



LIVINGSTONE HEALTH HOLDINGS LIMITED

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

MINUTES OF THE EXTRAORDINARY 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 Extraordinary General Meeting of the Company held on Friday, 30 July 2021 ("**EGM**").

The Board would like to thank shareholders for their attendance at the EGM. 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 EGM within one month after the date of EGM. The minutes of the EGM 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 EXTRAORDINARY GENERAL MEETING

Date	:	Friday, 30 July 2021
Time	:	10.30 a.m. (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 at 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 Extraordinary General Meeting (the “**EGM**” or “**Meeting**”).

The Chairman welcomed the shareholders to the EGM.

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.

Similar to the arrangements for the AGM, alternative arrangements have been put in place to allow shareholders who have pre-registered in advance to participate by watching these proceedings through a live audio-visual webcast or live audio-only stream.

Quorum

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

Notice

The Chairman stated that the Company's circular to shareholders in relation to the Proposed Adoption of the Share Buy-back Mandate and the Proposed Capital Reduction together with the Notice of EGM dated 8 July 2021 have been circulated to the shareholders via SGXNET announcement on 8 July 2021.

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

Voting

It was noted that in accordance with Regulation 70(A) of the Company's Constitution, the Resolutions put to vote at the EGM 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 EGM, the Resolutions put to vote at the EGM 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 Resolutions put to vote at the EGM 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 EGM proceedings on his behalf.

Ordinary Business

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

The EGM proceeded to seek the approval of shareholders for the Proposed Adoption of the Share Buy-back Mandate.

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

	Number of shares	Percentage of total number of votes for and against (%)
For	253,813,162	100.00
Against	0	0.00

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

"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."

2. **Special Resolution: The Proposed Capital Reduction**

The EGM proceeded to seek the approval of shareholders for the Proposed Capital Reduction.

Based on the proxy forms received prior to the EGM, the poll results were as follows:

	Number of shares	Percentage of total number of votes for and against (%)
For	253,479,486	99.87
Against	333,116	0.13

Based on the results of the poll, the Special Resolution was declared duly carried by a majority vote of not less than 75% of the total number of shares voting for and against the motion and accordingly, it was resolved:

"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."

Conclusion

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

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