



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 held at convened and held by way of electronic means on Friday, 30 July 2021 at 10.00 a.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 period from 1 January 2020 to 31 March 2021 together with the Auditors’ Report thereon.

(Ordinary Resolution 1)

2. To approve the payment of Directors’ fees of S\$110,000 for the financial period from 1 January 2021 to 31 March 2022. (12 months ended 31 December 2020: S\$37,000)

(Ordinary Resolution 2)

3. To re-appoint Mazars LLP as the Company’s Auditors for the financial year ending 31 March 2022 and to authorise the Directors of the Company to fix their remuneration.

(Ordinary Resolution 3)

4. To re-elect Mr Chan Yu Meng who is retiring pursuant to Regulation 104 of the Company’s Constitution.

(Ordinary Resolution 4)

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. 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”).

5. To re-elect the following Directors retiring pursuant to Regulation 108 of the Company’s Constitution:

Dr Tay Ching Yit, Wilson
Mr Steven Lim Jun Xiong

(Ordinary Resolution 5)

(Ordinary Resolution 6)

Dr Tay Ching Yit, Wilson will, upon re-election as a Director of the Company, remain as an Executive Director and the Chief Executive Officer of the Company.

Mr Steven Lim Jun Xiong will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Steven Lim Jun Xiong is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

6. 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 and Special Resolutions, with or without any modifications:

As Ordinary Resolutions

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

That, pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Companies Act**”) and Rule 806 of the Catalist Rules, 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 one hundred per cent. (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 fifty per cent (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 (i)].

(Ordinary Resolution 7)

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

Tay Ching Yit, Wilson
Executive Director and Chief Executive Officer

15 July 2021
Singapore

Explanatory Notes:

- (i) Ordinary Resolution 9 proposed in item 8 is Share Buy-back Mandate, if passed, will empower the Directors of the Company from the date of the passing of Ordinary Resolution 7 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 7) to be allotted and issued pursuant to Ordinary Resolution 7 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 7. 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 7) to be allotted and issued pursuant to Ordinary Resolution 7 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 7. 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.

Notes:

- 1. 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 Annual General Meeting ("AGM") will be held by way of electronic means.
- 2. No printed copies of the Annual Report for the financial year ended 31 March 2021 (the "FY2021 Annual Report") will be sent to Shareholders. Printed copies of this Notice of AGM and the Proxy Form will be sent to Shareholders. This Notice of AGM, the FY2021 Annual Report and the Proxy Form may be accessed at 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. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to or at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in this Notice of AGM. Please refer to the page below for the relevant steps and details for Shareholders to participate at the AGM.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the AGM will be held by way of electronic means and Shareholders will not be able to attend the AGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to 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>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting 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 Meeting as proxy for that resolution will be treated as invalid.
5. The Chairman of the Meeting, acting as proxy, need not be a Shareholder of the Company.
6. 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 1 Robinson Road, #17-00, AIA Tower, Singapore 048542; or
 - (b) if submitted by way of electronic means, be submitted via email in Portable Document Format (PDF) format to the Company at livingstone2021@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. **In view of the current COVID-19 advisories issued by the relevant authorities and the related safe distancing measures in Singapore, 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) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder 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 proxies 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.

Sponsor Statement

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"). This announcement 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 announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms. Tay Sim Yee at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Telephone (65) 6232 3210.

Key dates/deadlines

Key Dates	Events
10.00 a.m. on Wednesday, 21 July 2021	Deadline for CPF and SRS investors. CPF investors and SRS investors who wish to appoint the Chairman of the Meeting as proxy and who wish to watch the live audio-visual webcast or listen to the live audio-only stream of the AGM must approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the AGM.
5.00 p.m. on Friday, 23 July 2021	Shareholders will not be able to ask questions at the AGM during the live audio-visual webcast or live audio-only stream. It is therefore important for Shareholders to submit questions to the Chairman of the Meeting in advance of the AGM. 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 1 Robinson Road, #17-00, AIA Tower, Singapore 048542; or (ii) by email to the Company at IR@livingstonehealth.com.sg from the date of this Notice of AGM until 5.00 p.m. on Friday, 23 July 2021.
10.00 a.m. on Tuesday, 27 July 2021	Deadline for pre-registration and submission of Proxy Forms. Shareholders must pre-register at the URL https://us02web.zoom.us/webinar/register/WN_JJXrSnnMSoK3-r0W-ol_RQ between the date of this Notice of AGM and 10.00 a.m. on Tuesday, 27 July 2021 to enable the Company's Share Registrar to verify their status as Shareholders of the Company. Deadline for Shareholders to: (a) pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings by submitting the Online Pre-Registration Form; and (b) submit Proxy Forms by post or by electronic means to livingstone2021@boardroomlimited.com. In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
10.00 a.m. on Wednesday, 28 July 2021	Confirmation of pre-registration. Following verification, authenticated Shareholders will receive an email by 10.00 a.m. on Wednesday, 28 July 2021, which will contain the URL and password details to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the "Confirmation Email"). Shareholders, 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 Wednesday, 28 July 2021, should contact the Company at IR@livingstonehealth.com.sg. Addressing questions. The Company will endeavour to address all substantial and relevant questions received from Shareholders relating to the resolutions in the Notice of AGM prior to or at the AGM, 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.
10.00 a.m. on Friday, 30 July 2021	AGM. Shareholders may participate at the AGM via electronic means by: (a) clicking on the link in the Confirmation Email and entering the password to access the live audio-visual webcast of the AGM proceedings; or (b) calling the toll-free telephone number in the Confirmation Email and keying in the ID and password to access the live audio-only stream of the AGM proceedings.
By Tuesday, 31 August 2021	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.