



LIVINGSTONE HEALTH HOLDINGS LIMITED

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

Notice is hereby given that the Extraordinary General Meeting (the “**EGM**”) of Livingstone Health Holdings Limited (the “**Company**”) will be convened and held by way of electronic means on Friday, 30 July 2021 at 10.30 a.m. (Singapore Time) (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held on the same day and at the same place at 10.00 a.m.) for the following purposes:

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 8 July 2021 (the “**Circular**”) in relation to the Proposed Adoption of the Share Buy-back Mandate and the Proposed Capital Reduction.*

Ordinary Resolution: The Proposed Adoption of the Share Buy-back Mandate

That:

- (a) for the purposes of Section 76C and Section 76E of the Companies Act, the Board be and is hereby authorized and empowered to generally and unconditionally exercise all powers of the Company to purchase or otherwise acquire 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) via:
 - (i) “**On-Market Purchases**” – the purchase or acquisition of Shares from Shareholders by the Company effected on the 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 an equal access scheme which is authorised in advance by the Company in general meeting and which satisfies all the conditions set out in the Companies Act,

in accordance with applicable laws and regulations and the Catalist Rules as may for the time being be applicable (the “**Share Buy-back Mandate**”);
- (b) 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,

(c) in this Ordinary Resolution:

(i) **“Maximum Price”** means 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, 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

(d) 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.

Special Resolution: The Proposed Capital Reduction

That:

Pursuant to Regulation 55 of the Constitution of the Company, and Section 78A read with Section 78C of the Companies Act:

(a) the issued and paid-up share capital of the Company be reduced by the cancellation of the share capital of the Company that has been lost or is unrepresented by available assets to the extent of S\$211,112,106; and

(b) 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 Special Resolution.

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

Tay Ching Yit, Wilson
Executive Director and Chief Executive Officer

8 July 2021
Singapore

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 EGM will be held by way of electronic means for the purpose of considering and if thought fit, passing, with or without any modification, the Proposed Resolutions.
2. No printed copies of the Circular will be sent to Shareholders. Printed copies of this Notice of EGM and the Proxy Form will be sent to Shareholders. This Notice of EGM, the Circular 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 EGM via electronic means (including arrangements by which the EGM 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 EGM, addressing of substantial and relevant questions prior to or at the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out in this Notice of EGM. Please refer to the page below for the relevant steps and details for Shareholders to participate at the EGM.
4. **Due to the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, the EGM will be held by way of electronic means and Shareholders will not be able to attend the EGM 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 EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.** 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 livingstone2021@boardroomlimited.com,

in any case, at least 72 hours before the time fixed for holding the EGM 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 the related safe distancing measures in Singapore, 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 EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.

Sponsor Statement

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.

Key dates/deadlines

The key dates/deadlines which Shareholders should take note of are summarised in the table below:

Key Dates	Events
10.30 a.m. on Wednesday, 21 July 2021	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 EGM must approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the EGM.
5.00 p.m. on Friday, 23 July 2021	Shareholders will not be able to ask questions at the EGM 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 EGM. Deadline for Shareholders to submit questions. Shareholders may submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the Meeting in advance of the EGM 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 EGM until 5.00 p.m. on Friday, 23 July 2021.
10.30 a.m. on Tuesday, 27 July 2021	Deadline for pre-registration and submission of Proxy Forms. Shareholders must pre-register at the URL https://us02web.zoom.us/webinar/register/WN_JJXrSnnMSoK3-r0W-ol_RQ between the date of this Notice of EGM and 10.30 a.m. on Tuesday, 27 July 2021 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 EGM proceedings by submitting the Online Pre-Registration Form; and (b) submit Proxy Forms by post or by electronic means to livingstone2021@boardroomlimited.com . In view of the current COVID-19 advisories issued by the relevant authorities in Singapore and the related safe distancing measures in Singapore, Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
10.30 a.m. on Wednesday, 28 July 2021	Confirmation of pre-registration. Following verification, authenticated Shareholders will receive an email by 10.30 a.m. on Wednesday, 28 July 2021, 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 10.30 a.m. on Wednesday, 28 July 2021, 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 EGM prior to or at the EGM, 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 .
10.30 a.m. on Friday, 30 July 2021	EGM. Shareholders may participate at the EGM 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 EGM 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 EGM proceedings.
By Tuesday, 31 August 2021	Minutes of EGM. The Company will publish the minutes of EGM 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 EGM.