

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Medi Lifestyle Limited (the “**Company**”) will be held by way of electronic means on **Friday, 27 May 2022 at 4.30 p.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 2021 and the Directors’ Statement together with the Auditors’ Report. **(Resolution 1)**
2. To re-elect Low Koon Poh who is retiring by rotation pursuant to Article 98 of the Constitution of the Company. *[See Explanatory Note 1]* **(Resolution 2)**
3. To re-elect Ng Yau Kuen Carmen who is retiring by rotation pursuant to Article 98 of the Constitution of the Company. *[See Explanatory Note 1]* **(Resolution 3)**
4. To approve the payment of Directors’ fees amounting to S\$124,800/- for the financial year ending 31 December 2022, to be paid quarterly in arrears (2021: S\$124,800/-). **(Resolution 4)**
5. To re-appoint Messrs Mazars LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

Special Business

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

6. 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 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);

NOTICE OF ANNUAL GENERAL MEETING

(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 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 2]

(Resolution 6)

7. 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
12 May 2022

Explanatory Notes:

(1) Resolutions 2 and 3

Ordinary Resolution 2 – Dato' Low Koon Poh will, upon re-election as a Director, continue to serve as Executive Chairman and Chief Executive Officer of the Company. Dato' Low is a substantial shareholder of the Company.

Ordinary Resolution 3 – Ms Carmen Ng will, upon re-election as a Director, continue to serve as Independent Director and member of the Audit, Nominating and Remuneration Committees. The Board of Directors considers her to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information of the retiring Directors can be found under sections entitled "Directors' Profile" and "Report on Corporate Governance" of the Company's Annual Report 2021.

NOTICE OF ANNUAL GENERAL MEETING

(2) Resolution 6

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:

1. The AGM is being convened, and will be held, by way of electronic means 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. Printed copies of this Notice of AGM will not be sent to members. Instead, this Notice of AGM will be sent to members by electronic means via publication on the Company's website at the URL <https://investor.medi-lifestyle.com/agm.html> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via "live" audio-and-visual webcast ("**Live Webcast**") or "live" audio-only stream ("**Live Audio Stream**")), submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to the AGM and/or during the AGM and voting by appointing the Chairman of the AGM as proxy, are set out in the accompanying Company's announcement dated 11 May 2022 ("**AGM Alternative Arrangements Announcement**"). The AGM Alternative Arrangements Announcement, this Notice of AGM, proxy form and Annual Report may be accessed at the Company's website at the URL <https://investor.medi-lifestyle.com/agm.html> as well as at the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Participation of Meeting via Live Webcast/Live Audio Stream

3. The proceedings of the AGM will be broadcasted "live" through an audio-and-visual webcast and an audio-only stream. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings through the Live Webcast or the Live Audio Stream must pre-register at the URL <https://investor.medi-lifestyle.com/agm.html> no later than 4.30 p.m. on 25 May 2022 ("**Registration Cut-Off Time**"). Following verification, an email containing a unique link and password to access the Live Webcast and a toll-free telephone number to access the Live Audio Stream of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors. Members and CPF/SRS investors who do not receive any email by 5.00 p.m. on 26 May 2022, but have registered by the Registration Cut-Off Time, should contact the Company's investor relations via email at agm2022@medi-lifestyle.com before 12.00 p.m. on Friday, 27 May 2022 for assistance.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register at the URL <https://investor.medi-lifestyle.com/agm.html> for the "live" broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) via email to the Company's Share Registrar at srs.team@boardroomlimited.com no later than 4.30 p.m. on 25 May 2022.

Appointment of Chairman as Proxy and Voting

4. **To minimize physical interactions and Covid-19 transmission risk to minimum, the AGM will be held by way of electronic means, and members will NOT be able to attend the AGM in person. A member (whether individual or corporate) will also not be able to vote "live" on the resolutions to be tabled for approval at the AGM. A member (whether individual or corporate) must appoint the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.**

The instrument appointing the Chairman of the AGM as proxy ("**proxy form**") may be accessed at the Company's website and the SGX website. Where a member (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that Resolution will be treated as invalid.

NOTICE OF ANNUAL GENERAL MEETING

5. The Chairman of the AGM, as proxy, needs not be a member of the Company.
6. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by 5.00 p.m. on 17 May 2022, being seven (7) working days before the date of the AGM. For investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967) should approach their respective relevant intermediaries as soon as possible to specify voting instructions.
7. The proxy form must be submitted to the Company in the following manner:
 - a) if submitted by post, be lodged 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; or
 - b) if submitted electronically, be submitted via email enclosing a signed PDF copy of the proxy form to the Company's Share Registrar at srs.teamd@boardroomlimited.com,

in either case, no later than 4.30 p.m. on 25 May 2022, not less than forty-eight (48) hours before the time appointed for holding the AGM and in default the instrument of proxy shall not be treated as valid.

A member 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 before scanning and sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically via email.**

8. The proxy form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of an attorney or a duly authorised officer or in such manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
9. Where the proxy form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
10. A depositor's name must appear in the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the AGM in order for the depositor to be entitled to attend, speak and vote at the AGM.

Submission of Questions in Advance

11. **Members will not be able to ask questions "live" during the broadcast of the AGM. Members and CPF/SRS investors may submit questions relating to the business of the AGM no later than 5.00 p.m. on 19 May 2022:**
 - (a) via the pre-registration website at the URL <https://investor.medi-lifestyle.com/agm.html>; or
 - (b) by email to the Company's investor relations' email at agm2022@medi-lifestyle.com.

All substantive and relevant questions related to the resolutions to be tabled for approval at the AGM received in advance of the AGM, will be addressed and published by 22 May 2022 via SGXNet and at the Company's website at <https://investor.medi-lifestyle.com/agm.html>. This is to allow Members sufficient time and opportunity to consider the Company's responses before the deadline for the submission of proxy form, which is 4.30 p.m., on 25 May 2022.

Investors (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.

12. All documents (including the Annual Report, this Notice of AGM and the proxy form) or information relating to the business of the AGM have been, or will be, published on the Company's website and SGX website. **Printed copies of the documents will not be dispatched to members.** Members and Investors are advised to check the Company's website or SGX website regularly for updates.

NOTICE OF ANNUAL GENERAL MEETING

Personal data privacy:

By (a) submitting a proxy form appointing the Chairman of the AGM to vote at the AGM and/or any adjournment thereof; or (b) submitting any question prior to the AGM; or (c) submitting the pre-registration form in accordance with this Notice, a member of the Company (i) 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; and (ii) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of (collectively, the "**Purposes**"):

- I. the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- II. processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Live Audio Stream and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from members received before the AGM;
- IV. the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- V. enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

The member's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

*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.