

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of META HEALTH LIMITED (the “**Company**”) will be held by way of electronic means on **Sunday, 30 April 2023 at 9:30 a.m.**, to transact the following business:

## 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 December 2022 (“**FY2022**”) together with the Auditors’ Report thereon.  
**(Resolution 1)**
2. To re-elect Mr Kelvin Lee Ming Hui as a director of the Company (“**Director**”), who is retiring pursuant to Article 92 of the Company’s Constitution, and who, being eligible, offered himself for re-election as a Director.  
[See Explanatory Note (i)] **(Resolution 2)**
3. To re-elect Dr Bernard Ng Kee Huat as a Director, who is retiring pursuant to Article 97 of the Company’s Constitution, and who, being eligible, offered himself for re-election as a Director.  
[See Explanatory Note (ii)] **(Resolution 3)**
4. To re-elect Mr Law Ren Kai Kenneth as a Director, who is retiring pursuant to Article 97 of the Company’s Constitution, and who, being eligible, offered himself for re-election as a Director.  
[See Explanatory Note (iii)] **(Resolution 4)**
5. To approve the payment of Directors’ fees of S\$110,000 for the financial year ending 31 December 2023, to be paid quarterly in arrears, at the end of each calendar quarter. (FY2022: S\$110,000)  
**(Resolution 5)**
6. To re-appoint Foo Kon Tan LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.  
**(Resolution 6)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting of the Company.

## AS SPECIAL BUSINESS

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

### 8. **Authority to allot and issue shares**

“That pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue 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 Shares to be issued, including but not limited to, the creation 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

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- (b) (notwithstanding the authority conferred by this Ordinary Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Ordinary Resolution is in force, provided that:
- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Ordinary Resolution) and Instruments to be issued pursuant to this Ordinary Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments) other than on a pro-rata basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as 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 Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for:
    - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
    - (b) (where applicable) new Shares arising from the exercise of share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
    - (c) any subsequent bonus issue, consolidation or sub-division of Shares,adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of 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 SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; 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 (i) the conclusion of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”

[See Explanatory Note (iv)]

**(Resolution 7)**



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9. **Authority to allot and issue Shares under the MCE Share Option Scheme 2003**

“That the Directors of the Company be authorised and empowered to allot and issue Shares in the capital of the Company to all the holders of options granted by the Company prior to the subsistence of this authority under the MCE Share Option Scheme 2003 (“**2003 Scheme**”) upon the exercise of such options and in accordance with the terms and conditions of the 2003 Scheme.”

[See Explanatory Note (v)]

**(Resolution 8)**

10. **Authority to offer and grant share options, and to allot and issue Shares under the MCE Share Option Scheme 2014 (“2014 Scheme”)**

“That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to grant share options in accordance with the provisions of the 2014 Scheme and to allot and issue from time to time, such number of Shares as may be required to be issued pursuant to the exercise of the share options under the 2014 Scheme, provided that the aggregate number of new Shares which may be issued pursuant to the 2014 Scheme shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.”

[See Explanatory Note (vi)]

**(Resolution 9)**

**By Order of the Board**


Lee Wei Hsiung  
Secretary  
Singapore, 14 April 2023





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## Explanatory Notes:

- (i) Mr Kelvin Lee Ming Hui will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee. The Board considers Mr Kelvin Lee Ming Hui to be independent for the purpose of Rule 704(7) of the Catalist Rules. Mr Kelvin Lee Ming Hui does not have any relationship, including family relationships, with the rest of the Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. Key information on Mr Kelvin Lee Ming Hui required pursuant to Rule 720(5) of the Catalist Rules can be found under the sections entitled “Board of Directors”, “Corporate Governance Report – Additional Information on Directors Nominated for Re-Election – Appendix 7F to the Catalist Rules”, and “Directors’ Statement” of the Company’s Annual Report 2022.
  - (ii) Dr Bernard Ng Kee Huat will, upon re-election as a Director, remain as the Executive Chairman of the Board and Group Chief Executive Officer. Key information on Dr Bernard Ng Kee Huat required pursuant to Rule 720(5) of the Catalist Rules can be found under the sections entitled “Board of Directors”, “Corporate Governance Report – Additional Information on Directors Nominated for Re-Election – Appendix 7F to the Catalist Rules”, and “Directors’ Statement” of the Company’s Annual Report 2022.
  - (iii) Mr Law Ren Kai Kenneth will, upon re-election as a Director, remain as an Independent Non-Executive Director, the Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee. The Board considers Mr Law Ren Kai Kenneth to be independent for the purpose of Rule 704(7) of the Catalist Rules. Mr Law Ren Kai Kenneth does not have any relationship, including family relationships, with the rest of the Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. Key information on Mr Law Ren Kai Kenneth required pursuant to Rule 720(5) of the Catalist Rules can be found under the sections entitled “Board of Directors”, “Corporate Governance Report – Additional Information on Directors Nominated for Re-Election – Appendix 7F to the Catalist Rules”, and “Directors’ Statement” of the Company’s Annual Report 2022.
  - (iv) Ordinary Resolution 7 proposed in item 8 above, if passed, will authorise and empower the Directors from the date of passing Resolution 7 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 or the date such authority is revoked by the Company in a general meeting, whichever is the earliest, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holding, if any) in the capital of the Company, of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holding, if any) in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders. For determining the aggregate number of Shares that may be issued, the percentage of Shares that may be issued (including Shares that are to be issued pursuant to the Instruments) will be calculated based on the issued Shares in the capital of the Company at the time this Ordinary Resolution 7 is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, new Shares arising from exercising share options or vesting of share awards which were issued and outstanding or subsisting at the time of passing of Ordinary Resolution 7 and any subsequent bonus issue, consolidation or sub-division of Shares.
  - (v) Ordinary Resolution 8 proposed in item 9 above, if passed, will authorise and empower the Directors, from the date of passing Resolution 8 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, or the date such authority is revoked by the Company in a general meeting, whichever is earlier, to allot and issue Shares pursuant to the exercise of options under the 2003 Scheme, provided that the aggregate number of shares to be issued shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time. The 2003 Scheme expired on or about 3 November 2013. Options previously granted under the 2003 Scheme remain valid and exercisable until the end of the relevant exercise period.
  - (vi) Ordinary Resolution 9 proposed in item 10 above, if passed, will authorise and empower the Directors, from the date of passing Resolution 9 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, or the date such authority is revoked by the Company in a general meeting, whichever is earlier, to grant share options and to allot and issue Shares pursuant to the exercise of options under the 2014 Scheme, provided that the aggregate number of shares to be issued shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time. The 2014 Scheme was adopted and approved by Shareholders on 25 April 2014.
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## Notes

### Alternative Arrangements for Participation at the AGM

1. The AGM is being convened, and will be held, by way of electronic means pursuant to First Schedule of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this Notice, Annual Report and the accompanying Proxy Form will not be sent to shareholders. Instead, this Notice, the Annual Report and the accompanying Proxy Form may be accessed via the Company's website at <http://metahealth.sg/investor-relations/>. This Notice, the Annual Report and the accompanying Proxy Form are also available on the SGXNET website at <https://www.sgx.com/securities/company-announcements>.
3. Shareholders may participate at the AGM in the following manner:
  - (a) observing and/or listening to the AGM proceedings via a "live" audio-visual webcast or the "live" audio-only stream;
  - (b) submitting questions in advance of the AGM or "live" at the AGM; and/or
  - (c) voting at the AGM (i) "live" by shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM.

### Participation in the AGM via live webcast or live audio feed

4. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live AGM Webcast**"). Shareholders will also be able to ask questions and communicate 'live' at the AGM. In order to do so, the member must pre-register by **9.30 a.m. on 27 April 2023** (the "**Registration Deadline**"), at the following URL: <https://conveneagm.com/sg/metahealth2023> ("**Meta Health AGM Website**"), to create an account.

Corporate shareholders must also submit the Corporate Representative Certificate to [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com), in addition to the registration procedures as set out above, by the Registration Deadline, for verification purpose.

5. Following verification, authenticated shareholders will receive an email on their authentication status and will be able to access the Live AGM Webcast using the account created.
6. Shareholders must not forward the login details to join the Live AGM Webcast to other person who is not a shareholder of the Company and/or who is not authorised to attend the Live AGM Webcast. Recording of the Live AGM Webcast by shareholders in whatever form is also strictly prohibited.
7. Shareholders who have pre-registered by the Registration Deadline but do not receive an email response by 9.30 a.m. on 29 April 2023, may contact the Company's Share Registrar, M & C Services Private Limited, at +65 6228 0530 or [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com), with the following details included: (i) the full name of the shareholder, and (ii) his/her/its identification/registration number.
8. Investors who hold shares through depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) and wish to participate the Live AGM Webcast must approach their respective depository agents to pre-register **by 5.00 p.m. on 19 April 2023** in order to allow sufficient time for their respective depository agents to in turn pre-register their interest with the Company.

### Submission of Question in advance of or "live" at the AGM

9. A shareholder of the Company may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations in advance of, or "live" at, the AGM. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received no later than 9.30 a.m. on 22 April 2023, by posting its responses via SGXNET and the Company's website by 9.30 a.m. on 26 April 2023 or "live" at the AGM for the relevant questions received during the AGM. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one month after the date of AGM and the minutes will include the responses to the questions addressed during the AGM.



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10. All shareholders can submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM, in the following manner:
- (i) by post to the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902; or
  - (ii) by email to the Company at [stevetan@metahealth.sg](mailto:stevetan@metahealth.sg); or
  - (iii) via the Meta Health AGM Website,
- no later than 9.30 a.m. on 22 April 2023.
11. When sending in their questions by post or email, shareholders are required to provide the Company with the following details to enable the Company to verify their status:
- (i) shareholder's full name as it appears on his/her/its CDP/CPF/SRS share records;
  - (ii) shareholder's NRIC/Passport/UEN number;
  - (iii) shareholder's contact number and email address; and
  - (iv) the manner in which they hold shares in the Company (e.g. via CDP, CPF or SRS).

## **How to submit questions "live" at the AGM**

12. Shareholders, CPF and SRS Investors may submit textual questions "live" at the AGM in the following manner:
- (a) Shareholders or where applicable, their appointed proxy(ies), CPF and SRS investors who have pre-registered and are verified to attend the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the AGM within a certain prescribed time limit.
  - (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the Company's Share Registrar, M & C Services Private Limited, upon verification of the Proxy Form(s).
  - (c) Shareholders, CPF and SRS investors or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the AGM, and will not be able to do so via the audio-only stream of the AGM proceedings.
  - (d) The Company will, during the AGM itself, address as many substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

## **Live Voting**

13. Shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) attending the AGM by electronic means will be able to participate by voting "live" at the AGM.

## **Submission of instrument appointing a proxy(ies) to vote, or vote "live", at the AGM**

14. Shareholders who wish to exercise their voting rights at the AGM may:
- a. (where such shareholders are individuals) vote "live" via electronic means at the AGM or (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM)\* to vote "live" via electronic means at the AGM on their behalf; or  
*\*For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.*
  - b. (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

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- Shareholders (including CPF and SRS Investors) and, where applicable, appointed proxy(ies), who wish to vote “live” at the AGM must first pre-register at the Meta Health AGM Website before the Registration Deadline.
  - Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the proxy form, failing which the appointment for that resolution will be treated as invalid.
15. CPF or 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 by 5.00 p.m. on 19 April 2023.
16. A Depositor’s name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.
17. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it in the following manner:
- (a) if the physical Proxy Form is sent personally or by post, the Proxy Form must be deposited at, or be posted to be received at, the office of the Company’s Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01 Singapore 068902; or
  - (b) if submitted by email, the Proxy Form must be received by the Company’s Share Registrar, M & C Services Private Limited at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com); or
  - (c) if submitted electronically, via the Meta Health AGM Website at <https://conveneagm.com/sg/metahealth2023>,
- in either case not later than 9.30 a.m. on 28 April 2023.

## Personal Data Privacy:

By (a) submitting a proxy form appointing a proxy to attend, speak and vote at the AGM and/or any adjournment thereof, and/or (b) by registering to attend the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, and/or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy list, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “Sponsor”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst.*

*This notice has not been examined or approved by 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 Mr Alex Tan, Chief Executive Officer, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*