
NOTICE OF EXTRAORDINARY GENERAL MEETING

MEDI LIFESTYLE LIMITED

(Company Registration Number 201117734D)
(Incorporated in the Republic of Singapore on 26 July 2011)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Medi Lifestyle Limited (the “**Company**”) will be held on 22 December 2025 at 10.00 a.m. (Singapore time) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms in this Notice which are not defined herein shall have the same meanings as ascribed to them in the Company’s circular to shareholders dated 28 November 2025 (the “**Circular**”).*

ORDINARY RESOLUTION 1:

THE PROPOSED DEBT CONVERSION

THAT subject to and contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3:

- (a) approval be given to the directors of the Company (the “**Directors**”) for the purposes of Rules 804, 805, 812 and 906 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”) and Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) to allot and issue new ordinary shares in the capital of the Company (the “**Shares**”) (the “**Debt Conversion Shares**”) to Lingholm Holdings Pte. Ltd. (the “**Lender**”) in repayment of the Outstanding Debt owed by the Company to the Lender pursuant to and subject to the terms and conditions of the debt conversion deed dated 9 December 2024 entered into between the Company and the Lender by way of the conversion of the Outstanding Debt of S\$3,209,477.02 into 213,965,134 Debt Conversion Shares at the conversion price of S\$0.015 for each Debt Conversion Share (the “**Conversion Price**”), fractional entitlements to be disregarded (the “**Proposed Debt Conversion**”);
- (b) the Directors and each of them be authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary, desirable or expedient in the interests of the Company to give effect to this Ordinary Resolution 1; and
- (c) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Proposed Debt Conversion (including the allotment and issuance of the Debt Conversion Shares) and any of all matters set out in this Ordinary Resolution 1 as they or he may think fit.

ORDINARY RESOLUTION 2:

THE PROPOSED TRANSFER OF CONTROLLING INTEREST

THAT subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3:

- (a) approval be given under Rule 803 of the Catalist Rules for the Proposed Transfer of Controlling Interest to the Lender; and
- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Proposed Transfer of Controlling and any of all matters set out in this Ordinary Resolution 2 as they or he may think fit.

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ORDINARY RESOLUTION 3:

THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER OF THE RIGHTS OF THE INDEPENDENT SHAREHOLDERS OF THE COMPANY TO RECEIVE A MANDATORY GENERAL OFFER FROM THE LENDER FOR THE REMAINING ISSUED AND PAID-UP SHARES OF THE COMPANY NOT ALREADY OWNED OR CONTROLLED BY THE LENDER AND PERSONS ACTING IN CONCERT WITH IT, AS A RESULT OF THE ALLOTMENT AND ISSUANCE OF THE DEBT CONVERSION SHARES TO THE LENDER

THAT subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2, the Shareholders hereby (on a poll taken) unconditionally and irrevocably waive their rights to receive a mandatory general offer under Rule 14 of the Takeover Code from the Lender, in respect of the remaining issued and paid-up shares of the Company not already owned or controlled acquired by the Lender and persons acting in concert with it, as a result of the allotment and issuance of Debt Conversion Shares to the Lender pursuant to the Proposed Debt Conversion.

SPECIAL RESOLUTION:

THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

THAT:

- (a) the regulations contained in the New Constitution, as set out in APPENDIX 4 to the Circular, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Memorandum and Articles of the Company; and
- (b) the Directors or any of them be authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Proposed Adoption of the New Constitution and any of all matters set out in this Special Resolution as they or he may think fit.

By Order of the Board
MEDI LIFESTYLE LIMITED

Mr. Herry Pudjianto
Executive Chairman & Chief Executive Officer
28 November 2025

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EXPLANATORY NOTES:

(I) Inter-conditionality of Resolutions

Shareholders should note that Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 are inter-conditional upon each other. This means that if any of Ordinary Resolution 1, Ordinary Resolution 2 or Ordinary Resolution 3 is not duly approved by Shareholders at the EGM, the other resolutions will not be deemed to be duly passed at the EGM.

For the avoidance of doubt, the Special Resolution is not inter-conditional upon Ordinary Resolution 1, Ordinary Resolution 2 or Ordinary Resolution 3. This means that if Ordinary Resolution 1, Ordinary Resolution 2 and/or Ordinary Resolution 3 are not duly approved at the EGM, this does not prevent the Special Resolution from deemed to be duly passed at the EGM.

(II) Abstention from Voting

The Lender and its associates shall abstain from exercising their voting rights in respect of all Shares owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of Ordinary Resolution 1 and Ordinary Resolution 2 in relation to the Proposed Debt Conversion and the Proposed Transfer of Controlling Interest to the Lender respectively. The Company will disregard any votes cast on the Ordinary Resolution 1 and Ordinary Resolution 2 (as the case may be) by such persons required to abstain from voting in respect of the respective resolutions.

The Lender, persons acting in concert with it, and parties not independent of it, will abstain from voting, and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of Ordinary Resolution 3 in relation to the Proposed Whitewash Resolution. The Company will disregard any votes cast on the Ordinary Resolution 3 by such persons required to abstain from voting in respect of the Ordinary Resolution 3.

NOTES:

1. The EGM will be held physically at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542. There will be no option for shareholders to participate virtually. Printed copies of this Notice, the Proxy Form and the Circular will be sent by post to members. These documents will also be made available on the SGXNet website at the URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL: <https://investor.medi-lifestyle.com/egm.html>.

2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/her/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.

A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant Intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore (the **"Companies Act"**).

3. A proxy needs not be a member of the Company.
4. Central Provident Fund Investment Scheme members (the **"CPF investors"**) and/or Supplementary Retirement Scheme investors (the **"SRS investors"**) (a) may attend and vote at the EGM 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 queries regarding their appointment as proxies; or (b) may appoint the chairman of the EGM as proxy to vote on their behalf at the EGM, in which case, they should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions at least seven (7) business days before the EGM (i.e. by 5.00 p.m. on 11 December 2025).
5. The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, no later than 10.00 a.m. on 20 December 2025, being not less than forty-eight (48) hours before the time appointed for holding the EGM.
6. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the original power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.
7. Completion and return of the instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the meeting if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.

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8. A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his/her/its name appears on the Depository Register maintained by The Central Depository (Pte) Limited not less than seventy-two (72) hours before the time appointed for holding the EGM.
9. Members (including CPF/SRS investors) can submit substantial and relevant questions related to the resolution to be tabled for approval at the EGM or in advance of the EGM by email to the Company at egm2025@medi-lifestyle.com by 10.00 a.m. on 14 December 2025.

When submitting your questions, members would also need to provide the following details:

- (a) full name (as per CDP, CPF, SRS and/or scrip);
 - (b) address;
 - (c) number of shares held; and
 - (d) the manner in which the shareholder holds shares (e.g., via CDP, CPF, SRS and/or scrip).
10. Investors holding shares through Relevant Intermediaries (other than CPF/SRS investors) will not be able to submit questions relating to the Proposed Resolutions of the EGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the EGM.
 11. The Company will endeavour to address all substantial and relevant questions received from members in advance of the EGM via publication on the Company's website and on the SGX website, on or before 17 December 2025 (i.e. at least forty-eight (48) hours prior to the last date and time for lodgement of the Proxy Form). Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
 12. The Company will publish the minutes of the EGM, which will include responses from the Board and management of the Company on the substantial and relevant questions raised during the EGM or any questions received by the Company after the cut-off date, via an announcement on SGXNet and the Company's website within one (1) month after the date of the EGM.

PERSONAL DATA PRIVACY

"**Personal data**" in this Notice of EGM has the same meaning as "personal data" in the Personal Data Protection Act 2012 of Singapore, which includes the member's name and its proxy's and/or representative's name, address and NRIC/Passport number. By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of a breach of warranty by the member. The member's personal data and its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its Share Registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member and/or its proxy(ies) or representative(s) (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

The contact person for the Sponsor is Ms. Charmian Lim, at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542, telephone: (65) 6232 3210.