

# Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“**AGM**”) of Medi Lifestyle Limited (the “**Company**”) will be held at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542 on **Tuesday, 30 April 2023 at 10.00 a.m.** (Singapore time) to transact the following business:

## Ordinary Business

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2023 and the Directors’ Statement together with the Auditors’ Report. **(Resolution 1)**
2. To note the retirement of Mr Kesavan Nair who is retiring as Director of the Company pursuant to Article 98 of the Constitution of the Company. *[See explanatory Note 1]*
3. To re-elect Dato’ Alvin Joseph Nesakumar who is retiring pursuant to Article 102 of the Constitution of the Company. *[See explanatory Note 2]* **(Resolution 2)**
4. To re-elect Mr Herry Pudjianto who is retiring pursuant to Article 102 of the Constitution of the Company. *[See explanatory Note 2]* **(Resolution 3)**
5. To re-elect Mr Chew Wai Meng who is retiring pursuant to Article 102 of the Constitution of the Company. *[See explanatory Note 2]* **(Resolution 4)**
6. To re-elect Mr Zhang Zhi who is retiring pursuant to Article 102 of the Constitution of the Company. *[See explanatory Note 2]* **(Resolution 5)**
7. To approve the payment of Directors’ fees amounting to S\$124,800/- for the financial year ending 31 December 2024, to be paid quarterly in arrears (2023: S\$124,800/-). **(Resolution 6)**
8. To re-appoint Messrs Mazars LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

## Special Business

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

### 9. Authority to Allot and Issue Shares

THAT pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806(2) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- I (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that may 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, convertible securities or other instruments convertible into shares; and/or

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- II (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided always that:

- (a) 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

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100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro rata basis to the 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 total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

(b) (subject to such manner of 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 (a) above, the percentage of the total issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

- (i) new shares arising from the conversion or exercise of 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 (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (iii) any subsequent bonus issue, consolidation or subdivision of shares;

provided further that adjustments in accordance with (i) and (ii) 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 Resolution;

- (c) in exercising the authority conferred by this Resolution, the Directors 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 for the time being of the Company; and
- (d) the authority conferred by this Resolution shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next Annual General Meeting (“AGM”) of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. [See *Explanatory Note 3*]

**(Resolution 8)**

10. To transact any other business that may be transacted at an AGM of the Company.

By Order of the Board

Kong Wei Fung  
Company Secretary  
Singapore  
15 April 2024

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## Explanatory Notes:

(1) Mr Kesavan Nair will retire as a Director of the Company at the conclusion of the AGM. Upon his retirement, he will cease as Chairman of Nominating and Remuneration Committees and member of Audit and Risk Committees.

## (2) Resolutions 2 to 5

Ordinary Resolution 2 – Dato' Alvin Nesakumar will, upon re-election as a Director, continue to serve as Executive Director and Chief Commercial Officer of the Company.

Ordinary Resolution 3 – Mr Herry Pudjianto will, upon re-election as a Director, continue to serve as Executive Chairman and Chief Executive Officer of the Company.

Ordinary Resolution 4 – Mr Chew Wai Meng will, upon re-election as a Director, continue to serve as Independent Director and member of the Audit, Nominating, Remuneration and Risk Committees. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalyst Rules.

Ordinary Resolution 5 – Mr Zhang Zhi will, upon re-election as a Director, continue to serve as Non-Independent Non-Executive Deputy Chairman and member of the Audit, Nominating, Remuneration and Risk Committees.

Detailed information of Dato' Alvin Nesakumar, Mr Herry Pudjianto, Mr Chew Wai Meng and Mr Zhang Zhi can be found under sections entitled "Directors' Profile" and "Report on Corporate Governance" of the Company's Annual Report 2023.

## (3) Resolution 8

This is to empower the Directors of the Company, effective until conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, without seeking any further approval from shareholders in a general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of passing of this Resolution. For issue of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) other than on a pro rata basis to existing shareholders, the aggregate number of shares (including shares to be made in pursuance of Instruments made or granted pursuant to this Resolution) to be allotted and issued shall not exceed 50% of 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 Resolution.

## Notes:

- The members of the Company are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually. Printed copies of the Notice, Proxy Form and the Annual Report will also be sent by post to members.
- 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 form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100% of the shareholdings of his/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
  - 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 member. Where such member's form of proxy 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 form of proxy.  
  
"Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- A proxy needs not be a member of the Company.
- Central Provident Fund Investment Scheme members ("**CPF investors**") and/or Supplementary Retirement Scheme investors ("**SRS investors**") (a) may attend and vote 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 queries regarding their appointment as proxies; or (b) may appoint 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 to submit their voting instructions by 5.00 p.m. on 19 April 2024.
- The instrument appointing a proxy or proxies must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, no later than 10.00 a.m. on 28 April 2024, being not less than forty-eight (48) hours before the time appointed for holding the AGM.
- The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised

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in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the original power of attorney or other authority or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.

7. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending, speaking and voting at the meeting if he/she so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.
8. A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her/its name appears on the Depository Register maintained by The Central Depository (Pte) Limited not less than seventy-two (72) hours before the time appointed for holding the AGM.
9. Members (including CPF/SRS investors) may submit questions related to the resolutions to be tabled for approval at the AGM or in advance of the AGM by email to the Company at [agm2024@medi-lifestyle.com](mailto:agm2024@medi-lifestyle.com) by 5.00 p.m. on 22 April 2024.

When submitting your questions, members would also need to provide the following details:

- (a) full name (as per CDP, CPF or SRS);
  - (b) address;
  - (c) number of shares held; and
  - (d) the manner in which the shareholder holds shares (e.g., via CDP, CPF or SRS).
10. Investors holding shares through Relevant Intermediaries (other than CPF/SRS investors) will not be able to submit questions relating to the business of the AGM via the above means. Instead, they should approach their relevant intermediaries as soon as possible in order for the relevant intermediaries to make the necessary arrangements for them to submit questions in advance of the AGM.
  11. The Company will endeavour to address all substantial and relevant questions received from members in advance of the AGM via publication on the Company's website and on the SGX website, on or before 25 April 2024. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the cut-off date will be consolidated and addressed at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
  12. The Company will publish the minutes of the AGM, which will include responses from the Board and management of the Company on the substantial and relevant questions raised during the AGM or any questions received by the Company after the cut-off date, via an announcement on SGXNet and the Company's website within one (1) month after the date of the AGM.

## Personal data privacy:

By (a) submitting an instrument appointing a proxy or proxies and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (b) submitting any questions prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxy(ies) and/or representative(s) appointed for the AGM (including any adjournment thereof), addressing substantial and relevant questions from members received prior to, or at, the AGM, 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"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained 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) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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*This notice of AGM ("Notice") has been reviewed by the Company's sponsor, SAC Capital Private Limited ("Sponsor"). This Notice 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 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 Charmian Lim, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone: (65) 6232 3210.*