

**MINUTES OF EXTRAORDINARY GENERAL MEETING HELD ON 31 MARCH 2026 AT 2:00 P.M.  
AT HILTON SINGAPORE ORCHARD,  
TEMBUSU MEETING ROOM, 333 ORCHARD ROAD, SINGAPORE 238867**

---

**Present**

Board of Directors : Mr Edward Lee Ewe Ming (*Executive Chairman*)  
Mr Oei Su Chi, Ian (*Independent Director / "Mr Oei"*)  
Ms Ong Siow Fong (*Independent Director*)  
Ms Joanna Liu Yao (*Independent Director*)

**In Attendance**

: Ms Yip Li San (*Group CFO*)  
Mr Madan Mohan (*Company Secretary*)  
Mr Ang Chuen Beng (*Ernst & Young LLP*)  
Ms Jing Xuan Lam (*Ernst & Young LLP*)

Shareholders/Proxies/Invitees : As per the attendance list maintained by the Company

---

**1. INTRODUCTION AND QUORUM**

1.1 The meeting was chaired by Mr Edward Lee Ewe Ming ("**Chairman**"). Chairman welcomed shareholders to the extraordinary general meeting ("**EGM**" or "**Meeting**"). As a quorum in accordance with the Constitution of the Company was present, Chairman declared the EGM open at 2:00 pm. He then introduced fellow Board members and members of the management team present at the EGM.

**2. NOTICE OF MEETING**

2.1 Chairman noted that the Circular to shareholders for the EGM, the Notice of EGM, and the Proxy Form were published on the corporate website of the Company and on SGXNet on 13 March 2026. Printed copies of the Notice of EGM and the Proxy Form were also despatched to all shareholders for their convenience. With the Meeting's consent, the Notice of EGM was taken as read.

**3. PRESENTATION, Q&As**

3.1 Chairman informed shareholders that the resolutions at the EGM will be voted by poll in a paperless manner. In his capacity as Chairman of the Meeting, he had been appointed by several shareholders as Proxy and he will be voting in accordance with their instructions. He added that the Company has appointed Trusted Services Pte Ltd as the Polling Agent and Samas Management Consultants Pte Ltd as the Scrutineer for the EGM. The Scrutineer has verified the counting of the votes of Proxy Forms submitted by shareholders. The Scrutineer will also verify the votes cast by shareholders and proxies during the EGM.

3.2 Chairman noted that the Company received questions from the SIAS in advance of the Meeting the responses of which have been published on SGXNet. He welcomed shareholders to ask questions during the EGM.

3.3 In relation to the voting process, Chairman informed the Meeting that shareholders and proxies may cast votes on the resolutions during the Meeting via the online platform after the resolution is introduced. A voting time of 60 seconds has been allocated for each resolution. A timer will be shown on the screen indicating when voting starts and when it stops. Chairman thereafter

invited shareholders and proxies in attendance to view a video on how to submit their votes by electronic poll via the ConveneAGM platform. A video clip explaining the voting process was thereafter played.

3.4 Chairman made a presentation (enclosed in **Appendix A**) on the proposed Rights cum Warrants Issue.

3.5 After the presentation, Chairman opened the floor to questions from shareholders. Salient points of the Question and Answer (Q&A) session are enclosed in "**Appendix B**" to these minutes. After the conclusion of the Q&As session, Chairman proceeded for the formal resolutions of the Meeting.

**4. ORDINARY RESOLUTION - THE RIGHTS CUM WARRANTS ISSUE**

4.1 Chairman noted that Resolution 1 on the Agenda in the Notice of EGM is to approve the proposed Rights cum Warrants Issue. He proposed the motion for Resolution 1.

4.2 Chairman put the motion to vote by poll.

4.3 The result of the poll on Resolution 1 was as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>ORDINARY RESOLUTION</b>					
<b><u>Resolution 1</u></b> The Rights cum Warrants Issue	626,085,003	623,889,538	99.65%	2,195,465	0.35%

4.4 Based on the results of the poll, Chairman declared Resolution 1 carried.

4.5 **RESOLVED:**

**THAT:**

Subject to the approval of Ordinary Resolution 2:

- (a) a renounceable non-underwritten Rights cum Warrants Issue by the Company of up to 1,450,183,780 new ordinary shares in the capital of the Company (the "**Rights Shares**") at an issue price of S\$0.045 per Rights Share, with up to 1,450,183,780 free detachable warrants (the "**Warrants**"), with each Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**Warrant Shares**") at the Exercise Price, on the basis of five (5) Rights Share for every three (3) existing Shares held by shareholders of the Company (the "**Shareholders**") and one (1) Warrant for every one (1) Rights Share subscribed as at the Record Date, fractional entitlements to be disregarded, be and is hereby approved;
- (b) the Board of Directors be and is hereby authorised to:

- (i) create and issue:
- (1) such number of Rights Shares as the Directors may determine up to a maximum of 1,450,183,780 Rights Shares at an issue price of S\$0.045 per Rights Share;
  - (2) such number of free detachable Warrants as the Directors may determine up to a maximum of 1,450,183,780 free Warrants to be issued together with the Rights Shares, each Warrant carrying the right to subscribe for one (1) Warrant Share at the Exercise Price of S\$0.045 for each Warrant Share during the period commencing on and including the date of issue of the Warrants and expiring on the day immediately preceding the fifth (5<sup>th</sup>) anniversary of the date of issue of the Warrants, on the basis of one (1) Warrant for every one (1) Rights Share validly subscribed for by the Entitled Shareholders as at the Record Date, fractional entitlements to be disregarded, subject to the terms and conditions of the Deed Poll constituting the Warrants to be executed by the Company on such terms and conditions as the Directors may deem fit;
  - (3) such further Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such further Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);
- (ii) provisionally allot and issue up to 1,450,183,780 Rights Shares with up to 1,450,183,780 free detachable Warrants, at an issue price of S\$0.045 for each Rights Share, on the basis of five (5) Rights Share for every three (3) Shares held by the Shareholders and one (1) free Warrant for every one (1) Rights Share as at the Record Date, fractional entitlements to be disregarded, subscribed on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
- (1) the provisional allotments of the Rights Shares with Warrants under the Rights cum Warrants Issue shall be made on a renounceable basis to Shareholders whose names appear in the Register of Members of the Company or the records of The Central Depository (Pte) Limited (“CDP”) as at the Record Date and who have, at least three (3) Market Days prior thereto, provided to CDP or the share registrar of the Company (the “**Share Registrar**”), as the case may be, addresses in Singapore for the service of notices and documents;
  - (2) no provisional allotment of the Rights Shares with Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior thereto, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents (the “**Foreign Shareholders**”);
  - (3) the entitlements to the Rights Shares with Warrants which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
  - (4) provisional allotments of the Rights Shares with Warrants not taken up or cannot be sold or are not sold on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for any reason, or which represent fractional

entitlements disregarded in accordance with the terms of the Rights cum Warrants Issue, shall be used to satisfy excess applications or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;

- (5) the Rights Shares when allotted and issued, will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date of which falls before the date of issue of the Rights Shares; and
  - (6) the Warrant Shares to be allotted and issued on exercise of the Warrants will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date for which falls on or after the date of issue of the Warrant Shares, save as may be otherwise provided in the Deed Poll;
- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
- (i) a maximum of 1,450,183,780 Warrant Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such Warrant Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares (save as may otherwise be provided in the terms and conditions of the Deed Poll) save for any dividends, rights, allotments or other distributions, the Record Date of which falls on or after the date of issue of the Warrant Shares; and
  - (ii) on the same basis as paragraph (c)(i) above, such further Warrant Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (b) above; and
- (d) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Rights cum Warrants Issue, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Rights cum Warrants Issue.

## **5. ORDINARY RESOLUTION - THE WHITEWASH RESOLUTION**

- 5.1 Mr Oei noted that Resolution 2 on the Agenda in the Notice of EGM is to approve the Whitewash Resolution. He proposed the motion for Resolution 2.
- 5.2 Mr Oei put the motion to vote by poll.

5.3 The result of the poll on Resolution 2 was as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>ORDINARY RESOLUTION</b>					
<b><u>Resolution 2</u></b> The Whitewash Resolution	235,570,859	233,375,394	99.07%	2,195,465	0.93%

5.4 Based on the results of the poll, Mr Oei declared Resolution 2 carried.

5.5 **RESOLVED:**

**THAT:**

Subject to the approval of Ordinary Resolution 1 and the satisfaction of all the conditions set out in the Securities Industry Council's ("SIC") letter dated 6 February 2026, the Shareholders of the Company (other than the Undertaking Shareholder, Ms. Zhang Yanmin (collectively, "**LZ Group**") and parties acting in concert with them ("**Concert Parties**") do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14 of the Code from the LZ Group, in respect of all or any part of the Shares held by such Shareholders, in the event that their subscription of the Rights Shares and Warrant Shares arising from the exercise of the Warrants (including any excess Rights Shares subscribed for by the Undertaking Shareholder and the Warrant Shares acquired upon exercise of the excess Warrants subscribed for by the Undertaking Shareholder) under the Rights cum Warrants Issue results in them incurring an obligation to make a mandatory general offer pursuant to Rule 14 of the Code.

**6. CLOSURE**

6.1 There being no other business, Chairman declared the EGM closed at 3:16 pm. On behalf of the Board of Directors, he thanked the shareholders for their attendance.

Approved by:

**Mr Edward Lee**  
 Chairman  
 mDR Limited

APPENDIX A



# Extraordinary General Meeting

31 March 2026

---

# Proposed Rights cum Warrants Issue

<b>Issue price per Rights Share</b>	S\$0.045
<b>Exercise price per Warrant</b>	S\$0.045
<b>Provisional allotment basis</b>	Five (5) Rights Shares for every three (3) Shares
<b>Warrant ratio</b>	One (1) Warrant for every one (1) Rights Share subscribed
<b>Warrant tenure</b>	5 years

# Gross Proceeds and Use of Proceeds

---

The Company intends to use the Net Proceeds as follows:

Use of proceeds	Amount in the Maximum Subscription Scenario (\$ million)
<b><u>Rights Proceeds</u></b> General corporate purposes, including but not limited to the repayment of debt (including shareholder loans and/or bank borrowings) as may be deemed appropriate	65.0
<b><u>Warrants Proceeds</u></b> General corporate and working capital requirements of the Group (including making of investments and/or acquisitions) and/or such other purposes as the Directors may deem fit	65.3

# Rationale

---

The Rights cum Warrants Issue will fortify the Company's balance sheet, for which a stronger financial position will also provide financial flexibility to allow the Group to seize opportunities for growth through, *inter alia*, investment and/or acquisition opportunities in a timely manner as and when the opportunities arise, as well as repayment of debt as may be deemed appropriate.

# Questions from SIAS

---

**Q1. (i) Can the board elaborate on the key factors that led to the multiple revisions to the terms of the rights cum warrants issue and the extended timeline since the initial announcement in June 2025?**

**(ii) Did the company encounter any regulatory concerns or shareholder feedback indicating that the original structure, including the pricing and warrant mechanics, may have been considered excessively dilutive or not aligned with shareholder protection expectations?**

**Company's Response:**

The objective of a secondary equity fund raising is to maximise capital raise at the highest possible price per share with the lowest discount to existing market price. There is an inverse relationship between projected funds raise and the price of the proposed rights, therefore a delicate balance is required to offer an attractive enough discount to encourage participation by as many shareholders and to raise as much public funds in order to achieve a successful fund raising exercise. If the rights are priced too close to prevailing trading price and the discount is too small, the subscription rate would likely be low and the exercise would fail to meet the target fund raise. If the rights are priced too low with too high a discount, the rights may be oversubscribed, signalling that the company could have raised even more funds at a higher price. This is the fundamental principle in a secondary equity fund raising exercise.

**Note:** For the additional text with the Questions, please refer to Company's announcement dated 25 March 2026 on SGXNet.

# Questions from SIAS

---

The Company announced the Proposed Rights cum Warrants Issue on 30 June 2025 (“**30 June Announcement**”) based on a proposed rights price with a discount considered sufficient to support the achievement of the targeted fund raise. Following the 30 June Announcement, the Company observed a significant increase in its share price and trading volume, which was positive direct market feedback indicative of investor confidence in the Company’s growth and expansion strategy as well as the anticipated benefits from the additional capital to be raised. In light of the increased investor appetite and support for the Company’s fund raising plans, the Company reassessed and proposed the revised terms of the Rights cum Warrants Issue and announced revised terms thereof on 11 July 2025 (“**11 July Announcement**”). The revised terms increased the fund-raising target while maintaining the rights and warrants price constant as it was not yet clear whether investor interest would be sustainable or merely temporary, so it was prudent to maintain the same pricing discount. The increase in target fund raise was also measured at approximately 25% reflecting market uncertainty and the potential variability of the duration of investor interest. Following several months of sustained market activity and positive investor feedback, on 31 October 2025, the Company revised the rights and warrant price. The Board believes the revised fund raising target and rights and warrant price revision better align with prevailing investor appetite and current market conditions, optimise the funds to be raised at the highest price and lowest discount acceptable by the market.

The Company shared the rationale and reasoning of the proposed pricing and warrant mechanics with the regulator. It was the Company that suggested the revisions of pricing and warrant mechanics, led by the collective investor feedback through market dynamics of increased trading volume and higher share price.

# Questions from SIAS

---

**Q2. (i) Who initially proposed the rights cum warrants exercise, including the initial pricing and warrant structure, and how did the board evaluate the proposal, specifically the valuation benchmarks applied, the dilution impact, and the overall fairness to minority shareholders, prior to approving the proposed terms?**

**(ii) How did the independent directors assess whether the final terms appropriately balance the company's capital raising objectives with the need to minimise economic value transfer from minority shareholders, particularly considering the deep discounts to net asset value and the concurrent whitewash resolution?**

## **Company's Response:**

Management proposed the Rights cum Warrants Issue, including the initial pricing and warrant structure, which the Board evaluated having regard primarily to the following factors:

# Questions from SIAS

---

(a) The Rights cum Warrants Issue is being offered on a *pro rata* basis to entitled shareholders. Shareholders will have the option to accept (in full or in part), decline or otherwise renounce or trade their provisional allotments of the Rights Shares with Warrants on the SGX-ST during the provisional allotment trading period. Shareholders who are unable or unwilling to commit additional capital retain the flexibility to “right-size” their holdings without any economic loss or disadvantage (except for transaction cost).

(b) The Board recognises that dilution and economic impact or economic value transfer are separate concepts. Dilution means owning a smaller percentage of the company, however post capital raise, the company as a whole would be worth more by the amount of increased capital. So shareholders who did not participate in their *pro-rata* entitlement would own a smaller percentage of a larger company, and could also receive proceeds from the sale of their nil-paid rights, resulting in no economic gain or loss (except for transaction cost). In principle, there is no economic value transfer for any renounceable rights issues, as shareholders are afforded an equal opportunity to participate or realise value by trading their rights and this is especially so in the case of MDR when the shares are trading above the rights price for nearly a year since the initial announcement in June 2025 thereby providing all shareholders (including minority shareholders) ample opportunity to right-size efficiently.

# Questions from SIAS

---

(c) The Board recognises that the level of discount has limited impact with regard to economic impact because in a renounceable rights issue, minority shareholders are able to monetise their entitlements and adjust or “right size” their participation through various mechanisms. For instance, shareholders without committing more capital can sell a portion of their nil-paid rights after the ex-date and use the sales proceeds from the sale of a portion of their respective nil-paid rights to subscribe for the remaining portion of their rights entitlement. The larger the discount, the greater the value of their nil-paid rights and the higher the corresponding sales proceeds that they will receive to "right-size" their rights subscription. The level of discount would be neutralized by the sales proceeds received from the disposal of nil-paid rights; the greater the discount, the higher the value of the nil-paid rights and the higher the corresponding sales proceeds received, hence the proportion of nil-paid rights needed to be sold would be less than with a lower discount rights issue price. Alternatively, minority shareholders could also sell a portion of their mother shares cum-rights entitlement before the ex-date and to "right-size" their subscription with the sales proceeds. In a third alternative, minority shareholders could also keep all their rights and exercise all by using sales proceeds from the sale of a portion of their mother shares ex-rights. In all three “right-sizing” scenarios, whether "right-sizing" their position before or after the ex-date, whether by selling some mother shares cum-rights or mother shares ex-rights, or selling some nil-paid rights, the theoretical economic outcome would be broadly equivalent subject to transaction costs and prevailing market conditions.

# Questions from SIAS

---

(d) The Rights cum Warrants Issue will have the support of the controlling shareholder who has provided an undertaking to subscribe for his full *pro rata* entitlement.

(e) The Board assessed the Group's estimated funding requirements and determined that the proceeds from the Rights cum Warrants Issue would strengthen the Company's balance sheet and enhance financial flexibility, enabling the Group to pursue growth opportunities through investments and/or acquisitions, and to repay debt where appropriate.

(f) The Warrants, with a five (5)-year exercise period, are intended to provide a mechanism for gradual and stable future funding. This structure affords investors the opportunity to monitor the Company's growth trajectory and track record, based on financial results, prior to making further investment decisions through the exercise of the Warrants.

(g) The Company has not undertaken any fund-raising exercise for several years. Over the last decade, the Company has accessed the capital markets on one prior occasion, being the rights cum warrants issue undertaken in 2018.

# Questions from SIAS

---

(h) The Company's shares have historically traded at a significant discount to NAV. The Board took this into account in determining the pricing of the Rights and Warrants, with a view to encouraging shareholders participation and maximising the likelihood of a successful outcome for the Rights cum Warrants Issue.

(i) The Board notes that market practice is that rights and warrants are priced relative to the prevailing trading price of the shares. The prevailing trading price is generally regarded as the most relevant indicator of the current value of any company, if this were not the case, listed companies would consistently trade near or at NAV. Nevertheless, despite reference to NAV being of secondary relevance, the Board has reviewed pricing simulation models and is pleased that the proposed rights issue helps narrow the discount between the current trading price and NAV. By way of illustration, the Company's volume weighted average price as at the date of the 30 June Announcement represented a discount of approximately 77% to the then NAV per share of S\$0.141646. Under the revised terms of the Rights cum Warrants Issue as announced on 31 October 2025, this discount is expected to narrow to approximately 35% to the post-rights NAV per share of S\$0.081113<sup>(1)</sup> (assuming maximum subscription of Rights), based on the theoretical ex-rights price ("**TERP**") of S\$0.052875, and further to approximately 26% to the post-rights NAV per share of S\$0.067223<sup>(2)</sup> (assuming maximum subscription of Rights and full exercise of Warrants), based on the TERP of S\$0.049846.

(j) The Board appreciates that the proposed Rights cum Warrants Issue would increase the share base of the Company, potentially increasing trading liquidity, price discovery and trading efficiency.

(k) The Board also favours the potential of wider market interest by research analysts and institutional investors who favour companies with higher trading liquidity and market capitalisation, which in turn benefits all stakeholders including minority shareholders.

(1) Based on NAV per share as at 30 June 2025 and proceeds from Rights (excluding estimated expenses)

(2) Based on NAV per share as at 30 June 2025 and proceeds from Rights and Warrants (excluding estimated expenses)

# Questions from SIAS

---

**(iii) How does the board intend to allocate excess rights shares and warrants in this exercise? In particular, what principles will govern the allocation process, and will the company provide sufficient transparency, including disclosure of allocation outcomes, to ensure that the process is conducted in a fair and equitable manner?**

**Company's Response:**

In the allotment of excess Rights Shares with Warrants, the Company will allocate the excess Rights Shares with Warrants in a manner deemed fit and appropriate, either proportionately based on (i) the shareholding of the Entitled Shareholders applying for excess Rights Shares with Warrants; or (ii) the number of excess Rights Shares with Warrants applied for by each Entitled Shareholder.

The allocation method will be decided based on the results of the Rights Shares with Warrants applications by the Directors after the Closing Date, in accordance with SGX Listing Rules. Preference will be given to the rounding of odd lots, and Directors, and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights cum Warrants Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares with Warrants. The Company will also not make any allotment and issuance of any excess Rights Shares with Warrants that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

# Questions from SIAS

---

**Q3. (i) What has been the total shareholder return over the past five-, eight-and twelve-year periods?**

**Company's Response:**

The total shareholder return (TSR) over the past five-, eight-and twelve-year periods are as follows:

5 years (2021 - 2025) : -0.40%

8 years (2018 - 2025) : -58.08%

12 years (2014 - 2025) : -78.56% (current management in place since 2017)

# Questions from SIAS

---

**(ii) In approving the proposed rights cum warrant issues, did the board undertake a comprehensive review of the group's strategic plans and operating businesses? In particular, could the board elaborate on:**

**(a) the historical performance and prospects of the group's investment segment, keeping in mind the significant losses on debt securities incurred in the past; and**

**(b) whether it has assessed the depth and suitability of the group's investment capabilities, including decision making processes, risk controls, and talent, to ensure that capital is deployed in a disciplined and profitable manner?**

## **Company's Response:**

The Board undertakes periodic reviews of the Group's strategic plans and operating businesses. In this regard, the Board considered the historical performance and prospects of the Group's Investment segment, including the depth and suitability of the Group's investment capabilities, decision-making processes, risk controls, and talent.

While the Group has gone through various phases of challenges, it is well on track in its transformation, and growth journey. Since the commencement of the Group's transformation initiatives and management

# Questions from SIAS

---

changes in 2017, the Group has achieved the following tangible long-term results:

- (a) Shareholders' Equity increased from \$64.3 million as at 31 December 2016 to \$139.1 million as at 31 December 2025
- (b) Total dividend of S\$15.75 million paid to shareholders from 2017 to 2025
- (c) Share buybacks, which are NAV accretive, of S\$3.2 million since February 2020
- (d) Cash return to shareholders, often defined as dividends paid and share buybacks, totalled \$18.95 million since management changes in 2017

The Investment segment has made a positive contribution to the Group and has generated value for shareholders. It is noted that under applicable accounting standards, fair value gains arising from equity investments held under the Investment segment are not recognised in the profit and loss statement, but are instead recorded in the Other Comprehensive Income statement ("**OCI**"). The performance of the Investment segment as reflected in OCI is set out below:

	<u>(S\$,000)</u>
2025	: 21,220
2024	: 18,348
2023	: (7,237)
2022	: (11,036)
2021	: 27,715
2020	: (9,667)
2019	: (2,977)
2018	: (4,018)
2017	: (1,850)
<b>Total</b>	<b>: 30,498</b>

# Questions from SIAS

---

**(iii) Irrespective of whether the rights cum warrants issue proceeds, what strategic priorities and operational milestones has the board set for management to improve the group's financial performance and deliver sustainable shareholder value?**

## **Company's Response:**

The Board has identified business growth and stability as the Group's core strategic priorities. The following sets out the strategic priorities and outlook for each of the Group's operating divisions to improve the group's financial performance and deliver sustainable shareholder value.

The Group is a key distributor and retailer of mobile devices for leading manufacturers, supported by long-standing relationships with its business partners and principals. The performance of Distribution Management Solutions (“**DMS**”) division is subject to manufacturers' upgrade cycles and new products launches. The Division will continue to invest in its omni-channel capabilities to strengthen both online and in-store performance.

The Group's Mobile Virtual Network Operator (MVNO) business, ZYM Mobile, has gained meaningful traction through a growing subscriber base, competitive service offerings, rising 5G adoption, and an expanding suite of value-added services. The DMS Division aims to consolidate its position as a comprehensive mobile solutions provider.

# Questions from SIAS

---

In light of reduced repair volumes, the After Market Solutions ("**AMS**") division will continue to prioritise cost optimisation initiatives to protect margins and manage near-term revenue headwinds. The Digital Inkjet Printing for Out-Of-Home Advertising Solutions ("**DPAS**") Division is expected to perform steadily, though rising operating costs will require careful management.

Dividend income is expected to remain the primary revenue driver for the Investment Division. The Division maintains a cautiously optimistic outlook on the long-term prospects of the Group's investment portfolio, anchored by a well-diversified portfolio of assets. The Group invests with a long term horizon, with the view that asset prices tend to converge towards intrinsic value over a full business cycle.

The Group's diversified business model supports a stable operating base. While the geopolitical developments, evolving trade policies, and shifting monetary conditions will continue to call for adaptability and strategic pivots, management will remain focused on maintaining strategic and operational discipline to navigate an uncertain external environment and to pursue growth opportunities across varying economic conditions. The Group will continue to follow disciplined cost management, operational flexibility, and focus on long-term value for its shareholders.

---

# Q&As

# Thank You



MDR Limited

**Investor Relations:**

+65 6347 8911

[corporateaffairs@m-dr.com](mailto:corporateaffairs@m-dr.com)

For more information, please visit [www.m-dr.com](http://www.m-dr.com)

# Disclaimer



This presentation should be read in conjunction with the Circular to Shareholders dated 13 March 2026 in relation to the Proposed Rights cum Warrants Issue.

The past performance of MDR is not necessarily indicative of its future performance.

This presentation may contain forward-looking statements that involve assumptions, risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, cost of capital and capital availability, competition from other companies, changes in operating expenses, and geopolitical factors.

Given the risks, uncertainties and other factors that may cause Group's actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this presentation, undue reliance must not be placed on these statements. Group's actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements.

MDR undertakes no obligation to update the forward-looking statements if circumstances or management's estimates or opinions should change except as required by applicable laws.

## **APPENDIX B**

- 1. A shareholder commented that while the rights issue and warrants was well-received by the market, some shareholders were left disappointed given the revision which resulted in a lower number of warrants to be issued. He asked whether there will be bonus warrants issuance in the future.**

Chairman noted that the revision was led by the market feedback. On the number of warrants, the total economic value is essentially identical, just more concentrated. Further, the warrants expiry period from 3 years to 5 years also increases the time value of the warrants. Currently there are no plans for bonus warrants.

- 2. A shareholder asked about the attendance of the other directors and whether the Directors will exercise their rights?**

Chairman noted that three directors were unable to attend as they are traveling. Given the market volatility attributable to ongoing geopolitical developments, including events in the Middle East, the convening of the EGM at the earliest practicable date despite not having full physical attendance of all the directors enables the Company to clarify details of the Rights issue early. He noted that to his knowledge currently the CEO and the other directors will be exercising the Rights, based on the availability of their financial resources.

- 3. When will the shareholders see the profits coming? Will profits increase in tandem with the increase in outstanding shares? Will there be more transparency on the investment portfolio?**

Chairman noted that the Company has been profitable on cashflow basis. He highlighted that realised equity gains and fair value movement in equities are only captured in comprehensive income and not recorded as a profit in the profit and loss statement. While profits should improve due to scale and to the best of management's ability, the size of the rights issue is relatively small compared to the Company's investment portfolio holdings. The Company has already been announcing weekly NTA. The upcoming Annual Report of the Company will also have additional disclosures on the Company's largest investment portfolio holdings.

- 4. The Circular states (on page 34) that approximately S\$65 million from the Rights issue, and an additional S\$65.3 million from the Warrants will be used for general, corporate purposes, including but not limited to the repayment of debt and making of investments or other acquisitions. What are the specific investments or acquisitions that the Board has identified to require this quantum of capital? Will the Board commit to seeking shareholders' approval for any single acquisition exceeding \$10 million?**

Chairman noted that currently there are no specific acquisition targets or transactions identified. The proceeds from the funds raising are mainly intended for portfolio investments, which involve growing the existing Investment business by spreading capital across various companies rather than acquiring a single investee company. He noted that the Company has already obtained shareholders' approval in 2018 for diversification in its Investment business and the first major transaction under the Investment business. Therefore, specific approval is not required for portfolio investments in the ordinary course of business under the Investment business. Company Secretary added that whether shareholders' approval is required in respect of any specific proposed acquisition (not in ordinary course of business) will be assessed based on the requirements under Chapter 10 of the Listing Manual.

5. **Given that it is stated in the Circular (on page 35) that the Group's working capital is sufficient to meet its present requirements, what is the specific rationale for the capital raise?**

Chairman noted that the main rationale is the future growth initiative. While current operations are self-sufficient and profitable, the additional capital is intended to grow the Company to a higher level by allowing it to take advantage of market opportunities.

6. **How much of the \$65 million proceeds from the Rights issue will be 'fresh cash' after the set-off of the existing shareholder loans?**

Chairman explained that he had personally kind of 'pre-funded' the Company's growth with approximately S\$41 million in loans to enable the Company to utilize market opportunities. As a result, approximately S\$29.9 million of the loan will be set-off towards subscription of *pro rata* Rights shares, and the balance of approximately up to S\$35 million (depending on the level of public subscription under the Rights issue) will be the new cash inflow. He emphasized his commitment to support the funds raising exercise by subscribing for up to 500 million excess Rights shares (subject to availability and other legal requirements) to ensure the success of the funds raising exercise, especially in view of the geopolitical risks (e.g., Middle East tensions, Cuba) and market volatility.

7. **What lessons were learned from the previous losses in the Investment portfolio, particularly in relation to the distressed bonds?**

Chairman noted that the previous losses were primarily due to an unprecedented downturn in the Chinese property market, a "30% probability event" that occurred despite a diversified bond portfolio across multiple issuers, selected also for being at various stages of restructuring to further diversify issuer specific risk. However, the Company's investment strategy remains contrarian. Instead of shying away, after doing in-depth research the Group recently invested in 2 distressed bonds at depressed prices, which has already resulted in gains. The investment into distressed bonds was deliberate for the attractive risk-reward potential and MDR is able to take higher risk with this investment because of the counter balance of the equities portfolio that offered more predictable returns (stable, income-generating assets) and acted as a buffer which was designed to offset any potential bond losses. Chairman added that if the distressed bond portfolio incurred significant losses, it would be acceptable because it would take 3-4 years to recoup these losses which is a decent path of recovery in order to be in a position for potential multi-bagger gains. The bonds have already been impaired and prices reset at lower levels and these holdings continue to be held. With perfect hindsight, if we go back in time we would make a different decision with knowledge of the future, but if we go back in time without knowledge of the future we would still have invested in the same bond portfolio as the risk-reward potential was attractive based on the information that was available, with the downturn being unexpected in the severity and duration. We learnt that our use of equity portfolio to buffer the unexpected outcomes worked out well. The team also learnt that getting burnt due to the lower probability outcome should also not scare us into avoiding other potentially attractive investments in distressed bonds. The profits from the recent investments in distressed bonds plus gains from the equities portfolio have more than recovered the earlier losses from the distressed bond portfolio.

8. **What is the internal process for investments?**

Chairman noted that the Company's Investment committee and the internal Investment team are the final decision makers for investments. Company also has an advisory contract with an external third-party CMS licensed entity in Singapore.

9. **How can shareholders better track the performance of the Investment portfolio?**

Chairman noted that the Company is providing weekly NTA updates, and will also be disclosing the top holdings in the Annual Report. It also directly engages with shareholders in general meeting. He concluded by highlighting the alignment of interest, noting that as the largest shareholder who has investment a significant personal capital into the Company, his motivations regarding risk and profit are similar to those of the minority shareholders.

- 10. A shareholder noted that based on the current share price of 5.3 cents, the theoretical ex-rights price would be around 4.7 cents, which is only a small discount to the rights price of 4.5 cents. He asked what the Company would do if many shareholders find it less attractive and do not take up their rights.**

Chairman acknowledged that the market price has drifted down from \$0.07 (when the final terms of the rights issue were first announced) to the current \$0.053 due to a change in market sentiment amid geopolitical uncertainties. However, Chairman emphasized that a low take-up rate poses no risk to the Company. Because the Company is doing well and the Chairman has provided a personal undertaking to subscribe for up to \$52.4 million (in Rights proceeds), therefore the Company has a high chance of raising the target capital required for its growth plans regardless of the level of public subscriptions level. Chairman also shared that investing has inherent risks even with rights issues at big or small discounts. There were recent examples in market of shareholders subscribing to their rights shares at significant discounts to market price and those shares are thereafter trading at below the discounted rights price. Nothing is guaranteed, and that is why he felt necessary to show support and commit to his entitlement and some excess rights in order to gain investor confidence for the funds raising.

- 11. A shareholder referred to the Circular (on page C-6), noting current liabilities of \$94 million, current assets of \$58 million, and a bank overdraft of \$67 million under current liabilities. He asked how the Company would manage the shortfall.**

Chairman clarified that the Company's balance sheet is 'unique' and the apparent mismatch is largely a matter of accounting classification rather than a lack of liquidity. The \$94 million in current liabilities consists primarily of share financing. The bank loans are rolled over daily or weekly to secure the cheapest possible interest rates, which requires them to be classified as 'current' (due within 12 months). While many of the Company's investments are liquid stocks that can be sold, they are classified as non-current assets because the Company intends to hold them for a longer horizon (2 - 4 years). Chairman assured that the Group maintains a conservative gearing ratio and possesses ample liquidity in the form of tradable securities.

- 12. The shareholder observed that the Net Tangible Assets (NTA) has been increasing from 14 cents to 16 cents over recent months, yet the Company reported a net loss for FY2025. He asked how NTA could increase if there was net loss for the year.**

Chairman noted that NTA is affected by total comprehensive income, which includes unrealised gains and other equity movements, not just the net profit or loss reported in the income statement. The weekly NTA updates reflect weekly changes in the Investment portfolio, and the NTA of the other business segments of the Group is based on the latest announced financial results. The increase in NTA therefore reflects positive comprehensive income even if it shows net loss in results.