



LIVINGSTONE HEALTH HOLDINGS LIMITED

(Formerly known as Citicode Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 30 JULY 2021

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 Friday, 30 July 2021 ("**AGM**").

The Board would like to thank shareholders for their attendance at the AGM. Paragraph 11 of the joint statement dated 1 October 2020 released by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation 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
27 August 2021

*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. Tay Sim Yee at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, Telephone (65) 6232 3210.

ANNEX A

LIVINGSTONE HEALTH HOLDINGS LIMITED

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

MINUTES OF ANNUAL GENERAL MEETING

Date	:	Friday, 30 July 2021
Time	:	10.00 a.m.
Place	:	Electronic Means
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 stated that due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe-distancing measures in Singapore, this Meeting is held by way of electronic means.

The Chairman informed that alternative arrangements have been put in place to allow shareholders who have pre-registered in advance to participate by watching the AGM proceedings through a live audio-visual webcast or live audio-only stream.

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 2021 together with the Notice of AGM have been circulated to the shareholders via SGXNET announcement on 15 July 2021.

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

Business Update

The Chairman invited Mr Dax Ng ("**Mr Ng**"), the Chief Business Officer of the Company, to provide a business update on the Company before proceeding to the business of the AGM. The corporate presentation slides that cover the Company's business update have been published on SGXNet on 30 July 2021, as an attachment to the results announcement 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 shareholders (whether individual or corporate) were required to appoint the Chairman of the Meeting as proxy to vote on their behalf at the AGM, the Ordinary Resolutions put to vote at the AGM were deemed to be proposed and seconded.

Gateway 21 Pte Ltd was appointed as the Company's Scrutineers.

Shareholders have been given the opportunity to submit comments, queries and/or questions relating to the Ordinary Resolutions put to vote at the AGM by 5.00 p.m. on Friday, 23 July 2021. The Chairman informed that the Company had not received any comments, queries and/or questions from shareholders before the stated deadline.

The Chairman invited Ms Anny Chionh, 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 Resolution 1 was to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year period from 1 January 2020 to 31 March 2021 together with the Auditors' Report thereon.

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,286	100.00
Against	0	0.00

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

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year period from 1 January 2020 to 31 March 2021 together with the Auditors' Report thereon be and are hereby received."

2. **Ordinary Resolution 2**

The Meeting was informed that Resolution 2 was to approve the payment of Directors' fees of S\$110,000 for the financial year period from 1 January 2021 to 31 March 2022. (12 months ended 31 December 2020: S\$37,000)

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,086	100.00
Against	200	0.00

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\$110,000 for the financial period from 1 January 2021 to 31 March 2022, be and is hereby approved."

3. **Ordinary Resolution 3**

The Meeting was informed that Resolution 3 was to re-appoint Mazars LLP as the Company's Auditors for the financial year ending 31 March 2022 and to authorise the Directors of the Company to fix their remuneration.

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,286	100.00
Against	0	0.00

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

"That Mazars LLP be re-appointed as the Company's Auditors for the financial year ending 31 March 2022 and the Directors of the Company be and are hereby authorized to fix their remuneration."

4. **Ordinary Resolution 4**

The Meeting was informed that Resolution 4 was to re-elect Mr Chan Yu Meng, who is retiring pursuant to Regulation 104 of the Company's Constitution.

The Meeting noted that Mr Chan Yu Meng will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr Chan Yu Meng is considered independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rule of Catalyst ("**Catalist Rules**").

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,286	100.00
Against	0	0.00

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

“That Mr Chan Yu Meng, 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 Resolution 5 was to re-elect Dr Tay Ching Yit, Wilson, who is retiring pursuant to Regulation 108 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.

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,286	100.00
Against	0	0.00

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

“That Dr Tay Ching Yit, Wilson, 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 Resolution 6 was to re-elect Mr Steven Lim Jun Xiong, who is retiring pursuant to Regulation 108 of the Company’s Constitution.

The Meeting noted that Mr Steven Lim Jun Xiong will, upon re-election as a Director of the Company, remain as an Independent and Non-Executive Director, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Mr Steven Lim Jun Xiong is considered independent for the purposes of Rule 704(7) of the Catalyst Rules.

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,286	100.00
Against	0	0.00

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

“That Mr Steven Lim Jun Xiong, who is retiring pursuant to Regulation 108 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 Resolution 7 was to grant Directors of the Company the authority to allot and issue shares in the capital of the Company.

Based on the proxy forms submitted prior to the AGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	252,478,286	100.00
Against	0	0.00

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

*"That, pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Companies Act**") and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company 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 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, 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 Shares (including Shares to be 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 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 (as calculated in accordance with sub-paragraph (2) below);*
- (2) *subject to such manner of calculations 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 (1) above, the percentage of the 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 share awards were 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 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) 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."*

Conclusion

The Chairman invited Dr Tay Ching Yit Wilson ("**Dr Tay**"), the Executive Director and Chief Executive Officer of the Company, to say a few words before the closing of the AGM.

Dr Tay stated that despite the COVID-19 situation, the Company has managed to maintain its performance. Dr Tay highlighted that the Company will strive to continue its growth, through the measures set out in the Company's business update, as presented by Mr Ng earlier.

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