
NOTICE OF EXTRAORDINARY GENERAL MEETING

CITICODE LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200404283C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of **CITICODE LTD.** (the “**Company**”) will be held on Friday, 22 January 2021, 10.00 a.m. by electronic means for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions set out in this Notice of EGM.

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 31 December 2020 issued by the Company (the “**Circular**”).*

Shareholders should note that:

Ordinary Resolutions 1, 2, 3, 7, 8, 9 and 10 and Special Resolutions 1 and 2 (“**Key Resolutions**”) are inter-conditional upon each other; and

Ordinary Resolutions 4, 5, 6, 11, 12 and 13 are conditional upon the passing of the Key Resolutions (“**Conditional Resolutions**”).

This means that if any of the Key Resolutions is not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed.

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Acquisition be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (a) to carry out and implement the Proposed Acquisition in accordance with the SPA; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1.

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ORDINARY RESOLUTION 2: THE PROPOSED ISSUANCE OF CONSIDERATION SHARES

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to each of the Directors:

- (a) to allot and issue to the Vendors (or their respective nominees) an aggregate of up to 342,500,000 Consideration Shares, subject to any Variation, credited as fully paid-up, at the Issue Price subject to the terms and conditions set out in the SPA; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 2.

ORDINARY RESOLUTION 3: THE PROPOSED WHITEWASH RESOLUTION

That subject to and contingent upon the passing of the Key Resolutions, the Independent Shareholders of the Company, hereby, on a poll taken, unconditionally and irrevocably waive their right under Rule 14 of the Singapore Code on Take-Overs and Mergers to receive a mandatory general offer from LVS, for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by LVS, as a result of the allotment and issuance of the Base Consideration Shares upon Completion.

ORDINARY RESOLUTION 4: THE PROPOSED LOAN CAPITALISATION

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Loan Capitalisation be and is hereby approved and that approval is hereby given to each of the Directors to:

- (a) capitalise the sum of S\$562,800 into Capitalisation Shares at the Issue Price and to issue and allot an aggregate of 2,814,000 Capitalisation Shares to ICH Capital, subject to and otherwise in accordance with the terms and conditions of the Loan Capitalisation Agreement, whereby such Capitalisation Shares shall rank *pari passu* in all respects with the post-consolidation Shares, except for any dividends, rights, allotments, distributions or entitlements, the record date of which falls prior to the date of the allotment and issuance of the Capitalisation Shares, and will be admitted for listing and quotation on the Catalist Board; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 4.

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ORDINARY RESOLUTION 5: THE PROPOSED PLACEMENT

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to each of the Directors:

- (a) to allot and issue up to 5,000,000 Placement Shares at the Issue Price; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 5.

ORDINARY RESOLUTION 6: THE PROPOSED ISSUANCE OF SAC CAPITAL SHARES

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to each of the Directors:

- (a) to allot and issue to SAC Capital (or their nominees) an aggregate of 500,000 SAC Capital Shares, credited as fully paid-up, at the Issue Price; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 6.

ORDINARY RESOLUTION 7: THE PROPOSED SHARE CONSOLIDATION

That subject to and contingent upon the passing of the Key Resolutions, the Directors be and are hereby authorised to consolidate every five hundred (500) existing ordinary shares to one (1) consolidated share in the capital of the Company.

ORDINARY RESOLUTION 8: THE PROPOSED DISPOSAL

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Disposal of Citicode-SNAP and the Proposed Disposal of Citicode Corporation be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (a) to carry out and implement the Proposed Disposal of Citicode-SNAP and the Proposed Disposal of Citicode Corporation in accordance with the Citicode-SNAP Disposal Agreement and the Citicode Corporation Disposal Agreement, respectively; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 8.

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ORDINARY RESOLUTION 9: THE PROPOSED CHANGE OF CORE BUSINESS

That subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby granted for the Company to change the core business of the Group to the Proposed New Business:

- (a) subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is in the Proposed New Business for the purpose of or in connection with the Proposed Change of Core Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal or to effect to this Ordinary Resolution 9; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 9.

ORDINARY RESOLUTION 10: THE PROPOSED APPOINTMENT OF DR. WILSON TAY AS A PROPOSED NEW DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and Completion, Dr. Wilson Tay be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 11: THE PROPOSED APPOINTMENT OF STEVEN LIM AS A PROPOSED NEW DIRECTOR

That subject to and contingent upon the passing of the Key Resolutions and Completion, Steven Lim be and is hereby appointed as a director of the Company with effect from Completion.

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ORDINARY RESOLUTION 12: THE PROPOSED NEW SHARE ISSUE MANDATE

That subject to and contingent upon the passing of the Key Resolutions, the Proposed New Share Issue Mandate be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (a) pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Constitution, to allot and issue Shares at any time and upon such terms and conditions, and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of new Shares to be issued pursuant to such authority shall not exceed 100% of the then existing issued share capital of the Company, and that the aggregate number of shares to be issued other than on a pro-rata basis to the then existing Shareholders shall not exceed 50% of the then existing issued share capital of the Company, and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 12.

ORDINARY RESOLUTION 13: THE PROPOSED CHANGE OF INDEPENDENT AUDITOR

That subject to and contingent upon the passing of the Key Resolutions:

- (a) the resignation of Foo Kon Tan LLP as the auditor be and is hereby noted and that Mazars LLP, having consented to act, be and are hereby appointed as the auditor in place of Foo Kon Tan LLP, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors with Mazars LLP; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 13.

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AS SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1: THE PROPOSED LISTING TRANSFER

That subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given, pursuant to Rule 410(4) of the Catalist Rules for the Company to transfer from the Mainboard to the Catalist Board.

SPECIAL RESOLUTION 2: THE PROPOSED CHANGE OF NAME

That subject to and contingent upon the passing of the Key Resolutions and subject to the approval of the Accounting and Corporate Regulatory Authority, the Proposed Change of Name of the Company from “Citicode Ltd.” to “Livingstone Health Holdings Limited” be and is hereby approved, and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 2.

SPECIAL RESOLUTION 3: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That the New Constitution of the Company as set out in Appendix H to the Circular be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution and that the Directors and each of them be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 3.

**BY ORDER OF THE BOARD
CITICODE LTD.**

TEH WING KWAN
EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER
31 DECEMBER 2020

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Notes:

Measures to Minimise Risk of Community Spread of COVID-19

Participation in the EGM by electronic means

1. The EGM of the Company will be held by electronic means pursuant to 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**”), and as amended by COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) (Amendment No. 2) Order 2020. Printed copies of the Notice of EGM, the Circular to Shareholders dated 31 December 2020 (the “**Circular**”) and the Request Form will not be sent to members. Instead, these documents may be accessed at the Company’s website at the URL <https://www.citicode.com.sg> or on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. However, Shareholders who still wish to receive a printed copy of the Circular are to complete the Request Form and email it to ir@citicode.com.sg or post it to Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. To receive a printed copy of the Circular before the EGM, Shareholders are to send in their request no later than Friday, 8 January 2021.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company’s accompanying announcement dated 31 December 2020. This announcement may be accessed at the Company’s website at the URL <https://www.citicode.com.sg> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

In particular, a member will be able to watch the proceedings of the EGM through a “live” webcast via his/her/its mobile phones, tablets or computers or listen to these proceedings through a “live” audio-only stream via telephone. In order to do so, a member who wishes to watch the “live” webcast or listen to the “live” audio-only stream must pre-register via the following link: https://us02web.zoom.us/webinar/register/WN_Fpz0LlvqTsmoyXnH2VZ0vA by no later than 10.00 a.m. on Tuesday, 19 January 2021. Following the verification, authenticated members will receive an email by 10.00 a.m. on Thursday, 21 January 2021 which will contain the user ID and password details as well as the URL to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the “**Confirmation Email**”). Members, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 10.00 a.m. on Thursday, 21 January 2021 should contact the Company at ir@citicode.com.sg.

Members will not be able to ask questions “live” during the broadcast of this EGM. All members may submit questions related to the resolutions to be tabled for approval at the EGM by electronic means via the following link: <https://forms.gle/L1ZDSazqpBJEVNq66>, by no later than 10.00 a.m. on Friday, 15 January 2021.

3. **Due to the current COVID-19 restriction orders in Singapore, a member will NOT be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** Please note that a member may not vote at the EGM otherwise than by way of appointing the Chairman of the EGM as the member’s proxy. Printed copies of the proxy form for the EGM (“**Proxy Form**”) will not be sent to members. The Proxy Form is accessible (a) via the Company’s website at the URL <https://www.citicode.com.sg> and (b) via the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on Wednesday, 13 January 2021.

4. The Chairman of the EGM, as proxy, need not be a member of the Company.
5. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the registered office of the Company at 1 Robinson Road, #17-00, AIA Tower, Singapore 048542.; or
 - (b) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at admin@citicode.com.sg,

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in either case, at least 72 hours before the time for holding the EGM. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

Personal data privacy:

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.