

# MEDI LIFESTYLE LIMITED

(Company Registration No. 201117734D)  
(Incorporated in the Republic of Singapore on 26 July 2011)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 13 April 2023 issued by Medi Lifestyle Limited ("**Circular**").*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Medi Lifestyle Limited ("**Company**") will be held by way of electronic means on Friday, 28 April 2023 at 10:30 a.m. (Singapore time) (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be convened at 10.00 a.m. on the same day) for the purpose of considering and, if thought fit, passing with or without modifications the following Ordinary Resolutions:

### **AS ORDINARY RESOLUTIONS:**

#### **ORDINARY RESOLUTION 1: THE PROPOSED SHARE CONSOLIDATION OF EVERY TEN (10) EXISTING ISSUED ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS OF THE COMPANY AS AT THE RECORD DATE INTO ONE (1) CONSOLIDATED SHARE (FRACTIONAL ENTITLEMENTS TO BE DISREGARDED)**

That:

- (a) the Proposed Share Consolidation be and is hereby approved and that authority be and is hereby given for all the Shares in the Company issued to Shareholders as at the Record Date to be consolidated by consolidating every ten (10) Shares held by each Shareholder as at the Record Date into one (1) Consolidated Share with effect from the date to be determined by the Directors and in the manner set out in the Circular;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded; and
- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

#### **ORDINARY RESOLUTION 2: THE PROPOSED ISSUANCE OF CONVERTIBLE BONDS OF AN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$30,000,000**

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

- (a) approval be and is hereby given for the purposes of Chapter 8 of the Catalist Rules of the SGX-ST, for the proposed issuance of convertible bonds of an aggregate principal amount of up to S\$30,000,000 by the Company;
- (b) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, approval be and is hereby given to the Directors to allot and issue up to an aggregate of 1,500,000,000 Conversion Shares to the holder(s) of the Bonds, at the Conversion Price per Conversion Share, on and subject to the terms of the SSA; and

- (c) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

**ORDINARY RESOLUTION 3: THE PROPOSED ISSUANCE OF UP TO 27,583,058 ADJUSTMENT SHARES AS A RESULT OF THE PROPOSED TRANSACTIONS**

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2:

- (a) pursuant to Section 161 of the Companies Act and Rule 805(1) of the Catalist Rules, approval be and is hereby given to the Directors to allot and issue up to an aggregate of 27,583,058 Adjustment Shares to the holder(s) of the Outstanding Convertible Securities, at the conversion price per conversion share, on and subject to the terms of the Outstanding Convertible Securities and the adjustments set out in this Circular; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board

Low Koon Poh  
Executive Chairman and CEO

13 April 2023

**NOTES:**

1. The EGM is being convened, and will be held, by way of 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.
2. **Members will not be able to attend the EGM in person.** Alternative arrangements relating to, among others, attendance at the EGM via electronic means (including arrangements by which the EGM proceedings may be electronically accessed via live audio-visual webcast ("**Live Webcast**") and live audio-only stream ("**Audio Only Means**"), submission of questions in advance of the EGM, submission of text-based questions during the EGM, addressing of substantial and relevant questions in advance of, or at, the EGM, appointment of proxy(ies) to attend and vote on their behalf at the EGM, and live voting at the EGM, are set out in the accompanying Company's announcement dated 13 April 2023 ("**EGM Alternative Arrangements Announcement**"). The EGM Alternative Arrangements Announcement may be accessed at the Company's website at the URL <https://investor.medi-lifestyle.com/egm.html> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to attend the EGM must pre-register at the URL <https://investor.medi-lifestyle.com/egm.html> no later than **10.30 a.m. on 26 April 2023** ("**Registration Cut-Off Time**") for verification purposes. Following verification, authenticated members and CPF/SRS investors will receive an email by 12.00 p.m. on 27 April 2023 on their authentication status and link to access the Live Webcast and Audio Only Means of the EGM proceedings. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 27 April 2023, but have registered by the Registration Cut-Off Time, should contact the Company's investor relations via email at [egm2023@medi-lifestyle.com](mailto:egm2023@medi-lifestyle.com) during office hours on 27 April 2023 for assistance.
4. Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register at the URL <https://investor.medi-lifestyle.com/egm.html> for the "live" broadcast of the EGM. If they wish to participate in the "live" broadcast of the EGM, they should instead approach their relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register.
5. Members, including CPF/SRS investors, and (where applicable) duly appointed proxy(ies) attending the EGM may ask questions related to the resolutions to be tabled for approval during the EGM, by submitting text-based questions during the Live Webcast and Audio Only Means by clicking on the "Ask Question" feature, followed by selecting a resolution to enter the text-based question.

Members including CPF/SRS investors may submit questions relating to the resolutions of the EGM in advance of the EGM in the following manner no later than **5.00 p.m. on 20 April 2023**:

- (a) via the pre-registration website at the URL <https://investor.medi-lifestyle.com/egm.html>; or
- (b) by email to the Company's investor relations at [egm2023@medi-lifestyle.com](mailto:egm2023@medi-lifestyle.com).

The Company will endeavour to address all substantial and relevant questions submitted prior to the EGM by publishing the responses to such questions on the Company's website and on SGX website by **23 April 2023**. 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.

6. Members who wish to exercise their voting rights at the EGM may vote in real time at the EGM by themselves or by their duly appointed proxies (other than the Chairman of the EGM) via Live Voting feature, or appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM. A member who wishes to appoint a proxy(ies) to attend and vote at the EGM must submit an instrument of appointing a proxy(ies). 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.
7. The proxy needs not be a member of the Company.
8. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
  - a) if submitted by post, be lodged 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; or
  - b) if submitted electronically, be submitted via email enclosing a signed PDF copy of the proxy form to the Company's Share Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com),

in either case, no later than **10.30 a.m. on 26 April 2023**, being not less than forty-eight (48) hours before the time appointed for holding the EGM and in default the instrument appointing a proxy or proxies shall not be treated as valid.

A member who wishes to submit an instrument appointing a proxy or proxies must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

9. CPF/SRS investors may vote in real time 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 any questions regarding their appointment as proxies. CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions **by 5.00 p.m. on 19 April 2023**, being seven (7) working days before the EGM. For the avoidance of doubt, CPF/SRS investors will not be able to appoint third-party proxy(ies) (other than the Chairman of the EGM or the CPF/SRS investors themselves) to vote at the EGM on their behalf.
10. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his/her 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 under the hand of an attorney or a duly authorised officer or in such a manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
11. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument appointing a proxy or proxies, failing which the instrument may be treated as invalid.
12. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the EGM in order for the depositor to be entitled to attend, speak and vote at the EGM.
13. All documents (including the Circular, this Notice of EGM and the proxy form) or information relating to the EGM ("**Documents**") are circulated to members by electronic means via publication on the Company's website at the URL <https://investor.medi-lifestyle.com/egm.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these Documents will not be despatched to members. Members and Investors are reminded to check the Company's website or SGX website regularly for updates on the EGM (if any).

#### **Personal data privacy:**

By (a) submitting a proxy form appointing the proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any questions prior to, or at, the EGM; or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company (i) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty; and (ii) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of (collectively, the "**Purposes**"):

- I. processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the proxy(ies) and/or representative(s) for the EGM (including any adjournment thereof);
- II. processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Audio Only Means and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from members received in advance of, or live at, the EGM;
- IV. preparing and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

The member'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.

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*This notice of EGM ("**Notice**") has been reviewed by the Company's sponsor, SAC Capital Private Limited ("**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, #21-00 AIA Tower, Singapore 048542, telephone: (65) 6232 3210.*