



LIFEBRANDZ LTD.
(Company Registration No. 200311348E)
(Incorporated in the Republic of Singapore)
(the “**Company**”)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE : Seletar Country Club, 101 Seletar Club Rd,
Singapore 798273

DATE : Wednesday, 27 September 2023

TIME : 3.00 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. Mark Leong Kei Wei

INTRODUCTION

The Chairman introduced the Directors present.

QUORUM

The Chairman declared the Extraordinary General Meeting (“**EGM**”) open at 3.00 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. Proxy forms lodged had been checked and found to be in order.

VOTING BY POLL

The Chairman informed that the resolution 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**”).

The poll on the resolution would be conducted after the formalities EGM.

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

QUESTIONS FROM SHAREHOLDERS

The Chairman highlighted that as mentioned in the Notice of this EGM dated 12 September 2023, shareholders were able to submit questions relating to the resolution to be tabled for

approval at the EGM prior to the meeting. As at the cut-off date for submission of questions, there was no question received by the Company prior to the EGM.

The Chairman invited the shareholders to raise any questions relating to the resolutions to be tabled for approval at the EGM. There were no questions raised by the shareholders at the EGM.

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION INTO THE ADVISORY BUSINESS

The meeting was informed that the Ordinary Resolution 1 on the Agenda was to approve the Proposed Diversification into Advisory Business.

The Chairman of the Meeting proposed the following motion for the Ordinary Resolution 1 to be put to vote:

“That:

- (a) approval be and is hereby given for the Company and its subsidiaries to carry out and implement the Proposed Diversification, and any other transactions and activities necessary or desirable in connection therewith; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.”

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITIONS

The meeting was informed that the Ordinary Resolution 2 on the Agenda was to approve the Proposed Acquisitions.

The Chairman of the Meeting proposed the following motion for the Ordinary Resolution 2 to be put to vote:

“That subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and 4 herein in this Notice of EGM:

- (a) approval be and is hereby given for the acquisition by the Company's wholly-owned subsidiary, LifeBrandz Investment Management Pte. Ltd. (f.k.a. Takumi Holidays Pte. Ltd.) ("**Buyer**"), of 51% of the entire issued and paid-up share capital of AIM and 100% of the entire issued and paid-up share capital of AFA from the Vendor in accordance with the terms and conditions of the SPAs dated 22 May 2023 and the Deeds of Amendment dated 30 August 2023 entered into between the Company, the Buyer and the Vendor; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.”

ORDINARY RESOLUTION 3: THE PROPOSED CONSIDERATION SHARES ISSUE

The meeting was informed that the Ordinary Resolution 3 on the Agenda was to approve the Proposed Consideration Shares Issue.

The Chairman of the Meeting proposed the following motion for the Ordinary Resolution 3 to be put to vote:

“That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4 herein in this Notice of EGM:

- (a) approval be given to the Directors for the purposes of Rule 805 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore to allot and issue 380,000,000 new ordinary shares in the capital of the Company ("**Consideration Shares**") to the Vendor at the issue price of S\$0.0025 per Consideration Share in satisfaction of the Purchase Consideration for the Proposed Acquisitions; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.”

ORDINARY RESOLUTION 4: THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO AUSPAC FINANCIAL SERVICES PTY. LTD

The meeting was informed that the Ordinary Resolution 4 on the Agenda was to approve the Proposed Transfer of Controlling Interest to Auspac Financial Services Pty. Ltd.

The Chairman of the Meeting proposed the following motion for the Ordinary Resolution 4 to be put to vote:

“That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 herein in this Notice of EGM:

- (a) approval be given under Rule 803 of the Catalist Rules for the Proposed Transfer of Controlling Interest to the Vendor; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.”

ORDINARY RESOLUTION 5: THE PROPOSED NEW INVESTOR SUBSCRIPTION OF 1,627,915 NEW ORDINARY SHARES IN THE CAPITAL OF AUSPAC INVESTMENT MANAGEMENT PTE. LTD. FOR THE SUBSCRIPTION CONSIDERATION OF S\$73,500

The meeting was informed that the Ordinary Resolution 5 on the Agenda was to approve the Proposed New Investor Subscription.

The Chairman of the Meeting proposed the following motion for the Ordinary Resolution 5 to be put to vote:

“That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 herein in this Notice of EGM:

- (a) the Proposed New Investor Subscription be and is hereby approved pursuant to Rule 805(2) of the Catalist Rules and that authority be and is hereby granted to the Directors to carry out and implement the Proposed New Investor Subscription in accordance with the Framework Agreement, the subscription agreement and any other transactions and/or ancillary documents contemplated under the Proposed New Investor Subscription with respect the New Investor; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company.”

CONDUCT OF POLL

The Chairman briefed the shareholders on the formalities of conducting the poll. Thereafter, the Chairman invited shareholders to cast their votes. He then informed the meeting that the scrutineer would proceed to count the votes. As such, the EGM was adjourned at 3.10 p.m. for the vote counting and verification.

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Chairman resume the EGM at 3.14 p.m. and announced the results of the poll as follows:

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	
<u>Ordinary Resolution 1</u> To approve the Proposed Diversification into Advisory Business	497,921,115	497,921,115	100.00	0	0.00	Carried
<u>Ordinary Resolution 2</u> To approve the Proposed Acquisitions	497,921,115	497,921,115	100.00	0	0.00	Carried

Ordinary Resolution	Total number of shares represented by votes for and against the relevant resolution	For		Against		Results
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)	
<u>Ordinary Resolution 3</u> To approve the Proposed Consideration Shares Issue	497,921,115	497,921,115	100.00	0	0.00	Carried
<u>Ordinary Resolution 4</u> To approve the Proposed Transfer of Controlling Interest to Auspac Financial Services Pty. Ltd.	497,921,115	497,921,115	100.00	0	0.00	Carried
<u>Ordinary Resolution 5</u> To approve the Proposed New Investor Subscription.	497,921,115	497,921,115	100.00	0	0.00	Carried

Based on the above poll results, the Chairman declared that all resolutions had been passed at the EGM.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 3.18 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

MARK LEONG KEI WEI
CHAIRMAN OF THE MEETING