

## Notice of Annual General Meeting

### LIFEBRANDZ LTD

(Registration No. : 200311348E)

(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of LIFEBRANDZ LTD. will be held at Zirca Club, Block 3C, Clarke Quay, River Valley Road, Ground Floor, Unit No. 05 (Entrance opposite Clarke Quay Car Park entrance) on Tuesday, 20 November 2012 at 3.30 p.m. for the following purposes:

#### AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts of the Company for the financial year ended 31 July 2012 together with the Directors' Report and Auditor's Report thereon. **(Resolution 1)**
2. To approve Directors' fees of \$119,800 for the financial year ended 31 July 2012 (2011: \$94,100). **(Resolution 2)**
3. (i) To re-elect Mr Lee Shieh-Peen Clement who is retiring under Article 107 of the Articles of Association. **(Resolution 3)**  
  
(ii) To note the retirement of Mr Kenneth Goh Tzu Seoh in accordance with Article 107 of the Articles of Association at the conclusion of this Annual General Meeting. Mr Kenneth Goh Tzu Seoh has decided not to seek re-election.
4. To re-appoint Messrs Ernst & Young LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**
5. 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:

6. **Authority to allot and issue shares** **(Resolution 5)**
  - (a) (i) "That pursuant to Section 161 of the Companies Act, Cap. 50, and the Listing Rules of the Singapore Exchange Securities Trading Limited, approval 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:
    - (ii) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - (iii) 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;
    - (iv) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and

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- (b) (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

- (i) 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 50% of the total number of issued shares excluding treasury shares 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 20% of the total number of issued shares excluding treasury shares of the Company. Unless prior shareholder approval is required under the Listing Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.
- (ii) For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
- (a) new shares arising from the conversion or exercise of convertible securities, or
- (b) 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 Listing Manual of the Singapore Exchange Securities Trading Limited, and
- (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
- (iv) 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."

BY ORDER OF THE BOARD

**Toon Choi Fan**  
Company Secretary  
Singapore

Date: 2 November 2012

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### Notes:

- (i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A member of the Company, which is corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

The instrument appointing a proxy must be deposited at the Company's registered office at Block 3C, Clarke Quay, River Valley Road, #02-02, Singapore 179022 at least 48 hours before the time of the Meeting.

- (ii) Resolution 6, 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 50% 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 20% 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.