



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

**PROPOSED SHARE CONSOLIDATION OF EVERY FIVE HUNDRED (500) SHARES INTO ONE (1)
CONSOLIDATED SHARE**

– NOTICE OF RECORD DATE

Unless otherwise expressly defined herein, all capitalised terms and references used in this announcement shall have the meanings ascribed to them in the circular dated 31 December 2020 (the “Circular”) in relation to, inter alia, the proposed acquisition of the entire issued and paid-up share capital of Livingstone Health Ltd.

1. INTRODUCTION

The Board of Directors (“**Board**”) of Livingstone Health Holdings Limited (formerly known as Citicode Ltd.) (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Circular in relation to the Proposed Share Consolidation, which was duly approved by ordinary resolution at the extraordinary general meeting (“**EGM**”) of the Company held on 22 January 2021.

2. NOTICE OF RECORD DATE FOR THE PROPOSED SHARE CONSOLIDATION

- 2.1 **NOTICE IS HEREBY GIVEN** that the share transfer books and the Register of Members of the Company will be closed at 5.00 p.m. on 3 February 2021 (the “**Consolidation Record Date**”) for the purpose of determining the entitlements of Shareholders to the Consolidated Shares pursuant to the Proposed Share Consolidation, whereupon the Register of Members and the depository register will be updated to reflect the number of Consolidated Shares held by Shareholders (or depositors, as the case may be) based on their shareholdings as at the Consolidation Record Date.
- 2.2 Pursuant to the Proposed Share Consolidation, every five hundred (500) Shares held by Shareholders at the Consolidation Record Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.
- 2.3 The Proposed Share Consolidation shall be effective from 9.00 a.m. on 4 February 2021, being the Market Day immediately following the Consolidation Record Date. The Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by shareholders based on their shareholdings as at the Consolidation Record Date.
- 2.4 Notwithstanding the foregoing, the Company wishes to inform Shareholders that a voluntary suspension of trading of Shares is expected to occur with effect from 9.00 a.m. on 2 February 2021 onwards (the “**Voluntary Suspension**”). For more information on the Voluntary Suspension, please refer to paragraph 4.1 below.

- 2.5 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of Shares as at the Consolidation Record Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be aggregated and/or dealt with in such manner as the Board may, in its absolute discretion, deem appropriate in the interests of the Company. Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded.
- 2.6 Each Consolidated Share will rank *pari passu* with each other, and will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1 Deposit of Old Share Certificates with CDP

Shareholders who hold old physical share certificates for the existing Shares (“**Old Share Certificates**”) in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days before the Consolidation Record Date.

After the Consolidation Record Date, CDP will only accept for deposit share certificates for Consolidated Shares (“**New Share Certificates**”). Shareholders who wish to deposit their New Share Certificates with CDP after the Consolidation Record Date must first deliver their Old Share Certificates to the Company’s Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issue of New Share Certificates in replacement thereof as described below.

3.2 Issue of New Share Certificates

Shareholders who have deposited their existing share certificates with CDP at least twelve (12) Market Days prior to the Consolidation Record Date need not take any action. The Company will arrange with CDP to facilitate the exchange of New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their existing share certificates as aforesaid or who do not wish to deposit their existing share certificates with CDP are advised to forward all their existing share certificates to the Company’s Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Consolidation Record Date and no later than five (5) Market Days after the Consolidation Record Date for cancellation and exchange for New Share Certificates. New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the Consolidation Record Date or the date of receipt of the existing share certificates, whichever is the later.

Shareholders are to deliver their respective existing share certificates to the Company’s Share Registrar and Share Transfer Agent or CDP only after the announcement of the Consolidation Record Date by the Company.

No receipt will be issued by the Company’s Share Registrar and Share Transfer Agent for the receipt of the existing share certificates tendered. Shareholders should note that New Share Certificates will not be issued to Shareholders unless their existing share certificates have been tendered to the Company’s Share Registrar and Share Transfer Agent for cancellation.

Please notify the Company's Share Registrar and Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, if you have lost any of your existing share certificates or if there is any change in your address from that reflected in the Register of Members of the Company.

3.3 Share certificates not valid for settlement of trades on SGX-ST

Shareholders who hold physical share certificates are reminded that their existing share certificates will not be valid for settlement of trading in the new Consolidated Shares on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Company's Share Registrar and Share Transfer Agent. Notwithstanding the above, the New Share Certificates will not be valid for delivery for trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

4. TRADING ARRANGEMENTS FOR THE CONSOLIDATED SHARES AND ODD LOTS

4.1 Trading Arrangements for the Consolidated Shares

With effect from 9.00 a.m. on 2 February 2021 (the "**Effective Trading Date**"), trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, 500 existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

Notwithstanding the foregoing, the Board wishes to highlight that the trading of the Shares or the Consolidated Shares (as the case may be) will be suspended from 9.00 a.m. on 2 February 2021 onwards to facilitate the completion of the Proposed Transactions, including without limitation, the Proposed Share Consolidation, the Proposed Acquisition, the Proposed Placement, the Proposed Loan Capitalisation and the Proposed Issuance of SAC Capital Shares. Barring unforeseen circumstances, the Company expects the Voluntary Suspension to be lifted and the resumption of trading in the Consolidated Shares to be from 9.00 a.m. on 8 February 2021, following the Completion of the Proposed Acquisition.

4.2 Trading Arrangements for Odd Lots

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Proposed Share Consolidation, the Securities Accounts of depositors may be credited with odd lots of Consolidated Shares (i.e. lots other than board lots of 100 Consolidated Shares). Depositors who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the unit share market which, following the Proposed Share Consolidation, would allow trading in odd lots with a minimum size of one (1) Consolidated Share. However, Shareholders should note that the market for trading of such odd lots of Consolidated Shares may be illiquid and they may have to bear disproportionate transaction costs in trading their shares in the unit share market.

5. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Proposed Share Consolidation and Voluntary Suspension:

Time and Date	Event
1 February 2021 (Monday)	Last day of trading of Shares on a pre-consolidated basis
9.00 a.m. on 2 February 2021 (Tuesday)	Voluntary Suspension of trading of Shares
5.00 p.m. on 3 February 2021 (Wednesday)	Consolidation Books Closure Date
9.00 a.m. on 4 February 2021 (Thursday)	Effective date of the Proposed Share Consolidation
9.00 a.m. on 8 February 2021 (Monday)	Expected date and time of the lifting of the Voluntary Suspension and resumption of trading of the Shares

The above timeline is indicative and maybe subject to change. Any change to the indicative timeline will be announced by the Company via SGXNET.

6. CONTACT INFORMATION

The address of the Company's Share Registrar and Share Transfer Agent is as follows:

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623

The address of CDP is as follows:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Teh Wing Kwan

Executive Chairman and Chief Executive Officer
26 January 2021