

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the "EGM") of the shareholders (the "Shareholders") of LifeBrandz Ltd. (the "Company") will be held on 9 July 2009 at 3.00 p.m. at Copthorne Orchid Hotel Singapore, Mokara Room, Level 1, 214 Dunearn Road, Singapore 299526 for the purpose of considering and, if thought fit, passing (with or without modifications), the following ordinary resolutions:

### ORDINARY RESOLUTION 1: APPROVAL FOR THE RIGHTS ISSUE

That subject to and contingent upon Ordinary Resolution 2 and Ordinary Resolution 3 being passed:

The renounceable non-underwritten rights issue ("Rights Issue") of up to 1,101,000,000 new ordinary shares in the capital of the Company ("Rights Shares") at an issue price of S\$0.005 for each Rights Share, on the basis of three (3) Rights Shares for every two (2) existing ordinary shares in the capital of the Company ("Shares") held by the Entitled Shareholders (as defined herein) as at the Books Closure Date (as defined herein), be and is hereby approved and authority be and is hereby given to the Board of Directors to:

- (i) create and issue such number of Rights Shares as the Directors may determine of up to 1,101,000,000 Rights Shares at an issue price of S\$0.005 for each Rights Share;
- (ii) provisionally allot and issue up to 1,101,000,000 Rights Shares on the basis of three (3) Rights Shares for every two (2) existing Shares held by Entitled Shareholders (as defined herein) as at such time and date to be determined by the Directors in their absolute discretion (the "Books Closure Date"); and
- (iii) allot and issue up to 1,101,000,000 Rights Shares on the basis of three (3) Rights Shares for every two (2) existing Shares held by Entitled Shareholders (as defined herein) as at the Books Closure Date, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:
  - (a) the provisional allotments of the Rights Shares under the Rights Issue shall be made on a renounceable non-underwritten basis to Shareholders whose names appear in the Register of Members of the Company or the records of the Central Depository (Pte) Limited ("CDP") as at the Books Closure Date with registered addresses in Singapore or who have, at least five (5) market days prior to the Books Closure Date, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents ("Entitled Shareholders"), on the basis of three (3) Rights Shares for every two (2) existing Shares;
  - (b) no provisional allotment of the Rights Shares shall be made in favour of Shareholders with registered addresses outside Singapore as at the Books Closure Date or who have not, at least five (5) market days prior thereto, provided to the CDP or the Company, as the case may be, addresses in Singapore for the service of notices and documents ("Overseas Shareholders");
  - (c) the provisional allotments of the Rights Shares which would otherwise accrue to Overseas Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors shall deem fit for the purpose of renouncing the provisional allotments relating thereto to purchasers thereof and to pool and thereafter distribute the net proceeds, if any, thereof (after deducting all expenses) proportionately among such Overseas Shareholders in accordance with their respective shareholdings as at the Books Closure Date provided that if the amount to be distributed to any single Overseas Shareholder is less than S\$10.00, such amount shall instead be retained or dealt with for the sole benefit of the Company;
  - (d) any fractional entitlements disregarded in accordance with the terms of the Rights Issue and/or any Rights Shares not taken up may be aggregated and allotted and issued to satisfy excess applications for the Rights Shares or otherwise to such persons as the Directors may think fit or otherwise disposed of or dealt with in such manner as the Directors may think fit in the interests of the Company; and
  - (e) the Rights Shares when issued and fully paid up will rank *pari passu* in all respects with the then existing Shares save for any dividends, rights, allotments or other distribution, the record date for which falls before the date of issue of the Rights Shares,

and the Directors be and are hereby authorised to take such steps, do all such acts and things, make such amendments to the terms of the Rights Shares and exercise such discretion as the Directors may in their absolute discretion deem fit, advisable or necessary in connection with all or any of the above matters.

### ORDINARY RESOLUTION 2: APPROVAL FOR THE WHITEWASH RESOLUTION

That subject to the satisfaction of all the conditions set out in the Securities Industry Council's letter of 25 May 2009 granting a waiver of the requirements for Han Seng Juan and Loh Kim Kang David (the "Relevant Undertaking Shareholders") to make a mandatory general offer for the remaining Shares not owned or controlled by them pursuant to Rule 14 of the Singapore Code on Take-overs and Mergers, as a result of the subscription by the Relevant Undertaking Shareholders for the Rights Shares and excess Rights Shares pursuant to the Rights Issue, the Independent Shareholders (as defined in the Circular), hereby (on a poll taken) waive their rights, to receive the mandatory general offer from the Relevant Undertaking Shareholders.

### ORDINARY RESOLUTION 3: APPROVAL FOR THE COMMITMENT FEE

That the Company be and is hereby authorized to pay to the Relevant Undertaking Shareholders a commitment fee of S\$214,846.12 in aggregate; or S\$107,423.06 to each of the Relevant Undertaking Shareholders calculated at five per cent. (5%) of the aggregate issue price for the 429,692,250 excess Rights Shares which each of them has committed to make excess applications for, pursuant to their excess application undertakings.

### BY ORDER OF THE BOARD

Toon Choi Fan  
Company Secretary  
Singapore  
24 June 2009

### Notes:

1. A shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A proxy need not be a shareholder of the Company.
2. Where a shareholder of the Company appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy and if no percentage is specified, the first named proxy shall be treated as representing 100% of the shareholding and the second proxy shall be deemed to be an alternate to the first named.
3. A body corporate which is a shareholder of the Company may also appoint by resolution of its directors or other governing body such person as it thinks fit to act as its authorized representative in accordance with its articles of association and section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a certified copy thereof) must be deposited at the registered office of the Company at 390 Havelock Road, #05-05, King's Centre, Singapore 169662 not less than 48 hours before the time appointed for holding the EGM or any postponement or adjournment thereof.
5. The instrument appointing a proxy or proxies must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. A Depositor's name must appear on the Depository Register maintained by the Central Depository (Pte) Limited at least 48 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.