

HC SURGICAL SPECIALISTS LIMITED
(the “**Company**”)
(Company Registration No.: 201533429G)
(Incorporated in the Republic of Singapore)

Minutes of the Annual General Meeting (“**AGM**” or “**Meeting**”) of the Company held at 131 Rifle Range Road, Level 3 Seletar I Room, Temasek Club, Singapore 588406 on Tuesday, 26 September 2024 at 2.02 p.m.

PRESENT

MEMBERS

As per the attendance sheet maintained by the Company.

DIRECTORS

Mr. Chong Weng Hoe	- Non-Executive Chairman & Independent Director
Dr. Heah Sieu Min	- Executive Director & Chief Executive Officer
Dr. Chia Kok Hoong	- Executive Director & Medical Director
Mr. Lim Chye Lai Gjan	- Non-Independent Non-Executive Director
Mr. Ooi Seng Soon	- Independent Non-Executive Director

IN ATTENDANCE

As per the attendance sheet maintained by the Company.

WELCOME AND INTRODUCTION

The Chairman of the Board, Mr. Chong Weng Hoe, welcomed all to the Meeting and introduced his fellow Directors as below:

- Dr. Heah Sieu Min, the Executive Director and Chief Executive Officer
- Dr. Chia Kok Hoong, the Executive Director and Medical Director
- Mr. Ooi Seng Soon, the Independent Non-Executive Director and Chairman of the Audit and Risk Management Committee (“**ARMC**”), and member of the Nominating Committee (“**NC**”) and Remuneration Committee (“**RC**”)
- Mr. Lim Chye Lai, Gjan, the Non-Independent Non-Executive Director and member of the ARMC, NC, and RC

QUORUM

There being a quorum present, the Chairman declared the Meeting open.

WRITTEN QUESTIONS BEFORE THE MEETING

Members were informed that several written questions had been received from Securities Investors Association (Singapore) (“**SIAS**”) and members before the Meeting. Accordingly,

the questions received had been answered and published on the SGXNet and the Company's website on 20 September 2024.

NOTICE OF MEETING

The notice convening the Meeting, having been published on the SGXNet and the Company's website within the requisite period, was taken as read.

VOTING BY WAY OF POLL

The Chairman informed that all the proposed resolutions would be voted on by way of poll after they have been formally tabled at the Meeting.

The Chairman also informed that Entrust Advisory Pte. Ltd. had been appointed as the independent scrutineer for the polling process of the Meeting and the results of the poll would be announced once they were duly verified by the independent scrutineer.

AUDITED FINANCIAL STATEMENTS

The Chairman tabled the directors' statement, audited financial statements of the Group for the financial year ended 31 May 2024 to the Members.

QUESTIONS AND ANSWERS ON PROPOSED RESOLUTIONS

The Chairman opened the floor to members for questions they may have with regard to the audited financial statements and to the proposed resolutions in the notice for the Meeting, before tabling the proposed resolutions. There were no questions raised by any member on the proposed resolutions.

As the first agenda item related to the Chairman's own re-election as Director, Dr. Heah assisted to chair for agenda item 1. Dr. Heah proposed and put forward Resolution 1 for the consideration of the members.

Following that, the Chairman proposed and put forward the rest of the resolutions as set out in the notice of the Meeting to the Members for their consideration.

The Chairman then invited the representative from Tricor Singapore Pte Ltd to brief the Members on the poll voting procedure.

The Meeting was paused for completion of voting slips by Members, tabulation, and verification of polls results by scrutineer.

QUESTIONS AND ANSWERS ON BUSINESS OPERATION

While the vote counting process was in progress, the Members were presented with some slides with the following information by Dr. Heah:

- Media Articles
- Non-operation Income /(Loss)

- Free Cash Flow
- Dividend Yield (Dividend vs Share Price)
- Cash versus Debts
- Acquisitions and Investments (FY2017 -FY2023)

Dr. Heah then re-opened the floor for Members for questions relating to the business operation of the Company.

(The full text of the substantive questions raised, and answers given are contained in Appendix A as attached herewith and forms part of these minutes.)

Upon due verification, the Scrutineer handed over the poll results to the Chairman for announcement.

VERIFIED RESULTS OF THE POLLS

After all the questions have been duly answered and addressed, the Chairman announced the verified poll results as below:

RESOLUTION 1 – RE-ELECTION OF MR. CHONG WENG HOE

“That Mr. Chong Weng Hoe, who retires pursuant to Regulation 97 of the Company’s Constitution, be re-elected as a Director of the Company.”

The verified results of the vote were:

No. of votes for	:	113,615,997 shares representing 100.00%
No. of votes against	:	700 shares representing 0.00%
Total votes cast	:	113,616,697

The Chairman declared Ordinary Resolution 1 carried.

RESOLUTION 2 – RE-ELECTION OF DR. HEAH SIEU MIN

“That Dr. Heah Sieu Min, who retires pursuant to Regulation 97 of the Company’s Constitution, be re-elected as a Director of the Company.”

The verified results of the vote were:

No. of votes for	:	113,615,997 shares representing 100.00%
No. of votes against	:	700 shares representing 0.00%
Total votes cast	:	113,616,697

The Chairman declared Ordinary Resolution 2 carried.

RESOLUTION 3 – DIRECTORS’ FEES

“That the payment of Directors’ Fees of S\$122,000/- for the financial year ended 31 May 2024 be approved.”

The verified results of the vote were:

No. of votes for : 113,615,997 shares representing 100.00%
No. of votes against : 700 shares representing 0.00%
Total votes cast : 113,616,697

The Chairman declared Ordinary Resolution 3 carried.

RESOLUTION 4 – FINAL DIVIDEND

“That a final dividend (tax-exempt one-tier) of S\$0.007 per ordinary share for the financial year ended 31 May 2024 be hereby approved.”

The verified results of the vote were:

No. of votes for : 113,615,997 shares representing 100.00%
No. of votes against : 700 shares representing 0.00%
Total votes cast : 113,616,697

The Chairman declared Ordinary Resolution 4 carried.

RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

“That Messrs BDO LLP, be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.”

The verified results of the vote were:

No. of votes for : 113,167,997 shares representing 100.00%
No. of votes against : 700 shares representing 0.00%
Total votes cast : 113,168,697

The Chairman declared Ordinary Resolution 5 carried.

SPECIAL BUSINESS

RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES

“That, pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”), and Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors of the Company may in their absolute discretion deem fit, to:

- (a) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (b) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “**Instruments**”) including but not limited to the creation and issue of options, warrants, debentures or other instruments convertible into shares;

- (c) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (d) (Notwithstanding the authority conferred by the Shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
 - (i) 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) does not exceed one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a *pro-rata* basis to Shareholders of the Company does not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, and (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 this paragraph) for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
 - (a) new shares arising from the conversion or exercise of convertible securities, or
 - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and
 - (c) any subsequent bonus issue, consolidation or subdivision of the Company's shares;
 - (ii) 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 the Constitution for the time being of the Company; and
 - (iii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting ("**AGM**") or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

The verified results of the vote were:

No. of votes for	:	112,249,997 shares representing 100.00%
No. of votes against	:	700 shares representing 0.00%
Total votes cast	:	112,250,697

The Chairman declared Ordinary Resolution 6 carried.

RESOLUTION 7 – THE HC SURGICAL SPECIALISTS LIMITED PERFORMANCE SHARE PLAN
(THE “**HCSS PERFORMANCE SHARE PLAN**”)

“That:

- (a) authority be and is hereby given to the Directors of the Company to offer and grant share awards in accordance with the HCSS Performance Share Plan; and
- (b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares as may be required to be allotted and issued pursuant to the award of shares under the HCSS Performance Share Plan,

provided that the aggregate number of shares to be issued pursuant to the HCSS Employee Share Option Scheme and the HCSS Performance Share Plan shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.”

The verified results of the vote were:

No. of votes for	:	113,614,997 shares representing 100.00%
No. of votes against	:	1,700 shares representing 0.00%
Total votes cast	:	113,616,697

The Chairman declared Ordinary Resolution 7 carried.

RESOLUTION 8 – THE HC SURGICAL SPECIALISTS LIMITED EMPLOYEE SHARE OPTION SCHEME (THE “**HCSS EMPLOYEE SHARE OPTION SCHEME**”)

“That:

- (a) authority be and is hereby given to the Directors of the Company to offer and grant options in accordance with the provisions of the HCSS Employee Share Option Scheme; and
- (b) approval be and is hereby given to the Directors of the Company to exercise full powers of the Company to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of the options under the HCSS Employee Share Option Scheme,

provided that the aggregate number of shares to be issued pursuant to the HCSS Employee Share Option Scheme and the HCSS Performance Share Plan shall not exceed fifteen per cent (15%) of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.”

The verified results of the vote were:

No. of votes for	:	113,614,997 shares representing 100.00%
No. of votes against	:	1,700 shares representing 0.00%
Total votes cast	:	113,616,697

The Chairman declared Ordinary Resolution 8 carried.

There being no other business, the Meeting ended at 2.55 p.m..

Signed as a correct record of the proceedings,

Chong Weng Hoe
Chairman of the Board