

**PRENETICS GLOBAL LIMITED**  
**Unit 701-706, K11 Atelier King's Road,**  
**728 King's Road, Quarry Bay, Hong Kong**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**To be held on October 20, 2023**

To the Shareholders of Prenetics Global Limited:

Notice is hereby given that the 2023 Annual General Meeting of the Shareholders (the “**Annual Meeting**”) of Prenetics Global Limited (the “**Company**”) will be held on October 20, 2023 at 11:30am at the Company’s principal executive offices, at Unit 701-706, K11 Atelier King’s Road, 728 King’s Road, Quarry Bay, Hong Kong. You will be able to attend, vote your shares, and submit questions during the Annual Meeting for the following purposes:

1. To authorize a reverse stock split for 1 for 15 ordinary shares.
2. To provide an open forum for shareholders of the Company (“**Shareholders**”) to discuss Company affairs with management.
3. To transact any other business that is properly brought before the Annual Meeting or any adjournment or postponement thereof.

The close of business on October 6, 2023 (the “**Record Date**”) has been fixed as the record date for the purpose of determining the Shareholders entitled to notice of, and to vote at, the Annual Meeting. The register of members of the Company will not be closed. This notice (“**Notice**”) and proxy statement (“**Proxy Statement**”) and the accompanying form of proxy card will first be dispatched to the Shareholders on or about October 10, 2023.

By Order of the Board of Directors,

/s/ Danny Sheng Wu Yeung

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Danny Sheng Wu YEUNG (Chairman and CEO)

Dated: October 6, 2023

**PRENETICS GLOBAL LIMITED**  
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**PROXY STATEMENT**

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**QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING**

**How Can I Attend the Annual Meeting?**

Holders of record of the Company's Class A Ordinary Shares and Class B Ordinary Shares planning to attend the Annual Meeting in person are required to register their intention to attend by submitting the online registration form accessible at <https://ir.prenetics.com/news-events/events> by October 16, 2023, Hong Kong Time.

**Why Am I Receiving This Proxy Statement?**

We are sending you this Proxy Statement because the Company's Board of Directors is soliciting your proxy to be used at the Annual Meeting, or at any adjournment or postponement of that meeting. Details of the Annual Meeting are set forth in the Notice accompanying this Proxy Statement.

**Who Can Vote?**

Owners of ordinary shares in the Company ("**Ordinary Shares**") on the Record Date are entitled to vote. We have two classes of Ordinary Shares: Class A Ordinary Shares ("**Class A Ordinary Shares**") and Class B Ordinary Shares ("**Class B Ordinary Shares**"). The Class A Ordinary Shares are publicly traded on the Nasdaq Capital Market, and we are soliciting proxies only from owners of the Class A Ordinary Shares. Each Class A Ordinary Share that you own entitles you to one vote and each Class B Ordinary Share that you own entitles you to twenty votes.

**What May I Vote On?**

A proposal to authorize a reverse stock split of the Class A Ordinary Shares.

**How Do I Vote?**

If you own our Ordinary Shares as a registered holder (a "**Direct Shareholder**"), you should either (1) complete, sign and date the enclosed proxy card and return it promptly in the prepaid envelope provided, (2) visit <https://www.cstproxy.com/prenetics/2023> to vote, or (3) attend the meeting in person to vote on the proposal.

If you own our Ordinary Shares through a brokerage firm, bank or other financial intermediary (an "**Indirect Shareholder**"), you should complete, sign and date the voting instruction form provided by such financial intermediary and return it promptly in accordance with the instructions set forth therein.

**How Do I Request Electronic Delivery of Future Proxy Materials?**

You may opt to receive meeting notices and proxy materials online. Direct Shareholders can opt for electronic delivery. Indirect Shareholders should check with their financial intermediaries regarding the availability of electronic delivery service.

### **May I Revoke My Proxy?**

Your proxy may be revoked prior to its exercise by following the instructions contained in the proxy card or voting instruction form, as the case may be.

### **If I Plan To Attend The Annual Meeting, Should I Still Vote By Proxy?**

Whether you plan to attend the Annual Meeting or not, we urge you to vote by proxy. Returning the proxy card will not affect your right to attend the Annual Meeting, and your proxy will not be used if you are personally present at the meeting and inform the secretary of the Company in writing prior to the voting that you wish to vote your Ordinary Shares in person.

### **How Will My Proxy Get Voted?**

If you properly fill in and return your proxy card or voting instruction form, your proxy holder (the individual named on your proxy card, or failing him/her, the duly appointed chairman of the Annual Meeting) will vote your Ordinary Shares as you have directed. If you are a Direct Shareholder and you sign the proxy card but do not make specific choices, the proxy holder will vote your Ordinary Shares as recommended by the Board of Directors and our management. If you are an Indirect Shareholder and you sign the voting instruction form but do not make specific choices or do not return your voting instruction form, the relevant financial intermediary may either vote your Ordinary Shares on your behalf (if permitted by applicable rules) or return a proxy to us leaving your Ordinary Shares un-voted.

Beneficial owners who wish to attend the Annual Meeting and vote in person should contact their brokerage firm, bank or other financial intermediary holding our Ordinary Shares on their behalf in order to obtain a “legal proxy” which will allow them to both attend the meeting and vote in person.

### **PROPOSAL 1: AUTHORIZATION OF THE BOARD OF DIRECTORS TO EFFECT A REVERSE STOCK SPLIT**

The following is a summary of the principal terms of the proposed Reverse Stock Split. We encourage you to carefully read the description below.

As of September 7, 2023, the Board of Directors unanimously approved a resolution to authorize the CEO to effect a Reverse Stock Split on a whole number ratio basis, by consolidating every 15 existing issued and unissued Ordinary Shares of US\$0.0001 par value each into one consolidated Ordinary Share of US\$0.0015 par value each (subject to receipt of the necessary shareholder approval).

The Board of Directors expects that it will increase the share price of our Class A Ordinary Shares. The Reverse Stock Split is intended to ensure the Company’s ability to maintain a minimum closing bid price of US\$1.00 per Class A Ordinary Share for at least thirty (30) consecutive trading days, as required by the Nasdaq Capital Market. There can be no assurance, however, that following the Reverse Stock Split the market price of the Class A Ordinary Shares will increase in proportion to the reduction in the number of Class A Ordinary Shares issued and outstanding before the proposed Reverse Stock Split.

Our Class B Ordinary Shares are not publicly traded, but the Reverse Stock Split (if effected) will apply to Class B Ordinary Shares in the same manner as in Class A Ordinary Shares.

Under the laws of the Cayman Islands, the Reverse Stock Split concurrently with the number of authorized shares of Ordinary Shares, the par value of the Ordinary Shares and the amount of issued share capital will be adjusted without further actions. Therefore, the number of issued and outstanding Ordinary Shares will decrease but the number of Ordinary Shares remaining available for issuance by us in the future will also decrease in the same proportion.

No further action on the part of Shareholders will be required to either effect or abandon the Reverse Stock Split. In this Proxy Statement, unless stated otherwise, references to the consequences of the Reverse Stock Split will be based on the assumption that the ratio of the stock split is 15:1 and references to Ordinary Shares herein will cover both Class A Ordinary Shares and Class B Ordinary Shares.

The ordinary resolution shareholders will be asked to approve is as follows:

**BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:**

1. with effect as of the date the Board of Directors may determine:
  - a. the existing issued and unissued Class A Ordinary Shares of the Company be consolidated by consolidating every 15 existing issued and unissued Class A Ordinary Shares of US\$0.0001 par value each in the Company into 1 consolidated Class A Ordinary Share of US\$0.0015 par value each in the Company and the existing issued and unissued Class B Ordinary Shares of the Company be consolidated by consolidating every 15 existing issued and unissued Class B Ordinary Shares of US\$0.0001 par value each in the Company, into 1 consolidated Class B Ordinary Share of US\$0.0015 par value each in the Company (collectively, the “**Reverse Stock Split**”); and
  - b. no fractional Class A Ordinary Shares nor fractional Class B Ordinary Shares shall be issued in connection with the Reverse Stock Split and, in the event that a Shareholder would otherwise be entitled to receive a fractional share upon the Reverse Stock Split, the number of Class A Ordinary Shares and/or Class B Ordinary Shares to be received by such Shareholder shall be rounded up to the next highest whole number of Class A Ordinary Shares and/or Class B Ordinary Shares (as applicable); and
2. any one director or officer of the Company be and is hereby authorized, for and on behalf of the Company, to do all such other acts or things necessary or desirable to implement, carry out and give effect to the Reverse Stock Split, if and when deemed advisable by the Board of Directors of the Company in its sole discretion.

**Impact of the Proposed Reverse Stock Split If Effectuated**

The principal effects of the Reverse Stock Split will be that:

- the number of issued and outstanding Ordinary Shares will be reduced proportionately based on the Reverse Stock Split ratio;
- the number of Ordinary Shares reserved for issuance, any maximum number of Ordinary Shares with respect to which equity awards may be granted to any participant and the number of Ordinary Shares and any exercise price subject to awards outstanding under the Company’s share incentive plans will be adjusted proportionately based on the Reverse Stock Split ratio such that the number of Ordinary Shares reserved for issuance and the number of Ordinary Shares subject to such limits shall be reduced and any applicable exercise price shall be increased; and
- the Reverse Stock Split will likely increase the number of Shareholders who own odd lots (less than 100 shares). Shareholders who hold odd lots may experience an increase in the cost of selling their shares and may have greater difficulty in executing sales.

Our publicly traded Class A Ordinary Shares and warrants will continue to trade on the Nasdaq Capital Market under the symbol “PRE” and “PRENW” respectively.

Except for adjustments that may result from the treatment of fractional shares as described below, as the Reverse Stock Split will apply to all our issued Ordinary Shares, the proposed Reverse Stock Split will not alter the relative rights and preferences of our existing Shareholders nor affect any Shareholder's proportionate equity interest in the Company. Moreover, the number of Shareholders of record will not be affected by the Reverse Stock Split.

### **No Fractional Shares**

Shareholders will not receive fractional post-Reverse Stock Split shares in connection with the Reverse Stock Split. Instead, resulting fractional shares will be rounded up to the next whole share.

### **Mechanism of the Reverse Stock Split**

If the Board of Directors effects the Reverse Stock Split, the Reverse Stock Split will become effective at such time as is specified in the Company's board resolutions, which is referred to as the effective time of the Reverse Stock Split. Beginning at the effective time of the Reverse Stock Split, each certificate representing pre-Reverse Stock Split Ordinary Shares will be deemed for all corporate purposes to evidence ownership of post-Reverse Stock Split Ordinary Shares.

Direct Shareholders with their holdings in book-entry form will be provided with a statement reflecting the number of Ordinary Shares registered in their accounts. Direct Shareholders with their holdings in certificate form will receive a transmittal letter from the Company's transfer agent as soon as practicable after the effective time of the Reverse Stock Split. The transmittal letter will be containing instructions specifying how they can exchange their certificate representing the pre-Reverse Stock Split Ordinary Shares for a statement of holding. This means that, instead of receiving a new stock certificate, they will receive a statement of holding that indicates the number of post-Reverse Stock Split Ordinary Shares they own in book-entry form.

Financial intermediaries will be instructed to effect the Reverse Stock Split for Indirect Shareholders; however, these organizations may apply their own specific procedures for processing the Reverse Stock Split.

The number of Class A Ordinary Shares issuable upon exercise of each outstanding warrant to purchase Class A Ordinary Shares will decrease in proportion to the Reverse Stock Split ratio and the exercise price of each outstanding warrant to purchase Class A Ordinary Shares will increase in proportion to the Reverse Stock Split ratio, such that the aggregate exercise price payable upon exercise of each outstanding warrant to purchase Class A Ordinary Shares will remain the same both before and after the Reverse Stock Split and our treatment of fractional Ordinary Shares exercisable under the warrants will be the same as our treatment of the Ordinary Shares.

Pursuant to the terms of our 2022 Share Incentive Plan (the "**Plan**"), the Board of Directors or a committee thereof, as applicable, will adjust the number of Ordinary Shares available for future grant under the Plan, the number of Ordinary Shares underlying outstanding awards, the exercise price per share of outstanding stock options, and other terms of outstanding awards issued pursuant to the Plan, as well as certain issuance limits set forth in the Plan, to equitably reflect the effects of the Reverse Stock Split. Based upon the Reverse Stock Split ratio, proportionate adjustments are also generally required to be made to the per share exercise price and the number of Ordinary Shares issuable upon the exercise or conversion of outstanding options, and any convertible or exchangeable securities entitling the holders to purchase, exchange for, or convert into, Ordinary Shares. This would result in approximately the same aggregate price being required to be paid under such options, and convertible or exchangeable securities upon exercise, and approximately the same value of Ordinary Shares being delivered upon such exercise, exchange or conversion, immediately following the Reverse Stock Split as was the case immediately preceding the Reverse Stock Split. The number of Ordinary Shares subject to restricted stock awards will be similarly adjusted, and our treatment of fractional Ordinary Shares exercisable under the stock options or granted under the stock awards will be the same as our treatment

of the Ordinary Shares. The number of Ordinary Shares reserved for issuance pursuant to these securities and our Plan will be adjusted proportionately based upon the Reverse Stock Split ratio, and our treatment of fractional Ordinary Shares will be the same as our treatment of the Ordinary Shares.

### **No Appraisal Rights**

Shareholders will not have dissenters' or appraisal rights under Cayman Islands corporate law or under the Company's Memorandum and Articles of Association in connection with the proposed Reverse Stock Split.

### **Vote Required and Board Recommendation**

As this action requires approval by way of Ordinary Resolution, the affirmative vote of a simple majority of the votes cast by, or on behalf of, the shareholders entitled to vote at the Annual Meeting is required for approval of this proposal. The Board recommends a vote FOR this proposal (to be passed as an ordinary resolution).

## **CONSEQUENCES OF THE REVERSE STOCK SPLIT ON YOU**

Our summary of the Reverse Stock Split may not contain all information that is important to you. You should consult your own advisers regarding your particular circumstances, including tax issues.

## **DISCUSSION WITH MANAGEMENT**

To facilitate shareholder engagement in the Company, the Annual Meeting will also serve as an open forum for the Shareholders to engage in a discussion with the management on the business performance and other affairs of the Company. We believe this would provide the management with diversity of insight on how best to position the Company for long-term growth.

## **OTHER MATTERS**

We are not aware of any matters other than those stated in this Proxy Statement that are to be presented for action at the Annual Meeting. If any other matters should properly come before the Annual Meeting, it is intended that proxies in the accompanying form will be voted on any such other matters in accordance with the judgment of the persons voting such proxies. Discretionary authority to vote on such matters is conferred by such proxies upon the persons voting them.

## **COMMUNICATIONS WITH THE BOARD OF DIRECTORS**

Shareholders wishing to communicate with the Board of Directors or any individual director may write to the Board of Directors or the individual director to the Board of Directors, Prenetics Global Limited, Unit 701-706, K11 Atelier King's Road, 728 King's Road, Quarry Bay, Hong Kong. Any such communication must state the number of Ordinary Shares beneficially owned by the Shareholder making the communication. All such communications will be forwarded to the full Board of Directors or to any individual director or directors to whom the communication is directed unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal, or similarly inappropriate, in which case the Company has the authority to discard the communication or take appropriate legal action regarding the communication.

## **WHERE YOU CAN FIND MORE INFORMATION**

Notice of the Annual Meeting, and this Proxy Statement are available at <https://www.cstproxy.com/prenetics/2023>. The Company files annual reports and other documents with the Securities and Exchange Commission ("SEC"). The Company's SEC filings made electronically

through the SEC's EDGAR system are available to the public at the SEC's website at <http://www.sec.gov>. You may read and copy any document the Company files at the website of the SEC referred to above.

By Order of the Board of Directors,

/s/ Danny Sheng Wu Yeung

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Danny Sheng Wu Yeung (Chairman and CEO)

Dated: October 6, 2023

