



LIFEBRANDZ LTD.

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

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE : "Live" webcast via sg.conveneegm.com/lifebrandz

DATE : Friday, 26 February 2021

TIME : 3.10 p.m.

PRESENT : As set out in the attendance records maintained by the Company.

IN ATTENDANCE : As set out in the attendance records maintained by the Company.

CHAIRMAN OF THE MEETING : Mr. Lim Yit Keong

INTRODUCTION

The Chairman introduced the Directors present.

QUORUM

The Chairman declared the Extraordinary General Meeting ("**EGM**") open at 3.10 p.m. upon confirmation by the Company Secretary that the quorum necessary for a general meeting as set out in the Constitution was present.

NOTICE

With the consent of the EGM, the Notice convening the EGM was taken as read. Proxies forms lodged had been checked and found to be in order.

VOTING BY POLL

The Chairman briefed that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020, shareholders will not be able to vote online at the live EGM webcast. Instead, shareholders that wish to exercise their votes must submit a proxy form to appoint the Chairman of the EGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order.

The Chairman informed that all resolutions to be tabled at the EGM would be voted upon by way of poll as required under the Listing Manual – Section B: Rules of Catalist ("**Catalist Rules**") of Singapore Exchange Securities Trading Limited ("**SGX-ST**"). All the motions had been duly voted by the shareholders through the submissions of the proxy forms to the share registrar and the scrutineer had verified the counting of all votes casted through the proxy forms.

The Chairman informed the meeting that In.Corp Corporate Services Pte. Ltd. has been appointed as the Polling Agent and Agile 8 Advisory Pte. Ltd. as the Scrutineer.

SUBMISSION OF QUESTIONS FOR THE EGM

The Chairman informed that based on the information provided in the Notice of the EGM and announcement dated 9 February 2021, the shareholders would not be able to ask questions at the live webcast EGM. However, the Company had already published its responses to relevant questions relating to the resolutions to be tabled for approval at the EGM, the Company's businesses and operations via SGXNet on 23 February 2021. A copy of the response to questions from Shareholders is annexed hereto as **Appendix 1**.

ORDINARY BUSINESSES:

1. APPROVAL OF THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 306,000,000 SUBSCRIPTION SHARES AT AN ISSUE PRICE PER SUBSCRIPTION SHARE OF S\$0.005 TO THE SUBSCRIBERS PURSUANT TO THE TERMS AND CONDITIONS OF THE SUBSCRIPTION AGREEMENTS ENTERED INTO BETWEEN THE COMPANY AND THE SUBSCRIBERS – RESOLUTION 1

The meeting proceeded to approve the proposed allotment and issue of up to 306,000,000 subscription shares at an issue price per subscription share of S\$0.005 to the subscribers pursuant to the terms and conditions of the subscription agreements entered into between the Company and the subscribers.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	302,631,130	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

- (1) Pursuant to Section 161 of the Companies Act and Chapter 8 of the Catalist Rules, approval be and is hereby given for the creation, allotment and issuance by the Company of up to 306,000,000 Subscription Shares to the Subscribers at the Issue Price, subject to and otherwise in accordance with the terms and conditions of the Subscription Agreements entered into between the Company and the Subscribers.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

2. APPROVAL OF THE PROPOSED ALLOTMENT AND ISSUE OF 10,000,000 SUBSCRIPTION SHARES AT AN ISSUE PRICE PER SUBSCRIPTION SHARE OF S\$0.005 TO ANG PENG KHOON PURSUANT RULE 812 OF THE CATALIST RULES AND PURSUANT TO THE TERMS AND CONDITIONS OF THE SUBSCRIPTION AGREEMENT ENTERED INTO BETWEEN THE COMPANY AND ANG PENG KHOON – RESOLUTION 2

The meeting proceeded to approve the proposed allotment and issue of up to 10,000,000 subscription shares at an issue price per subscription share of S\$0.005 to Ang Peng Khoon pursuant Rule 812 of the Catalist Rules and pursuant to the terms

and conditions of the subscription agreements entered into between the Company and Ang Peng Khoon.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	302,631,130	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

- (1) Contingent upon Shareholders' approval to the Ordinary Resolution 1 being obtained, and pursuant to Section 161 of the Companies Act and Rule 812 of the Catalist Rules, approval be and is hereby given for the creation, allotment and issuance by the Company of 10,000,000 Subscription Shares to Ang Peng Khoon at the Issue Price, subject to and otherwise in accordance with the terms and conditions of the Subscription Agreement entered into between the Company and Ang Peng Khoon.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

3. APPROVAL OF THE PROPOSED DISPOSAL OF (A) 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF SYNC AND LB KOH; AND (B) 50% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF LB USA, SUBJECT TO AND IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SPA ENTERED INTO BETWEEN LB F&B AND CAPITAL SQUARE – RESOLUTION 3

The meeting proceeded to approve the proposed disposal of (A) 100% of the issued and paid-up share capital of SYNC and LB KOH; and (B) 50% of the issued and paid-up share capital of LB USA, subject to and in accordance with the terms and conditions of the SPA entered into between LB F&B and Capital Square.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	302,631,130	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

- (1) Approval be and is hereby given for the sale of (A) 100% of the issued and paid-up share capital of SYNC and LB KOH; and (B) 50% of the issued and paid-up share capital of LB USA, subject to and otherwise in accordance with the terms and conditions of the SPA entered into between LB F&B and Capital Square.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such

discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

4. APPROVAL OF THE PROPOSED DISPOSAL OF 100% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF E-HOLIDAYS SUBJECT TO AND IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SPA ENTERED INTO BETWEEN TAKUMI AND CAPITAL SQUARE – RESOLUTION 4

The meeting proceeded to approve the proposed disposal of 100% of the issued and paid-up share capital of E-Holidays subject to and in accordance with the terms and conditions of the SPA entered into between Takumi and Capital Square.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	302,631,130	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED**:

- (1) Approval be and is hereby given for the sale of 100% of the issued and paid-up share capital of e-Holidays to Capital Square, subject to and in accordance with the terms and conditions of the SPA entered into between Takumi and Capital Square.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 3.15 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

**LIM YIT KEONG
CHAIRMAN OF THE MEETING**