

LifeBrandz

LIFEBRANDZ LTD.

(Registration No. : 200311348E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of LIFEBRANDZ LTD. will be held at 2 Bukit Merah Central (formerly known as "Spring Singapore"), Podium Block, Level 3, Room P303, Singapore 159835 on Thursday, 22 November 2018 at 3.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 July 2018 together with the Auditors' Report thereon. **(Resolution 1)**
- To approve Directors' fees of S\$120,000 for the financial year ended 31 July 2018 (2017: S\$75,000). **(Resolution 2)**
- To note the retirement of Mr. Jack Chia Seng Hee pursuant to Article 117 of the Company's Constitution. Mr. Jack Chia Seng Hee has indicated that he does not wish to seek re-election at this Annual General Meeting.
[See Explanatory Note 1]
- To re-elect Ms. Kayoko Francis who is retiring pursuant to Article 117 of the Company's Constitution. **(Resolution 3)**
[See Explanatory Note 2]
- To re-elect Mr. Ng Lip Chi, Lawrence who is retiring pursuant to Article 117 of the Company's Constitution. **(Resolution 4)**
[See Explanatory Note 3]
- To re-elect Mr. Yoshio Ono who is retiring pursuant to Article 107 of the Company's Constitution. **(Resolution 5)**
[See Explanatory Note 4]
- To re-appoint Messrs Mazars LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as an Ordinary Resolution:-

- Authority to allot and issue shares** **(Resolution 7)**
 - "That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited Section B: Rules of Catalyst (the "Catalist Rules"), authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - allot and issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
 - make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
 - (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:-
 - 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) does not exceed 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company.
(Subject to such calculation as may be prescribed by SGX-ST) for the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings is based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of convertible securities, or
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares,
 - in exercising the authority conferred in this resolution, the Company 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) and the Company's Constitution; and
 - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note 5]

BY ORDER OF THE BOARD

Saito Hiroyuki
Executive Chairman and Chief Executive Officer
Singapore

7 November 2018

Explanatory Notes on business to be transacted:

- Mr. Jack Chia Seng Hee will cease as the Chairman of the Audit Committee, member of the Nominating and Remuneration Committees of the Company upon his retirement as Lead Independent Director of the Company.
- Detailed information on Ms. Kayoko Francis can be found on the "Board of Directors" section of the Annual Report 2018.
- Mr. Ng Lip Chi, Lawrence who is considered independent for the purposes of Rule 704(7) of the Catalist Rules will upon re-election as Director of the Company, remain as a member of the Audit, Remuneration and Nominating Committees. There are no relationships (including immediate family relationships) between Mr. Ng Lip Chi, Lawrence and the other Directors of the Company, the Company, its related corporations, its 10% shareholders or its officers. Detailed information on Mr. Ng Lip Chi, Lawrence can be found on the "Board of Directors" section of the Annual Report 2018.
- Mr. Yoshio Ono who is considered independent for the purposes of Rule 704(7) of the Catalist Rules will upon re-election as Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees. There are no relationships (including immediate family relationships) between Mr. Yoshio Ono and the other Directors of the Company, the Company, its related corporations, its 10% Shareholders or its officers. Detailed information on Mr. Yoshio Ono can be found on the "Board of Directors" section of the Annual Report 2018.
- Resolution 7, if passed, will authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

Notes:

- Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Cap. 50, a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Company's registered office at 80 Raffles Place #41-02 UOB Plaza 1, Singapore 048624 at least forty eight (48) hours before the time of the Meeting.
- A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at seventy-two (72) hours before the time appointed for holding the Meeting in order for the Depositor to be entitled to attend and vote at the Meeting.

Personal Data Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

This Notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited ("the Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this Notice.

This Notice has not been examined or approved by the 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. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.