

CITICODE LTD.

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

Minutes of Extraordinary General Meeting of the Company

Date : Friday, 22 January 2021
Time : 10.00 a.m. (Singapore Time)
Place : Electronic Means
Present : As per Attendance List maintained by the Company
Chairman : Mr Teh Wing Kwan

Chairman

Mr Teh Wing Kwan, the Executive Chairman, Executive Director and Chief Executive Officer presided as Chairman of the Meeting.

Quorum

The Chairman highlighted that pursuant to the First Schedule, Paragraph 5 of the Covid-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, a quorum may be formed by 2 members of the Company personally or electronically present. The Chairman stated that as the Chairman received a confirmation from the Share Registrar that at least two authenticated shareholders were present electronically, a quorum was present and the Chairman declared the Extraordinary General Meeting open and commenced with the business of the Meeting.

Notice

With the consent of the Meeting, the Notice convening the Meeting was taken as read.

Voting

The Chairman informed shareholders that pursuant to Regulation 70 of the Company's Constitution, the resolutions put to vote at the Meeting shall be decided on a poll.

As shareholders (whether individual or corporate) were required to appoint the Chairman as his/her/its proxy to vote on his/her/its behalf at the Meeting, the resolutions put to vote at the Meeting were deemed to be proposed and seconded.

Gateway 21 Pte. Ltd. was appointed as the Company's Scrutineer.

Comments, Queries and/or Questions From Shareholders

Shareholders were given the opportunity to submit comments, queries and/or questions related to the resolutions put to vote at the Meeting. The deadline for submission of such comments, queries and/or questions was 10.00 a.m. on Friday, 15 January 2021.

The Company did not receive any comments, queries and/or questions from shareholders in relation to the proposed resolutions before the stated deadline.

The Chairman highlighted that Ordinary Resolutions 1, 2, 3, 7, 8, 9 and 10 and Special Resolutions 1 and 2 are Key Resolutions and are inter-conditional upon each other.

Ordinary Resolutions 4, 5, 6, 11, 12 and 13 are Conditional Resolutions which are conditional upon the passing of the Key Resolutions.

This meant that if any of the Key Resolutions is not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed.

Ordinary Resolution 1

Ordinary Resolution 1 is to approve the Proposed Acquisition.

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Acquisition be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (a) to carry out and implement the Proposed Acquisition in accordance with the SPA; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1.

Ordinary Resolution 1 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 1 was passed by a majority vote.

Ordinary Resolution 2

Ordinary Resolution 2 is to approve the Proposed Issuance of Consideration Shares.

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to each of the Directors:

- (a) to allot and issue to the Vendors (or their respective nominees) an aggregate of up to 342,500,000 Consideration Shares, subject to any Variation, credited as fully paid-up, at the Issue Price subject to the terms and conditions set out in the SPA; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 2.

Ordinary Resolution 2 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 2 was passed by a majority vote.

Ordinary Resolution 3

Ordinary Resolution 3 is to approve the Proposed Whitewash Resolution.

That subject to and contingent upon the passing of the Key Resolutions, the Independent Shareholders of the Company, hereby, on a poll taken, unconditionally and irrevocably waive their right under Rule 14 of the Singapore Code on Take-Overs and Mergers to receive a mandatory general offer from LVS, for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by LVS, as a result of the allotment and issuance of the Base Consideration Shares upon Completion.

The Chairman highlight that in accordance with the conditions of the Whitewash Waiver, Livingstone Health Consolidated Pte. Ltd., its concert parties and parties not independent of them and the Proposed Acquisition have abstained from voting on the Proposed Whitewash Resolution.

Ordinary Resolution 3 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 3 was passed by a majority vote.

Ordinary Resolution 4

Ordinary Resolution 4 is to approve the Proposed Loan Capitalisation.

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Loan Capitalisation be and is hereby approved and that approval is hereby given to each of the Directors to:

- (a) capitalise the sum of S\$562,800 into Capitalisation Shares at the Issue Price and to issue and allot an aggregate of 2,814,000 Capitalisation Shares to ICH Capital, subject to and otherwise in accordance with the terms and conditions of the Loan Capitalisation Agreement, whereby such Capitalisation Shares shall rank *pari passu* in all respects with the post-consolidation Shares, except for any dividends, rights, allotments, distributions or entitlements, the record date of which falls prior to the date of the allotment and issuance of the Capitalisation Shares, and will be admitted for listing and quotation on the Catalist Board; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 4.

Ordinary Resolution 4 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 4 was passed by a majority vote.

Ordinary Resolution 5

Ordinary Resolution 5 is to approve the Proposed Placement.

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to each of the Directors:

- (a) to allot and issue up to 5,000,000 Placement Shares at the Issue Price; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 5.

Ordinary Resolution 5 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 5 was passed by a majority vote.

Ordinary Resolution 6

Ordinary Resolution 6 is to approve the Proposed Issuance of SAC Capital Shares.

That subject to and contingent upon the passing of the Key Resolutions, authority be and is hereby given to each of the Directors:

- (a) to allot and issue to SAC Capital (or their nominees) an aggregate of 500,000 SAC Capital Shares, credited as fully paid-up, at the Issue Price; and
- (b) to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 6.

Ordinary Resolution 6 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 6 was passed by a majority vote.

Ordinary Resolution 7

Ordinary Resolution 7 is to approve the Proposed Share Consolidation.

That subject to and contingent upon the passing of the Key Resolutions, the Directors be and are hereby authorised to consolidate every five hundred (500) existing ordinary shares to one (1) consolidated share in the capital of the Company.

Ordinary Resolution 7 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 30,012,405,820 shares voting for the motion, representing approximately 100.00% of the total number of shares voting for and against the motion, and 150,000 shares voting against the motion, representing approximately 0.00% (less than 0.001%) of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 7 was passed by a majority vote.

Ordinary Resolution 8

Ordinary Resolution 8 is to approve the Proposed Disposal.

That subject to and contingent upon the passing of the Key Resolutions, the Proposed Disposal of Citicode-SNAP and the Proposed Disposal of Citicode Corporation be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (a) to carry out and implement the Proposed Disposal of Citicode-SNAP and the Proposed Disposal of Citicode Corporation in accordance with the Citicode-SNAP Disposal Agreement and the Citicode Corporation Disposal Agreement, respectively; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 8.

Ordinary Resolution 8 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 30,012,405,820 shares voting for the motion, representing approximately 100.00% of the total number of shares voting for and against the motion, and 150,000 shares voting against the motion, representing approximately 0.00% (less than 0.001%) of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 8 was passed by a majority vote.

Ordinary Resolution 9

Ordinary Resolution 9 is to approve the Proposed Change of Core Business.

That subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby granted for the Company to change the core business of the Group to the Proposed New Business:

- (a) subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is in the Proposed New Business for the purpose of or in connection with the Proposed Change of Core Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal or to effect to this Ordinary Resolution 9; and

- (b) the Directors and each of them be and are hereby authorised to complete and do all acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 9.

Ordinary Resolution 9 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 30,012,405,820 shares voting for the motion, representing approximately 100.00% of the total number of shares voting for and against the motion, and 150,000 shares voting against the motion, representing approximately 0.00% (less than 0.001%) of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 9 was passed by a majority vote.

Ordinary Resolution 10

Ordinary Resolution 10 is to approve the Proposed Appointment of Dr. Wilson Tay as a Proposed New Director.

That subject to and contingent upon the passing of the Key Resolutions and Completion, Dr. Wilson Tay be and is hereby appointed as a director of the Company with effect from Completion.

Ordinary Resolution 10 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 10 was passed by a majority vote.

Ordinary Resolution 11

Ordinary Resolution 11 is to approve the Proposed Appointment of Steven Lim as a Proposed New Director.

That subject to and contingent upon the passing of the Key Resolutions and Completion, Steven Lim be and is hereby appointed as a director of the Company with effect from Completion.

Ordinary Resolution 11 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 11 was passed by a majority vote.

Ordinary Resolution 12

Ordinary Resolution 12 is to approve the Proposed New Share Issue Mandate.

That subject to and contingent upon the passing of the Key Resolutions, the Proposed New Share Issue Mandate be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (a) pursuant to Section 161 of the Companies Act and subject to and in accordance with the terms of the Constitution, to allot and issue Shares at any time and upon such terms and conditions, and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of new Shares to be issued pursuant to such authority shall not exceed 100% of the then existing issued share capital of the Company, and that the aggregate number of shares to be issued other than on a pro-rata basis to the then existing Shareholders shall not exceed 50% of the then existing issued share capital of the Company, and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier; and
- (b) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 12.

Ordinary Resolution 12 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 12 was passed by a majority vote.

Ordinary Resolution 13

Ordinary Resolution 13 is to approve the Proposed Change of Independent Auditor.

That subject to and contingent upon the passing of the Key Resolutions:

- (a) the resignation of Foo Kon Tan LLP as the auditor be and is hereby noted and that Mazars LLP, having consented to act, be and are hereby appointed as the auditor in place of Foo Kon Tan LLP, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors with Mazars LLP; and
- (b) the Directors and each of them be and are hereby authorised to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 13.

Ordinary Resolution 13 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 30,012,405,820 shares voting for the motion, representing approximately 100.00% of the total number of shares voting for and against the motion, and 150,000 shares voting against the motion, representing approximately 0.00% (less than 0.001%) of the total number of shares voting for and against the motion. Accordingly, Ordinary Resolution 13 was passed by a majority vote.

Special Resolution 1

Special Resolution 1 is to approve the Proposed Listing Transfer.

That subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given, pursuant to Rule 410(4) of the Catalist Rules for the Company to transfer from the Mainboard to the Catalist Board.

Special Resolution 1 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Special Resolution 1 was passed by a majority vote of not less than 75%.

Special Resolution 2

Special Resolution 2 is to approve the Proposed Change of Name.

That subject to and contingent upon the passing of the Key Resolutions and subject to the approval of the Accounting and Corporate Regulatory Authority, the Proposed Change of Name of the Company from "Citicode Ltd." to "Livingstone Health Holdings Limited" be and is hereby approved, and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 2.

Special Resolution 2 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Special Resolution 2 was passed by a majority vote of not less than 75%.

Special Resolution 3

Special Resolution 3 is to approve the Proposed Adoption of the New Constitution of the Company.

That the New Constitution of the Company as set out in Appendix H to the Circular be and are hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution and that the Directors and each of them be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 3.

Special Resolution 3 was deemed to be proposed and seconded. The motion was put to vote by way of a poll.

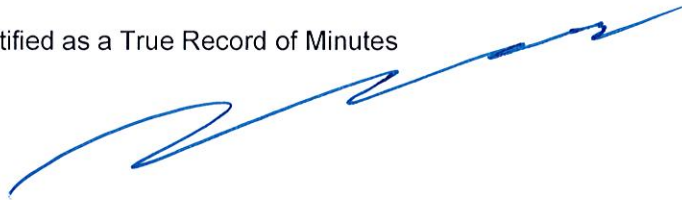
There were 29,873,659,720 shares voting for the motion, representing approximately 99.54% of the total number of shares voting for and against the motion, and 138,896,100 shares voting against the motion, representing approximately 0.46% of the total number of shares voting for and against the motion. Accordingly, Special Resolution 3 was passed by a majority vote of not less than 75%.

CONCLUSION

The Chairman noted that the Key Resolutions, being Ordinary Resolutions 1, 2, 3, 7, 8, 9 and 10 and Special Resolutions 1 and 2, which are inter-conditional upon each other, were passed. It was further noted that Ordinary Resolutions 4, 5, 6, 11, 12 and 13, which are the resolutions conditional upon the passing of the Key Resolutions, were also passed.

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

Certified as a True Record of Minutes

A handwritten signature in blue ink, consisting of a series of loops and strokes, positioned above the printed name of the Chairman.

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Teh Wing Kwan
Chairman of Meeting