



LIFEBRANDZ LTD.

(Company Registration No. 200311348E)
(Incorporated in the Republic of Singapore)

**RESPONSE TO QUESTIONS FROM SHAREHOLDERS FOR EXTRAORDINARY
GENERAL MEETING ON 26 FEBRUARY 2021**

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the Shareholders of the Company dated 9 February 2021 (the "**Circular**").*

The Board of Directors (the "**Board**") of LifeBrandz Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Notice of EGM dated 9 February 2021 in relation to the Proposed Subscriptions and the Proposed Disposals for the EGM to be held by way of electronic means on Friday, 26 February 2021, at 3:30 p.m. (or as soon as practicable following the conclusion or adjournment of the Company's annual general meeting to be held on the same day at 3:00 p.m.).

The Company would like to express its appreciation to its shareholders ("**Shareholders**") for submitting their questions in advance of the EGM. The Company would like to inform the Shareholders that the Company has received questions which have been submitted by Shareholders by the deadline, i.e. 3:30 p.m. on 23 February 2021, and the Company's responses are as published in Appendix A to this announcement.

Please refer to Appendix A of this announcement for further details of the questions submitted and the Company's responses.

By Order of the Board

Saito Hiroyuki
Executive Chairman / Chief Executive Officer
23 February 2021

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

APPENDIX A

Unless otherwise defined, capitalised terms used herein have the same meanings as ascribed to them in the Circular.

Question 1:

What's the rationale of issuing the Subscription Shares at S\$0.005? Is there any lock-up period for the Subscribers? Are those Subscribers participating the upcoming rights issue exercise?

Company's response:

As announced by the Company on 9 February 2021 (the "**Announcement**") and mentioned in the Circular, the Company had on 8 February 2021 entered into separate subscription agreements ("**Subscription Agreements**") with the nine (9) individual Subscribers. The issue price of S\$0.005 per Subscription Share represents a discount of approximately 60.9% to the weighted average price of S\$0.0128 per Share ("**VWAP**") and a discount of approximately 58.3% to the closing price of S\$0.0120 per Share ("**Closing Price**") on the SGX-ST on 5 February 2021, being the last full market day (a "**Market Day**" being a day on which the SGX-ST is open for securities trading) on which the Shares were traded on the Catalist immediately prior to the Company's trading halt on 8 February 2021 and prior to the date of the Subscription Agreements.

As stated in paragraph 2.3(b) of the Circular, the Issue Price of S\$0.005 was commercially agreed between the Company and the Subscribers after arm's length negotiations and taking into account, *inter alia*:

- (i) the issue prices of the placement exercise completed by the Company in the past twelve (12) months, being the placement of 112,500,000 new Shares to I Concept and Ms. Liw Chai Yuk at S\$0.004 per Share completed in December 2020;
- (ii) the prices of the Company's Shares in the past twelve (12) months and prevailing market conditions; and
- (iii) the historical financial performance and position of the Group for the financial year ended 31 July 2020 and its current state of affairs as described in paragraph 7 of the Circular.

Pursuant to sub-paragraph (ii) above, please see below the price range and volume of the Shares traded on Catalist during the twelve (12) months immediately preceding the Latest Practicable Date and for the period from 1 January 2021 to the Latest Practicable Date:

Month/Year	Price Range			Volume
	Low	High	VWAP	
February 2020	0.002	0.005	0.003	27,776,000
March 2020	0.001	0.004	0.001	36,282,200
April 2020	0.001	0.002	0.001	18,744,200
May 2020	0.001	0.002	0.001	9,117,600
June 2020	0.001	0.004	0.002	92,230,900
July 2020	0.002	0.004	0.003	23,238,800
August 2020	0.002	0.004	0.002	1,896,000
September 2020	0.002	0.004	0.002	2,995,800

Month/Year	Price Range			Volume
	Low	High	VWAP	
October 2020	0.002	0.003	0.002	1,122,700
November 2020	0.002	0.006	0.004	57,315,000
December 2020	0.010	0.029	0.019	910,367,600
1 January 2021	0.015	0.024	0.020	456,110,200
1 February 2021 up to 5 February 2021, being the Market Day on which the Shares were traded on the Catalist immediately prior to the Company's trading halt on 8 February 2021 and the Latest Practicable Date	0.012	0.018	0.014	42,950,700

There are no specific terms and conditions under the Subscription Agreements that provide for a specified lock-up period for the Subscription Shares. Shareholders who wish to find out further details of the Subscription Agreements may inspect the Subscription Agreements during normal business hours from 9:00 a.m. to 5:00 a.m. at the Company's registered office at 46 Kim Yam Road, #03-06, Singapore 239351 for three (3) months from the date of the Circular.

As for whether the Subscribers will be participating in the upcoming proposed rights issue exercise, this is an individual and commercial decision to be undertaken by each respective Subscriber which may ostensibly depend on the terms and conditions of the proposed rights issue exercise. As disclosed in paragraph 7.2 of the Circular, as at the Latest Practicable Date, the terms of the proposed rights issue exercise has not yet been determined by the Board and the Board will make all such necessary announcements as and when such plans are finalized in compliance with the applicable laws and regulations.

Question 2:

What is the new business that the management is proposing to venture into? Any information on new business in the pipeline? Please provide more information on the new business and to share the experience that the management has to venture into such business.

Company's response:

As disclosed in paragraph 7.3 of the Circular, the Group has identified certain business opportunities and is in discussion with potential third-party business partners, including potential partnerships or joint ventures with the local F&B operators in Singapore to open up to eight (8) new F&B chain outlets in various locations in Singapore within one year from the completion of the Proposed Transactions. The Group is also performing feasibility studies on other F&B related opportunities for its medium to long term business plans, including central/ghost kitchen operations and manufacturing and distribution of lab-based food in the ASEAN region. These opportunities, as and when materialised, will require significant capital investment on the part of the Group. The Proposed Subscriptions are expected to strengthen the Group's financial position and to get the Group ready for such investment opportunities. The Board will make all such necessary announcements as and when such plans are finalised in compliance with the applicable laws and regulations.