

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

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Minutes of the Extraordinary General Meeting (“**EGM**” 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 3.00 p.m.

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**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.

**QUORUM**

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

**WRITTEN QUESTIONS BEFORE THE MEETING**

The Chairman informed that there were no written questions received before the Meeting from any Members of the Company.

**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. has 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.

## **QUESTIONS AND ANSWERS ON PROPOSED RESOLUTIONS**

The Chairman proposed and put forward all the resolutions as set out in the notice of the Meeting to the Members for their consideration. Thereafter, the Chairman opened the floor to Members for questions they may have with regard to any of the proposed resolutions.

There were no questions raised by any Member on the proposed resolutions.

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

The Chairman then proceeded to put each of the proposed resolutions to vote.

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

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

## **VERIFIED RESULTS OF THE POLLS**

The Chairman announced the verified poll results as below:

### RESOLUTION 1 – THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

“That:

- (a) the Constitution of the Company be and is hereby amended in the manner described in Appendix A of the Circular; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required, approving and making any subsequent amendment, alteration, or modification to the Constitution to comply with the requirements of the Companies Act, and sign and file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.”

The verified results of the vote were:

No. of votes for	:	113,513,197 shares representing 100.00%
No. of votes against	:	0 shares representing 0.00%
Total votes cast	:	113,513,197

The Chairman declared Ordinary Resolution 1 carried.

### RESOLUTION 2 – THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

“That:

- (a) for the purposes of the Catalist Rules and the Companies Act, the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or acquire its issued and fully paid-up shares not exceeding in aggregate the Maximum Limit (as defined below), 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) a market purchase (“**Market Purchase**”), transacted on the SGX-ST through the ready market, and which may be transacted through one or more duly licensed stock brokers 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 authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

- (b) unless varied or revoked by the Shareholders in a general meeting, purchases or acquisitions of shares pursuant to the Share Buy-Back 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 the earliest of:
- (i) the conclusion of the next AGM or the date by which the next AGM of the Company is required by law to be held;
  - (ii) the date on which the purchases or acquisitions of shares by the Company 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 revoked or varied by the Shareholders in a general meeting
- (the “**Relevant Period**”),

- (c) in this Resolution:

“**Maximum Limit**” means that number of shares of the Company representing not more than ten per cent (10%) of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued shares of the Company as altered (excluding any treasury shares that may be held by the Company from time to time and subsidiary holdings);

“**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 of the Company 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, before 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 during the relevant five (5) Market Days period and the day on which the purchases are made;

**“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

**“Market Day”** means a day on which the SGX-ST is open for trading in securities; 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.”

The verified results of the vote were:

No. of votes for	:	49,524,217 shares representing 100.00%
No. of votes against	:	0 shares representing 0.00%
Total votes cast	:	49,524,217

The Chairman declared Ordinary Resolution 2 carried.

There being no other business, the Meeting concluded at 3.14 p.m. with a vote of thanks to the Chairman.

Signed as a correct record of the proceedings,

Chong Weng Hoe  
Chairman of the Board