

TMC LIFE SCIENCES BERHAD
Registration No. 200301021989 (624409-A)
(Incorporated in Malaysia)

MINUTES OF THE TWENTY-THIRD ANNUAL GENERAL MEETING ("**AGM**") OF TMC LIFE SCIENCES BERHAD ("**THE COMPANY**") HELD AT JASPER JUNIOR BALLROOM, LEVEL G, M WORLD HOTEL, NO. 1, PERSIARAN BANDAR UTAMA, BANDAR UTAMA, 47800 PETALING JAYA, SELANGOR DARUL EHSAN ON MONDAY, 27 OCTOBER 2025 AT 10:00 A.M.

- DIRECTORS PRESENT** : Dato' Sri Mohd Mokhtar bin Mohd Shariff (Chairman)
Mr. Kan Kheong Ng
Dr. Heng Jun Li Melvin
Ms. June Leong Lai Ling
Puan Mazrina binti Arifin
Dato' Mohd Sheridan bin Ramli
- SENIOR MANAGEMENT** : Dato' Dr. Ahmad Adzuan Bin Abdul Rahman
Mr. Wong Yu Chee
Ms. Lakshmi Devi A/P K.V Ramachandra Menon
Dr. Siva Kumaran A/L P.Jayaraman
- MEMBERS PRESENT** : As per the Attendance List
- PROXY HOLDERS PRESENT** : As per the Attendance List
- CORPORATE REPRESENTATIVES PRESENT** : As per the Attendance List
- BY INVITATION** : As per the Attendance List
- IN ATTENDANCE** : Ms. Chua Siew Chuan (Company Secretary)
Ms. Chen Chee Kee (Assisting the Company Secretary)

CHAIRMAN

Dato' Sri Mohd Mokhtar bin Mohd Shariff ("**Dato' Sri Chairman**" or "**Dato' Sri Mokhtar**") was in the Chair. Dato' Sri Chairman welcomed all present to the Company's Twenty-Third AGM and called the Meeting to order at 10:01 a.m.

Dato' Sri Chairman introduced the Board of Directors ("**the Board**"), Senior Management, Company Secretary and the External Auditors of the Company to all present.

QUORUM

The requisite quorum being present pursuant to Clause 70 of the Company's Constitution, Dato' Sri Chairman declared the Meeting duly convened.

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PROXIES

The Meeting noted that 17 October 2025 had been set as the determinant date of the General Meeting Record of Depositors.

POLLING

The Meeting was informed that Bursa Malaysia Securities Berhad ("**Bursa Malaysia Securities**") has mandated poll voting for all resolutions set out in the notice of general meetings.

In compliance with the Main Market Listing Requirements of Bursa Malaysia Securities and Clause 74.1(a) of the Company's Constitution, Dato' Sri Chairman exercised his right as the Chairman of the Meeting to demand a poll to be conducted for all resolutions which were put forth for voting at the Meeting.

NOTICE

The Notice convening the Meeting, having been circulated within the prescribed period, was, with the permission of the Meeting, taken as read.

Dato' Sri Chairman provided an overview of the process of poll voting, which the Meeting duly noted. It was highlighted that the Company would first address all items on the Agenda, followed by an open floor for questions or clarifications, and conclude with the voting process for all resolutions set out in the Notice of Meeting.

The Meeting noted that the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. had been appointed as the Poll Administrator, while Scrutineer Solutions Sdn. Bhd. acted as the Independent Scrutineer to verify the results of the poll.

Dato' Sri Chairman invited Dr. Heng Jun Li Melvin ("**Dr. Melvin Heng**"), former Group Chief Executive Officer to address all present. Dr. Melvin Heng expressed his appreciation to the Board of Directors, shareholders, and the TMCLS management team for their support over the past year. He acknowledged the period of change and transition the Group had undergone and thanked shareholders for their engagement and encouragement. Dr. Melvin Heng also welcomed the appointment of Dato' Dr. Ahmad Adzuan Bin Abdul Rahman ("**Dato' Dr. Adzuan**") as the new Group Chief Executive Officer ("**Group CEO**") and expressed confidence in the Company's continued growth under his leadership.

Dato' Sri Chairman thanked Dr. Melvin Heng as he had given his best during his tenure as Group CEO and recorded the appreciations of the Board.

Dato' Sri Chairman then formally introduced and welcomed Dato' Dr. Adzuan who joined the Company as the Group CEO and Regional Senior Director of Thomson Medical Group on 10 February 2025. Dato' Sri Chairman expressed his confidence in Dato' Dr. Adzuan who has extensive experience in both public and private healthcare leadership, coupled

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with his patient-centric vision will bring renewed momentum as the Company navigate a dynamic healthcare landscape and pursue the next chapter of growth.

Dato' Sri Chairman then invited Dato' Dr. Adzuan, Group CEO, to present the Company's financial highlights, business overview, updates and growth plans. The details of which is attached hereto as Annexure A to this Minutes. After the presentation, Dato' Sri Chairman reassured shareholders that, despite ongoing challenges, the Board remains fully committed to taking all necessary actions to increase sales, reduce costs, and implement strategies to enhance profitability and deliver higher dividends. Dato' Sri Chairman emphasised that no stone will be left unturned in this endeavour, reaffirming the Company's dedication to rewarding shareholders' trust in its Management with greater success in the years ahead.

Following Dato' Dr. Adzuan's presentation, the Meeting viewed a short video clip showcasing key highlights from the past financial year. Thereafter, Dato' Sri Chairman then proceeded with the first item on the Agenda.

1. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2025 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND THE AUDITORS THEREON

The first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and the Auditors thereon.

This Agenda item was meant for discussion only as Section 340(1)(a) of the Companies Act 2016 does not require formal approval by the shareholders. Hence, it was not put forth for voting.

Dato' Sri Chairman declared that the Audited Financial Statements for the financial year ended 30 June 2025 together with the Reports of the Directors and the Auditors thereon, be received.

2. DECLARATION AND PAYMENT OF A FINAL SINGLE-TIER DIVIDEND OF 0.1863 SEN PER ORDINARY SHARE IN RESPECT OF THE FINANCIAL YEAR ENDED 30 JUNE 2025

Dato' Sri Chairman informed the Meeting that the next item on the Agenda was to approve the declaration and payment of a final single-tier dividend of 0.1863 sen per ordinary share in respect of the financial year ended 30 June 2025.

The dividend would be payable on 6 January 2026 to shareholders whose names appear in the Record of Depositors on 9 December 2025, if approved by the shareholders.

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3. PAYMENT OF DIRECTORS' FEES AMOUNTING TO RM810,000 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2027

Dato' Sri Chairman informed that the next item on the Agenda was to approve the payment of Directors' fees amounting to RM810,000 for the financial year ending 30 June 2027.

4. PAYMENT OF DIRECTORS' BENEFITS AMOUNTING TO RM560,000 FOR THE FINANCIAL YEAR ENDING 30 JUNE 2027

Dato' Sri Chairman informed that the next item on the Agenda was to approve the payment of Directors' benefits amounting to RM560,000 for the financial year ending 30 June 2027.

The Meeting noted that the Directors' benefits comprise meeting attendance allowances of RM280,000 and medical and group personal accident benefits of RM280,000. The estimated total for meeting attendance allowances is based on the size of the Board and Board Committees and the projected number of meetings to be held during the financial year ending 30 June 2027.

The Meeting further noted that the payment of Directors' benefits would be made by the Company on a monthly basis and/or as incurred, provided that the proposed Resolution 3 is approved at this Meeting. The Board is of the view that it is just and equitable for the Directors to receive these benefits on this basis, particularly as they have discharged their responsibilities and rendered their services to the Company and its subsidiaries (if any) during the stated the period.

5. RE-ELECTION OF THE FOLLOWING DIRECTORS, WHO RETIRED BY ROTATION PURSUANT TO CLAUSE 97 OF THE COMPANY'S CONSTITUTION, AND BEING ELIGIBLE, HAD OFFERED THEMSELVES FOR RE-ELECTION:
(A) KAN KHEONG NG; AND
(B) DATO' MOHD SHERIDAN BIN RAMLI

Dato' Sri Chairman informed that the next item on the Agenda was to re-elect the retiring Directors, Mr. Kan Kheong Ng and Dato' Mohd Sheridan bin Ramli as the Directors of the Company pursuant to Clause 97 of the Company's Constitution and being eligible, had offered themselves for re-election.

The Meeting noted that the re-election of each Director is to be voted on individually.

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6. RE-APPOINTMENT OF ERNST & YOUNG PLT AS THE COMPANY'S AUDITORS UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY AND AUTHORISATION FOR THE DIRECTORS TO FIX THEIR REMUNERATION

Dato' Sri Chairman informed that the next item on the Agenda was to re-appoint Ernst & Young PLT as the Company's Auditors until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

The Meeting noted that Ernst & Young PLT had indicated their willingness to continue in office as Auditors of the Company.

**7. SPECIAL BUSINESS
AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS**

Dato' Sri Chairman informed that the next item on the Agenda was to approve a Special Business in relation to the authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.

The Meeting noted that the proposed resolution was intended to provide the Board with the flexibility to issue and allot shares to such persons at any time in their absolute discretion without convening a general meeting. This authorisation would expire at the conclusion of the next AGM of the Company.

Additionally, the resolution sought approval to waive the statutory pre-emptive rights of shareholders for the offering of new shares, which would rank equally with the existing issued shares arising from any new share issuance.

**8. SPECIAL BUSINESS
PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY**

Dato' Sri Chairman informed that the next item on the Agenda was to approve a Special Resolution in relation to the proposed amendments to the Constitution of the Company.

The Meeting noted that the proposed resolution was intended to amend the Company's Constitution in respect of the re-election of Directors.

ANY OTHER ORDINARY BUSINESS

The Meeting noted that no notice was received for transacting any other ordinary business at this Meeting.

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**PRESENTATION ON MINORITY SHAREHOLDERS WATCH GROUP ("MSWG")
QUESTIONS AND ANSWERS ("Q&A")**

At this juncture, Dato' Sri Chairman invited Dato' Dr. Adzuan to present the Company's responses to the queries raised by the MSWG, as outlined in Annexure B attached to this Minutes.

Q&A SESSION

To ensure fair participation and effective time management, Dato' Sri Chairman, on behalf of the Board, reminded all shareholders to maintain decorum. Dato' Sri Chairman requested that all questions be directed to the Chairman, who would either respond on behalf of the Board or delegate the question to the relevant Directors, Board Committee members, or Senior Management as appropriate.

The Board committed to answering all questions to the best of its ability, in compliance with Bursa Malaysia Securities' Listing Requirements and applicable Malaysian laws. Any unanswered questions will be addressed via email after the Meeting. The Meeting then proceeded with the Q&A session.

After answering the queries raised by the shareholders and proxies, as detailed in Annexure B attached to this Minutes, the Meeting proceeded to the poll voting session.

POLLING PROCEDURES

At this juncture, the Poll Administrator briefed the Meeting on the polling process and invited shareholders, proxies, and corporate representatives to cast their votes at the designated voting kiosks.

Following the conclusion of the voting session, the Meeting proceeded with the verification of the voting results by the Independent Scrutineer, Scrutineer Solutions Sdn. Bhd.

ANNOUNCEMENT OF POLL RESULTS

The Meeting resumed at 12:14 p.m., and the results of the poll voting were projected on the screen.

The results of the poll voting were as follows:

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Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<u>Resolution 1</u> To approve the declaration and payment of a final single-tier dividend of 0.1863 sen per ordinary share in respect of the financial year ended 30 June 2025.	1,355,837,525	99.9995	6,533	0.0005
<u>Resolution 2</u> To approve the payment of Directors' fees amounting to RM810,000 for the financial year ending 30 June 2027.	1,355,712,135	99.9910	121,833	0.0090
<u>Resolution 3</u> To approve the payment of Directors' benefits amounting to RM560,000 for the financial year ending 30 June 2027.	1,355,711,935	99.9903	131,933	0.0097
<u>Resolution 4</u> To re-elect Mr. Kan Kheong Ng, who is due to retire by rotation as a Director pursuant to Clause 97 of the Company's Constitution.	1,355,827,125	99.9988	16,933	0.0012
<u>Resolution 5</u> To re-elect Dato' Mohd Sheridan bin Ramli, who is due to retire by rotation as a Director pursuant to Clause 97 of the Company's Constitution.	1,355,827,325	99.9988	16,633	0.0012
<u>Resolution 6</u> To re-appoint Ernst & Young PLT as the Company's Auditors until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.	1,355,827,225	99.9988	16,822	0.0012

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Resolutions	Voted for		Voted against	
	No. of shares	%	No. of shares	%
<u>Resolution 7</u> Authority to issue shares pursuant to the Companies Act 2016 and waiver of pre-emptive rights.	1,355,822,325	99.9984	21,733	0.0016
<u>Resolution 8</u> Proposed amendments to the Constitution of the Company	1,355,822,325	99.9984	21,733	0.0016

Based on the results of the poll voting, Dato' Sri Chairman declared that Resolutions 1 to 8 were all **CARRIED** as follows:

RESOLUTION 1

"THAT a final single-tier dividend of 0.1863 sen per ordinary share in respect of the financial year ended 30 June 2025 be and is hereby approved for payment on 6 January 2026 to shareholders whose names appear in the Record of Depositories at the close of business on 9 December 2025."

RESOLUTION 2

"THAT the payment of Directors' fees amounting to RM810,000 for the financial year ending 30 June 2027 be and is hereby approved."

RESOLUTION 3

"THAT the payment of Directors' benefits amounting to RM560,000 for the financial year ending 30 June 2027 be and is hereby approved."

RESOLUTION 4

"THAT Mr. Kan Kheong Ng, who retired by rotation as a Director pursuant to Clause 97 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

RESOLUTION 5

"THAT Dato' Mohd Sheridan bin Ramli, who retired by rotation as a Director pursuant to Clause 97 of the Company's Constitution, and being eligible for re-election, be re-elected as a Director of the Company."

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RESOLUTION 6

*"**THAT** Ernst & Young PLT be and is hereby re-appointed as the Company's Auditors until the conclusion of the next Annual General Meeting of the Company and that the Directors be authorised to fix their remuneration."*

SPECIAL BUSINESS

RESOLUTION 7

AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016 AND WAIVER OF PRE-EMPTIVE RIGHTS

*"**THAT** subject to the Companies Act 2016 ("**the Act**") and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;*

***THAT** pursuant to Section 85 of the Act to be read together with Clause 54 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued shares arising from any issuance of new shares in the Company pursuant to Sections 75 and 76 of the Act;*

***THAT** the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad;*

***AND THAT** such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."*

SPECIAL BUSINESS

RESOLUTION 8

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

*"**THAT** approval be and is hereby given for the Company to remove the existing sub-clauses 97.1 and 97.2 and to substitute with a new Clause 97, and to amend Clause 104, in the form and manner as set out in Appendix I of the Annual Report 2025;*

***AND THAT** the Directors be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by any relevant authorities and to do all acts and take all such steps as may be considered necessary to give effect to the foregoing."*

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CLOSURE

There being no further business, Dato' Sri Chairman delivered his closing remarks and declared the Meeting closed at 12:27 p.m. Dato' Sri Chairman expressed his gratitude to all present for their support and participation.

SIGNED AS A CORRECT RECORD

SIGNED

DATO' SRI MOHD MOKHTAR BIN MOHD
SHARIFF
CHAIRMAN

Dated: 27 October 2025