

**CIRCULAR DATED 6 NOVEMBER 2015**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY**

This Circular is issued by Lifebrandz Ltd (the “**Company**”). If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of Lifebrandz Ltd, you should immediately hand this Circular, the Notice of Extraordinary General Meeting and the enclosed Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

Your attention is drawn to page 14 of this Circular in respect of actions to be taken if you wish to attend and vote at the Extraordinary General Meeting.

**The Singapore Exchange Securities Trading Limited (“SGX-ST”) assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. The approval of the SGX-ST shall not be taken as an indication of the merits of the Proposed Transfer (as defined below) and the Proposed Catalyst Share Issue Mandate (as defined below).**

LifeBrandz

**LIFEBRANDZ LTD**

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200311348E)

**CIRCULAR TO SHAREHOLDERS**

in relation to

- (A) THE PROPOSED TRANSFER OF THE COMPANY FROM THE MAIN BOARD OF THE SGX-ST TO THE CATALIST (THE “PROPOSED TRANSFER”); AND**
- (B) THE PROPOSED CATALIST SHARE ISSUE MANDATE**

**Important Dates and Times:**

- Last date and time for lodgment of Proxy Form : 28 November 2015 at 4.00 p.m.
- Date and time of Extraordinary General Meeting : 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)
- Place of Extraordinary General Meeting : 2 Bukit Merah Central (formerly known as “Spring Singapore”), Podium Block, Level 3, Room P303, Singapore 159835

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## DEFINITIONS

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:-

“ACRA”	: Accounting and Corporate Regulatory Authority of Singapore
“Act” or “Companies Act”	: Companies Act (Chapter 50) of Singapore, as may be amended from time to time
“AGM”	: The Annual General Meeting of the Company to be convened on 30 November 2015 at 2 Bukit Merah Central (formerly known as “Spring Singapore”) Podium Block, Level 3, Room P303, Singapore 159835
“Board”	: The board of directors of the Company
“Catalist”	: The Catalist Board of the SGX-ST
“Catalist Rules”	: Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as modified, supplemented or amended from time to time
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 6 November 2015
“Company”	: Lifebrandz Ltd
“Continuing Sponsor” or “Proposed Sponsor”	: RHT Capital Pte. Ltd.
“CPF”	: Central Provident Fund
“CPFIS”	: Central Provident Fund Investment Scheme
“Directors”	: The directors of the Company as at the date of this Circular, and from time to time, as the case may be
“EGM”	: The extraordinary general meeting of the Company to be convened on 30 November 2015 at 2 Bukit Merah Central (formerly known as “Spring Singapore”) Podium Block, Level 3, Room P303, Singapore 159835, the notice of which is set out on page 14 of this Circular
“FY”	: Financial year ended or, as the case may be, ending 31 July
“Group”	: The Company and its Subsidiaries collectively as at the date of this Circular
“Instruments”	: As defined in Paragraph 3.3
“Latest Practicable Date”	: 27 October 2015
“Listing Manual”	: The Listing Manual of the SGX-ST, as may be amended, supplemented or modified from time to time
“Main Board”	: The main board of the SGX-ST

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## DEFINITIONS

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“Main Board Rules”	:	The requirements for the listing of companies set out in the Listing Manual published by the SGX-ST
“Main Board Share Issue Mandate”	:	The new share issue mandate to be tabled during the AGM for the approval of Shareholders, pursuant to the Main Board Rules
“Market Day”	:	A day on which the SGX-ST is opened for trading in securities
“Memorandum and Articles of Association”	:	The memorandum and articles of association of the Company
“MTP”	:	Minimum trading price of S\$0.20 per share
“Notice of EGM”	:	The notice of extraordinary general meeting, a copy of which is set out on page 14 of this Circular
“Ordinary Resolution”	:	The ordinary resolution as set out in the Notice of EGM
“Proposed Catalist Share Issue Mandate”	:	The new share issue mandate to be tabled during the EGM for the approval of Shareholders, pursuant to Rule 806 of the Catalist Rules
“Proposed Transfer”	:	The proposed transfer of the quotation and listing of the Shares from the Main Board of the SGX-ST to the Catalist and the admission of the Company to the Catalist
“Proxy Form”	:	The proxy form in respect of the EGM
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
“SESDAQ”	:	Stock Exchange of Singapore Dealing and Automated Quotation
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ <b>Shareholders</b> ” shall, in relation to such Shares, mean the Depositors in whose Securities Accounts those Shares are credited. Any reference to Shares held by Shareholders shall include Shares standing to the credit of the respective Shareholders’ Securities Accounts
“Shares”	:	Ordinary shares in the capital of the Company
“Special Resolution”	:	The special resolution as set out in the Notice of EGM
“Subsidiaries”	:	The subsidiaries of a company (as defined in Section 5 of the Act) and “ <b>Subsidiary</b> ” shall be construed accordingly
“Substantial Shareholders”	:	A person who has an interest of five (5%) per cent or more of the total issued share capital of the Company
Currencies, units and others “S\$” and “cents”	:	Singapore dollars and cents, the lawful currency of the Republic of Singapore
“%” or “per cent”	:	Percentage or per centum

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## DEFINITIONS

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The terms “**Depositor**” and “**Depository Register**” shall have the meanings ascribed to them respectively by section 130A of the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual or any modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act, the Listing Manual or any modification thereof, as the case may be.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Where any word or expression is defined in this Circular, such definition shall extend to the grammatical variations and cognate expressions of such word or expression.

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## LETTER TO SHAREHOLDERS

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**LIFEBRANDZ LTD**  
(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200311348E)

Directors:

Chng Weng Wah (*Executive Director and Chief Executive Officer*)  
Lim Kee Way Irwin (*Independent Director*)  
Toh Hock Ghim (*Independent Director*)  
Wong Joo Wan (*Independent Director*)

Registered office:

1001 Jalan Bukit Merah  
#06-11  
Singapore 159455

6 November 2015

To: Shareholders of Lifebrandz Ltd

Dear Sir/Madam,

- (A) **THE PROPOSED TRANSFER OF THE COMPANY FROM THE MAIN BOARD OF THE SGX-ST TO THE CATALIST (THE “PROPOSED TRANSFER”); AND**
- (B) **THE PROPOSED CATALIST SHARE ISSUE MANDATE**

### 1. INTRODUCTION

The Board is proposing to convene an EGM to seek approval from Shareholders for (a) the Proposed Transfer and (b) the Proposed Catalist Share Issue Mandate.

**Shareholders should note that the New Share Issue Mandate is conditional upon the passing of the resolution relating to the Proposed Transfer. In the event that the resolution relating to the Proposed Transfer is not passed, the resolution relating to the Proposed Catalist Share Issue Mandate will also not be passed.**

The purpose of this Circular is to provide Shareholders with information relating to the aforementioned matters and to seek Shareholders' approval at the EGM to be held at 2 Bukit Merah Central (formerly known as “Spring Singapore”) Podium Block, Level 3, Room P303, Singapore 159835 on 30 November 2015. This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than Shareholders) nor for any other purpose.

The SGX-ST takes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained in this Circular.

### 2. PROPOSED TRANSFER OF THE COMPANY FROM THE MAIN BOARD OF THE SGX-ST TO THE CATALIST

#### 2.1 Introduction

On 15 October 2015, the Company made an application to the SGX-ST for the Proposed Transfer. On 23 October 2015, the Board announced that the Company had obtained the approval in-principle (the “AIP”) from the SGX-ST in relation to the Company's application for the Proposed Transfer. The AIP is subject to, *inter alia*:

- (a) compliance with the SGX-ST's listing requirements;
- (b) an immediate announcement via SGXNET of the Proposed Transfer;

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## LETTER TO SHAREHOLDERS

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- (c) shareholders' approval being obtained for the Proposed Transfer via a special resolution under Rule 410(4) of the Catalist Rules; and
- (d) submission of:
  - (i) a written undertaking from the Company in the format set out in Appendix 4E of the Listing Manual of the SGX-ST to comply with all of the SGX-ST's requirements and policies applicable to the issuers listed on Catalist;
  - (ii) a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company's suitability for the transfer to Catalist;
  - (iii) a written undertaking from each of the Company's Directors in the form set out in Appendix 1 of the SGX-ST's letter relating to the AIP and an undertaking from the Company to procure the same written undertaking from any new director appointed to the Company's board after the Proposed Transfer takes place; and
  - (iv) a written confirmation from the Company that it is in compliance with all applicable SGX-ST Main Board Rules.

The AIP from the SGX-ST is not to be taken as an indication of the merits of the Proposed Transfer, the Company, its subsidiaries or their securities.

## 2.2 Rationale

### 2.2.1 *Changes to the Watch-List Requirements and the implementation of the minimum trading price requirement*

On 17 September 2014, the SGX-ST released the Consultation Paper discussing, *inter alia*, the changes to the current watch-list criteria (the "**Watch-List Requirements**") which are expected to take effect in March 2016. The Watch-List Requirements only apply to Main Board issuers and not to Catalist issuers. Presently, an issuer would be placed on the watch-list if it records:

- (a) pre-tax losses for the three (3) most recently completed consecutive financial years (based on the latest announced full year consolidated accounts, excluding exceptional or non-recurrent income and extraordinary items); and
- (b) an average daily market capitalisation of less than S\$40 million over the last 120 market days on which trading was not suspended or halted. For the purpose of this rule, trading is deemed to be suspended or halted if trading is ceased for a full market day.

On 1 August 2014, the MAS and the SGX-ST jointly issued a press release announcing *inter alia*, the introduction of a minimum theoretical share price of at least S\$0.20 post-consolidation for Main Board issuers (the "**MTP Requirement**"). The MTP Requirement will come into effect on 1 March 2016. In the Consultation Paper, it was proposed that an issuer would be placed on the watch-list if it is unable to meet the MTP Requirement.

The watch-list framework has been adjusted to rationalise the present watch-list criteria with the MTP Requirement and the exit criteria.

Thus, the current watch-list requirements are as follows:

- (a) pre-tax losses for the three (3) most recently completed consecutive financial year (based on full year audited financial statements);

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## LETTER TO SHAREHOLDERS

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- (b) average daily market capitalisation of less than S\$40 million over the last six (6) months; and
- (c) not being able to meet the MTP requirement.

The Company's average daily share price over the last six (6) months preceding the Latest Practicable Date has been approximately S\$0.006, below the MTP Requirement of at least S\$0.20 for Main Board issuers. As at the Latest Practicable Date, the Company's share price on 26 October 2015 (being the last full market day on which Shares were traded prior to the Latest Practicable Date) was S\$0.004. Based on the foregoing, the Company does not expect its share price to meet the MTP Requirement if it remains on the Main Board of the SGX-ST.

**Shareholders are advised that the trading performance of the Shares is subject to, *inter alia*, the performance and prospects of the Company, prevailing economic conditions, economic outlook, stock market conditions and sentiments. There is no certainty that the share price will move even if the aforementioned corporate action is carried out.**

### 2.2.2 Rationale for the Proposed Transfer

The Board is of the view that the Proposed Transfer will be beneficial to the Company as the MTP requirement does not apply to companies listed on the Catalist. In addition, the Board believes that the size of its business, market capitalisation and investor profile of the Company better resemble that of the companies listed on the Catalist. The Board also believes that the Proposed Transfer will provide the Company with a more conducive and supportive listing platform via a Catalist sponsor to carry out timely corporate actions.

## 2.3 Requirements for the Proposed Transfer

A transfer from the Main Board of the SGX-ST to the Catalist is governed by Rule 410 of the Catalist Rules. As described below, as at the Latest Practicable Date, the Company will meet all the requirements for a transfer to the Catalist, save for the requirement for Shareholders' approval, which is the subject of this Circular.

### 2.3.1 Rule 410(1) – Compliance with Rules 406(1), (2)(b), (3), (4) and 407(2) and (3)

Pursuant to Rule 406(1) of the Catalist Rules, an issuer listed on the Catalist is required to have (i) a public float of at least fifteen (15%) per cent and (ii) at least two hundred (200) Shareholders. Based on the shareholding statistics available to the Company as at the Latest Practicable Date, approximately 83.5% of the Shares shall be considered as public shareholdings and the number of public shareholders is approximately more than 3000 Shareholders. Accordingly, Rule 406(1) of the Catalist Rules has been complied with.

Pursuant to Rule 406(2)(b) of the Catalist Rules, save for the requirements set out in the SGX-ST's letter relating to the AIP, the SGX-ST has not published specific additional or other quantitative criteria for the Proposed Transfer as at the date of this Circular.

The Company has complied with Rule 406(3) of the Catalist Rules as:-

- (i) the Directors and executive officer of the Company have the appropriate experience and expertise to manage the Group's business;
- (ii) the Company has at least two (2) non-executive directors who are independent and free of any material business or financial connection with the Company, with at least one (1) of the Directors being a resident of Singapore; and



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- (iii) nothing materially adverse has come to the attention of the Proposed Sponsor to suggest that the Directors, executive officer and controlling shareholders of the Company do not have the character and integrity expected of a listed issuer.

Please refer to Section 4 entitled “Directors and Executive Officers of the Company” of this Circular for further details on the Directors and executive officers of the Company.

In the reasonable opinion of the Board, barring any unforeseen circumstances and after taking into consideration the Group’s internal resources, operating cash flow and present bank facilities, the working capital available to the Group is sufficient for its present requirements and for at least 12 months after the Latest Practicable Date.

In the reasonable opinion of the Proposed Sponsor, RHT Capital Pte. Ltd., the working capital available to the Group is sufficient for its present requirements and for at least 12 months after the Latest Practicable Date.

Accordingly, Rule 410(1) of the Catalist Rules has been complied with.

**2.3.2** *Rule 410(2) – The Company is sponsored and the sponsor provides the SGX-ST with a completed Appendix 4D (Transfer Confirmation by Sponsor) under the Catalist Rules*

The Board proposes to appoint RHT Capital Pte. Ltd. as the Company’s Continuing Sponsor, subject to the Proposed Transfer taking effect.

RHT Capital Pte. Ltd. has provided the SGX-ST with a completed Appendix 4D of the *(Transfer Confirmation by Sponsor)* Catalist Rules.

**2.3.3** *Rule 410(3) – The Company provides the SGX-ST with a completed Appendix 4E (Applicant’s Listing Agreement) under the Catalist Rules*

The Company had on 15 October 2015, provided the SGX-ST with a completed Applicant’s Listing Agreement (Appendix 4E under the Catalist Rules) agreeing to comply with the SGX-ST’s requirements and policies applicable to issuers listed on the Catalist.

**2.3.4** *Rule 410(4) – The Company’s Shareholders have approved the Proposed Transfer by special resolution*

The Proposed Transfer is subject to the approval of Shareholders by way of a special resolution (Resolution 1) at the EGM, the notice of which is set out in page 14 of this Circular.

**2.3.5** *Rule 410(5) – The Company is in compliance with all applicable Main Board Rules*

The Board has confirmed that the Company is in compliance with all applicable Main Board Rules.

## **2.4 Shareholders’ Approval**

The Proposed Transfer is subject to the approval of the Shareholders by way of a special resolution to be tabled at the EGM.

## **2.5 Use of CPF Savings Under the CPF Investment Scheme to Purchase Shares**

CPF savings cannot be used to purchase shares that are listed on the Catalist, except for companies that were migrated from SESDAQ to the Catalist on 17 December 2007. If Shareholders approve the Proposed Transfer at the EGM and the Company transfers its listing to the Catalist, CPF account savings can no longer be used to purchase Shares under the CPFIS.

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Shareholders who have purchased Shares using their account savings under CPFIS can choose to hold or sell their Shares or participate in corporate actions, subject to prevailing CPFIS rules and limits for such Shares.

### 2.6 Key Differences between Issuers Listed on the Main Board and Issuers Listed on the Catalist

In order to allow Shareholders to make an informed decision whether or not to approve the special resolution for the Proposed Transfer, the table below summarises some of the key differences between issuers listed on the Main Board and issuers listed on the Catalist:-

	<b>Main Board</b>	<b>Catalist</b>
<b>Supervision</b>	The SGX-ST supervises the compliance of issuers with their continuing listing obligations under the Main Board Rules	Sponsors supervise compliance the of issuers with their continuing listing obligations under the Catalist Rules
<b>Changes in capital</b>	An issuer can obtain the mandate of shareholders to issue up to fifty (50%) per cent of the issuer's share capital excluding treasury shares (of which shares issued on a non pro-rata basis must not exceed twenty (20%) per cent)	An issuer can obtain the mandate of shareholders to issue up to one hundred (100%) per cent of the issuer's share capital excluding treasury shares (of which shares issued on a non pro-rata basis must not exceed fifty (50%) per cent). If shareholders approve such mandate by special resolution, the fifty (50%) per cent limit can be increased to one hundred (100%) per cent
<b>Acquisitions capital and realisations</b>	Acquisitions or disposals of assets of more than twenty (20%) per cent but less than one hundred (100%) per cent of the relevant bases set out in the Main Board Rules (i.e. group net assets, profits, market capitalisation or equity securities issued, as the case may be) will require the approval of shareholders	Acquisitions of assets of more than seventy-five (75%) per cent but less than one hundred (100%) per cent of the relevant bases set out in the Catalist Rules (i.e. profits, market capitalisation or equity securities issued, as the case may be), or where the acquisition will result in a fundamental change in the issuer's business, will require the approval of shareholders  Disposals of assets of more than fifty (50%) per cent of the relevant bases set out in the Catalist Rules (i.e. group net assets, profits, market capitalisation or equity securities issued, as the case may be), or where the disposal will result in a fundamental change in the issuer's business, will require the approval of shareholders
<b>Minimum trading price</b>	There is a minimum trading price of S\$0.20	There is no minimum trading price

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	<b>Main Board</b>	<b>Catalist</b>
<b>Watch-list capital</b>	<p>The SGX-ST will place an issuer on the watch-list, if it records:-</p> <p>(i) pre-tax losses for the three (3) most recently completed consecutive financial years (based on the latest announced full year consolidated accounts, excluding exceptional or non-recurrent income and extraordinary items); and</p> <p>(ii) an average daily market capitalisation of less than forty million Singapore Dollars (\$40,000,000) over the last one hundred twenty (120) market days on which trading was not suspended or halted</p>	<p>There is no watch-list</p>

### 3. THE PROPOSED CATALIST SHARE ISSUE MANDATE

#### 3.1 Rationale

After the Proposed Transfer, the Company will no longer be subject to the Main Board Rules and will be subject to the Catalist Rules instead. The Company is therefore seeking the approval of Shareholders at the EGM for the grant of a new general share issue mandate for the allotment and issue of new Shares pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules (“**Proposed Catalist Share Issue Mandate**”).

#### 3.2 Main Differences between the Catalist Rules and the Main Board Rules in relation to general share issue mandates

Some of the main differences between the Main Board Rules and the Catalist Rules relating to the general share issue mandate are summarised in the table below:

	<b>Main Board Rules</b>	<b>Catalist Rules</b>
<b>Limits</b>	<p>The limit of the general share issue mandate set out in Rule 806(2) of the Main Board Rules is 50% of the total number of issued shares (excluding treasury shares) at the time of the passing of the resolution approving the mandate.</p>	<p>The limit of the general share issue mandate set out in Rule 806(2)(a) of the Catalist Rules is 100% of the total number of issued shares (excluding treasury shares) at the time of the passing of the resolution approving the mandate.</p>
<b>Non-Pro Rata limits (ordinary resolution)</b>	<p>Pursuant to Rule 806(2) of the Main Board Rules, issuers can only issue up to 20% of the total number of issued shares (excluding treasury shares) at the time of the passing of the resolution approving the mandate on a non-pro rata basis.</p>	<p>Pursuant to Rule 806(2)(a) of the Catalist Rules, issuers can only issue up to 50% of the total number of issued shares (excluding treasury shares) at the time of the passing of the resolution approving the mandate on a non-pro rata basis.</p>

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**Non-Pro Rata limits (special resolution)** None.

Pursuant to Rule 806(2)(b) of the Catalist Rules, issuers can issue up to 100% of the total number of issued shares (excluding treasury shares) at the time of the passing of the resolution approving the mandate on a non-pro rata basis if Shareholders approve this by way of a special resolution.

### 3.3 The Proposed Catalist Share Issue Mandate

At the Annual General Meeting of the Company held on 25 November 2014, Shareholders had approved a general share issue mandate empowering the Directors 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:

- (i) issue Shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) 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; and
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues.

Unless revoked or varied by the Company in the general meeting, the existing share issue mandate will expire on conclusion of the next general meeting of the Company.

The Company will be seeking Shareholders’ approval at the AGM for a general share issue mandate of the Company by way of an ordinary resolution under the Main Board Rules (“**Main Board Share Issue Mandate**”).

If approved by Shareholders, the Main Board Share Issue Mandate will be in force until the effective date on which the Company is transferred to the Catalist. When the Company is transferred to the Catalist, the Main Board Share Issue Mandate will be superseded by the Proposed Catalist Share Issue Mandate. Correspondingly, the Main Board Share Issue Mandate shall be deemed revoked on the effective date on which the the Company is transferred from the Main Board of the SGX-ST to the Catalist.

Upon the transfer of the Company from the Main Board of the SGX-ST to the Catalist becoming effective, the Company would have to comply with the provisions of Rule 806 of the Catalist Rules as part of the Company’s continuing listing obligations as an issuer listed on the Catalist.

The Company is therefore, seeking Shareholders’ approval at the EGM for the Proposed Catalist Share Issue Mandate by way of an ordinary resolution set out in the attached Notice of EGM to be given to the Directors to issue new Shares of the Company of up to 100% of the Company’s issued share capital as at the date of the EGM with an aggregate sub-limit of 50% of the Company’s issued share capital as at the date of the EGM for any issue of new Shares of the Company, not made on a pro-rata basis to Shareholders.

Shareholders should note that the Proposed Catalist Share Issue Mandate is conditional upon them voting in favour of the Proposed Transfer. In view of this, in the event that the Proposed Transfer is not passed by Shareholders, the Proposed Catalist Share Issue Mandate will not be carried out.

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### 4. DIRECTORS AND EXECUTIVE OFFICERS OF THE COMPANY

#### 4.1 Directors

The Directors of the Company as at the Latest Practicable Date are as follows:-

Name	Position
Chng Weng Wah	Executive Director
Lim Kee Way Irwin	Independent Director
Toh Hock Ghim	Independent Director
Wong Joo Wan	Independent Director

#### 4.2 Executive Officers

The executive officer of the Company as at the Latest Practicable Date is as follows:-

Name	Position
Chng Weng Wah	Chief Executive Officer

### 5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

5.1 The details of the Directors' and Substantial Shareholders' interests in the Shares as at the Latest Practicable Date are set out below:-

	Direct Interests		Deemed Interest	
	Number of Shares	%	Number of Shares	%
<b>Directors</b>				
Chng Weng Wah <sup>(1)</sup>	-	-	279,798,000	9.14
Lim Kee Way Irwin	-	-	-	-
Toh Hock Ghim	-	-	-	-
Wong Joo Wan	-	-	-	-
<b>Substantial Shareholders</b>				
Qumulus Pte. Ltd.	224,169,600	7.33	-	-
Chan Hui Lan Catherine <sup>(2)</sup>	-	-	250,000,000	8.17
Chong Sien Chern Cedric <sup>(3)</sup>	-	-	224,169,600	7.33

**Notes:**

- (1) Mr Chng Weng Wah is deemed to be interested in the 29,798,000 shares held through Citibank Nominees Singapore Pte. Ltd. He is also deemed to be interested in the 250,000,000 shares held by his wife, Chan Hui Lan Catherine, by virtue of Section 133 of the Securities and Futures Act. through Citibank Nominees Singapore Pte. Ltd.
- (2) Ms. Chan Hui Lan Catherine transferred 250,000,000 shares under her direct interest to her Nominee Bank, Citibank Nominees Singapore Pte. Ltd. Hence, she is deemed to be interested in 250,000,000 shares held through Citibank Nominees Singapore Pte. Ltd.
- (3) Mr. Cedric Chong Sien Chern's deemed interest arises from his 30% direct interest in Qumulus Pte Ltd by virtue of Section 7 of the Companies Act, (Cap 50) and Section 4 of the Securities and Futures Act.

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## LETTER TO SHAREHOLDERS

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- 5.2 Save for their shareholdings in the Company, none of the Directors, Substantial Shareholders and their associates have any interests, direct or indirect, in the proposed Resolutions.

### 6. DIRECTORS' RECOMMENDATION

#### 6.1 Proposed Transfer

Having considered, *inter alia*, the rationale and benefits of the Proposed Transfer, the Directors believe that the Proposed Transfer is in the best interests of the Company. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the special resolution relating to the Proposed Transfer as set out in the Notice of EGM.

#### 6.2 Proposed Catalist Share Issue Mandate

Having considered, *inter alia*, the rationale and benefits of the Proposed Catalist Share Issue Mandate, the Directors believe that the Proposed Catalist Share Issue Mandate is in the best interests of the Company. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the special resolution relating to the Proposed Catalist Share Issue Mandate as set out in the Notice of EGM.

### 7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 14 of this Circular, 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 the Resolutions (with or without modifications) as set in the notice of EGM.

### 8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transfer, the Proposed Catalist Share Issue Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 9. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 9.1 Lodgement of Proxies

A Shareholder who is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf should complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and in any event so as to reach 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 fixed for the EGM. Completion and return of the Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of the proxy if he so wishes. However, any appointment of a proxy by such Shareholder shall be deemed to be revoked if Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person, appointed under the instrument of proxy, to the EGM.

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## LETTER TO SHAREHOLDERS

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### 9.2 Depositors

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at forty-eight (48) hours before the EGM.

### 10. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents may be inspected at the registered office of the Company at 1001 Jalan Bukit Merah, #06-11, Singapore 159455 during normal business hours on any weekday (except public holidays) from the date hereof up to and including the date of the EGM:-

- (i) the annual report of the Company for FY2014 and the unaudited financial results for the financial period ended 31 July 2015; and
- (ii) the Memorandum and Articles of Association of the Company.

Yours faithfully  
For and on behalf of the Board of Directors of  
**LIFEBRANDZ LTD**

Chng Weng Wah  
Executive Director and Chief Executive Officer

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### LIFEBRANDZ LTD

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200311348E)

**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:-

- (a) approval be and is hereby given for the Company to be transferred from the Main Board of the SGX-ST to the Catalist; and
- (b) 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:-

- (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 may in their absolute discretion deem fit; and
- (b) 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,



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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provided that:-

- (i) 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);
- (ii) (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:-
  - (1) new Shares arising from the conversion or exercise of any convertible securities;
  - (2) 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
  - (3) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) 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
- (iv) 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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Explanatory Note:

1. 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:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.

# LIFEBRANDZ LTD

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200311348E)

## PROXY FORM

(Please see notes overleaf before completing this form)

### IMPORTANT

1. This Circular is forwarded to CPF Investors at the request of their CPF Approved nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.
4. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 6 November 2015.

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 ("**Circular**").

I/We \_\_\_\_\_, (NRIC/Passport No.) \_\_\_\_\_

of \_\_\_\_\_

being a member/members of the abovementioned Company, hereby appoint:-

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			Number of Shares	(%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			Number of Shares	(%)

or failing him/her/them, the Chairman of the Extraordinary General Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to 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), and any adjournment thereof.

No.	Resolutions relating to:	Number of votes for <sup>(1)</sup>	Number of votes against <sup>(1)</sup>
1.	<b>Special Resolution</b> To approve the Proposed Transfer		
2.	<b>Ordinary Resolution</b> To approve the Proposed Catalist Share Issue Mandate		

#### Note:

- (1) If you wish to exercise all your votes "For" or "Against", please indicate with a tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
Signature(s) of member(s) or Common Seal

**Number of Shares Held**

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**

**LIFEBRANDZ LTD**  
**Notes to the Proxy Form**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two (2) proxies to attend and vote in his stead.
3. Where a member appoints two (2) proxies, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent one hundred (100%) per cent of his shareholding and the second named proxy shall be deemed to be an alternate to the first named.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies together with the letter of power of attorney, if any, under which it is signed or a duly certified copy thereof, must be deposited at the registered office of the Company at 1001 Jalan Bukit Merah, #06-11, Singapore 159455 at least forty-eight (48) hours before the time appointed for the Extraordinary General Meeting.
6. 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 seal or under the hand of an officer or attorney duly authorised.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such a person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50.
8. Please indicate with a tick in the spaces provided whether you wish your vote(s) to be for or against the Resolutions as set out in the Notice of Extraordinary General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Extraordinary General Meeting.
9. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.
10. In the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

**Personal data privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 6 November 2015.

*fold along this line (1)*

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Affix  
Postage  
Stamp

**The Company Secretary**  
**LIFEBRANDZ LTD**  
1001 Jalan Bukit Merah, #06-11,  
Singapore 159455

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*fold along this line (2)*