

**TOKIO MARINE LIFE INSURANCE SINGAPORE LTD.**

Registration No. 194800055D  
(Incorporated in Singapore)

**MINUTES OF ANNUAL GENERAL MEETING OF TOKIO MARINE LIFE INSURANCE SINGAPORE LTD.  
(THE "COMPANY") HELD AT 20 MCCALLUM STREET, LEVEL 8 TOKIO MARINE CENTRE  
SINGAPORE 069046 ON WEDNESDAY, 14 JUNE 2023 AT 2:30 P.M.**

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**PRESENT**

**Directors**

Professor Tan Cheng Han, Board Chairman and Independent Director  
Ms. Ooi Chee Kar, Independent Director  
Mr. Rolf Willy Gerber, Independent Director  
Mr. Yao Chih Matthias, Independent Director  
Mr. Tang Loo Chuan, Non-Executive Director  
Mr. Tomoya Kittaka, Non-Executive Director

**Company Secretary**

Ms. Lim Ka Bee

**Shareholders**

Mr. Miyoshi Yasuhiro  
Mr. Nomoto Masamitsu  
Mr. Wee Hock Wah  
Mr. Takahiro Morishita, Corporate Representative for Asia General Holdings Limited

**Other Key Persons**

Tokio Marine Life Insurance Singapore Ltd.  
Mr. Christopher Teo, Chief Executive Officer  
Mr. Tokura Jun, Deputy Chief Executive Officer  
Mr. Edwin Peh, Chief Financial Officer  
Mr. Michael Kuek, Chief Actuary  
Mr. Goh Kay Yiong, Chief Investment Officer  
Ms. Esther Huang, Chief Risk Officer  
Ms. Anisah Bte Abdul Rahim, Head of Legal & Corporate Secretariat  
Ms. Carina Long, Corporate Secretarial Manager

Tokio Marine Life Insurance Malaysia Bhd.  
Mr. Toi See Jong, Chief Executive Officer

PricewaterhouseCoopers LLP  
Mr. Vincent Teo, PricewaterhouseCoopers LLP, External Auditor

Tokio Marine Financial Advisers (Singapore) Private Limited  
Mr. Davis Yeung (Observer)

Asia General Holdings Limited  
Mr. Lin Tiong Ming (Observer)

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Tokio Marine Asia Pte. Ltd.  
Mr. Yeow Joo Yun (Observer)

CorpServe  
Ms. Chee Hui Chin

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**COMMENCEMENT OF MEETING**

Professor Tan Cheng Han, Chairman of the Meeting welcomed shareholders to the Annual General Meeting (the “**AGM**” or “**Meeting**”) of the Company.

**QUORUM**

Chairman noted that a quorum was present and called the AGM to order.

He introduced himself and proceeded to introduce Ms. Ooi Chee Kar, Mr. Rolf Willy Gerber, Mr. Yao Chih Matthias, Mr. Tomoya Kittaka and Mr. Tang Loo Chuan, other members of the Board present at the AGM.

He informed the Meeting that Mr. Christopher Teo, Chief Executive Officer of the Company, Mr. Toi See Jong, Chief Executive Officer of Tokio Marine Life Insurance Malaysia Bhd. (“TMLM”), Mr. Vincent Teo, Audit Partner of PricewaterhouseCoopers LLP and Ms. Lim Ka Bee, the Company Secretary were in attendance at the AGM.

**VOTING ON ORDINARY RESOLUTIONS**

Chairman informed the Meeting that the Company had received proxy forms representing approximately 90.44% of the issued share capital of the Company, directing their appointed proxies to vote in favour of all the Resolutions to be tabled at the AGM.

**NOTICE**

The Notice of AGM dated 30 May 2023 including the Directors’ Statement, the Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2022 together with the Auditors’ Report (hereinafter collectively referred to as the “FY2022 Audited Financial Statements”) which had been sent out to all shareholders, were taken as read. The Letter to Shareholders dated 6 June 2023 on the withdrawal of Resolution 8 in relation to authority to allot and issue shares, which had also been sent to all shareholders, was also taken as read.

Chairman briefed the Meeting on the voting procedures for the resolutions to be tabled at the AGM. He informed the Meeting that all the proposed Resolutions would be voted on by show of hands. In the event a resolution is not carried, he would demand for a poll to be conducted on the relevant resolution. He then proceeded with the agenda for the Meeting.

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**1) ORDINARY RESOLUTION 1**

- **TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY AND OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE AUDITOR'S REPORT THEREON**

Chairman referred the Meeting to the first agenda item on the Notice of AGM, which was to receive and adopt the FY2022 Audited Financial Statements.

Chairman invited questions from the shareholders on the FY2022 Audited Financial Statements.

As there were no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 1 as follows:

“That the Directors' Statement and Audited Financial Statements of the Company and of the Group for the financial year ended 31 December 2022 together with Auditor's Report be and are hereby received and adopted.”

Resolution 1 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

Chairman declared that Ordinary Resolution 1 was duly carried.

**2) ORDINARY RESOLUTION 2**

- **TO RE-ELECT MS. OOI CHEE KAR, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH REGULATION 95 OF THE CONSTITUTION OF THE COMPANY**

The second item on the Notice of AGM was on the re-election of Ms. Ooi Chee Kar, a Director who was retiring in accordance with Regulation 95 of the Constitution of the Company (the “**Constitution**”). The profile of Ms. Ooi had been provided in ‘Attachment A’ to the Notice of AGM.

It was noted that Ms. Ooi Chee Kar had signified her consent to continue in office; and upon re-election would remain as an Independent Non-Executive Director of the Company.

There being no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 2 as follows:

“That Ms. Ooi Chee Kar who is retiring in accordance with Regulation 95 of the Constitution of the Company, be re-elected as a Director of the Company.”

Resolution 2 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

Chairman declared that Ordinary Resolution 2 was duly carried.

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**3) ORDINARY RESOLUTION 3**

**- TO RE-ELECT MR. ROLF WILLY GERBER, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH REGULATION 95 OF CONSTITUTION**

Chairman informed the Meeting that the third item on the Notice of AGM pertained to the re-election of Mr. Rolf Willy Gerber, a Director who was retiring in accordance with Regulation 95 of the Constitution. The profile of Mr. Gerber had been provided in 'Attachment A' to the Notice of AGM.

It was noted that Mr. Gerber had signified his consent to continue in office; and upon re-election would remain as an Independent Non-Executive Director of the Company.

There being no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 3 as follows:

“That Mr. Rolf Willy Gerber who is retiring in accordance with Regulation 95 of the Constitution of the Company, be re-elected as a Director of the Company.”

Resolution 3 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

Chairman declared that Ordinary Resolution 3 was duly carried.

**4) ORDINARY RESOLUTION 4**

**- TO RE-ELECT MR. YAO CHIH MATTHIAS, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH REGULATION 100 OF THE CONSTITUTION**

Chairman informed the Meeting that Resolution 4 on the Notice of AGM pertained to the re-election of Mr. Yao Chih Matthias, a Director who was retiring in accordance with Regulation 100 of the Constitution. The profile of Mr. Yao had been provided in 'Attachment A' to the Notice of AGM.

It was noted that Mr. Yao had signified his consent to continue in office; and upon re-election would remain as an Independent Non-Executive Director of the Company.

Chairman invited Mr. Yao to give a short introduction of himself. Mr. Yao briefly shared his background and working experiences.

There being no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 4 as follows:

“That Mr. Yao Chih Matthias who is retiring in accordance with Regulation 100 of the Constitution of the Company, be re-elected as a Director of the Company.”

Resolution 4 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

..5/-

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Chairman declared that Ordinary Resolution 4 was duly carried.

**5) ORDINARY RESOLUTION 5**

**- TO RE-ELECT MR. TOMOYA KITTAKA, A DIRECTOR WHO IS RETIRING IN ACCORDANCE WITH REGULATION 100 OF THE CONSTITUTION**

Chairman informed the Meeting that Resolution 5 on the Notice of AGM pertained to the re-election of Mr. Tomoya Kittaka, a Director who was retiring in accordance with Regulation 100 of the Constitution. The profile of Mr. Kittaka had been provided in 'Attachment A' to the Notice of AGM.

It was noted that Mr. Kittaka had signified his consent to continue in office; and upon re-election would remain as a Non-Executive Director of the Company.

Chairman then invited Mr. Kittaka to give a short introduction of himself. Mr. Kittaka briefly shared his background and working experiences.

There being no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 5 as follows:

“That Mr. Tomoya Kittaka who is retiring in accordance with Regulation 100 of the Constitution of the Company, be re-elected as a Director of the Company.”

Resolution 5 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

Chairman declared that Ordinary Resolution 5 was duly carried.

**6) ORDINARY RESOLUTION 6**

**- TO APPROVE DIRECTORS' FEES OF UP TO S\$420,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023, PAYABLE QUARTERLY IN ARREARS**

Chairman referred to the sixth item on the Notice of AGM, which was to seek shareholders' approval for the payment of Directors' fees of up to S\$420,000 for the financial year ending 31 December 2023, payable quarterly in arrears.

It was noted that the Directors' fees remained the same as the last financial year.

There being no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 6 as follows:

“That the Directors' fees of up to S\$420,000 for the financial year ending 31 December 2023, payable quarterly in arrears, be approved.”

Resolution 6 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

..6/-

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Chairman declared that Ordinary Resolution 6 was duly carried.

**7) ORDINARY RESOLUTION 7**

**- TO RE-APPOINT PRICEWATERHOUSECOOPERS LLP AS AUDITOR OF THE COMPANY TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING, SUBJECT TO APPROVAL BY THE MONETARY AUTHORITY OF SINGAPORE AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

Shareholders were informed that Resolution 7 on the Notice of AGM related to the re-appointment of PricewaterhouseCoopers LLP as Auditor of the Company for the ensuing year; and to authorize the Directors to fix their remuneration.

PricewaterhouseCoopers LLP had expressed their willingness to accept re-appointment and to continue in office as Auditor of the Company. The re-appointment had been approved by the Monetary Authority of Singapore. With the appointment of PricewaterhouseCoopers LLP, the Company would also be re-appointing PricewaterhouseCoopers Services as Auditor of the Company's Brunei Branch. The re-appointment of PricewaterhouseCoopers Services would be subject to the approval of the Brunei Darussalam Central Bank.

There being no questions, Chairman requested for a proposer and seconder for Ordinary Resolution 7 as follows:

"That PricewaterhouseCoopers LLP be re-appointed as Auditor of the Company, to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to fix their remuneration."

Resolution 7 was duly proposed and seconded; and the Chairman put the resolution to vote by show of hands.

Chairman declared that Ordinary Resolution 7 was duly carried.

**8) ORDINARY RESOLUTION 8**

**- AUTHORITY TO ALLOT AND ISSUE SHARES**

The Meeting noted that Resolution 8 on the authority to allot and issue shares had been withdrawn as stated in the Letter to Shareholders dated 6 June 2023.

**RECORD OF APPRECIATION**

On behalf of the Board, Mr. Tang Loo Chuan thanked Professor Tan, who was retiring from office following the completion of 9 years in office, for his invaluable contributions to the Company.

Professor Tan expressed his deepest appreciation to the Management team and the Board for their full support during his term in office.

..7/-

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**CLOSE OF MEETING**

There being no other business, Chairman thanked the shareholders for their attendance and declared the Meeting closed at 2:50 p.m.

Confirmed as a Correct Record



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TAN CHENG HAN  
Chairman of the Meeting