

## **EXTRAORDINARY GENERAL MEETING**

Date : 26 April 2023  
Place : 8 Wilkie Road #03-01 Wilkie Edge Singapore 228095  
Present : Refer to the Attendance List

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### **CHAIRMAN**

Mr Lim See Wah presided at the meeting.

### **QUORUM**

After ascertaining the presence of a quorum, the Chairman called the meeting to order at 11.30 a.m.

### **INTRODUCTION**

Chairman welcomed the shareholders to the Extraordinary General Meeting ("EGM" or the "Meeting") of the Company and stated that the objectives and rationale for this EGM had been set out in the Circular dated 10 April 2023.

### **NOTICE**

A copy of the Company's Notice of EGM had been circulated to the shareholders on 10 April 2023. The Notice of the EGM, with the consent of the shareholders, was taken as read.

### **VOTING ON RESOLUTIONS**

Chairman informed the Meeting that all Resolutions as set out in the Notice of EGM would be voted on by way of poll and the poll would be conducted only after all the proposed resolutions have been duly proposed and seconded by shareholders. Boardroom Corporate & Advisory Services Pte Ltd ("Boardroom") and DrewCorp Services Pte Ltd had been appointed as Polling Agent and Scrutineer respectively. He called upon a representative from Boardroom, to explain the polling procedures.

Chairman then proceeded with the agenda of the Meeting.

RESOLVED -

### **RESOLUTION 1 - THE PROPOSED ADOPTION OF THE DOCMED TECHNOLOGY PTE. LTD. EMPLOYEE SHARE OPTION PLAN**

The Shareholders were informed that the first item on the Notice of EGM was to approve the proposed adoption of the DocMed Technology Pte. Ltd. Employee Share Option Plan.

Chairman suggested that as the full text of the resolution was set out in the EGM Notice, he would take the resolution as read.

The following Ordinary Resolution 1 was put to the Meeting for a shareholder to propose and a shareholder to second.

"That the employee share option plan to be named the "DocMed Technology Pte. Ltd. Employee Share Option Plan" (the "**DocMed ESOP**"), the rules of which have been set out in Appendix A to the Circular, be and is hereby approved and adopted, and the Directors of DocMed Technology Pte. Ltd. ("**DocMed**") be and are hereby authorised:

- (a) to establish and administer the DocMed ESOP;
- (b) to modify and/or amend the DocMed ESOP from time to time provided that such modifications and/ or amendments are effected in accordance with the rules of the DocMed ESOP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the DocMed ESOP; and
- (c) to offer and grant options (the "**Options**") in accordance with the rules of the DocMed ESOP and to allot and issue new ordinary share(s) in the capital of DocMed ("**DocMed Ordinary Shares**") or deliver from time to time such number of share(s) in DocMed held in treasury by DocMed ("**DocMed Treasury Shares**") required pursuant to the exercise of the Options under the DocMed ESOP."

Proposer : Yann Alain Marche  
 Seconded : Joyce Teo

The motion was put to vote by poll.

RESOLVED -

**RESOLUTION 2 – THE PROPOSED GRANT OF OPTIONS UNDER THE DOCMED TECHNOLOGY PTE.LTD. EMPLOYMENT SHARE OPTION PLAN TO MR. TIMOTHY CHEN**

Chairman informed that Ordinary Resolution 2, subject to and contingent on passing of Ordinary Resolution 1, is to offer and grant to Mr. Timothy Chen, the CEO of DocMed, Options pursuant to and in accordance with the rules of the DocMed ESOP.

Similarly, Chairman suggested that as the full text of the resolution was set out in the EGM Notice, he would take the resolution as read.

The following Ordinary Resolution 2 was put to the Meeting for a shareholder to propose and a shareholder to second.

"That subject to and contingent on the passing of Ordinary Resolution 1,

- (a) the proposed offer and grant to Mr. Timothy Chen, the CEO of DocMed, of Options pursuant to and in accordance with the rules of the DocMed ESOP, on the following terms, be and is hereby approved, and the Directors of DocMed be and are hereby authorised to allot and issue DocMed Ordinary Shares upon the exercise of such Options:

Proposed date of grant of Options : Following receipt of necessary approvals, including but not limited to that of the Shareholders, the shareholders of DocMed and the DocMed Remuneration Committee.

Number of DocMed Ordinary Shares comprised in the proposed grant of Options : Up to 802,122 (representing 18% of the share capital of DocMed on a fully-diluted and as-converted basis) subject to the terms of the TC Employment Contract as amended by the TC Employment Contract Amendment Letter, and provided always that no more than 802,122

DocMed Ordinary Shares will be granted to Mr. Timothy Chen under the DocMed ESOP

Exercise Price : Regardless of the number of DocMed Ordinary Shares, no more than S\$1.00 in aggregate

Vesting Period : In accordance with Rule 9 of the proposed DocMed ESOP Rules

- (b) any Director of DocMed be and is hereby authorised to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this Resolution."

Proposer : Ng Kian Peng Albert  
 Secunder : Lau Jui Fang

The motion was put to vote by poll.

RESOLVED -

### **RESOLUTION 3 – THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**

For the last item on the agenda, Chairman suggested that as the full text of the resolution was set out in the EGM Notice, he would take the resolution as read.

Questions raised by Shareholders in relation to the proposed Share Buy-back Mandate and responses from the Board of Directors were as summarised below:

- i) Shareholder inquired on the reason for implementing the Share Buy-Back Mandate ("Mandate"). Chairman explained that the Directors believe that share buy-back would enable the Company to generate additional shareholder value. In addition, the Board can also decide whether the shares purchased under the Mandate will be held as Treasury Shares for issuance to the employees of the Company under the Hyphens Performance Share Plan and Hyphens Employee Share Option Scheme.
- ii) Chairman added that share buy-backs will only be undertaken if the Directors believe that it can benefit the Company and Shareholders.

The following Ordinary Resolution 3 was put to the meeting for a shareholder to propose and a shareholder to second.

"That:

- (a) for the purposes of sections 76C and 76E of the Companies Act 1967 of Singapore (the "**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of: (i) market purchases (each a "**Market Purchase**") on the SGX-ST; and/or (ii) off-market purchases (each an "**Off-Market Purchase**") effected otherwise than on the SGXST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they may, in their absolute discretion, deem fit, which schemes shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the "**Share Buy-back Mandate**");
- (b) the Directors of the Company may impose such terms and conditions which are not inconsistent with the Share Buy-back Mandate, the listing rules of the SGX-ST and the Companies Act,

as they consider fit and in the interests of the Company in connection with or in relation to any equal access scheme(s);

- (c) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-back Mandate shall, at the absolute discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- (d) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
  - (i) the date on which the next annual general meeting of the Company ("AGM") is held or is required by law to be held;
  - (ii) the date on which the Share Buy-backs pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buy-back Mandate is varied or revoked by the Company in a general meeting;
- (e) in this Resolution:

**"Prescribed Limit"** means the number of issued Shares representing not more than 10% of the total number of issued Shares (excluding Treasury Shares and Subsidiary Holdings), ascertained as at the date of passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered;

**"Relevant Period"** means the period commencing on and from the Approval Date, up to the earliest of:

- (i) the date on which the next AGM of the Company is held or required by law to be held;
- (ii) the date on which the Share Buy-backs pursuant to the Share Buy-back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-back Mandate is varied or revoked by the Shareholders in a general meeting;

**"Maximum Price"** in relation to a Share to be purchased, means an amount (excluding brokerage, commission, stamp duties, applicable goods and services tax, clearance fees and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price,

where:

**"Average Closing Price"** means: (A) the average of the closing market prices of the Shares over the last five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the Market Purchase was made or, as the case may be, before the date of making an announcement by the Company of an offer for an Off-Market Purchase; and (B) deemed to be adjusted for any corporate action that occurs after the relevant five-day period and the day on which the Market Purchases are made or the announcement in relation to the Off-Market Purchase is made; and

"day of the making of the offer" means the day on which the Company announces its intention to make an offer for the Off-Market Purchase, stating the purchase price (which shall not be more than the Maximum Price for the Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (f) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they/he/she may consider necessary, desirable or expedient to give effect to the transactions contemplated by this Resolution."

Proposer : Tang Foong Jen  
 Seconder : Yann Alain Marche

The motion was put to vote by poll.

### **DECLARATION OF POLL RESULTS**

Chairman read the poll results which had been verified by the Scrutineer. He declared that all the Resolutions 1 to 3 were duly carried.

	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	
<b>Resolution 1</b>	244,626,300	97.91	5,214,556	2.09	249,840,856
<b>Resolution 2</b>	244,626,300	97.91	5,214,556	2.09	249,840,856
<b>Resolution 3</b>	249,840,956	100.00	0	0	249,840,956

### **TERMINATION OF MEETING**

There being no other business, the Meeting ended at 12.45 p.m. with a vote of thanks to the Chair.

CONFIRMED AS A TRUE RECORD OF MINUTES

**LIM SEE WAH**  
 Chairman

*This announcement has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.*

## **ATTENDANCE LISTS**

### **Board of Directors and Management**

<b>Name</b>	<b>Position</b>
Lim See Wah	Executive Chairman and CEO
Tan Chwee Choon	Executive Director
Tan Kia King	Non-Executive Director
Heng Wee Koon	Lead Independent Director
Ng Eng Leng	Independent Director
Tan Seok Hoong @ Audrey Liow	Independent Director
Chan Kiat	Independent Director
Lim Sher Mei (Lin Shimei)	Company Secretary

### **Professionals**

<b>Company Name</b>	
Boardroom Corporate & Advisory Services Pte Ltd	Share registrar / Poll agent
DrewCorp Services Pte Ltd	Scrutineer
SAC Capital Private Limited	Sponsor
RSM Chio Lim LLP	Independent Auditor
Stone Forest Corpserve Pte. Ltd.	Corporate Secretarial

### **Shareholders**

Due to the restriction on the use of personal data pursuant to the provisions of the Personal Data Protection Act 2012, the names of the shareholders present at the Meeting will not be published in this minutes.