

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 Monday, 30 November 2015 at 3.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and, if approved, to adopt the Audited Financial Statements of the Company for the financial year ended 31 July 2015 together with the Directors' Report and Auditors' Report thereon. **(Resolution 1)**
- To approve Directors' fees of S\$70,000 for the financial year ended 31 July 2015 (2014: S\$121,150). **(Resolution 2)**
- To re-elect the following Directors, who are retiring pursuant to the Company's Articles of Association: **(Resolution 3)**
 - Mr Chng Weng Wah (Article 117) **(Resolution 3)**
[See Explanatory Note 1]
 - Mr Wong Joo Wan (Article 117) **(Resolution 4)**
[See Explanatory Note 2]
 - Mr Lim Kee Way Irwin (Article 107) **(Resolution 5)**
[See Explanatory Note 3]
- To consider and if thought fit, to pass the following Resolution: **(Resolution 6)**
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Toh Hock Ghim be and is hereby re-appointed as a Director of the Company to hold office until the next Annual General Meeting"
[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 7)**
- 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 8)**
 - "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:
 - 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 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.
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:
 - 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 Listing Manual of the Singapore Exchange Securities Trading Limited, and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, 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

Toon Choi Fan

Company Secretary
Singapore

Date: 6 November 2015

Explanatory Notes on business to be transacted:

- Mr Chng Weng Wah will upon re-election as a Director of the Company, continue to serve as a Chief Executive Officer & Executive Director and a member of the Nominating Committee of the Company. There are no relationships (including immediate family relationships) between Mr Chng Weng Wah and the other Directors of the Company or its shareholders, except for his spouse, Mdm. Chan Hui Lan Catherine, who is a substantial shareholder of the Company. Detailed information on Mr Chng Weng Wah can be found on the Board of Directors section of the Annual Report 2015.
- Mr Wong Joo Wan who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited 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 Wong Joo Wan and the other Directors of the Company or its shareholders. Detailed information on Mr Wong Joo Wan can be found on the Board of Directors section of the Annual Report 2015.
- Mr Lim Kee Way Irwin who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited 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 Lim Kee Way Irwin and the other Directors of the Company or its shareholders. Detailed information on Mr Lim Kee Way Irwin can be found on the Board of Directors section of the Annual Report 2015.
- Mr Toh Hock Ghim who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited will upon re-appointed as Director of the Company, remain as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. There are no relationships (including immediate family relationships) between Mr Toh Hock Ghim and the other Directors of the Company or its shareholders. Detailed information on Mr Toh Hock Ghim can be found on the Board of Directors section of the Annual Report 2015.
- Resolution 8, 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.

Notes:

- 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 proxy need not be a member of the Company.
- A member of the Company, which is corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- The instrument appointing a proxy must be deposited at the Company's registered office at 1001 Jalan Bukit Merah, #06-11, Singapore 159455 at least 48 hours before the time of 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.

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Lifebrandz Ltd (the "**Company**") will be held at 2 Bukit Merah Central (formerly known as "Spring Singapore"), Podium Block, Level 3, Room P303, Singapore 159835, on 30 November 2015 at 4.00 p.m. (or as soon as practicable following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolutions:

All capitalised terms contained herein shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders of the Company dated 6 November 2015 (the "**Circular**").

AS SPECIAL RESOLUTION

RESOLUTION 1: THE PROPOSED TRANSFER OF THE COMPANY FROM THE MAIN BOARD OF THE SGX-ST TO THE CATALIST (THE "PROPOSED TRANSFER")

THAT:

- approval be and is hereby given for the Company to be transferred from the Main Board of the SGX-ST to the Catalist; and
- the Company and any Director of the Company be and are hereby authorised and empowered to take all necessary steps, do all such acts and things and sign all agreements, undertakings, documents and deeds as they may consider necessary, desirable or expedient to give effect to or carry into effect to the Proposed Transfer and/or this Resolution, and where the Company seal is required to be affixed to any agreement, undertaking, document and/or deed in connection therewith, the same shall be signed and the Company seal shall (where applicable) be affixed thereon in accordance with the Memorandum and Articles of Association of the Company.

AS ORDINARY RESOLUTION

RESOLUTION 2: THE PROPOSED CATALIST SHARE ISSUE MANDATE

THAT, subject to the resolution above on the Proposed Transfer being duly approved, pursuant to the Memorandum and Articles of Association of the Company and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
 - 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 may in their absolute discretion deem fit; and
- notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force, provided that:
 - 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 does not exceed one hundred (100%) per cent of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty (50%) per cent of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below);
 - (subject to such manner of calculations 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 (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or sub-division of Shares;
 - 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), and all applicable legal requirements under the Act and the Memorandum and Articles of Association of the Company; and
 - unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall commence upon the transfer of the Company from the Main Board of the SGX-ST to the Catalist becoming effective and shall 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 1 below)

BY ORDER OF THE BOARD

Toon Choi Fan

Company Secretary
6 November 2015
Singapore

Explanatory Note:

- Resolution 2 on the Proposed Catalist Share Issue Mandate proposed above, if passed, will empower the Directors from the date on which the transfer of the Company from the Main Board of the SGX-ST to the Catalist becomes effective until the conclusion of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares, which the Directors may allot and issue under this Resolution shall not exceed one hundred (100%) per cent of the total number of issued Shares (excluding treasury shares) at the time of passing this Resolution. For allotment and issue of Shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty (50%) per cent of the total number of issued Shares (excluding treasury shares). This authority will, unless previously revoked or varied at a general meeting, expire at the conclusion of the next Annual General Meeting.

Notes:

- A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his behalf and such proxy need not be a member of the Company.
- Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- A corporation which is a member may, by resolution of its directors or other governing body, appoint such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof at the Registered Office of the Company at 1001 Jalan Bukit Merah, #06-11, Singapore 159455 not less than forty-eight (48) hours before the time for holding the EGM.
- The instrument appointing a proxy or proxies must be under the hand of the appointor 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 an officer or attorney duly authorised.
- A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited at least forty-eight (48) hours before the time fixed for the holding of the EGM or any postponement or adjournment thereof, in order for the Depositor to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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"), (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.