



LIVINGSTONE HEALTH HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of **Livingstone Health Holdings Limited** (the “Company”) will be convened and held by way of electronic means on Friday, 29 July 2022 at 10.00 a.m. (Singapore Time) for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Auditors’ Report thereon.

(Ordinary Resolution 1)

2. To approve the payment of Directors’ fees of S\$156,000 for the financial year ending 31 March 2023. (1 April 2021 to 31 March 2022: S\$110,000)

[See Explanatory Note (i)]

(Ordinary Resolution 2)

3. To approve of payment of Directors’ fees of S\$16,877 for the financial period from 4 February 2021 to 31 March 2021.

[See Explanatory Note (iii)]

(Ordinary Resolution 3)

4. To re-appoint Mazars LLP as the Company’s Auditors for the financial year ending 31 March 2023 and to authorise the Directors of the Company to fix their remuneration.

(Ordinary Resolution 4)

5. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company’s Constitution:

Mr Teh Wing Kwan

(Ordinary Resolution 5)

Mr Fong Heng Boo

(Ordinary Resolution 6)

Mr Teh Wing Kwan will, upon re-election as a Director of the Company, remain as a Non-Independent and Non-Executive Director, the Chairman of the Board of Directors.

Mr Fong Heng Boo will, upon re-election as a Director of the Company, remain as a Lead Independent and Non-Executive Director, the Chairman of the Audit Committee, a member of the Remuneration Committee and Nominating Committee of the Company. Mr Fong Heng Boo is considered independent for the purposes of Rule 704(7) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”).

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

As Special Business

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

As Ordinary Resolutions

7. Authority to allot and issue shares in the capital of the Company – Share Issue Mandate

That, pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**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.

[See Explanatory Note (iii)]

(Ordinary Resolution 7)

8. **The Proposed Renewal of the Share Buy-back Mandate**

That:

- (1) for the purposes of Section 76C and Section 76E of the Companies Act 1967, the Directors of the Company be and is hereby authorized and empowered to generally and unconditionally exercise all powers of the Company to purchase or otherwise acquire the ordinary shares in the capital of the Company (the "**Shares**") representing not more than 10% of the total number of issued Shares as at the date of the passing of this Ordinary Resolution (excluding any treasury shares and subsidiary holdings as at that date) at such price(s) as may be determined by the Board from time to time not exceeding the Maximum Price (as defined below), whether by way of:
 - i. "**On-Market Purchases**" – the purchase or acquisition of Shares from Shareholders by the Company effected on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") or on another stock exchange on which the Shares are listed; and/or
 - ii. "**Off-Market Purchases**" – the purchase or acquisition of Shares from Shareholders by the Company effected otherwise than on the SGX-ST or another stock exchange on which the Shares are listed, in accordance with any equal access scheme as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act 1967 of Singapore,in accordance with applicable laws and regulations and the Catalist Rules as may for the time being be applicable (the "**Share Buy-back Mandate**");
- (2) the Company shall be authorized to purchase or otherwise acquire Shares from Shareholders under the Share Buy-back Mandate at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
 - i. the date on which the next annual general meeting of the Company is held or required by law to be held;
 - ii. the date on which the authority conferred by the Share Buy-back Mandate is revoked or varied; or
 - iii. the day on which purchases or acquisitions of Shares from Shareholders by the Company are carried out to the full extent mandated under the Share Buy-back Mandate,

(3) in this Ordinary Resolution:

i. **“Maximum Price”** means the maximum price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid by the Company for the purchase or acquisition of Shares from Shareholders, as determined by the Board, which shall not exceed:

(aa) in the case of On-Market Purchases, 105% of the Average Closing Market Price of the Shares; and

(bb) in the case of Off-Market Purchases, 120% of the Average Closing Market price of the Shares;

ii. **“Average Closing Market Price”** means the average of the closing market prices of the Shares recorded over the last 5 Market Days, on which transactions in the Shares on the SGX-ST were recorded, immediately before:

(aa) the day on which the On-Market Purchases were made by the Company; or

(bb) the day on which an offer for the purchase or acquisition of Shares from Shareholders stating the relevant terms of the equal access scheme for effecting the Off-Market Purchases was made by the Company,

as the case may be, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day on which the On-Market Purchases were made by the Company or the day on which an offer for the purchase or acquisition of Shares from Shareholders stating the relevant terms of the equal access scheme for effecting the Off-Market Purchases was made by the Company, as the case may be; and

iii. **“Market Day”** means a day on which the SGX-ST is open for securities trading; and

(4) the Directors and/or any of them be and are hereby authorized and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such agreements, contracts, documents, notices, deeds or instruments as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the matters considered in this Ordinary Resolution.

[See Explanatory Note (iv)]

(Ordinary Resolution 8)

By Order of the Board of Directors of
Livingstone Health Holdings Limited

Tay Ching Yit, Wilson
Executive Director and Chief Executive Officer

12 July 2022
Singapore

Explanatory Notes:

- (i) Mr Teh Wing Kwan, the Non-Independent and Non-Executive Chairman of the Company, has voluntarily accepted a nominal Director's fee of S\$1 during the financial year ended 31 March 2022 as he was of the view that the Company had just completed a major corporate turnaround plan via the RTO at that point in time.
- (ii) The Company had previously changed its financial year from 31 December to 31 March ("FY Change") upon completion of the RTO. Following the FY Change, the total Directors' fees of S\$110,000 (which were intended for the 12 months from 1 April 2021 to 31 March 2022) had been tabled and approved by the Shareholders for the period of 15 months from 1 January 2021 to 31 March 2022 at the Annual General Meeting concluded on 30 July 2021 ("AGM2021") due to an inadvertent oversight. As a result, Resolution 3 is to approve the Directors' Fees of S\$16,877 for the period from 4 February 2021 (the date of completion of the RTO) to 31 March 2021, which were inadvertently omitted in the AGM2021.
- (iii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of the passing of Ordinary Resolution 7 until the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, to allot and issue new Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 7) to be allotted and issued pursuant to Ordinary Resolution 7 shall not exceed 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 7. For the allotment and issue of new Shares other than on a *pro-rata* basis to existing members of the Company, the aggregate number of new Shares (including Shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to Ordinary Resolution 7) to be allotted and issued pursuant to Ordinary Resolution 7 shall not exceed 50% of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company as at the date of the passing of Ordinary Resolution 7. This authority will, unless previously revoked or varied by the Company in general meeting, expire at the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
- (iv) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company to purchase, on behalf of the Company, Shares in accordance with the terms set out in the letter to shareholders of the Company dated 12 July 2022 (the "**Letter to Shareholders**") as well as the rules and regulations set forth in the Companies Act 1967 of Singapore and the Catalist Rules. Please refer to the Letter to Shareholders for more information relating to the renewal of the Share Buy-back Mandate.

Notes:

1. 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, the Annual General Meeting ("**AGM**") will be held by way of electronic means.
2. No printed copies of the Annual Report for the financial year ended 31 March 2022 (the "**FY2022 Annual Report**") will be sent to Shareholders. Printed copies of this Notice of AGM and the Proxy Form will be sent to Shareholders. This Notice of AGM, the FY2022 Annual Report and the Proxy Form may be accessed at the Company's website at the URL <https://www.livingstonehealth.com.sg> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM proceedings may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions prior to or at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in this Notice of AGM. Please refer to the page below for the relevant steps and details for Shareholders to participate at the AGM.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and to minimise physical interactions and COVID-19 transmission risks, the AGM will be held by way of electronic means and Shareholders will not be able to attend the AGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the AGM.** The Proxy Form may be accessed at the Company's website at the URL <https://www.livingstonehealth.com.sg> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints the Chairman of the Meeting 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 Meeting as proxy for that resolution will be treated as invalid.
5. The Chairman of the Meeting, acting as proxy, need not be a Shareholder of the Company.
6. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company at its registered office at 1 Robinson Road, #17-00, AIA Tower, Singapore 048542; or
 - (b) if submitted by way of electronic means, be submitted via email in Portable Document Format (PDF) format to the Company at livingstone2022@boardroomlimited.com.

in any case, at least 72 hours before the time fixed for holding the AGM and/or any adjournment thereof. A Shareholder who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 advisories issued by the relevant authorities and to minimise physical interactions and COVID-19 transmission risks, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

Personal Data Privacy

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a Shareholder 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.

Key dates/deadlines

Key Dates	Events
10.00 a.m. on Wednesday, 20 July 2022	Deadline for CPF and SRS investors. CPF investors and SRS investors who wish to appoint the Chairman of the Meeting as proxy and who wish to watch the live audio-visual webcast or listen to the live audio-only stream of the AGM must approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the AGM.
5.00 p.m. on Wednesday, 20 July 2022	Shareholders will not be able to ask questions at the AGM during the live audio-visual webcast or live audio-only stream. It is therefore important for Shareholders to submit questions to the Chairman of the Meeting in advance of the AGM. Deadline for Shareholders to submit questions. Shareholders may submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the Meeting in advance of the AGM by submitting their questions (i) by post to the Company's registered office at 1 Robinson Road, #17-00, AIA Tower, Singapore 048542; or (ii) by email to the Company at IR@livingstonehealth.com.sg from the date of this Notice of AGM until 5.00 p.m. on Wednesday, 20 July 2022.
10.00 a.m. on Tuesday, 26 July 2022	Deadline for pre-registration and submission of Proxy Forms. Shareholders must pre-register at the following URL: https://us02web.zoom.us/webinar/register/WN_WVPS1KyZRAyKCxx6lmmW_w between the date of this Notice of AGM and 10.00 a.m. on Tuesday, 26 July 2022 to enable the Company's Share Registrar to verify their status as Shareholders of the Company. Deadline for Shareholders to: (a) pre-register for the live audio-visual webcast or live audio-only stream of the AGM proceedings by submitting the Online Pre-Registration Form; and (b) submit Proxy Forms by post or by electronic means to livingstone2022@boardroomlimited.com . In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and to minimise physical interactions and COVID-19 transmission risks, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
10.00 a.m. on Thursday, 28 July 2022	Confirmation of pre-registration. Following verification, authenticated Shareholders will receive an email by 10.00 a.m. on Thursday, 28 July 2022, which will contain the URL and password details to access the live audio-visual webcast or the toll-free telephone number to access the live audio-only stream (the "Confirmation Email"). Shareholders, who have pre-registered for the live audio-visual webcast or live audio-only stream but who have not received the Confirmation Email by 10.00 a.m. on Thursday, 28 July 2022, should contact the Company at IR@livingstonehealth.com.sg . Addressing questions. The Company will endeavour to address all substantial and relevant questions received from Shareholders relating to the resolutions in the Notice of AGM prior to or at the AGM, which will be published on the Company's website at the URL https://www.livingstonehealth.com.sg and SGXNET at the URL https://www.sgx.com/securities/company-announcements .
10.00 a.m. on Friday, 29 July 2022	AGM. Shareholders may participate at the AGM via electronic means by: (a) clicking on the link in the Confirmation Email and entering the password to access the live audio-visual webcast of the AGM proceedings; or (b) calling the toll-free telephone number in the Confirmation Email and keying in the ID and password to access the live audio-only stream of the AGM proceedings.
By Wednesday, 31 August 2022	Minutes of AGM. The Company will publish the minutes of AGM on the Company's website at the URL https://www.livingstonehealth.com.sg and on SGXNET at the URL https://www.sgx.com/securities/company-announcements within one month after the AGM.