



LIVINGSTONE HEALTH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)

**MINUTES OF THE ANNUAL GENERAL MEETING
OF THE COMPANY HELD ON 31 JULY 2024**

The Board of Directors (“**Board**”) of Livingstone Health Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Annual General Meeting of the Company held on Wednesday, 31 July 2024 (“**AGM**”).

The Board would like to thank shareholders for their attendance at the AGM. Paragraph 6 of Practice Note 7E of the Catalist Rules requires the Company to release the minutes of AGM within one month after the date of AGM. The minutes of the AGM are set out at **Annex A**.

BY ORDER OF THE BOARD

Tay Ching Yit, Wilson

Executive Director and Chief Executive Officer
22 August 2024

*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 Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

ANNEX A

LIVINGSTONE HEALTH HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)
(the “**Company**”)

MINUTES OF ANNUAL GENERAL MEETING

Date : Wednesday, 31 July 2024

Time : 10.30 a.m.

Venue : 1 Robinson Road, #18-00 AIA Tower, Singapore 048542

Present : As set out in the attendance records maintained by the Company

Chairman : Mr Teh Wing Kwan

Introduction

Mr Teh Wing Kwan, the Non-Executive and Non-Independent Chairman of the Company, presided as Chairman of the Annual General Meeting (the “**AGM**” or “**Meeting**”).

The Chairman welcomed the shareholders to the AGM.

The Chairman introduced the Board of Directors to the shareholders.

Quorum

The Chairman stated that the Company Secretary has advised that a quorum was present and commenced with the business of the AGM.

Notice

The Chairman stated that the Annual Report for the financial year ended 31 March 2024 together with the Notice of AGM have been circulated to the shareholders via SGXNet announcement on 16 July 2024.

The Chairman suggested that the Notice of AGM be taken as read.

Business Update and FY2024 Financial Overview

The Chairman invited Mr Dax Ng Yung Sern, the Executive Director and Chief Commercial Officer of the Company, to provide a business update on the Company before proceeding to the business of the AGM. Mr Wong Qingyuan, the Chief Financial Officer of the Company, also presented the FY2024 financial overview.

The corporate presentation slides that cover the Company's business update and the FY2024 financial overview have been published on SGXNet on 31 July 2024, as an attachment to the results announcement of the AGM.

Questions from Shareholders

Shareholders have been given the opportunity to submit questions relating to the Ordinary Resolutions put to vote at the AGM by 10.30 a.m. on Wednesday, 24 July 2024. The Chairman informed that the Company had not received any questions from shareholders before the stated deadline.

The Chairman stated that shareholders will have the opportunity to ask questions during the course of the AGM.

The Company did not receive questions from shareholders during the course of the AGM.

Voting

It was noted that in accordance with Regulation 70(A) of the Company's Constitution, the Ordinary Resolutions put to vote at the AGM were decided on a poll.

As the Chairman had been appointed as proxy by some shareholders to vote in accordance with their instructions on their behalf prior to the AGM, the Ordinary Resolutions put to vote at the AGM were deemed to be proposed and seconded.

Boardroom Corporate & Advisory Services Pte. Ltd. was appointed as the Company's Polling Agent and CNP Business Advisory Pte. Ltd. was appointed as the Company's Scrutineers.

The Chairman invited a representative of the Company's Scrutineers to continue with the AGM proceedings on his behalf.

Ordinary Business

1. Ordinary Resolution 1

The Meeting was informed that Ordinary Resolution 1 was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors' Report thereon.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 1 was declared duly carried by a majority vote and accordingly it was resolved:

“That the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors’ Report thereon be and are hereby received and adopted.”

2. **Ordinary Resolution 2**

The Meeting was informed that Ordinary Resolution 2 was to approve the payment of Directors’ fees of S\$156,000 for the financial year ending 31 March 2025. (1 April 2023 to 31 March 2024: S\$156,000).

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 2 was declared duly carried by a majority vote and accordingly it was resolved:

“That the payment of a Directors’ fees of S\$156,000 for the financial year ending 31 March 2025, be and is hereby approved.”

3. **Ordinary Resolution 3**

The Meeting was informed that Ordinary Resolution 3 was to re-appoint Forvis Mazars LLP as the Company’s Auditors for the financial year ending 31 March 2025 and to authorise the Directors of the Company to fix their remuneration.

Forvis Mazars LLP had expressed their willingness to continue in office.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 3 was declared duly carried by a majority vote and accordingly it was resolved:

“That Forvis Mazars LLP be re-appointed as the Company’s Auditors for the financial year ending 31 March 2025 and the Directors of the Company be and are hereby authorized to fix their remuneration.”

4. Ordinary Resolution 4

The Meeting was informed that Ordinary Resolution 4 was to re-elect Dr Tay Ching Yit, Wilson, who is retiring pursuant to Regulation 104 of the Company’s Constitution.

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

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 4 was declared duly carried by a majority vote and accordingly it was resolved:

“That Dr Tay Ching Yit, Wilson, who is retiring pursuant to Regulation 104 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

5. Ordinary Resolution 5

The Meeting was informed that Ordinary Resolution 5 was to re-elect Mr Dax Ng Yung Sern, who is retiring pursuant to Regulation 108 of the Company’s Constitution.

The Meeting noted that Mr Dax Ng Yung Sern will, upon re-election as a Director of the Company, remain as an Executive Director and Chief Commercial Officer of the Company.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 5 was declared duly carried by a majority vote and accordingly it was resolved:

“That Mr Dax Ng Yung Sern, who is retiring pursuant to Regulation 108 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

6. Ordinary Resolution 6

The Meeting was informed that Ordinary Resolution 6 was to re-elect Mr Fong Heng Boo, who is retiring pursuant to Regulation 104 of the Company's Constitution.

The Meeting noted that Mr Fong Heng Boo will, upon re-election as a Director of the Company, remain as the Lead Independent and Non-Executive Director, Chairman of the Audit Committee, and a member of the Nominating Committee and the Remuneration Committee of the Company. Mr Fong Heng Boo is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 6 was declared duly carried by a majority vote and accordingly it was resolved:

"That Mr Fong Heng Boo, who is retiring pursuant to Regulation 104 of the Company's Constitution, be and is hereby re-elected as a Director of the Company."

Special Business

7. Ordinary Resolution 7

The Meeting was informed that Ordinary Resolution 7 was to grant Directors of the Company the authority to allot and issue shares in the capital of the Company.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	357,725,089	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 7 was declared duly carried by a majority vote and accordingly it was resolved:

*"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 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."*

8. Ordinary Resolution 8

The Meeting was informed that Ordinary Resolution 8 was to approve and adopt the performance share plan to be known as the “LSHH PSP 2024”, and to grant Directors of the Company authority to administer and amend the PSP, and to grant Awards.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	31,007,274	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 8 was declared duly carried by a majority vote and accordingly it was resolved:

“That

- (1) *the performance share plan to be known as the “LSHH PSP 2024” (“PSP”), the rules of which have been set out in Appendix A to the Notice of AGM, be and is hereby approved and adopted; and*
- (2) *the Directors of the Company be and are hereby authorised:*
 - (i) *to establish and administer the PSP;*
 - (ii) *to modify and/or amend the PSP from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the PSP and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the PSP;*
 - (iii) *to grant awards (the “Awards”) in accordance with the provisions of the PSP and, subject to the provisions in the Companies Act and the Constitution of the Company, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable and/or transferred pursuant to the PSP and all options and awards granted under any other share-based incentive scheme(s) of the Company shall not exceed 15% of the issued Shares of the Company (excluding any Shares held in treasury and subsidiary holdings) from time to time;*
 - (iv) *subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the PSP;*
 - (v) *to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and*
 - (vi) *to delegate any of the above to any committee of the Board.”*

9. Ordinary Resolution 9

The Meeting was informed that Ordinary Resolution 9 was to approve and adopt the performance share plan to be known as the “LSHH RSP 2024”, and to grant Directors of the Company authority to administer and amend the RSP, and to grant Awards.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	31,007,274	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 9 was declared duly carried by a majority vote and accordingly it was resolved:

“That

- (1) *the performance share plan to be known as the “LSHH RSP 2024” (“RSP”), the rules of which have been set out in Appendix A to the Notice of AGM, be and is hereby approved and adopted; and*
- (2) *the Directors of the Company be and are hereby authorised:*
 - (i) *to establish and administer the RSP;*
 - (ii) *to modify and/or amend the RSP from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the RSP and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the RSP;*
 - (iii) *to grant Awards in accordance with the provisions of the RSP and, subject to the provisions in the Companies Act and the Constitution of the Company, to allot and issue from time to time such number of fully paid-up Shares in the capital of the Company as may be required to be issued pursuant to the vesting of Awards provided that the aggregate number of Shares to be issued or issuable and/or transferred pursuant to the RSP and all options and awards granted under any other share-based incentive scheme(s) of the Company shall not exceed 15% of the issued Shares of the Company (excluding any Shares held in treasury and subsidiary holdings) from time to time;*
 - (iv) *subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any Shares held in treasury) towards the satisfaction of Awards granted under the RSP;*
 - (v) *to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution; and*
 - (vi) *to delegate any of the above to any committee of the Board.”*

10. Ordinary Resolution 10

The Meeting was informed that Ordinary Resolution 10 was to approve the participation by Dr Tay Ching Yit, Wilson, a Controlling Shareholder, in the LSHH PSP 2024, subject to and contingent upon the passing of Ordinary Resolution 8.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	31,007,274	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 10 was declared duly carried by a majority vote and accordingly it was resolved:

“That subject to and contingent upon the passing of Ordinary Resolution 8, the participation by Dr Tay Ching Yit, Wilson, a Controlling Shareholder, in the LSHH PSP 2024 be and is hereby approved.”

11. Ordinary Resolution 11

The Meeting was informed that Ordinary Resolution 11 was to approve the participation by Dr Tay Ching Yit, Wilson, a Controlling Shareholder, in the LSHH RSP 2024, subject to and contingent upon the passing of Ordinary Resolution 9.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	31,007,274	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 11 was declared duly carried by a majority vote and accordingly it was resolved:

“That subject to and contingent upon the passing of Ordinary Resolution 9, the participation by Dr Tay Ching Yit, Wilson, a Controlling Shareholder, in the LSHH RSP 2024 be and is hereby approved.”

12. Ordinary Resolution 12

The Meeting was informed that Ordinary Resolution 12 was to approve the participation by Dr Chua Meng Hui, Sebastian, a Controlling Shareholder, in the LSHH PSP 2024, subject to and contingent upon the passing of Ordinary Resolution 8.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	31,007,274	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 12 was declared duly carried by a majority vote and accordingly it was resolved:

“That subject to and contingent upon the passing of Ordinary Resolution 8, the participation by Dr Chua Meng Hui, Sebastian, a Controlling Shareholder, in the LSHH PSP 2024 be and is hereby approved.”

13. **Ordinary Resolution 13**

The Meeting was informed that Ordinary Resolution 13 was to approve the participation by Dr Chua Meng Hui, Sebastian, a Controlling Shareholder, in the LSHH RSP 2024, subject to and contingent upon the passing of Ordinary Resolution 9.

The motion had been put to vote by way of a poll.

The poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	31,007,274	>99.99
Against	300	<0.01

Based on the results of the poll, Ordinary Resolution 13 was declared duly carried by a majority vote and accordingly it was resolved:

“That subject to and contingent upon the passing of Ordinary Resolution 9, the participation by Dr Chua Meng Hui, Sebastian, a Controlling Shareholder, in the LSHH RSP 2024 be and is hereby approved.”

Conclusion

The Chairman stated that the Company will publish the minutes of the AGM on the Company’s website and SGXNet within a month after the AGM.

There being no other business, the Chairman declared the AGM closed and thanked all shareholders who attended the AGM.

Confirmed by
Teh Wing Kwan
Non-Executive and Non-Independent Chairman