



# PROXY FORM ANNUAL GENERAL MEETING

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

**IMPORTANT:**

- The Annual General Meeting ("AGM") will be held, in a wholly physical format, at Hilton Singapore Orchard, Tembusu meeting room, 333 Orchard Road, Singapore 238867 on 28 April 2025 (Monday) 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 AGM 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 AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5:00 p.m. on 15 April 2025.
- 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 AGM dated 9 April 2025.

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 him/her/them\*, the Chairman of the Meeting, as my/our\* proxy/proxies\* to attend, speak and vote for me/us\* on my/our\* behalf at the AGM of the Company to be held at **Hilton Singapore Orchard, Tembusu meeting room, 333 Orchard Road, Singapore 238867 on 28 April 2025 (Monday) at 2:30 p.m.** and at any adjournment thereof. I/We\* direct my/our\* proxy/proxies\* to vote for or against or to abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder.

No.	Resolutions	For	Against	Abstain
<b>ORDINARY BUSINESS</b>				
1.	Directors' Statement and audited Financial Statements for the year ended 31 December 2024			
2.	Declaration of final tax exempt (one-tier) dividend of S\$2 million (approximate) for the year ended 31 December 2024			
3.	Re-election of Mr Edward Lee Ewe Ming as a Director			
4.	Re-election of Ms Zhang Yanmin as a Director			
5.	Re-election of Ms Liu Yao as a Director			
6.	Approval of Directors' fees of up to S\$300,000 for the year ending 31 December 2025			
7.	To re-appoint Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration			
<b>SPECIAL BUSINESS</b>				
8.	General authority to allot and issue shares			
9.	Authority to allot and issue Shares under the mDR Share Plan 2018			
10.	Proposed renewal of the Share Buy-back Mandate			

NOTE: Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a resolution, please indicate with a tick (✓) in the "For" or "Against" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a tick (✓) in the "Abstain" box provided in respect of that resolution. Alternatively, please insert the relevant number of shares 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 any of the above resolutions if no voting instruction is specified, and on any other matter arising at the AGM.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

<b>Total Number of Shares held</b>

\_\_\_\_\_  
Signature(s)/Common Seal of Member(s)

\_\_\_\_\_  
Contact No. / Email Address of Member(s)

**\*Delete as appropriate**

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**NOTES TO PROXY FORM:**

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 both 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) will be deemed to relate to all the shares held by you.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 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 in Section 181 of the Companies Act 1967.

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.

3. A proxy need not be a member of the Company.

4. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
  - (a) if submitted personally or by post, be lodged 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](mailto:corporateaffairs@m-dr.com),and in each case, must be lodged or received (as the case may be), by 2:30 p.m. on 25 April 2025, being 72 hours before the time appointed for holding the AGM.
5. 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 AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM 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 AGM.
6. The instrument appointing a proxy(ies) must be signed under the hand of the appointor or of 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 a duly authorised officer.
7. 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 AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967.
8. 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). 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 of the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**Affix  
Postage  
Stamp**

Company Secretary  
**mDR Limited**  
53 Ubi Crescent  
Singapore 408594