



**AUTAGCO LTD.**  
(formerly known as LifeBrandz Ltd.)  
(Company Registration Number 200311348E)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Autagco Ltd. (“**Company**”) will be held at 114 Lavender Street, #05-56, CT Hub 2, Singapore 338729 on Friday, 7 March 2025 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

### AS ORDINARY BUSINESS

1. 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 2024 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve Directors’ fees of S\$90,057 for the financial year ended 31 July 2024. (2023: S\$83,552) **(Resolution 2)**
3. To approve Directors’ fees of S\$117,000 for the financial year ending 31 July 2025. **(Resolution 3)**
4. To re-elect the following Directors who are retiring pursuant to the Constitution of the Company:  
**Regulation 107**  
Ms. Wang Xiaolan **(Resolution 4)**  
**Regulation 117**  
Mr. Ng Boon Hui **(Resolution 5)**  
Mr. Loke Pak Hoe, Patrick **(Resolution 6)**  
[See Explanatory Note (i)]
5. To note the retirement of Ms. Linda Hoon Siew Kin as Director of the Company pursuant to Regulation 117 of the Constitution of the Company. Ms Linda Hoon Siew Kin will not be seeking for re-election.  
[See Explanatory Note (ii)(a)]  
To note the resignation of Mr. Lim Yit Keong as Director of the Company.  
[See Explanatory Note (ii)(b)]
6. To note the retirement of Messrs Forvis Mazars LLP as the auditor of the Company.  
[See Explanatory Note (iii)]
7. To transact any other ordinary business which may be properly transacted at an AGM.

### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions (with or without amendments):

#### 8. **Authority to allot and issue shares in the capital of the Company**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (“**Companies Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might 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 or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding 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 of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such 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 (1) above, the percentage of issued Shares shall be based on the 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, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) 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;

- (3) in exercising the authority conferred by 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), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the 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, whichever is earlier.

[See Explanatory Note (iv)]

**(Resolution 7)**

#### 9. **Authority to issue Shares under Autagco Employee Share Option Scheme 2021**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under Autagco Employee Share Option Scheme 2021 (formerly known as “LifeBrandz Employee Share Option Scheme 2021”) (“**ESOS 2021**”) and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted by the Company under the ESOS 2021, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOS 2021, the PSP 2021 (as defined below) and such other share-based incentive scheme collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the 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, whichever is earlier.

[See Explanatory Notes (v)]

**(Resolution 8)**

10. **Authority to issue Shares under the Autagco Performance Share Plan 2021**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant awards pursuant to the Autagco Performance Share Plan 2021 (formerly known as “LifeBrandz Performance Share Plan 2021”) (“**PSP 2021**”) and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of awards under the PSP 2021, provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOS 2021, the PSP 2021 and such other share-based incentive scheme collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the 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, whichever is earlier.

[See Explanatory Notes (vi)]

**(Resolution 9)**

**By Order of the Board**

Ng Boon Hui  
Executive Chairman and Chief Executive Officer  
20 February 2025

**Explanatory Notes:**

- (i) Ms. Wang Xiaolan will, upon re-election as a Director of the Company, remain as the Independent Director, the Chairman of the Nominating Committee, and a member of the Audit and the Remuneration Committees of the Company. There are no relationships (including family relationships) between Ms. Wang Xiaolan and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect her independence. The Board considers Ms. Wang Xiaolan to be independent for the purposes of Rule 704(7) of the Catalyst Rules.

Mr. Ng Boon Hui will, upon re-election as Director of the Company, remain as the Executive Chairman and Chief Executive Officer.

Mr. Loke Pak Hoe, Patrick will, upon re-election as Director of the Company, remain as the Executive Director and Head of Corporate Development.

Further detailed information on Ms. Wang Xiaolan, Mr. Ng Boon Hui and Mr. Loke Pak Hoe, Patrick can be found in the sections titled “Board of Directors”, “Corporate Governance Report” and “Additional Information on Directors Seeking Re-election” of the Annual Report 2024.

- (ii) (a) Upon the retirement of Ms. Linda Hoon Siew Kin as Director of the Company, she will be relinquishing her position as Chairman of the Remuneration Committee, and a member of the Audit and the Nominating Committees.
- (b) Upon the cessation of Mr. Lim Yit Keong as Director of the Company, he will be relinquishing his position as Lead Independent Director, Chairman of the Audit Committee, and a member of the Remuneration and the Nominating Committees.
- (iii) Messrs Forvis Mazars LLP (“**Mazars**”) will not seek re-appointment as auditor of the Company. Accordingly, Mazars will cease to be auditor of the Company following the conclusion of the AGM to be held on 7 March 2025. The Company is in the midst of identifying a suitable audit firm and will actively seek to appoint new auditor in place of Mazars not more than three (3) months to comply with the requirement under Section 205AF(1) of the Companies Act 1967 of Singapore. The Company will make further announcement(s) when the new auditor has been identified, and in relation to the convening of the extraordinary general meeting to obtain shareholders’ approval for the appointment of the new auditor in due course.
- (iv) Resolution 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of Shares.

- (v) Resolution 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 pursuant to the exercise of options granted or to be granted under the ESOS 2021 and such other share-based incentive scheme or share plan up to a number not exceeding in aggregate, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.
- (vi) Resolution 10 above, if passed, will empower the Directors of the Company, from the date of this AGM until the date 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 pursuant to the vesting of awards granted or to be granted under the PSP 2021 and such other share-based incentive scheme or share plan, up to a number not exceeding in aggregate, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

**Notes:**

- (a) The shareholders of the Company are invited to attend physically only at the AGM. This Notice of AGM, proxy form, the Request Form (to request for printed copy of the Annual Report) and the Annual Report will be made available to shareholders by electronic means via publication on the Company's corporate website at the URL: <https://www.autagco.com.sg/> and on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of AGM, proxy form and the Request Form will also be sent by post to shareholders. Shareholders who wish to receive a printed copy of the Annual Report are required to complete the Request Form and return it to the Company by 28 February 2025:

- (i) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg) or
- (ii) via post to the Company's registered address at 36 Robinson Road, #20-01, City House, Singapore 068877.

- (b) Pursuant to Section 181(1C) of the Companies Act, a shareholder who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act is entitled to appoint more than 2 proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than one proxy, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

- (c) Central Provident Fund ("CPF") Investment Scheme ("CPFIS") investors ("CPFIS Investors") and Supplementary Retirement Scheme ("SRS") investors ("SRS Investors") who hold the Company's shares through CPF Agent Banks and/or SRS operators:

- (i) may vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
- (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,

in which case, they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their voting instructions at least 7 working days before the AGM (i.e. by 25 February 2025) in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a proxy form to vote on their behalf by the cut-off date by 10.30 a.m. on 4 March 2025 (being not less than 72 hours before the time appointed for holding the AGM).

- (d) Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the date of the AGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

- (e) Substantial and relevant questions related to the agenda of the AGM may be submitted in advance in the following manner:

- (i) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
- (ii) via post to the Company's registered address at 36 Robinson Road, #20-01, City House, Singapore 068877

in either case, by 10.30 a.m. on 27 February 2025 for the purposes of the AGM.

When submitting the questions, please provide the Company with the following details, for verification purpose:

- (i) full name;
- (ii) NRIC/passport/company registration number;
- (iii) current address;
- (iv) contact number; and
- (v) number of Shares held and the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

- (f) Shareholders are encouraged to submit their questions on or before 10.30 a.m. on 27 February 2025, as this will allow the Company sufficient time to address and respond to these questions on or before 1 March 2025 (not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on SGXNet and the Company's corporate website. Where substantial and relevant questions submitted by shareholders are unable to be addressed prior to the AGM, including any questions received by the Company after 10.30 a.m. on 27 February 2025, the Company will address them during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

- (g) The Directors will endeavour to address as many substantial and relevant questions as possible during the AGM. However, shareholders should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that individual responses will not be sent to shareholders. The minutes of the AGM will be published on SGXNet within one month after the date of the AGM.

- (h) Shareholders who wish to exercise their voting rights at the AGM may:
  - (i) (where such shareholders are individuals) attend and vote at the AGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the AGM) to attend and vote at the AGM on their behalf; or
  - (ii) (where such shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
- (i) Persons who hold Shares of the Company through Relevant Intermediaries, including CPFIS Investors and SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.
- (j) Except for a shareholder who is a Relevant Intermediary, a shareholder of the Company entitled to attend, speak and vote at the AGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead. Where such shareholder appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (k) A proxy need not be a shareholder of the Company.
- (l) A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act.
- (m) The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed under seal or the hand of its duly authorised officer or attorney. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- (n) The instrument appointing the proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:
  - (i) via email to [invest@autagco.com.sg](mailto:invest@autagco.com.sg); or
  - (ii) via post to the Company's registered address at 36 Robinson Road, #20-01, City House, Singapore 068877,
 in either case, by 10.30 a.m. on 4 March 2025, being not less than 72 hours before the time appointed for holding the AGM. The completion and return of the proxy form by a shareholder shall not preclude him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.
- (o) The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy).
- (p) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 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.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/ or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/ or guidelines (collectively, the "Purposes"); and (ii) warrants that where the shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a shareholder of the Company (such as his/ her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "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. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*