

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“**AGM**”) of Meta Health Limited (the “**Company**”) will be held at Chui Huay Lim Club, 190 Keng Lee Road, Singapore 308409 on Monday, 29 April 2024 at 9.30 a.m. to transact the following business:

AS ORDINARY BUSINESS:

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

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2023 (“**FY2023**”), together with the Directors’ Statement and the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect Mr Kelvin Lee Ming Hui who is retiring pursuant to Article 92 of the Company’s Constitution and who, being eligible, offers himself for re-election as a director of the Company (“**Director**”). *(See Explanatory Note 1)* **(Resolution 2)**
3. To re-elect Mr Koh Gim Hoe who is retiring pursuant to Article 92 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director. *(See Explanatory Note 2)* **(Resolution 3)**
4. To re-elect Ms Lim Qing Ru who is retiring pursuant to Article 97 of the Company’s Constitution and who, being eligible, offers herself for re-election as a Director. *(See Explanatory Note 3)* **(Resolution 4)**
5. To re-elect Dr Bernard Ng Kee Huat who has voluntarily submitted himself, and who, being eligible, offers himself for re-election as a Director. *(See Explanatory Note 4)* **(Resolution 5)**
6. The following Ordinary Resolution shall only be proposed and voted upon subject to and contingent upon passing of Ordinary Resolution 2 or Ordinary Resolution 3 or Ordinary Resolution 4 or Ordinary Resolution 5:
 - To re-elect Mr Law Ren Kai Kenneth who has voluntarily submitted himself, and who, being eligible, offers himself for re-election as a Director. *(See Explanatory Note 5)***(Resolution 6)**
7. To approve the payment of additional Directors’ fees of S\$4,167 for FY2023. *(See Explanatory Note 6)* **(Resolution 7)**
8. To approve the payment of Directors’ fees of S\$135,000 for the financial year ending 31 December 2024, to be paid quarterly in arrears, at the end of each calendar quarter (FY2023: S\$114,167, including additional Directors’ fees of S\$4,167 referred to in item 7 above). **(Resolution 8)**
9. To re-appoint Foo Kon Tan LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 9)**

AS SPECIAL BUSINESS:

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

10. **Authority to Allot and Issue Shares** **(Resolution 10)**

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

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- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) (whether by way of bonus, rights 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) securities, warrants, options, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes as the Directors of the Company may in their absolute discretion deem fit provided that:

- (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 the 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 7)

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11. **Authority to Allot and Issue Shares under the MCE Share Option Scheme 2014 (“2014 Scheme”) (Resolution 11)**

“That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered 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 which were granted and outstanding under the 2014 Scheme, provided that the aggregate number of new Shares which may be issued pursuant to the exercise of such share options under 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 8)

12. To transact any other ordinary business which may be properly transacted at an AGM.

BY ORDER OF THE BOARD
Lee Wei Hsiung
Company Secretary
Singapore, 13 April 2024

EXPLANATORY NOTES:

1. 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 of Directors of the Company (the “Board”) considers Mr Kelvin Lee Ming Hui to be independent for the purpose of Rule 704(7) of the Catalist Rules. 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 2023.
2. Mr Koh Gim Hoe will, upon re-election as a Director, remain as the Lead Independent Non-Executive Director, the Chairman of the Remuneration Committee, and a member of the Audit Committee and the Nominating Committee. The Board considers Mr Koh Gim Hoe to be independent for the purpose of Rule 704(7) of the Catalist Rules. Key information on Mr Koh Gim Hoe 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 2023.
3. Ms Lim Qing Ru will, upon re-election as a Director, remain as an Independent Non-Executive Director, and a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. The Board considers Ms Lim Qing Ru to be independent for the purpose of Rule 704(7) of the Catalist Rules. Key information on Ms Lim Qing Ru 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 2023.
4. Notwithstanding that the term of office of Dr Bernard Ng Kee Huat is not due, he has voluntarily submitted himself for re-election as a Director. Dr Bernard Ng Kee Huat will, upon re-election as a Director, remain as the Executive Chairman 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 2023.
5. Ordinary Resolution 6 shall only be proposed and voted upon if Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 or Ordinary Resolution 5 is passed. The Company is required to have at least one Singapore resident Director pursuant to the Companies Act. In the event preceding Directors, who are Singapore residents, were all removed from office, the last Director, who is a Singapore resident, will not be put up for re-election but will continue in office.

Notwithstanding that the term of office of Mr Law Ren Kai Kenneth is not due, he has voluntarily submitted himself for re-election as a Director. 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. 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 2023.

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6. At the Annual General Meeting of the Company held on 30 April 2023, shareholders of the Company approved the payment of Directors' fees of S\$110,000 for FY2023, to be paid quarterly in arrears.

The proposed payment of additional Directors' fees of S\$4,167 to be approved by shareholders of the Company at this Annual General Meeting of the Company arose due to the appointment of Ms Lim Qing Ru as an additional Director to the Board during FY2023. The appointment of Ms Lim Qing Ru as an Independent Non-Executive Director of the Company took effect from 1 November 2023.

If the proposed payment of additional Directors' fees of S\$4,167 is approved by shareholders of the Company at the forthcoming Annual General Meeting of the Company, the total payment for Directors' fees for FY2023 will be S\$114,167.

7. Ordinary Resolution 10 proposed in item 10 above, if passed, will authorise and empower the Directors, from the date of passing Ordinary Resolution 10 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 of the Company. 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 10 is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, or exercising of share options or vesting of share awards which were issued and outstanding or subsisting at the time of passing of Ordinary Resolution 10 and any subsequent bonus issue, consolidation or subdivision of Shares.
8. Ordinary Resolution 11 proposed in item 11 above, if passed, will authorise and empower the Directors, from the date of passing Ordinary Resolution 11 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 pursuant to the exercise of share options which were granted and outstanding 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 of the Company on 25 April 2014 and will expire on 24 April 2024. Share options previously granted and outstanding under the 2014 Scheme remain valid and exercisable until the end of the relevant exercise period in accordance with the rules of the 2014 Scheme.

NOTES:

General

1. The AGM is being convened, and will be held, in a wholly physical format, at Chui Huay Lim Club, 190 Keng Lee Road, Singapore 308409, on Monday, 29 April 2024 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the resolutions set out in the Notice of AGM. **There will be no option for shareholders of the Company ("Shareholders") to participate virtually.**
2. Members may participate in the AGM by:
- (a) attending the AGM in person;
 - (b) voting at the AGM (i) themselves; or (ii) through their duly appointed proxy(ies); and/or
 - (c) submitting questions in advance of, or at, the AGM,
- details as set out in the paragraphs below.
3. Printed copies of the Company's Annual Report 2023, which contains this Notice of AGM and the accompanying Proxy Form, will be sent to Shareholders by post. These documents will also be published on the SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <http://metahealth.sg/investor-relations/>.

Register in person to attend the AGM

4. Shareholders and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Every attendee is required to bring his or her NRIC or passport to enable the Company to verify his or her identity. The Company reserves the right to refuse admittance to the AGM if the attendee's identity cannot be verified accurately. Shareholders are advised not to attend the AGM if they are feeling unwell.
5. Shareholders who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) (other than CFP/SRS investors) and wish to participate in the AGM in person should approach his or her Relevant Intermediary at least seven (7) working days before the date of the AGM (i.e. **by 5.00 p.m. on 17 April 2024**) to make the necessary arrangements.

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Submission of Questions

6. **Submission of questions in advance of the AGM:** Shareholders can submit substantial and relevant questions relating to the businesses of the AGM, in advance of the AGM, to the Company, in the following manner:
- (i) in hard copy by post, to be deposited at the registered office of the Company at 7500A Beach Road, #12-303 The Plaza, Singapore 199591; or
 - (ii) electronically via email to info@metahealth.sg.

All substantial and relevant questions relating to the businesses of the AGM by the Shareholders must be submitted by **9.30 a.m. on 21 April 2024** (the “**Cut-Off Time**”).

When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders:

- (i) status: individual shareholder or corporate representative;
- (ii) full name/full company name (as per CDP/CPF/SRS/Scrp-based records);
- (iii) NRIC/FIN/Passport No./UEN;
- (iv) email address; and
- (v) contact number (optional).

Persons who hold Shares through Relevant Intermediaries (other than CPF/SRS investors) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the AGM, before or during the AGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNet and the Company’s corporate website before **9.30 a.m. on 25 April 2024**, being at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolutions to be tabled for approval at the AGM) received after the Cut-Off Time which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

7. **Submission of questions during the AGM:** Shareholders and their proxy(ies) attending the AGM may ask questions in person at the AGM.

Voting

8. Shareholders (including CPF/SRS investors) can vote at the AGM themselves or through duly appointed proxy(ies). A Shareholder who wishes to appoint a proxy(ies) must submit an instrument appointing a proxy(ies) (i.e. the Proxy Form) in accordance with the instructions on the Proxy Form.
9. If a Shareholder wishes to appoint a proxy(ies) to attend, speak and vote at the AGM on his or her behalf, he or she should submit the Proxy Form to the Company in the following manner:
- (a) if submitted by post, be deposited at the office of the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically via email, the Proxy Form must be received by the Company’s Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case by **9.30 a.m. on 27 April 2024**, being not less than forty-eight (48) hours before the time appointed for holding the AGM, and in default the Proxy Form shall not be treated as valid.

10. A Shareholder who wishes to submit an instrument appointing a proxy(ies) must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it electronically via email to the email address provided above.

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11. CPF or SRS investors may:
 - (a) vote live at the AGM 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 questions regarding their appointment as proxies; or
 - (b) appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators no later than **5.00 p.m.** on **17 April 2024** (being seven (7) working days before the date of the AGM).

Other information

12. A Shareholder of the Company entitled to attend, speak and vote at the AGM, and who is not a Relevant Intermediary (as defined under Section 181(6) of the Companies Act), is entitled to appoint one (1) proxy or two (2) proxies to attend, speak and vote in his or her place.
13. A Shareholder who is a Relevant Intermediary entitled to attend, speak and vote at the AGM is entitled to appoint more than two (2) proxies to attend, speak and vote instead of the Shareholder, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints more than one (1) proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this note to the Notice of AGM. The appointments shall be invalid unless the Shareholder specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.
14. The completion and return of a Proxy Form by a Shareholder does not preclude him or her from attending, speaking and voting in person at the AGM should he or she subsequently decide to do so, although the appointment of the proxy(ies) shall be deemed to be revoked by such attendance.
15. A Depositor shall not be regarded as a Shareholder of the Company and shall not be entitled to attend the AGM and to speak and vote thereat unless his or her name appears on the Depository Register as certified by CDP as at seventy-two (72) hours before the time appointed for holding the AGM (i.e. **9.30 a.m.** on **26 April 2024**).
16. A proxy need not be a Shareholder of the Company. The Chairman of the AGM, as proxy, need not be a Shareholder of the Company.
17. A corporation which is a Shareholder of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the AGM.
18. The instrument appointing a proxy(ies) must be signed by the appointor or his or her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument appointing a proxy(ies) is signed on behalf of the Shareholder or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument appointing a proxy(ies), failing which the instrument appointing a proxy(ies) may be treated as invalid.
19. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on the SGXNet and the Company's corporate website, and the minutes will include the responses to substantial and relevant questions received from Shareholders which are addressed during the AGM.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder of the Company:

- (a) 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 (collectively, the "**Purposes**");
- (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service 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
- (c) 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.

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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 for 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.

*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 Catalist.*

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.