

**QUANTUM HEALTHCARE LIMITED**  
(Incorporated in Republic of Singapore)  
(Company Registration No.: 202218645W)  
(the “Company”)

**MINUTES OF EXTRAORDINARY GENERAL MEETING**

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| <b>PLACE</b>         | : | 130 Joo Seng Road<br>#02-02/03<br>Singapore 368357   |
| <b>DATE</b>          | : | Monday, 27 March 2023  |
| <b>TIME</b>          | : | 10:00 a.m.   |
| <b>PRESENT</b>       | : | <b><u>Board of Directors</u></b><br>Mr. Thomas Tan Gim Chua (Chief Executive Officer and Executive Director)<br>Mr. Ng Boon Eng (Independent Non-Executive Director)<br>Mr. Ng Fook Ai Victor (Independent Non-Executive Director)<br><br><i>By live webcast -</i><br>Mr. Eric Sho Kian Hin (Independent Non-Executive Director) |
| <b>IN ATTENDANCE</b> | : | As per attendance record maintained by the Company.  |
| <b>CHAIRMAN</b>      | : | Mr. Ng Fook Ai Victor  |

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**1. QUORUM OF MEETING**

Mr. Ng Fook Ai Victor, the Independent Non-Executive Chairman of the Company (the “**Chairman**”), welcomed the shareholders of the Company (“**Shareholders**”) to the extraordinary general meeting (“**EGM**” or the “**Meeting**”). The Chairman introduced the Board of Directors (the “**Board**”) who were present at the Meeting and via live webcast. He also introduced Mr. Fu Ching Xiong and Ms. Lee Pih Peng, the Chief Financial Officer of the Company (“**CFO**”) and the Company Secretary respectively who were also present in person at the EGM.

The Chairman proceeded to convene the Meeting at 10:00 a.m. after the Company Secretary confirmed the presence of a quorum.

**2. NOTICE OF MEETING**

The Chairman noted that the circular (“**Circular**”) in relation to the proposed placement of up to 571,428,600 new ordinary shares in the capital of the Company (“**Placement Shares**”) at a placement price of \$0.0035 per Placement Share, amounting to an aggregate subscription consideration of approximately \$2,000,000 (“**Proposed Placement**”), together with the notice of EGM (“**Notice of EGM**”), both dated 11 March 2023, had been circulated to the Shareholders via publication on SGXNet and the Company’s website.

The Chairman suggested that the Notice of EGM be taken as read.

**3. MEETING PROCEEDINGS**

The Chairman informed the Shareholders that the voting of the resolution for the EGM would be done by means of a poll in compliance with Regulation 84(2) of the Company’s Constitution

as well as in accordance with Rule 730A of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

The Chairman informed shareholders that in his capacity as Chairman of the Meeting, he had been appointed as proxy by some Shareholders and would be voting in accordance with the specific instructions given by such Shareholders.

#### **4. ORDINARY RESOLUTION 1: THE PROPOSED PLACEMENT**

The Chairman informed the Meeting that Shareholders’ approval was sought in relation to the Proposed Placement. Details of the Proposed Placement are set out in the Circular.

Pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 811(3) read with Rule 805(1) of the Catalist Rules, the ordinary resolution in relation to the Proposed Placement (“**Ordinary Resolution**”) would require the approval of a majority of more than 50% of the total number of issued shares (excluding treasury shares) held by Shareholders present and voted, on a poll, either in person or by proxy at the Meeting.

The Chairman informed that Shareholders did not submit any questions to the Company in respect of the Ordinary Resolution tabled in the Notice prior to the Meeting.

The Chairman proceeded to invite Shareholders to ask questions regarding the Ordinary Resolution, of which the following salient questions were raised and addressed at the Meeting:

**Shareholder Question 1:** A Shareholder queried whether the monies raised from the Proposed Placement would be sufficient to meet fixed costs such as staff costs, and asked what the funding requirements were for the operations of the Company. Mr. Thomas Tan Gim Chua (“**Mr. Thomas Tan**”), the Chief Executive Officer and Executive Director clarified that the Company presently only has 5 employees, as the other employees are employed at the subsidiary level by Asia Dental Group Pte. Ltd., the 60% owned subsidiary of the Company, and added that further details in relation to the Company’s operating costs may be found in the financial results announcements made on SGXNet. The CFO indicated that the total cost incurred in connection with the Proposed Placement was estimated to be approximately \$80,000, hence the net proceeds of the Proposed Placement would be approximately \$1,920,000. The CFO further added that while the Company was still undergoing audit, it was estimated that the Company should have sufficient funds to operate its businesses for at least the next 12 months.

**Shareholder Question 2:** A Shareholder queried if there was any moratorium restriction on the Placement Shares to be issued under the Proposed Placement, in response to which the CFO highlighted that as previously announced, the offering of the Placement Shares will be made pursuant to the exemptions under Section 274 (institutional investors) and/or Section 275 (accredited investors and certain other persons) of the Securities and Futures Act 2001 of Singapore for which certain subsequent resale restrictions apply.

**Shareholder Question 3:** A Shareholder queried on who the end-placers under the Proposed Placement would be, in response to which the Company Secretary indicated that as the Proposed Placement was to be carried out and undertaken by the Placement Agent, the Company was not in a position to identify the end-placers at this juncture.

#### **5. POLLING**

As there was no further questions asked, the Chairman sought for the motion to be proposed seconded. The motion was duly proposed by a Shareholder, Mr. Ou Yang and duly seconded by Mr. Thomas Tan. The Meeting then proceeded to conduct a poll on the Ordinary Resolution.

Complete Corporate Service Pte Ltd was appointed as the Polling Agent, and S C Teo & Co. was appointed as scrutineer for this EGM.

The Meeting was adjourned at 10:17 a.m. for counting and verification of votes by the polling agent and scrutineer respectively.

**6. RESULT OF THE POLL**

The Meeting resumed at 10:25 a.m.

Following the tabulation of votes by scrutineer, the following ordinary resolution was declared and carried by the poll:

**ORDINARY RESOLUTION 1 – THE PROPOSED PLACEMENT**

The results of the votes were as follows:

| Total number of shares represented by votes for and against the relevant resolution | FOR              |   | AGAINST          |   |
|---|------------------|---|------------------|---|
|   | Number of shares | As a percentage of the total number of votes for and against the resolution (%) | Number of Shares | As a percentage of the total number of votes for and against the resolution (%) |
| 4,528,743,697   | 4,528,710,697    | 99.999%   | 33,000           | 0.001%  |

Based on the votes cast, Ordinary Resolution 1 was declared carried and it was RESOLVED as an ordinary resolution:

“*THAT*

- (a) *approval be given for the purpose of section 161 of the Act and Rule 811(3) read with Rule 805(1) of the Catalist Rules, for the Directors to allot and issue up to 571,428,600 new Shares by the Company pursuant to the Placement Agreement, at the issue price of S\$0.0035 for each Placement Share amounting to an aggregate consideration of up to approximately S\$2,000,000 based on, amongst others, the market conditions as well as the demand during the book-building process; and*
- (b) *the Directors be authorised to do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and executing all such documents) as they may consider necessary or expedient for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company’s Constitution to any document as may be necessary or required.”*

**7. CONCLUSION**

There being no other business to transact, the Chairman declared the EGM closed at 10:27 a.m. and thanked everyone for their attendance.

The Chairman stated that the Company will publish the minutes of the EGM on the SGXNET and the Company’s website within a month after the EGM.

Confirmed as True Record of Proceedings Held

Mr. Ng Fook Ai Victor  
Chairman of the Meeting