

MEDI LIFESTYLE LIMITED
(the “**Company**”)
(Company Registration No.: 201117734D)
(Incorporated in the Republic of Singapore)

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

Date : Friday, 27 May 2022
Time : 4.30 p.m.
Place : By way of electronic means
Present : As per the Webcast Attendees Report
(due to the restriction on the use of personal data pursuant to the provision of the Personal Data Protection Act 2012, the names of the attendees of this Meeting will not be published in this minutes)
Chairman : Dato’ Low Koon Poh (“**Dato’ Low**”)

1. WELCOMING ADDRESS

1.1 The Chairman of the Board of Directors (the “**Board**”), Dato’ Low (the “**Chairman**”), chaired the Meeting. On behalf of the Board, the Chairman welcomed the attendees who had joined the virtual AGM.

2. QUORUM

2.1 The Chairman acknowledged and thanked the shareholders who had registered and attended the AGM electronically by either observing or listening to the AGM proceedings through a “live” audio-visual webcast or a “live” audio-only stream of the AGM.

2.2 There being a quorum, the Chairman called the AGM to order.

2.3 The Chairman introduced his fellow Board members (Ms Tan Chai Hong, Mr Ng Weng Sui Harry (“**Mr Harry Ng**”), Mr Kesavan Nair, Ms Ng Yau Kuen Carmen (“**Ms Carmen Ng**”), Tan Sri Ahmad Bin Mohd Don) who attended the Meeting remotely by electronic means. He added that the Company’s key management, external auditors, Company Secretary, polling agent, scrutineer and Sponsor had also joined this Meeting electronically.

3. NOTICE OF MEETING

3.1 With the concurrence of the Meeting, the notice of the AGM dated 12 May 2022 (“**Notice of AGM**”) published on the SGXNet and the Company’s corporate website on 11 May 2022, was taken as read.

3.2 The Chairman informed that (a) shareholders would not be able to vote “live” on the resolutions tabled for approval at the AGM but could exercise their voting rights at the AGM by appointing the Chairman of the Meeting as their proxy. As shareholders had appointed Chairman as their proxy to vote on their behalf, the Chairman shall be voting in accordance with their instructions; and (b) pursuant to Catalist Rules, all proposed resolutions as set out in the Notice of AGM would be decided by way of poll.

3.3 The Meeting was further informed that (a) Boardroom Corporate & Advisory Services Pte. Ltd. and DrewCorp Services Pte Ltd were appointed as Polling Agent and Scrutineer respectively; and (b) the Polling Agent had counted the proxy votes received as at the cut-off date and the Scrutineer had verified the results of the proxy voting and prepared a report on the poll results. The poll results would be announced immediately after each motion had been formally proposed.

3.4 The Company had not received any questions from shareholders by the stipulated deadline; the Chairman then proceeded with the Agenda of the AGM.

ORDINARY BUSINESS

**4. ORDINARY RESOLUTION 1:
ADOPTION OF DIRECTORS' STATEMENT, AUDITORS' REPORT AND AUDITED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

4.1 The first item on the Agenda was to receive and adopt the Audited Financial Statements for financial year ended 31 December 2021 ("FY2021") together with the Directors' Statement and Auditors' Report thereon.

4.2 The Chairman proposed the motion. He informed that the Scrutineer had verified the poll results and announced the poll results as follows:

	No. of votes	Percentage
For	159,198,100	100.00%
Against	0	0.00%

4.3 Accordingly, the Chairman declared Ordinary Resolution 1 carried.

4.4 It was **RESOLVED** that the Audited Financial Statements of the Company for FY2021 and the Directors' Statement together with the Auditors' Report be received and adopted.

**5. ORDINARY RESOLUTION 2:
RE-ELECTION OF DATO' LOW**

5.1 The Chair of the Meeting to conduct proceedings for item 2 on the Agenda relating to the re-election of Dato' Low as Director was passed to Mr Harry Ng, Lead Independent Director of the Company.

5.2 Mr Harry Ng explained that Dato' Low (a) was retiring by rotation pursuant to Article 98 of the Company's Constitution and he being eligible, had offered himself to seek for re-election; and (b) will remain as Executive Chairman and Chief Executive Officer upon his re-election as Director.

5.3 The Chairman proposed the motion. He informed that the Scrutineer had verified the poll results and announced the poll results as follows:

	No. of votes	Percentage
For	114,191,500	100.00%
Against	0	0.00%

5.4 Accordingly, Mr Harry Ng declared Ordinary Resolution 2 carried.

5.5 It was **RESOLVED** that Dato' Low be re-elected as a Director of the Company. The Chair of the Meeting was then passed back to Chairman.

**6. ORDINARY RESOLUTION 3:
RE-ELECTION OF MS CARMEN NG**

6.1 The Chairman explained that Ms Carmen Ng (a) was retiring by rotation pursuant to Article 98 of the Company's Constitution and she being eligible, had offered herself for re-election; and (b) will remain as the Independent Non-Executive Director of the Company, member of Audit, Nominating and Remuneration Committees upon her re-election as Director.

- 6.2 The Chairman proposed the motion. He informed that the Scrutineer had verified the poll results and announced the poll results as follows:

	No. of votes	Percentage
For	159,198,100	100.00%
Against	0	0.00%

- 6.3 Accordingly, the Chairman declared Ordinary Resolution 3 carried.

- 6.4 It was **RESOLVED** that Ms Carmen Ng be re-elected as a Director of the Company.

**7. ORDINARY RESOLUTION 4:
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022**

- 7.1 Item 4 on the Agenda was to approve the payment of Directors' fees for financial year ending 31 December 2022 ("**FY2022**").

- 7.2 The Chairman proposed the motion. He informed that the Scrutineer had verified the poll results and announced the poll results as follows:

	No. of votes	Percentage
For	159,198,100	100.00%
Against	0	0.00%

- 7.3 Accordingly, the Chairman declared Ordinary Resolution 4 carried.

- 7.4 It was **RESOLVED** that the Directors' fees of S\$124,800/- for FY2022, payable quarterly in arrears, be approved.

**8. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF AUDITORS**

- 8.1 The Chairman informed that Resolution 5 was to deliberate the re-appointment of Messrs Mazars LLP as auditors for FY2022 and to authorise the Directors to fix their remuneration. Mazars LLP had expressed their willingness to continue in office.

- 8.2 The Chairman proposed the motion. He informed that the Scrutineer had verified the poll results and announced the poll results as follows:

	No. of votes	Percentage
For	159,198,100	100.00%
Against	0	0.00%

- 8.3 Accordingly, the Chairman declared Ordinary Resolution 5 carried.

- 8.4 It was **RESOLVED** that Messrs Mazars LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration.

SPECIAL BUSINESS

**9. ORDINARY RESOLUTION 6:
AUTHORITY TO ALLOT AND ISSUE SHARES**

9.1 The Meeting ensued with the deliberation on special business of the Agenda. Chairman explained that Resolution 6 was to seek shareholders' approval to authorise Directors to allot and issue shares in the share capital of the Company pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**").

9.2 The Chairman proposed the motion. He informed that the Scrutineer had verified the poll results and announced the poll results as follows:

	No. of votes	Percentage
For	159,198,100	100.00%
Against	0	0.00%

9.3 Accordingly, the Chairman declared Ordinary Resolution 6 carried.

9.4 It was **RESOLVED** that pursuant to Section 161 of the Companies Act and Rule 806(2) of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- I (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that may 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, convertible securities or other instruments convertible into shares; and/or

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 always 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 in the capital of the Company (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 (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (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 that may be issued under sub-paragraph (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (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 the share options or share awards (as the case may be) 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;

provided further that adjustments in accordance with (i) and (ii) above 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 this Resolution;

- (c) in exercising the authority conferred by this Resolution, the Directors 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), all applicable legal requirements under the Companies Act and the Constitution for the time being of the Company; 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 of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

10. CONCLUSION

- 10.1** There being no other business to transact, the formality of business of the AGM had been concluded. The Chairman declared the Meeting closed at 4.38 p.m., and he thanked all present for their attendance and participation.

Signed as a true records of the proceedings

LOW KOON POH
Chairman of the Meeting

Date: 30 May 2022