

**ALLIANCE HEALTHCARE GROUP LIMITED**

(Company Registration No. 200608233K)

(Incorporated in the Republic of Singapore)

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING (“EGM” OR THE “MEETING”) OF ALLIANCE HEALTHCARE GROUP LIMITED (“THE COMPANY”) HELD BY WAY OF ELECTRONIC MEANS ON WEDNESDAY, 28 OCTOBER 2020 AT 2.41 P.M.**

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**PRESENT**

**Directors**

- |                                     |  |
|-------------------------------------|--|
| Dr Barry Thng Lip Mong              | - Executive Chairman and Chief Executive Officer |
| Dr Mok Kan Hwei, Paul               | - Executive Director                             |
| Dr Leong Peng Kheong Adrian Francis | - Independent Director                           |
| Mr Wong Hin Sun, Eugene             | - Lead Independent Director                      |
| Mr Lim Heng Chong Benny             | - Independent Director                           |

**Shareholders**

- As set out in the attendance records maintained by the Company

**In Attendance**

- |                |                     |
|----------------|---------------------|
| Ms Low Mei Wan | - Company Secretary |
|----------------|---------------------|

**By Invitation**

- |                  |  |
|------------------|--|
| Ms Neo Lay Fen   | - Chief Financial Officer  |
| Ms Tan Cher Ting | - CIMB Bank Berhad, Singapore Branch (the “Sponsor”)             |
| Mr Darren Hong   | - CIMB Bank Berhad, Singapore Branch                             |
| Other Invitees   | - As set out in the attendance records maintained by the Company |

**CHAIRMAN**

Dr Barry Thng Lip Mong (the “**Chairman**”), the Executive Chairman and Chief Executive Officer of the Company, presided as Chairman of the Meeting and welcomed all Shareholders to join the Meeting by “live” webcast. He introduced the directors and key management who participated at the Meeting to the attendees.

In light of the Safe Management measures to curb local transmissions of COVID-19 and additional guidance on the conduct of general meetings, the Company has called the Meeting to be held by way of electronic means.

The Company’s auditors, company secretary, polling agent, scrutineer and Sponsor participated at the Meeting via “live” webcast.

**QUORUM**

The Chairman confirmed that a quorum was present and called the Meeting to order at 2.41 p.m.

**NOTICE**

The Notice of EGM has been published at SGXNET on 13 October 2020. It was taken as read.

## POLL VOTING

The Chairman informed that as mentioned in the notice of EGM, Shareholders would not be able to vote through “live” webcast but could exercise their voting rights at the EGM by appointing the Chairman of the Meeting as their proxy.

The Chairman has been appointed as proxy by some shareholders and he would vote in accordance with their instructions. He informed Shareholders that the resolution tabled at the Meeting would be put to vote by way of poll.

The polling agent for the Meeting was Tricor Barbinder Share Registration Services and the appointed scrutineer was Entrust Advisory Pte. Ltd. All valid proxy forms received by the Company before the deadline had been counted and verified by the Scrutineer.

It was noted that no question has been received from the Shareholders. Accordingly, the Chairman proceeded to announce the poll results of the resolution.

## ORDINARY RESOLUTION – PROPOSED ADOPTION OF THE SHARE BUYBACK MANDATE

The agenda of the EGM was to seek Shareholders’ approval for the proposed adoption of the share buyback mandate. The Circular to the Shareholders dated 13 October 2020 has been uploaded on the SGXNET and the Company’s website.

The full text of the Resolution as set out in the Notice of EGM was taken as read.

The Chairman proposed to vote for the Resolution and put the motion to a vote. He announced the poll results as set out in the Scrutineer’s report, as follows:

	No. of Votes	Percentage %
<b>For</b>	141,799,593	100
<b>Against</b>	0	0

Based on the poll results, the Chairman declared the resolution carried. It was resolved:

“THAT:

- a) for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or acquire the issued and fully paid-up Shares of the Company representing not more than ten per cent. (10%) of the total number of issued Shares of the Company at such price(s) as may be determined by the Directors or a committee of Directors that may be constituted for the purposes of effecting purchases or acquisitions of Shares by the Company from time to time, up to the Maximum Price (as defined below), whether by way of:
  - (i) an on-market purchase (“**Market Purchase**”), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) an off-market purchase (“**Off-Market Purchase**”), effected otherwise than on the SGX-ST pursuant to an equal access scheme in accordance with Section 76C of the Companies Act,

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the “**Share Buyback Mandate**”);

b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of Shares pursuant to the proposed Share Buyback Mandate may be made, at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on:

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

whichever the earliest.

c) in this Resolution:

“**Maximum Price**”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as defined below); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and twenty per cent. (120%) of the Average Closing Price, where:

“**Average Closing Price**” means 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 purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days period;

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an 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

d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/ or authorised by this Resolution.

## **CONCLUSION**

There being no other business, the Chairman declared the Meeting closed at 2.45 p.m. and thanked the Shareholders for their attendance.

Confirmed as a correct Record of the Proceedings

[Signed]

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Barry Thng Lip Mong  
Chairman