189,100,922	100.00
No. of votes against:	0	0.00
Total no. of votes casted:	189,100,922	100.00

Based on the results of the poll, the Chairman of the Meeting declared Ordinary Resolution 6 carried.

“IT WAS RESOLVED That Foo Kon Tan LLP be hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.”

Ordinary Resolution 7: Authority to Allot and Issue Shares

	Votes	%
No. of votes for:	188,687,922	99.78
No. of votes against:	413,000	0.22
Total no. of votes casted:	189,100,922	100.00

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

“IT WAS RESOLVED That pursuant to Section 161 of the Companies Act 1967 (the **“Companies Act”**) and Rule 806 of the Listing Manual Section B: Rules of Catalist (**“Catalist Rules”**) of the Singapore Exchange Securities Trading Limited (**“SGX-ST”**), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in 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) options, 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) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution was in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities outstanding at the time of passing of this Ordinary Resolution;
- (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or sub-division of Shares,
- adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution;
- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue in force until (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

Ordinary Resolution 8: Authority to Allot and Issue Shares under the MCE Share Option Scheme 2003

	Votes	%
No. of votes for:	188,687,922	99.78
No. of votes against:	413,000	0.22
Total no. of votes casted:	189,100,922	100.00

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

“IT WAS RESOLVED That the Directors of the Company be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company prior to the subsistence of this authority under the MCE Share Option Scheme 2003 (“**2003 Scheme**”) upon the exercise of such options and in accordance with the terms and conditions of the 2003 Scheme.”

Ordinary Resolution 9: Authority to Allot and Issue Shares under the MCE Share Option Scheme 2014

	Votes	%
No. of votes for:	188,687,922	99.78
No. of votes against:	413,000	0.22
Total no. of votes casted:	189,100,922	100.00

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

“IT WAS RESOLVED That pursuant Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant share options in accordance with the provisions of the MCE Share Option Scheme 2014 (“**2014 Scheme**”) and to allot and issue from time to time, such number of Shares as may be required to be issued pursuant to the exercise of the share options under the 2014 Scheme, provided that the aggregate number of new Shares which may be issued pursuant to the 2014 Scheme shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed and thanked all Shareholders for their attendance and support.

Confirmed as True Record of Proceedings

Steven Koh Gim Hoe
Chairman