

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, 28 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 2022 and the Directors’ Statement together with the Auditors’ Report. **(Resolution 1)**
2. To re-elect Ng Weng Sui Harry 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 Tan Sri Ahmad Bin Mohd Don 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 2023, to be paid quarterly in arrears (2022: 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 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 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
13 April 2023

Notice of Annual General Meeting

Explanatory Notes:

(1) Resolutions 2 and 3

Ordinary Resolution 2 – Mr Harry Ng will, upon re-election as a Director, continue to serve as Lead Independent Director, Chairman of Audit Committee and member of the Nominating and Remuneration Committees. The Board of Directors (“**Board**”) considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Ordinary Resolution 3 – Tan Sri Ahmad will, upon re-election as a Director, continue to serve as Independent Director and member of the Audit, Nominating and Remuneration Committees. The Board considers him 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 2022.

(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.
2. **Members will not be able to attend the AGM in person.** Alternative arrangements relating to, among others, attendance at the AGM via electronic means (including arrangements by which the AGM proceedings may be electronically accessed via live audio-visual webcast (“**Live Webcast**”) and live audio-only stream (“**Audio Only Means**”), submission of questions in advance of the AGM, submission of text-based questions during the AGM, addressing of substantial and relevant questions in advance of, or at, the AGM, appointment of proxy(ies) to attend and vote on their behalf at the AGM, and live voting at the AGM, are set out in the accompanying Company’s announcement dated 13 April 2023 (“**AGM Alternative Arrangements Announcement**”). The AGM Alternative Arrangements Announcement may be accessed at the Company’s website at the URL <https://investor.medi-lifestyle.com/agm.html> and SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. 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 attend the AGM must pre-register at the URL <https://investor.medi-lifestyle.com/agm.html> no later than **10.00 a.m. on 26 April 2023 (“Registration Cut-Off Time”)** for verification purposes. Following verification, authenticated members and CPF/SRS investors will receive an email by 12.00 p.m. on 27 April 2023 on their authentication status and link to access the Live Webcast and Audio Only Means of the AGM proceedings. Members and CPF/SRS investors who do not receive any email by 12.00 p.m. on 27 April 2023, but have registered by the Registration Cut-Off Time, should contact the Company’s investor relations via email at agm2023@medi-lifestyle.com during office hours on 27 April 2023 for assistance.
4. 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. If they wish to participate in the “live” broadcast of the AGM, they should instead approach their relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register.
5. Members, including CPF/SRS investors, and (where applicable) duly appointed proxy(ies) attending the AGM may ask questions related to the resolutions to be tabled for approval during the AGM, by submitting text-based questions during the Live Webcast and Audio Only Means by clicking on the “Ask Question” feature, followed by selecting a resolution to enter the text-based question.

Members including CPF/SRS investors may submit questions relating to the business of the AGM in advance of the AGM in the following manner no later than **5.00 p.m. on 20 April 2023**:

- (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 at agm2023@medi-lifestyle.com.

Notice of Annual General Meeting

The Company will endeavour to address all substantial and relevant questions submitted prior to the AGM by publishing the responses to such questions on the Company's website and on SGX website by 23 April 2023. 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.

6. Members who wish to exercise their voting rights at the AGM may vote in real time at the AGM by themselves or by their duly appointed proxies (other than the Chairman of the AGM) via Live Voting feature, or appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM. A member who wishes to appoint a proxy(ies) to attend and vote at the AGM must submit an instrument of appointing a proxy(ies). 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.
7. The proxy needs not be a member of the Company.
8. The instrument appointing a proxy or proxies 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 **10.00 a.m. on 26 April 2023**, being not less than forty-eight (48) hours before the time appointed for holding the AGM and in default the instrument appointing a proxy or proxies shall not be treated as valid.

A member who wishes to submit an instrument appointing a proxy or proxies 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.

9. CPF/SRS investors may vote in real time 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 any questions regarding their appointment as proxies. CPF/SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM should approach their respective CPF Agent Banks or SRS Operators to submit their voting instructions by **5.00 p.m. on 19 April 2023**, being seven (7) working days before the AGM. For the avoidance of doubt, CPF/SRS investors will not be able to appoint third-party proxy(ies) (other than the Chairman of the AGM or the CPF/SRS investors themselves) to vote at the AGM on their behalf.
10. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his/her attorney duly authorised 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 under the hand of an attorney or a duly authorised officer or in such a manner as appropriate under applicable laws, failing which the instrument may be treated as invalid.
11. Where an instrument appointing a proxy or proxies 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 appointing a proxy or proxies, failing which the instrument may be treated as invalid.
12. 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.
13. All documents (including the Annual Report, this Notice of AGM and the proxy form) or information relating to the business of the AGM ("**Documents**") are circulated 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>. Printed copies of these Documents will not be despatched to members. Members and Investors are reminded to check the Company's website or SGX website regularly for updates on the AGM (if any).

Notice of Annual General Meeting

Personal data privacy:

By (a) submitting a proxy form appointing the proxy(ies) 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; 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. processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the proxy(ies) and/or representative(s) 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 Audio Only Means and providing viewers with any technical assistance, where necessary;
- III. addressing selected substantive questions from members received in advance of, or live at, the AGM;
- IV. preparing 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.