

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

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON WEDNESDAY,
28 APRIL 2021 AT 2.34 P.M. BY WAY OF ELECTRONIC MEANS**

PRESENT

Board of Directors

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

In Attendance

1. Ms. Wan Sin Nee – Financial Controller

BY LIVE WEBCAST

Board of Directors

1. Dr. Shao Yongxin – Executive Director and Group CEO
2. Mr. Vitters Sim Yu Xiong – Non-Executive Director

Company Secretary

1. Ms. Lee Pay Lee

Shareholders

Attendance by live webcast

CHAIRMAN

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

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

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

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

INTRODUCTION

The Group CEO has presented the Company’s current and future business development at the Meeting. The Results of AGM which was announced on Singapore Exchange Securities Trading Limited (“SGXNet”) and the Company’s website on 28 April 2021.

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- Minutes of Annual General Meeting duly held on 28 April 2021

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QUORUM

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

NOTICE

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

POLL VOTING PROCEDURES

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

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

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

The Chairman informed that shareholder(s) had submitted his/their question prior to the Meeting and the Company had on 26 April 2021 announced the response to the substantive and relevant question on SGXNet and the Company's website.

ORDINARY BUSINESS

RESOLUTION 1 - DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Meeting proceeded to receive and consider the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2020 together with the Auditors' Report thereon.

The Chairman announced the result of the votes as below:

Resolution 1:	FOR	AGAINST	TOTAL
Vote	329,853,983	0	329,853,983
Percentage	100%	0%	100%

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

RESOLUTION 2 - DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Directors had recommended the payment of S\$160,000.00 as Directors' fees for the financial year ended 31 December 2020.

The Chairman announced the result of the votes as follows:

Resolution 2:	FOR	AGAINST	TOTAL
Vote	329,853,983	0	329,853,983
Percentage	100%	0%	100%

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

It was resolved that the Directors' fee for the financial year ended 31 December 2020 be and is hereby approved.

RESOLUTION 3 - RE-ELECTION OF DR. SHAO YONGXIN AS A DIRECTOR

Resolution 3 relates to re-elect Dr. Shao Yongxin ("Dr. Shao") as a Director of the Company. Pursuant to Regulation 117 of the Company's Constitution, Dr. Shao will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Dr. Shao would remain as an Executive Director and Group CEO of the Company.

The Chairman announced the result of the votes as follows:

Resolution 3:	FOR	AGAINST	TOTAL
Vote	329,853,983	0	329,853,983
Percentage	100%	0%	100%

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

The item 4 on the Agenda is to note Mr. Vitters Sim Yu Xiong's ("Mr. Sim") retirement. In accordance with Regulation 117 of the Company's Constitution, Mr. Sim is retiring from office as a Director of the Company at this AGM.

On behalf of the Board of Directors, the Chairman has expressed the appreciation to Mr. Sim for his dedicated service and valuable contributions during his tenure of service.

RESOLUTION 4 - TO RE-APPOINT MESSRS RSM CHIO LIM LLP AS THE COMPANY'S AUDITORS AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Resolution 4 was to re-appointment of Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the directors to fix their remuneration. Messrs RSM Chio Lim LLP has consented to act as Auditors of the Company.

The Chairman announced the result of the votes as follows:

Resolution 4:	FOR	AGAINST	TOTAL
Vote	329,853,983	0	329,853,983
Percentage	100%	0%	100%

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

SPECIAL BUSINESS

RESOLUTION 5 - AUTHORITY TO ALLOT AND ISSUE SHARES

Resolution 5 was to seek shareholders' approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.

The full text of the resolution was set out in the Notice of AGM dated 13 April 2021.

The Chairman announced the result of the votes as below:

Resolution 5:	FOR	AGAINST	TOTAL
Vote	329,853,983	0	329,853,983
Percentage	100%	0%	100%

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

RESOLUTION 6 - AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE AOXIN Q & M EMPLOYEE SHARE OPTION SCHEME (THE "SCHEME") AND AOXIN Q & M PERFORMANCE SHARES PLAN (THE "SHARE PLAN")

This resolution was to seek shareholders' approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act, Chapter 50 under the Scheme and the Share Plan.

The full text of the resolution was set out in the Notice of AGM dated 13 April 2021.

The Chairman announced the result of the votes as below:

Resolution 6:	FOR	AGAINST	TOTAL
Vote	329,853,983	0	329,853,983
Percentage	100%	0%	100%

Based on the result, the Chairman declared that the ordinary resolution 6 carried.

CONCLUSION

There being no other business to be transacted, the Chairman declared the Meeting closed at 2.49 p.m.. He thanked all who attended the Meeting via live webcast and live audio feed.

CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS

CHUA SER MIANG
Chairman