

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Meta Health Limited (the “**Company**”) will be held on Monday, 28 April 2025 at 9.00 a.m. at Chui Huay Lim Club, 190 Keng Lee Road, Singapore 308409, for the purpose of transacting the following business:

## 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 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To re-elect Mr Law Ren Kai Kenneth, as a Director of the Company, who ceases to hold office in accordance with Regulation 91 of the Company’s Constitution and Rule 720(4) of the Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and being eligible, offers himself for re-election.  
*[See Explanatory Note 1]* **(Resolution 2)**
3. To re-elect Mr Sim Mong Keang as a Director of the Company, who ceases to hold office in accordance with Regulation 97 of the Company’s Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST and being eligible, offers himself for re-election.  
*[See Explanatory Note 2]* **(Resolution 3)**
4. To re-elect Mr Kenny Rebeira as a Director of the Company, who ceases to hold office in accordance with Regulation 97 of the Company’s Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST and being eligible, offers himself for re-election.  
*[See Explanatory Note 3]* **(Resolution 4)**
5. To approve the payment of Directors’ fees of up to S\$165,000/- for the financial year ending 31 December 2025, to be paid quarterly in arrears (FY2024: S\$135,000/-).  
*[See Explanatory Note 4]* **(Resolution 5)**
6. To re-appoint Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business which may properly be transacted at an annual general meeting.

## SPECIAL BUSINESS

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

8. Authority to Allot and Issue Shares **(Resolution 7)**  
  
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 shares in 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 Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:
- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b)(ii) below);
  - (ii) subject to such calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (b)(i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, at the time this Resolution is passed after adjusting for:
    - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities which are issued and outstanding or subsisting at the time of the passing of this Resolution;
    - (b) new Shares arising from exercising share options or vesting of share awards which are issued and outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of Catalist Rules; and
    - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
  - (iii) in exercising the authority conferred by this 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; and
  - (iv) unless revoked or varied by the Company in a general meeting, such authority 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 5]*

BY ORDER OF THE BOARD

Gwendolin Lee Soo Fern  
Company Secretary  
11 April 2025  
Singapore

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## Explanatory Notes:

1. Ordinary Resolution 2 is in respect of Mr Law Ren Kai Kenneth, who is retiring by rotation in accordance with Regulation 91 of the Company's Constitution and Rule 720(4) of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

Mr Law shall retire from office at the close of the Annual General Meeting ("**AGM**") and will be seeking re-election pursuant to Regulation 91 of the Company's Constitution. Mr Law shall, upon re-election as a Director of the Company, remain as the Executive Chairman of the Company and as a member of the Nominating Committee ("**NC**"), the Audit Committee ("**AC**"), and the Remuneration Committee ("**RC**").

Key information on Mr Law as 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 2024.

2. Ordinary Resolution 3 is in respect of Mr Sim Mong Keang, who is retiring by rotation in accordance with Regulation 97 of the Company's Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST.

Mr Sim shall retire from office at the close of the AGM and will be seeking re-election pursuant to Regulation 97 of the Company's Constitution. Mr Sim shall, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, Chairman of the AC and the NC, and as a member of the RC. Mr Sim is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

In line with Provisions 2.1 and 4.4 of the Code of Corporate Governance 2018 ("**2018 CG Code**"), there are no relationships or business relationships which Mr Sim, his immediate family member, or an organisation in which Mr Sim or his immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or director of, has with the Company or any of its related corporations, and he is not and has not been directly associated with any of the Company's officers or substantial shareholder in the current and immediate past financial year.

Key information on Mr Sim as 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 2024.

3. Ordinary Resolution 4 is in respect of Mr Kenny Rebeira, who is retiring by rotation in accordance with Regulation 97 of the Company's Constitution and Rule 720(4) of the Catalist Rules of the SGX-ST.

Mr Rebeira shall retire from office at the close of the AGM and will be seeking re-election pursuant to Regulation 97 of the Company's Constitution. Mr Rebeira shall, upon re-election as a Director of the Company, remain as an Independent Director of the Company, Chairman of the RC, and as a member of the AC and the NC. Mr Rebeira is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

In line with Provisions 2.1 and 4.4 of the Code of Corporate Governance 2018 ("**2018 CG Code**"), there are no relationships or business relationships which Mr Rebeira, his immediate family member, or an organisation in which Mr Rebeira or his immediate family member is a substantial shareholder, partner (with 5% or more stake), executive officer or director of, has with the Company or any of its related corporations, and he is not and has not been directly associated with any of the Company's officers or substantial shareholder, in the current and immediate past financial year.

Key information on Mr Rebeira as 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 2024.

4. Ordinary Resolution 5, if passed, will authorise the Company to effect payment of Directors' fees to the Independent and Non-Executive Directors (including fees payable to members of the various committees of the Board) for the financial year ending 31 December 2025, such payments to be made quarterly in arrears at the end of each calendar quarter. This Resolution will facilitate the payment by the Company of the Directors' fees for the financial year ending 31 December 2025.
5. Ordinary Resolution 7, if passed, will empower the Directors of the Company, from the date of this AGM until the date of the next AGM, or the date by which the next AGM 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 and convertible securities in the Company. The aggregate number of Shares (including any Shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution will not exceed 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company may be issued other than on a pro-rata basis to existing shareholders.

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## Other Notes:

- (i) The Company's Annual General Meeting ("AGM") will be held, in a wholly physical format, on Monday, 28 April 2025 at 9.00 a.m. at Chui Huay Lim Club, 190 Keng Lee Road, Singapore 308409. **There will be no option for members to participate virtually.**
- (ii) Printed copies of the Company's Annual Report, which contains this Notice of AGM and the accompanying Proxy Form, will be sent to members by post. These documents will also be published on the SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company's website at <https://metahealthsg.com/investor-relations/announcement/>.
- (iii) A member (whether individual or corporate) may vote live at the AGM or may appoint a proxy, including the Chairman of the AGM, to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The instrument appointing proxy(ies) for the AGM will be sent to members via post and may be accessed on SGXNET at <https://www.sgx.com/securities/company-announcements> or at the Company's website at <https://metahealthsg.com/investor-relations/announcement/>. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 instrument appointing proxy(ies), failing which, the appointment of proxy for that resolution will be treated as invalid. In addition, if no specific direction as to voting is given for the individual(s) named above, the proxy(ies) will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the AGM or at any adjournment thereof.

Only members of the Company or their appointed proxy(ies) who have been successfully verified will be entitled to attend the AGM.

- (iv) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument. If no such proportion or number is specified, the first named proxy shall be deemed to represent 100% of his/her shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (v) A member who is a relevant intermediary is entitled to appoint more than two (2) 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 members. Where such member's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
- (vi) **"Relevant intermediary"** has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.
- (vii) CPF (Central Provident Fund) / SRS (Supplementary Retirement Scheme) investors who wishes to exercise their votes should approach the CPF Agent Bank or SRS Operators (as the case may be) to submit their votes at least seven (7) working days before the AGM (i.e. by 9.00 a.m., on 16 April 2025) in order to allow sufficient time for their respective relevant intermediaries to submit a Proxy Form to vote on their behalf by the cut-off date.
- (viii) Members or their appointed proxy(ies) (other than the Chairman of the AGM) may speak and raise questions at the AGM. Members of the Company (including CPF and SRS investors) are also encouraged to submit questions related to the resolution(s) to be tabled for approval at the AGM, in advance of the AGM in the following manner no later than 18 April 2025 (being seven (7) calendar days from the date of the Notice of AGM), and submitted either by (a) email to [info@metahealthsg.com](mailto:info@metahealthsg.com); or (b) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 or by email at [main@zicoholdings.com](mailto:main@zicoholdings.com).
- (ix) Members who submit questions via email or by post to the Company must provide the following information:
  - (a) the member's full name;
  - (b) the member's identification number (i.e. NRIC/Passport/Company Registration Number);
  - (c) the member's contact number and email address; and
  - (d) the number and manner in which member holds shares in the Company (e.g. via CDP, CPF or SRS).

Questions submitted by members whose identification details are lacking will not be entertained.

- (x) The Company shall address the substantial and relevant questions received from members in advance of the AGM by publishing its responses on SGXNET and the Company's corporate website before 9.00 a.m. on 23 April 2025.
- (xi) The Company's responses to other questions addressed during the AGM will be published on the SGXNET and the Company's corporate website, together with the minutes of the AGM within one (1) month after the date of the AGM.
- (xii) A proxy, including the Chairman of the AGM, need not be a member of the Company.
- (xiii) The instrument appointing proxy(ies) must be submitted to the Company either (a) by email to [main@zicoholdings.com](mailto:main@zicoholdings.com); or (b) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, in each case, no later than 9.00 a.m. on 25 April 2025 (being not less than seventy-two (72) hours before the time fixed for the AGM). **Members are strongly encouraged to submit completed Proxy Forms electronically, via email.**

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- (xiv) The instrument appointing a proxy or proxies must be signed under the hand of the appointor or by 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 seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
- (xv) The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have Shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for the holding of the AGM as certified by The Central Depository (Pte) Limited to the Company.

## Personal Data Privacy:

By submitting an instrument appointing proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Photographic, sound and/or video recordings of the AGM may be made by the Company for recording keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company and/or his proxy(ies) and/or representative(s) (such as his/her name and his/her presence at the AGM) may be recorded by the Company for such purpose.

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*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (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 Lim Hui Zheng, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.*