

CLEARBRIDGE HEALTH LIMITED
(the “**Company**”)
(Company Registration No. 201001436C)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting of the Company (the “AGM” or “Meeting”)

Date : Wednesday, 28 June 2023

Time : 10.00 a.m.

Place : By way of electronic means

Present : As per the webcast attendees report

CHAIRMAN

Mr Chen Johnson presided as the Chairman of the AGM (“**Chairman**”). On behalf of the board of directors (the “**Board**”), the Chairman welcomed the attendees who had joined the virtual AGM.

QUORUM

The Chairman acknowledged and thanked the shareholders of the Company (“**Shareholders**”) who had registered and attended the AGM electronically. With the presence of the requisite quorum, the Chairman called the AGM to order and introduced the Board. He informed that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts and Debentures Holders) Order 2020 and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued from time to time which provides guidance on the conduct of general meetings amid the COVID-19 situation, the AGM was conducted and held by way of electronic means and Shareholders were allowed to join the AGM through ‘live’ audio-visual webcast or ‘live’ audio-only stream.

NOTICE OF MEETING

With the concurrence of the Shareholders at the Meeting, the notice of the AGM dated 13 June 2023 published on the SGXNet and the Company’s corporate website, was taken as read.

POLLING VOTING PROCEDURES

The Chairman informed the Shareholders that they or their proxy would be able to vote “live” at the AGM through the audio-visual webcast or to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM. As Shareholders had appointed the Chairman of the Meeting as their proxy to vote on their behalf, he would vote in accordance with the Shareholders’ instructions.

The Meeting was further informed that pursuant to Regulation 65 of the Company’s Constitution and Rule 730A(2) of the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), all proposed resolutions as set out in the Notice of AGM would be decided by way of poll.

CLEARBRIDGE HEALTH LIMITED

Minutes of Annual General Meeting held on 28 June 2023

The Chairman informed that the Company has appointed B.A.C.S Private Limited as scrutineer (the “**Scrutineer**”) and Trusted Services Pte. Ltd. as the polling agent for the verification and supervision of the counting of votes cast by Shareholders.

ADVANCED QUESTIONS FROM SHAREHOLDERS

The Chairman informed that the Company’s responses to the questions from Shareholders and Securities Investors Association (Singapore) received prior to this AGM had been uploaded on the SGXNet on 22 June 2023 and made available on the Company’s corporate website.

LIVE QUESTIONS AND ANSWERS

The Chairman explained the procedures for Shareholders who were participating in the AGM via audio-visual webcast to submit text-based questions related to the proposed resolutions tabled for approval at the AGM through “live” chat function provided. The “live” chat function would remain open until all the items in the agenda were read. However, the “live” chat function was not available to Shareholders who were participating the AGM via audio-only feed. Similar questions would be consolidated, and all relevant questions raised would be addressed during the “live” Q&A session. Questions for which responses had already been posted on the Company’s website and on SGXNet prior to the AGM would not be addressed again. The Company would post its responses to any relevant questions raised but not addressed during the Meeting due to time constraints, on the Company’s corporate website and on SGXNet after the AGM.

He reminded that all forms of digital recording, visual or audio, were strictly prohibited throughout the Meeting.

The Chairman then proceeded with the items on the agenda. To streamline the proceedings, the Chairman would be proposing all the motions and no seconder would be called as it is not required by law.

VOTING PROCEDURES

The Chairman took the Shareholders through the “live” voting procedures. A video on how the Shareholders and proxy present cast their votes or change their votes during the AGM was played. The “live” voting opened until the announcement of the closure of poll voting. The poll results would be announced after all the resolutions had been duly tabled at the Meeting.

MEETING AGENDA

ORDINARY BUSINESS

ORDINARY RESOLUTION 1 - AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022, THE DIRECTORS’ STATEMENT AND THE AUDITORS’ REPORT THEREON

The Chairman addressed the first item on the agenda which was to receive and adopt the audited financial statements for the financial year ended 31 December 2022 together with the directors’ statement and auditors’ report thereon. The audited financial statements together with the directors’ statement and auditors’ report for the financial year ended 31 December 2022 were set out on pages 50 to 149 of the Annual Report.

CLEARBRIDGE HEALTH LIMITED

Minutes of Annual General Meeting held on 28 June 2023

Upon being proposed by the Chairman, the following motion was put to vote by poll:

“THAT the audited financial statements for the financial year ended 31 December 2022 together with the directors’ statement and the auditors’ report thereon be hereby received and adopted”

ORDINARY RESOLUTION 2 – PAYMENT OF DIRECTORS’ FEES OF S\$165,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023, PAYABLE QUARTERLY IN ARREARS

Resolution 2 dealt with the payment of directors’ fees of S\$165,000 for the financial year ending 31 December 2023, payable quarterly in arrears.

Upon being proposed by the Chairman, the following motion was put to vote by poll:

“THAT the directors’ fees of S\$165,000 for the financial year ending 31 December 2023, payable quarterly in arrears be approved”

ORDINARY RESOLUTION 3 - RE-ELECTION OF MR MARK BENEDICT RYAN

Resolution 3 dealt with the re-election of Mr Mark Benedict Ryan as a Director, who was retiring by rotation pursuant to Regulation 98 of the Company’s Constitution. Mr Mark Benedict Ryan being eligible, had signified his consent to continue in office. It was explained that Mr Mark Benedict Ryan, upon his re-election as a Director, will remain as an Independent Director, chairman of the Audit Committee, and a member of Remuneration Committee.

Upon being proposed by the Chairman, the following motion was put to vote by poll:

“THAT Mr Mark Benedict Ryan be re-elected as a Director of the Company”

RETIREMENT OF MR TAN SOON LIANG

The fourth item on the agenda was to note the retirement of Mr Tan Soon Liang, who was retiring pursuant to Regulation 98 of the Constitution. Mr Tan Soon Liang had expressed his intention not to seek re-election as a Director of the Company.

Mr Tan Soon Liang retired as an Independent Director of the Company upon conclusion of the AGM and concurrently ceased to be the chairman of the Nominating Committee and a member of Audit Committee.

The Board extended its appreciation to Mr Tan Soon Liang for his invaluable service and contribution to the Board.

ORDINARY RESOLUTION 4 – APPOINTMENT OF MESSRS CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION AS AUDITORS OF THE COMPANY

The fifth item on the agenda was to approve the appointment of Messrs CLA Global TS Public Accounting Corporation as auditors of the Company for the financial year ending 31 December 2023 in place of the retiring auditors, Messrs Ernst & Young LLP, and to authorise the Directors to fix their remuneration. The rationale and all pertinent information relating to the proposed appointment of Messrs CLA Global TS Public Accounting Corporation as auditors of the Company had been stated in the Appendix to the Notice of AGM dated 13 June 2023. Messrs CLA Global TS Public Accounting Corporation had consented to act as auditors of the Company.

Upon being proposed by the Chairman, the following motion was put to vote by poll:

“THAT Messrs CLA Global TS Public Accounting Corporation be appointed as Auditors in place of the retiring auditors, Messrs Ernst & Young LLP, to hold office until the conclusion of the next AGM and that the Directors be authorised to fix their remuneration”

The Chairman proceeded to sixth item on the agenda and informed the Meeting that the Company Secretary had confirmed there was no notice of any other ordinary business had been received from Shareholders. As such, the Meeting proceeded to consider the Special Business.

SPECIAL BUSINESS

ORDINARY RESOLUTION 5 - AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman moved on to Resolution 5 which was to seek Shareholders' approval 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 and the Constitution. The full text of the proposed resolution was as set out in the Notice of AGM dated 13 June 2023.

Upon being proposed by the Chairman, the following motion was put to vote by poll:

“THAT pursuant to Section 161 of the Companies Act 1967 (the “Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”) and the Constitution, the Directors be and hereby authorised to:

- I. (a) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (b) 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 may in their absolute discretion deem fit; and
- II. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (“Shareholders”) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) that may be issued under sub-paragraph (a) above, the percentage of the issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

- (i) new Shares arising from the conversion or exercise of any convertible securities;
- (ii) new Shares arising from exercising of share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Catalist Rules are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

- (c) in exercising the authority conferred by this 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 the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.”

ORDINARY RESOLUTION 6 - AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES PURSUANT TO THE CLEARBRIDGE HEALTH PERFORMANCE SHARE PLAN

Resolution 6 was to seek Shareholders' approval for the Directors to grant awards and allot and issue shares pursuant to the Clearbridge Health Performance Share Plan. The full text of the proposed resolution was as set out in the Notice of AGM dated 13 June 2023.

Upon being proposed by the Chairman, the following motion was put to vote by poll:

“THAT pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

- I. offer and grant awards (“Awards”) from time to time in accordance with the provisions of the Clearbridge Health Performance Share Plan (the “PSP”); and**
- II. allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the vesting of Awards granted under the PSP,**

provided always that the aggregate number of Shares issued and issuable pursuant to the Awards granted under the PSP, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted thereunder; and (ii) all other Shares issued and issuable and/or transferred or transferable in respect of all share options granted or share awards granted under any other share incentive schemes or share plans adopted by the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) 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 AGM or the date by which the next AGM is required by law to be held, whichever is earlier.”

CLOSURE OF LIVE QUESTIONS AND ANSWERS
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There being no questions received on the “live” chat from the Shareholders during the AGM, the Meeting proceeded with the poll voting.

CLEARBRIDGE HEALTH LIMITED

Minutes of Annual General Meeting held on 28 June 2023

LIVE VOTING

The Chairman proceeded to conduct the poll voting and Shareholders were given time to cast their votes.

After the poll voting was closed, the Chairman announced the following results of the poll flashed on screen that were duly verified by the Scrutineer:

Resolution number and details		Total no. of shares represented by votes for and against the relevant resolution	For		Against	
			No. of shares	As a percentage of total no. of votes for and against the resolution (%)	No. of shares	As a percentage of total no. of votes for and against the resolution (%)
Ordinary Business						
1.	To receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2022, the directors' statement and the auditor's report thereon	176,306,426	171,674,426	97.37	4,632,000	2.63
2.	To approve the payment of directors' fees of S\$165,000 for the financial year ending 31 December 2023, payable quarterly in arrears	100,907,326	96,275,326	95.41	4,632,000	4.59
3.	To re-elect Mr Mark Benedict Ryan as a director of the Company	176,306,426	171,654,426	97.36	4,652,000	2.64
4.	To appoint Messrs CLA Global TS Public Accounting Corporation as auditors of the Company in place of the retiring auditors, Messrs Ernst & Young LLP	176,306,426	171,654,426	97.36	4,652,000	2.64
Special Business						
5.	To authorise the Directors to allot and issue shares in	176,306,426	171,674,426	97.37	4,632,000	2.63

CLEARBRIDGE HEALTH LIMITED

Minutes of Annual General Meeting held on 28 June 2023

	the capital of the Company					
6.	To authorise the Directors to grant awards and to allot and issue shares pursuant to the Clearbridge Health Performance Share Plan	89,744,122	85,014,122	94.73	4,730,000	5.27

Based on the poll results, the Chairman declared all resolutions tabled at the AGM carried.

CLOSING

There being no other business to be transacted, the Chairman declared the AGM closed at 10.26 a.m. and thanked all present for their attendance.

Signed as a true record
of the proceedings thereat

CHEN JOHNSON
Chairman

Date: 27 July 2023