



MDR Limited

(Incorporated in the Republic of Singapore)
(Company Registration No. 200009059G)

ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 28 APRIL 2023

1. Background

The board of directors (the “**Board**”) of mDR Limited (the “**Company**”) refers to:

- (a) the notice of annual general meeting (“**AGM**”) dated 10 April 2023 (“**Notice of AGM**”) published on SGXNET and the Company’s website;
- (b) the COVID-19 (Temporary Measures) Act 2020 which enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means;
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies;
- (d) the joint statement by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and the Singapore Exchange Regulation issued on 13 April 2020 (as updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022) which includes a checklist to guide listed and non-listed entities on the conduct of general meetings amid the COVID-19 situation; and
- (e) the regulator’s columns by Singapore Exchange Regulation of 16 December 2021 and 23 May 2022 which provide guidance for the conduct of general meetings.

2. Date, Time and Conduct of AGM

The Company is pleased to announce that pursuant to the Order its AGM for the financial year ended 31 December 2022 will be convened and held by way of electronic means, on **Friday, 28 April 2023** at **2:30 p.m.** (Singapore time).

3. Notice of AGM, Proxy Form and Annual Report

The Notice of AGM, the Proxy Form and the Annual Report 2022 have been published on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <http://www.m-dr.com/meetings>.

In line with the provisions under the Order, no printed copies of the Notice of AGM, the Proxy Form and the Annual Report will be despatched to shareholders.

4. No personal attendance at AGM

Shareholders will **not** be able to attend the AGM in person. The AGM will be conducted virtually. To facilitate engagement with shareholders, the Company will implement real-time remote electronic voting (live voting) and real-time electronic communications (live Q&A) at the AGM.

5. Alternative arrangements for participation at the AGM

Shareholders may participate in the AGM by:

- (a) observing and/or listening to the AGM proceedings via “live” audio-visual webcast or “live” audio-only stream; and/or
- (b) submitting questions in advance of, or “live” at, the AGM; and/or
- (c) voting at the AGM (i) “live” by the shareholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the shareholder’s behalf at the AGM,

A summary of the key dates/deadlines and details of the steps for pre-registration, submission of questions and Proxy Form are set out in paragraph 7 below and the **Appendix** to this announcement.

6. Persons who hold shares through relevant intermediaries

- (a) Persons who hold shares in the Company through relevant intermediaries (as defined in section 181 of the Companies Act 1967), other than CPF and SRS investors, and who wish to participate in the AGM, should (if the relevant intermediary has not already contacted them) contact the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
- (b) CPF and SRS investors should note that they (i) may vote “live” via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (ii) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2023, being 7 working days before the date of the AGM.

7. Key Dates/Deadlines

In summary, key dates/deadlines which shareholders should take note of are set out in the table below:

Key dates/Deadlines	Actions
10 April 2023 (<i>Monday</i>)	Shareholders (including CPF/SRS investors) may begin to pre-register at the URL https://conveneagm.sg/mdr for “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings
18 April 2023 (<i>Tuesday</i>) by 5:00 p.m.	Deadline for CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes (7 working days before the date of the AGM)
18 April 2023 (<i>Tuesday</i>) by 5:00 p.m.	Deadline for shareholders (including CPF/SRS investors) to submit questions in advance of the AGM
25 April 2023 (<i>Tuesday</i>) by 2:30 p.m.	Deadline for shareholders: <ul style="list-style-type: none"> • to pre-register for “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings; • for submission of Proxy Forms
27 April 2023 (<i>Thursday</i>) by 10:00 a.m.	Authenticated shareholders and, where applicable, their appointed proxy(ies) will receive an email on their authentication status (“ Confirmation Email ”). Shareholders (including CPF/SRS investors) who have successfully registered, but have not received the Confirmation Email by 10:00 a.m. on 27 April 2023 should contact the Company, by phone at +65 6347 8911 / +65 9736 1264, or by email at corporateaffairs@m-dr.com .
28 April 2023 (<i>Friday</i>) at 2:30 p.m. (AGM date and Time)	Authenticated shareholders and, where applicable, their appointed proxy(ies) will be able to access the live webcast using the login credentials created during pre-registration.
By 27 May 2023 (<i>Saturday</i>)	Minutes of the AGM to be published on SGXNET and the Company's website

8. Important Reminder

Shareholders are requested to visit SGXNET at the URL <https://www.sgx.com/securities/company-announcements> or the Company's website at the URL <http://www.m-dr.com/meetings> for the latest updates on the AGM.

BY ORDER OF THE BOARD

Madan Mohan
Company Secretary

10 April 2023

APPENDIX

STEPS FOR PRE-REGISTRATION, SUBMISSION OF QUESTIONS AND VOTING AT THE AGM

Shareholders will be able to observe or listen to the AGM proceedings through a “live” audio-visual webcast or “live” audio-only stream via their mobile phones, tablets or computers, submit questions in advance of, or “live” at, the AGM, and vote at the AGM (i) “live” via electronic means by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting); or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf.

To do so, shareholders will need to complete the following steps:

Steps	Details
1. Pre-registration	<p>Shareholders (including CPF/SRS investors) or, where applicable, their appointed proxy(ies) must pre-register at the URL https://conveneagm.sg/mdr for “live” audio-visual webcast or “live” audio-only stream of the AGM proceedings.</p> <p>Following verification, authenticated shareholders and, where applicable, their proxy(ies) will receive a Confirmation Email.</p> <p>Shareholders and, where applicable, their proxy(ies), who do not receive the Confirmation Email by 10.00 a.m. on 27 April 2023 should contact the Company, by phone at +65 6347 8911 / +65 9736 1264, or by email at corporateaffairs@m-dr.com.</p> <p>Persons who hold shares through relevant intermediaries (other than CPF and SRS investors) will not be able to pre-register for the “live” audio-visual webcast or the “live” audio-only stream of the AGM proceedings. If they wish to participate in the AGM, they should approach the relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.</p>
2. Submission of questions in advance of, or “live” at, the AGM	<p>Shareholders and, where applicable, their appointed proxy(ies), will be able to ask questions “live” at the AGM, by submitting their questions through the “live” chat function of the audio-visual webcast platform.</p> <p>Shareholders and, where applicable, their appointed proxy(ies) can submit questions in advance of the AGM related to the resolutions tabled for approval at the AGM, through the following means:</p> <ul style="list-style-type: none">• via the pre-registration website at the URL https://conveneagm.sg/mdr; or• by email to corporateaffairs@m-dr.com; or• by post, by depositing at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary. <p>To ensure that questions are received by the Company by the</p>

		<p>stipulated deadline, shareholders are strongly encouraged to submit questions via the pre-registration website or by email.</p> <p>All questions submitted in advance of the AGM must be submitted by 5:00 p.m. on 18 April 2023. When submitting questions, shareholders or their proxy(ies) should provide their full name, NRIC/Passport Number, contact number and email address, and the manner in which the shares are held in the Company (e.g. via CDP, CPF or SRS) for verification. The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM by publishing the Company's responses on SGXNET and the Company's website on or before 23 April 2023. Substantial and relevant questions received after 18 April 2023 will be addressed at the AGM.</p>
<p>3. Voting at the AGM</p>		<p>Shareholders who wish to exercise his/her/its voting rights at the AGM may:</p> <ul style="list-style-type: none"> (a) vote "live" via electronic means at the AGM or appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the AGM on his/her/its behalf; or (b) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. <p>Shareholders who wish to appoint a proxy(ies) must submit a Proxy Form in accordance with the instructions on the Proxy Form.</p> <p>Shareholders (including CPF and SRS investors) or, where applicable, their appointed proxy(ies), who wish to vote "live" via electronic means at the AGM must first register at the pre-registration website at https://conveneagm.sg/mdr.</p> <p>Where shareholders (whether individual or corporate) appoint a proxy(ies), they should give specific instructions as to voting, or abstentions from voting, in respect of each resolution in the Proxy Form. If no specific direction as to voting is given, their appointed proxy(ies) will vote or abstain from voting at his/her/their discretion.</p> <p>The duly completed Proxy Form must be submitted to the Company in the following manner:</p> <ul style="list-style-type: none"> (a) if submitted by post, be deposited at the registered office of the Company at mDR Limited, 53 Ubi Crescent, Singapore 408594, Attn. Company Secretary; or (b) if submitted electronically, be submitted: <ul style="list-style-type: none"> (i) via email to the Company at corporateaffairs@m-dr.com; or (ii) via the pre-registration website at the URL https://conveneagm.sg/mdr, <p>in each case, by no later than 2:30 p.m. on 25 April 2023, being 72 hours before the time appointed for holding the AGM. A shareholder who wishes to submit the Proxy Form must first</p>

		<p>download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above or via the pre-registration website provided above.</p> <p>Shareholders are strongly encouraged to submit completed Proxy Form electronically via email or the pre-registration website.</p>
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