LIVINGSTONE

HEALTH

LIVINGSTONE HEALTH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **Livingstone Health Holdings Limited** (the "**Company**") will be convened and held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on Tuesday, 29 July 2025 at 3.00 p.m. (Singapore Time) for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Auditors' Report thereon.
(Ordinary Resolution 1)

2. To approve the payment of Directors' fees of S$158,000 for the financial year ending 31 March 2026. (1 April 2024 to 31 March 2025: S$156,000)
(Ordinary Resolution 2)

3. To re-appoint Forvis Mazars LLP as the Company's Auditors for the financial year ending 31 March 2026 and to authorise the Directors of the Company to fix their remuneration.
(Ordinary Resolution 3)

4. To re-elect the following Directors retiring pursuant to the Company's Constitution:

   Mr Teh Wing Kwan (Regulation 104) **(Ordinary Resolution 4)**
   Mr Chan Yu Meng (Regulation 104) **(Ordinary Resolution 5)**

   Mr Teh Wing Kwan will, upon re-election as a Director of the Company, remain as a Non-Independent and Non-Executive Director, the Chairman of the Board of Directors, and a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Company.

   *Mr Chan Yu Meng will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee of the Company. Mr Chan Yu Meng is considered independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**").*

   See Explanatory Note (i)

5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

As Special Business

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

As Ordinary Resolutions

6. **Authority to allot and issue shares in the capital of the Company – Share Issue Mandate**

That, pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and Rule 806 of the Catalist Rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue new shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require the Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) notwithstanding that the authority conferred by this Ordinary Resolution may have ceased to be in force, allot and issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Ordinary Resolution is in force,

provided that:

(1) the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Ordinary Resolution) to be allotted and issued pursuant to this Ordinary Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new Shares to be allotted and issued other than on a *pro rata* basis to the members of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Ordinary Resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (calculated in accordance with sub-paragraph (2) below);

(2) subject to such calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of new Shares that may be allotted and issued under sub-paragraph (1) above, the percentage total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:

(i) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;

(ii) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or the share awards are granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Any adjustments made in accordance with sub-paragraphs 2(i) or (2)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of passing this Ordinary Resolution;

(3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution for the time being; and

(4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

See Explanatory Note (ii) **(Ordinary Resolution 6)**

7. **Authority to offer and grant share awards and to allot and issue Shares in accordance with the LSHH PSP 2024**

That the Directors of the Company be and are hereby authorised to grant awards (the "**Awards**") in accordance with the provisions of the LSHH PSP 2024 adopted on 31 July 2024 (the "**PSP**") and, subject to the provisions in the Companies Act and the Constitution of the Company, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable and/or transferred pursuant to the PSP and all options and awards granted under any other share-based incentive scheme(s) of the Company shall not exceed 15% of the issued Shares of the Company (excluding any Shares held in treasury and subsidiary holdings) from time to time.

See Explanatory Note (iii) **(Ordinary Resolution 7)**

8. **Authority to offer and grant share awards and to allot and issue Shares in accordance with the LSHH RSP 2024**

That the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the LSHH RSP 2024 adopted on 31 July 2024 (the "**RSP**") and, subject to the provisions of the Companies Act and the Constitution of the Company, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable and/or transferred pursuant to the RSP and all options and awards granted under any other share-based incentive scheme(s) of the Company shall not exceed 15% of the issued Shares of the Company (excluding any Shares held in treasury and subsidiary holdings) from time to time.

See Explanatory Note (iv) **(Ordinary Resolution 8)**

By Order of the Board of Directors of
Livingstone Health Holdings Limited

Tay Ching Yit, Wilson
Executive Director and Chief Executive Officer

14 July 2025
Singapore

Explanatory Notes:

(i) In relation to Ordinary Resolutions 4 and 5 proposed in item 4 above, further information relating to Mr Teh Wing Kwan and Mr Chan Yu Meng, as required under Rule 720(5) of the Catalist Rules in relation to their re-election, may be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Additional Information on Directors Seeking Re-election" in the Annual Report for the financial year ended 31 March 2025.

(ii) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the passing of Ordinary Resolution 6 until the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue new Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) to be allotted and issued pursuant to Ordinary Resolution 6 shall not exceed 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 6. For the allotment and issue of new Shares other than on a pro-rata basis to existing members of the Company, the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 6) to be allotted and issued pursuant to Ordinary Resolution 6 shall not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 6. This authority will, unless previously revoked or varied by the Company in general meeting, expire at the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(iii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company, to offer and grant share awards and to allot and issue such Shares as may be required to be allotted and issued under the PSP.

(iv) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, to offer and grant share awards and to allot and issue such Shares as may be required to be allotted and issued under the RSP.

Notes:

1. The Annual General Meeting ("**AGM**" or "**Meeting**") of the Company will be held at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542 on 29 July 2025 at 3.00 p.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolutions set out in this Notice of AGM. **There will be no option for Shareholders to participate virtually.**

2. No printed copies of the Annual Report for the financial year ended 31 March 2025 (the "**FY2025 Annual Report**") will be sent to Shareholders. Shareholders may request for printed copies of the FY2025 Annual Report by completing and returning the request form (sent to them by post together with printed copies of this Notice of AGM and the accompanying Proxy Form) no later than 3.00 p.m. on 21 July 2025. Printed copies of this Notice of AGM and the Proxy Form will be sent to Shareholders. The Notice of AGM, the FY2025 Annual Report, the Proxy Form and the request form may be accessed under the Investor Relations webpage in the Company's website at the URL https://www.livingstonehealth.com.sg and are also available on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

3. Arrangements relating to submission of comments, queries and/or questions to the Chairman of the Meeting in advance of and live at the AGM, addressing of substantial and relevant comments, queries and/or questions prior to or at the AGM, and voting live or by appointing proxy(ies) (including the Chairman of the Meeting) at the AGM, are set out in this Notice of AGM. Please refer to the section titled "Key dates/deadlines" below for the relevant steps and details for Shareholders to participate at the AGM.

4. **There will be no option for Shareholders to participate virtually at the AGM. A Shareholder (whether individual or corporate) must vote live at the AGM or must appoint proxy(ies) (including the Chairman of the Meeting) to attend, submit question(s) and vote on his/her/its behalf at the AGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form may be accessed at the Company's website at the URL https://www.livingstonehealth.com.sg and is also available on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

5. A Shareholder:

   (a) who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such Shareholder's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

   (b) who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such Shareholder. Where such Shareholder's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act.

6. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks or SRS operators to submit their votes and/or comments, queries and/or questions relating to the resolutions tabled for approval at the AGM by 17 July 2025 at 5.00 p.m. (Singapore Time).

7. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a Shareholder of the Company. A Shareholder may choose to appoint the Chairman of the Meeting as his/her/its proxy.

8. The Proxy Form must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged with the Company at its registered office at Blk 217 Henderson Road, #01-09, Singapore 159555; or

   (b) if submitted by way of electronic means, be submitted via email in Portable Document Format (PDF) format to the Company at livingstone2025@boardroomlimited.com,

   in any case, at least 72 hours before the time fixed for holding the AGM and/or any adjournment thereof. A Shareholder 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. **Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

Personal Data Privacy

By submitting a Proxy Form appointing a proxy(ies) (including the Chaiman of the Meeting) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or services providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

Key dates/deadlines

Key Dates	Events
5.00 p.m. on Thursday, 17 July 2025	**Deadline for CPF and SRS investors.** CPF investors and SRS investors who wish to appoint the Chairman of the Meeting as proxy must approach their respective CPF agent banks or SRS operators or relevant intermediaries to submit their votes at least seven (7) working days before the AGM.
3.00 p.m. on Monday, 21 July 2025	**Deadline for Shareholders to request for printed copies of the FY2025 Annual Report** by completing and returning the request form
3.00 p.m. on Monday, 21 July 2025	**Deadline for Shareholders to submit questions.** Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting in advance of the AGM by submitting their questions (i) by post to the Company's registered office at Blk 217 Henderson Road, #01-09, Singapore 159555; or (ii) by email to the Company at IR@livingstonehealth.com.sg from the date of this Notice of AGM until 3.00 p.m. on Monday, 21 July 2025. Shareholders and (where applicable) duly appointed proxies and representatives will also be able to raise questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.
3.00 p.m. on Thursday, 24 July 2025	**Addressing questions.** The Company will address all substantial and relevant questions received from Shareholders relating to the resolutions in the Notice of AGM at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms, which will be published on the Company's website at the URL https://www.livingstonehealth.com.sg and SGXNet at the URL https://www.sgx.com/securities/company-announcements.
3.00 p.m. on Saturday, 26 July 2025	**Submission of Proxy Forms.** Shareholders must submit the Proxy Forms (i) by post to the Company's registered office at Blk 217 Henderson Road, #01-09, Singapore 159555; or (ii) by electronic means to livingstone2025@boardroomlimited.com by 3.00 p.m. on Saturday, 26 July 2025 to enable the Company's Share Registrar to verify their status as Shareholders of the Company.
3.00 p.m. on Tuesday, 29 July 2025	**AGM.** Shareholders and (where applicable) duly appointed proxies and representatives may participate at the AGM at 1 Robinson Road, #18-00 AIA Tower, Singapore 048542. **There will be no option for Shareholders to participate virtually.**
By Friday, 29 August 2025	**Minutes of AGM.** The Company will publish the minutes of AGM on the Company's website at the URL https://www.livingstonehealth.com.sg and on SGXNet at the URL https://www.sgx.com/securities/company-announcements within one month after the AGM.

*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 (the "**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 Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

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