LifeBrandz

ANNUAL REPORT 2023

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This annual report has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This annual report 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 annual report, including the correctness of any of the statements or opinions made, or reports contained in this annual report.

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

CORPORATE PROFILE

LifeBrandz is a brand development and management Group with interests in sectors related to lifestyle and entertainment.

LifeBrandz Ltd. ("**LifeBrandz**" or the "**Company**", and together with its subsidiaries, the "**Group**" or the "**LifeBrandz Group**") was established in 2001 and has been listed in Singapore since 2004. LifeBrandz is a brand development and management Group with interests in sectors related to lifestyle and entertainment. In 2006, LifeBrandz focused its pursuit in the development of the lifestyle business, catering to the hip and trend-setting crowd in Singapore, quickly establishing itself amongst the most dynamic lifestyle players in both the country and the region. Since 2017, LifeBrandz Group initiated its transformation and diversification into other services and multi-faceted solutions including, inter alia, brand development and management, travel and food and beverages ("**F&B**").

The Group performed a strategic review in December 2020 and subsequently carried it out by disposing and ceasing a number of underperforming entities/businesses within its business portfolio in February 2021. Thereafter, LifeBrandz embarked on several corporate actions and successfully raised funds to strengthen its financial position, enabling LifeBrandz to search for and to evaluate potential deals that will generate revenue and growth to provide a viable sustainable business for the Group.

LifeBrandz acquired The Green Bar Pte. Ltd. ("**TGB**"), a company incorporated in Singapore and is principally engaged in the F&B, particularly the sale of gourmet salads, in April 2022. Leveraging on TGB's brand and following, Superfood Kitchen Pte. Ltd. ("**SFK**") was launched in late September 2022. SFK focuses on making nutrition accessible to all. Each SFK outlet has self-ordering kiosks, providing real-time nutritional content of the customers' customized meal choices. As of November 2022, SFK has rolled out three Superfood Kitchen dual-concept outlets, as part of the Group's effort to expand its reach to more customers.

In May 2023, the Group announced its intention to foray into the fund management business in Singapore by acquiring Auspac Investment Management Pte. Ltd. ("**AIM**"), a registered fund management company ("**RMFC**"), via its wholly-owned subsidiary, LifeBrandz Investment Management Pte. Ltd. (f.k.a. Takumi Holiday Pte. Ltd.). In addition to AIM, the Group also announced its proposed acquisition of Auspac Advisory Financial Pty. Ltd. ("**AFA**"). The business of AFA involves corporate financial advisory and fund management business in Australia. The acquisition of both AIM and AFA is part of the Group's ongoing strategy to diversify and venture into new channels of business growth.

CORPORATE PROFILE

Our Brands

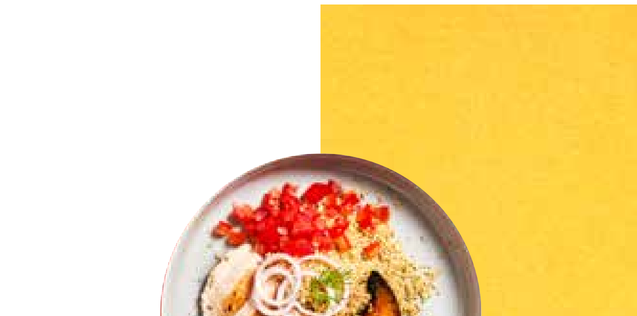
Superfood Kitchen, a nutrition-focused takeout concept featuring delicious homemade recipes at wallet-friendly prices. The mission of Superfood Kitchen is to improve the quality of living by making nutrition accessible to all.

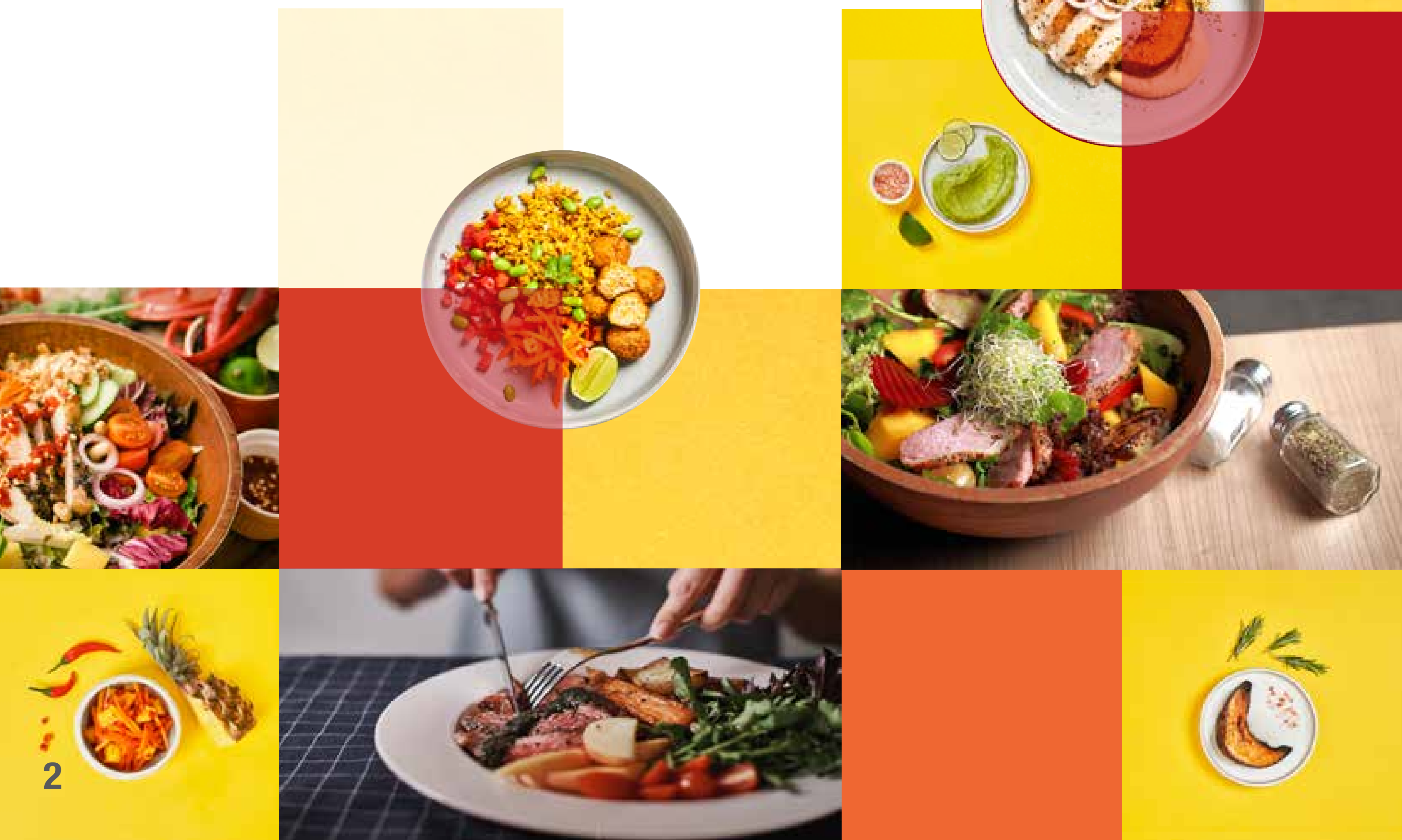
Food is our love language. We prepare our ingredients with the same love and care you would at home, amplifying their nutritional benefits for your overall well-being. We believe that nutrition is a way of life, for both young and old.

Follow our website link at
http://www.superfoodkitchen.sg

The Green Bar first debut in 2009, with its humble beginnings inside the very kitchen of a few good friends. Over the years of meticulous crafting and experimenting with tasteful salad ingredients and combinations, we were able to create our very own collection of fresh mouthwatering honest-to-goodness, well-crafted gourmet superfood salad recipes for all to enjoy. The little details really matters, because we know it matters to you.

Follow our website link at
https://thegreenbar.oddle.me/en_SG





CHAIRMAN'S STATEMENT

> The Group recorded a revenue of S$1.47 million in FY2023 as compared to a revenue of S$0.22 million in FY2022, representing an approximate 5.7 times increase from FY2022 to FY2023. The increase was mainly due to the revenue generated from the Group's F&B businesses.

Dear Shareholders

On behalf of the Board, I am pleased to present the annual report of LifeBrandz Ltd. ("**LifeBrandz**" or the "**Company**", and together with its subsidiaries, the "**Group**") for the year ended 31 July ("**FY**") 2023.

Review of FY2023

With the acquisition of The Green Bar Pte. Ltd. ("**TGB**") in April 2022, which specialises in homemade gourmet salads and has an outlet at Alexandra Retail Centre. During FY2023, the Group launched 3 dual-concept Superfood Kitchen outlets (held under Superfood Kitchen Pte. Ltd. ("**SFK**"), a 75%-owned subsidiary of the Company). Superfood Kitchen is a nutrition-focused takeout concept featuring delicious recipes at wallet-friendly prices. With the pandemic behind us, we look forward to continue growth in the performance of the TGB and SFK outlets.

In April 2023, the Company's 100% owned subsidiary, Mulligan's Co. Ltd. had ceased the business operations of its Mulligan's Irish Pub ("**Mulligan**") in Pattaya, Thailand, after careful deliberation of the options of maintaining Mulligan's operations amidst the substantial increase in rent and escalating operating costs. Mulligan has been making persistent losses for at least the past 5 financial years and with the rising operating costs, it continues to present considerable challenges for the business to turnaround in the near future.

The Company has been on continuous search for new business opportunities to enhance shareholder's value in the long-term. The Company had on 27 September 2023, received shareholders' approval to acquire Auspac Investment Management Pte. Ltd. ("**AIM**") and Auspac Financial Advisory Pty. Ltd. ("**AFA**") as part of its ongoing strategy to diversify into other businesses. AIM is engaged in fund management business in Singapore and AFA is engaged in corporate finance advisory business in Australia.

Singapore's asset management industry has become a global hub for investors and managers and is central to the local financial services industry. The country's assets under management ("**AUM**") grew to a record S$4.7 trillion at the end of 2020, an 81.4% growth from S$2.6 trillion in 2015, and a 17% rise year-on-year. In 2020, 78% of the total AUM was sourced outside of Singapore. More than half of these outside assets are from Asia-Pacific. Singapore introduced the variable capital company fund structure in 2020, enabling fund managers to establish corporate fund structure as opposed to unit trust structures[1].

With the expected easing of interest-rate rises in 2023 (based on economist forecasts)[2], followed by a period interest-rate consolidation, the Group

[1] https://www.pwc.com/sg/en/asset-management/assets/awm-market-entry.pdf

[2] https://www.asx.com.au/blog/investor-update/2023/asx-capital-markets-2022-a-year-in-review

CHAIRMAN'S STATEMENT

believes that these factors could aid equity market activity within Australia. As stated by the Australia Securities Exchange, the equity market listings pipeline has continued to build over the past year and various companies are prepared to take this opportunity to come to market once the IPO window reopens more broadly. Furthermore, given activity in private markets, an increasing number of unlisted companies are likely to consider an IPO to access capital and gain liquidity for early investors. IPO activity can change quickly when market conditions turn, therefore the Company believes that this is an opportune moment to foray into the fund management and corporate finance advisory business sectors. The acquisitions of AIM and AFA and diversification into to include the corporate finance advisory business represent an opportunity for additional streams of revenue which has the potential to enhance shareholder's value in the long-term and reduce the Group's reliance on its existing core business for its revenue streams. The Company is in the process of completing the acquisitions of AIM and AFA.

In terms of financial performance, the Group recorded a revenue of S$1.47 million in FY2023 as compared to a revenue of S$0.22 million in FY2022, representing an approximate 5.7 times increase from FY2022 to FY2023. The increase was mainly due to the revenue generated from the Group's F&B businesses.

The Group's continuing operations recorded a loss before income tax of S$1.86 million in FY2023 as compared to a loss of S$1.09 million in FY2022. The loss was mainly due to the opening of 3 new outlets, a central kitchen of the SFK and the Group's overall operating expenses incurred.

Outlook

The F&B industry in Singapore continues to face with various challenges such as intense competition, inflationary pressure on consumer spending, higher operating costs arising from rising food cost, rent, and manpower cost, as well as manpower shortages. In addressing these challenges, the Group has intensified our efforts in managing operating expenses while constantly conceiving new and compelling menu at reasonable pricing that will appeal to customers to strengthen the performance of our F&B businesses in Singapore. The Group will continue to explore opportunities to deliver sustainable value to shareholders.

On behalf of the Group, I would like to thank our shareholders, fellow Board members, employees, and stakeholders for your continued support as we continue towards rebuilding LifeBrandz.

Mark Leong Kei Wei

Executive Chairman

BOARD OF DIRECTORS

MARK LEONG KEI WEI

Executive Chairman

Appointed on 17 April 2023

Mr. Mark Leong is our Executive Chairman, and is responsible for setting the strategic direction of the Group together with the Board. He oversees the overall management of the Group, including steering the business and operations for future growth and expansion. He has considerable corporate, management and directorship experience in a broad range of functions and industries, having held various C-suite positions in several private and public listed companies. He presently serves as a Non-Executive Director on several SGX listed companies, including LMIRT Management Ltd, HS Optimus Holdings Limited, mDR Limited and 9R Limited and a NASDAQ listed company, CytoMed Therapeutics Limited. He also sits on the board of ASX listed companies – Catalano Seafood Ltd as a Non-Executive Director and Osteopore Limited as an Executive Chairman.

Mr. Mark Leong is a Fellow of the Association of Chartered Certified Accountants (ACCA), a Chartered Accountant of the Institute of Singapore Chartered Accountants (ISCA) and Member of the Singapore Institute of Directors (SID).

ANG PUAK HUEN

Executive Director and Chief Operating Officer

Appointed on 10 February 2021

Ms. Ang is our Executive Director and Chief Operating Officer, and is responsible for designing and implementing business strategies, plans and procedures of the Company. She oversees the day-to-day operations of the Company and participate in all business activities and corporate matters. Ms. Ang has more than 10 years' experience and exposure in project management, operational management and stakeholder management.

LIM YIT KEONG

Lead Independent Director

Appointed on 30 April 2019

Mr. Lim is the Chairman of the Audit Committee and a member of the Nominating and Remuneration Committees. Mr. Lim is currently an independent director of China Kunda Technology Holdings Limited and a management consultant with Capital Consulting Pte Ltd. He founded Capital Consulting Pte Ltd in 2000. He has over 35 years' of experience in finance with Global Knowledge Network Pte Ltd, KPMG, Dornier Asia Medical Systems Pte Ltd, Bena Consultancy Services, Braun GmbH and Wearnes Technology Pte Ltd., holding various senior financial positions. He is a Fellow of the Association of Chartered Certified Accountants (United Kingdom) and a member of the Institute of Singapore Chartered Accountants (ISCA).

WANG XIAOLAN

Independent Director

Appointed on 10 February 2021

Ms. Wang is the Chairman of the Nominating Committee, a member of the Audit and Remuneration Committees. Ms. Wang is currently the Vice President, Corporate Development and Human Resource of TOTM Technologies Limited, focuses on the corporate development of the company. Prior to this, Ms. Wang has wide exposure in operation, project management, human resource with more than 10 years' experience in the telecommunication, and the oil and gas industries. Ms. Wang graduated with Bachelor of Science in Management with Accounting from Royal Holloway, University of London. She is a member of the Chartered Governance Institute (Singapore) and an associate of Chartered Secretaries Institute of Singapore.

DATO' ALVIN JOSEPH NESAKUMAR

Independent Director

Appointed on 19 June 2023

Dato' Alvin is the Chairman of the Remuneration Committee, a member of the Audit and Nominating Committees. Dato' Alvin is currently the Executive Director of a SGX listed company, Medi Lifestyle Limited, leading the development of the company's identity and brand, and developing sales plans and partnership programs for optimal performance and growth. Prior to this, Dato' Alvin has wide exposure in sales and marketing and ventured into pharmaceutical industry, encompassing laboratory research services and stem cells.

EXECUTIVE OFFICER

THONG KOK JING

Financial Controller

Appointed on 1 July 2023

Mr. Thong is responsible for the Group's financial, accounting, taxation, and investor relations matters. He heads the finance team and supports the senior management team on investments made by our Group.

He has more than 15 years' experience in financial, accounting and audit. He holds a Master of Business Administration from UNITAR International University, Malaysia. He has also completed the Chartered Global Management Accountant (CGMA) Finance Leadership Program in 2022 and is currently in the process of membership application with The Chartered Institute of Management Accountants.

CORPORATE STRUCTURE

- LifeBrandz Ltd. (Singapore) (Investment holding)
  - 100% Orientstar Group Limited (BVI) (Inactive)
  - 75% Superfood Kitchen Pte. Ltd. (Singapore) (Investment holding and operating of restaurants) (Nutrition-focused takeout gourmet concept)
    - 70% The Green Bar Pte. Ltd. (Singapore) (Operating of restaurant) (Sales of gourmet salads)
  - 100% LB F&B Pte. Ltd. (Singapore) (Inactive)
    - 100% Cloud Eight Pte. Ltd. (Singapore) (Inactive)
    - 100% LB F&B Sdn. Bhd. (Malaysia) (Inactive)
  - 100% LifeBrandz (Thailand) Co., Ltd. (Thailand) (Investment holding)
    - 100% Mulligan’s Co., Ltd. (Thailand) (Lifestyle and entertainment businesses)
  - 100% LifeBrandz Investment Management Pte. Ltd. (f.k.a. Takumi Holidays Pte. Ltd.) (Singapore) (Investment Holding)

OPERATIONS AND FINANCIAL REVIEW

Review of Income Statement

Revenue

	GROUP				
	FY2023	Contribution	FY2022	Contribution	Increase / (Decrease)
	S$'000	%	S$'000	%	%
Food and beverage revenue					
- Singapore	1,288	88%	132	60%	>100%
- Thailand	179	12%	88	40%	>100%
	1,467	100%	220	100%	>100%

The Group recorded approximately S$1.47 million from food and beverage ("**F&B**") revenue for the financial year ended 31 July 2023 ("**FY2023**"), an increase of S$1.25 million compared to the financial year ended 31 July 2022 ("**FY2022**").

The increase in F&B revenue from Singapore of S$1.16 million in FY2023 was mainly due to the revenue generated from The Green Bar Pte. Ltd. ("**TGB**") that was acquired by the Group on 29 April 2022 and the launch of Superfood Kitchen since late September 2022, a nutrition-focused takeout concept featuring delicious recipes at wallet-friendly prices via Superfood Kitchen Pte. Ltd. ("**SFK**"), a 75% owned subsidiary of the Company. The increase in F&B revenue from Thailand of S$0.09 million was due to recovery from COVID-19 pandemic in view of relaxation of COVID-19 measures and border restrictions by the Thailand Government.

Other operating income

Increase in other operating income by S$0.02 million was mainly due to an increase in (i) government grants of S$0.08 million; and (ii) interest income of S$0.02 million. This was offset by a decrease in (i) net foreign exchange gain of S$0.04 million; and (ii) other miscellaneous income of S$0.04 million.

Costs & expenses

Inventories and consumables used increased by S$0.51 million to S$0.57 million in FY2023 which is in tandem with the increase in the Group's revenue.

Depreciation expenses increased by S$0.29 million to S$0.34 million in FY2023 mainly due to increase in depreciation of plant and equipment arising from addition of new equipment as a result of the opening of three new outlets and a central kitchen under SFK.

Employee benefits increased by S$0.74 million to S$1.57 million in FY2023 mainly due to additional employee salaries and benefits following the opening of three new outlets and a central kitchen under SFK.

Advertising, media and entertainment increased by S$0.04 million from approximately S$5,000 in FY2022 to S$0.04 million in FY2023 mainly due to the increase in marketing activities for SFK outlets.

OPERATIONS AND FINANCIAL REVIEW

Lease expenses increased by S$0.11 million to S$0.14 million in FY2023 mainly due to the additional leases of space for the three new outlets and a central kitchen under SFK.

Transportation expenses increased by S$0.03 million from approximately S$2,000 in FY2022 to S$0.03 million in FY2023 as the Group engaged external logistics firms to transport certain goods among TGB, the three new outlets and a central kitchen under SFK.

Legal and professional fees increased by S$0.05 million from S$0.31 million in FY2022 to S$0.36 million in FY2023 mainly due to professional fees incurred for the purpose of the proposed acquisitions of Auspac Investment Management Pte. Ltd. ("**AIM**") and Auspac Financial Advisory Pty. Ltd ("**AFA**") announced by the Company on 23 May 2023.

Other operating expenses increased by S$0.24 million to S$0.40 million in FY2023 due to, amongst others, additional expenditures on logistics, kitchen consumables and supplies, and utilities following the opening of three new outlets and a central kitchen under SFK.

As a result of the factors mentioned above, the Group recorded an increase in total expenses of S$2.03 million to S$3.48 million in FY2023.

Loss before income tax

Overall, the Group recorded a loss of S$1.86 million in FY2023 as compared to a loss of S$1.09 million in FY2022 for the reasons stated above.

Review of Statement of Financial Position

Current assets

The Group's current assets decreased by S$2.05 million to S$1.10 million as at 31 July 2023, from S$3.15 million as at 31 July 2022. This was mainly due to decrease in cash and cash equivalent of S$2.23 million utilised for working capital purposes including, *inter alia*, payment of professional fees and payroll related expenses and for the opening of three new outlets and a central kitchen under SFK. The decrease was partially offset by the increase in trade and other receivable of S$0.18 million which was mainly due to the deposit paid to the vendor for the proposed acquisitions of AIM and AFA.

Non-current assets

Non-current assets increased by S$0.61 million to S$0.70 million as at 31 July 2023, from S$0.09 million as at 31 July 2022. This was mainly due to addition in plant and equipment related to the three new SFK outlets and central kitchen.

OPERATIONS AND FINANCIAL REVIEW

Current liabilities

The Group's current liabilities increased by S$0.16 million to S$0.92 million as at 31 July 2023, from S$0.76 million as at 31 July 2022 mainly due to the addition of lease liabilities arising from the three new SFK outlets and central kitchen.

Non-current liabilities

This relates to the non-current portion of the lease liabilities on the three new SFK outlets.

Total Equity

Equity attributable to owners of the Company amounted to S$0.89 million as at 31 July 2023, decreased by S$1.59 million from S$2.48 million as at 31 July 2022. The decrease was mainly due to (i) net loss of S$1.62 million recorded in FY2023; and (ii) increase in foreign currency translation reserve of S$0.03 million.

Review of Statement of Cash Flows

The Group's net cash flows used in operating activities in FY2023 was S$1.68 million, mainly due to net operating cash outflow before changes in working capital of S$1.50 million and net working capital outflow of S$0.18 million.

The net cash flows used in investing activities in FY2023 was S$0.34 million due to purchase of plant and equipment.

The net cash flows used in financing activities in FY2023 was S$0.20 million mainly due to repayment of lease liabilities.

As a result, cash and cash equivalents stood at S$0.65 million as at 31 July 2023.

CORPORATE INFORMATION

REGISTERED OFFICE
30 Cecil Street #19-08
Prudential Tower
Singapore 049712
Website: www.lifebrandz.com

BOARD OF DIRECTORS
Mark Leong Kei Wei
(Executive Chairman)

Ang Puak Huen
(Executive Director & Chief Operating Officer)

Lim Yit Keong
(Lead Independent Director)

Wang Xiaolan
(Independent Director)

Dato' Alvin Joseph Nesakumar
(Independent Director)

AUDIT COMMITTEE
Lim Yit Keong (Chairman)
Wang Xiaolan
Dato' Alvin Joseph Nesakumar

NOMINATING COMMITTEE
Wang Xiaolan (Chairman)
Lim Yit Keong
Dato' Alvin Joseph Nesakumar

REMUNERATION COMMITTEE
Dato' Alvin Joseph Nesakumar (Chairman)
Lim Yit Keong
Wang Xiaolan

COMPANY SECRETARY
Sharon Lim Siew Choo (ACS, ACG)

SHARE REGISTRAR AND SHARE TRANSFER OFFICE
In.Corp Corporate Services Pte. Ltd.
30 Cecil Street #19-08
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Singapore 049712

AUDITORS
Mazars LLP
135 Cecil Street
#10-01 MYP Plaza
Singapore 069536

AUDIT PARTNER-IN-CHARGE
Zhang Liang
(with effect from the financial year ended 31 July 2022)

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Singapore 048542

PRINCIPAL BANKERS
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80 Raffles Place
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Singapore 048624

INVESTOR RELATIONS
Email: invest@lifebrandz.com

CORPORATE GOVERNANCE REPORT

INTRODUCTION

The Board of Directors (the "**Board**" or the "**Directors**") of LifeBrandz Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") is committed to ensuring that the highest standards of corporate governance and transparency are practised by the Group. The Board views compliance with high standards of corporate governance and transparency as a fundamental part of discharging its responsibilities to act in the best interests of the Company and to protect and enhance long-term value for its shareholders (the "**Shareholders**").

This report outlines the corporate governance policies adopted and practised by the Group for the financial year ended 31 July 2023 ("**FY2023**") with specific reference made to the principles and provisions as set out in the Code of Corporate Governance 2018 (the "**Code**") and its accompanying Practice Guidance issued by the Monetary Authority of Singapore. Pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Company confirms that it has complied with the principles of the Code and in respect of any deviation from any provisions of the Code, it has explicitly stated the provision from which it has varied, explained the reason for variation, and explained how the practices it had adopted are consistent with the intent of the relevant principle.

The Company will continue to enhance its corporate governance practices appropriate to the conduct and growth of its business and to review such practices from time to time to ensure compliance with the Catalist Rules. This report is divided into five main sections: (1) Board Matters; (2) Remuneration Matters; (3) Accountability and Audit; (4) Shareholder Rights and Engagement; and (5) Managing Stakeholders Relationships.

1. BOARD MATTERS

<u>The Board's Conduct of Affairs</u>

Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

Provision 1.1: Directors are fiduciaries who act objectively in the best interests of the company and hold Management accountable for performance. The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict.

The Board is accountable to the Shareholders and oversees the overall management of the business and affairs of the Group, including providing leadership and supervision to the Management of the Group (the "**Management**") to protect and enhance long-term value and returns for its Shareholders.

The Board exercises due diligence and independent judgment in dealing with the business affairs of the Group and are fiduciaries who are obliged to act in good faith and to make objective decisions in the best interests of the Group and its Shareholders.

Besides carrying out its statutory responsibilities, the Board sees its role as follows, and acts accordingly to fulfil its role in the Company:

(a) sets the strategic direction and long-term goals of the Group and ensures that adequate resources are available to meet these objectives;

(b) reviews and approves corporate strategies, annual budgets and financial plans, investment and divestment proposals, and major funding proposals of the Group to achieve its long-term goals;

(c) reviews and monitors the Management's performance towards achieving the goals that have been set;

(d) reviews the adequacy and effectiveness of the Group's internal controls, risks management systems, and the financial information reporting systems;

(e) ensures the Group's compliance to laws, regulations, policies, directives, guidelines and internal code of conduct;

(f) approves nominees for Directors or key executives put forward by the Nominating Committee ("**NC**") to the Board, and deliberates on the appointment of the external auditor recommended by the Audit Committee ("**AC**");

(g) delegates the task, but retains the responsibility, of viewing and approving the remuneration packages for the Board and key executives to the Remuneration Committee ("**RC**");

(h) ensures accurate, adequate and timely reporting to, and communication with Shareholders;

(i) sets the Group's values and standards, to identify and ensure that obligations to Shareholders and other stakeholders are understood and met; and

(j) considers sustainability issues, such as environmental and social factors as part of its strategic formation.

The Company has in place an Employee Handbook which covers, *inter alia*, Conflict of Interest and Code of Conduct guidelines. All employees of the Group are to uphold the principles set out in the Employee Handbook and conduct themselves with high standards of integrity that are in compliance with laws and regulations of the jurisdictions in which it operates.

Each Director is required to promptly disclose any conflict or potential conflict of interest, whether direct or indirect, in relation to a transaction or proposed transaction with the Group as soon as it is practicable after the relevant fact has come to his/her knowledge. Where a Director has a conflict or potential conflict of interest in relation to any matter, he/she should immediately declare his/her interest when the conflict-related matter is discussed, unless the Board is of the opinion that his/her presence and participation is necessary to enhance the efficacy of such discussion. Nonetheless, he/she is abstained from voting in relation to the conflict-related matters.

Provision 1.2: Directors understand the company's business as well as their directorship duties (including their roles as executive, non-executive and independent directors). Directors are provided with opportunities to develop and maintain their skills and knowledge at the company's expense. The induction, training and development provided to new and existing directors are disclosed in the company's annual report.

The Board ensures that newly-appointed Directors will be orientated on the Group's business strategies, operations and governance practices to facilitate the effective discharge of their duties. The Executive Directors are appointed by way of service agreements while the Non-Executive Directors are appointed by way of letters of appointment. The duties and responsibilities of Directors are clearly set out in these service agreements and letters of appointment. Pursuant to Rule 406(3)(a) of the Catalist Rules, the Company will arrange newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore ("**First-time Directors**") to attend SGX-ST's prescribed training courses organised by the Singapore Institute of Directors ("**SID**") on the roles and responsibilities of a director of a listed company within one (1) year from their appointment dates, or other training institutions in areas such as management, accounting, legal and industry specific knowledge, where appropriate, in connection with their duties. There are two (2) new Directors appointed in FY2023. Mr. Mark Leong Kei Wei is appointed as the Executive Chairman ("**Chairman**") and Director, whilst Dato' Alvin Joseph Nesakumar, a First-time Director, being appointed as an independent director. The Company will arrange for Dato' Alvin Joseph Nesakumar to attend SGX-ST's prescribed training courses organised by SID within one (1) year from his appointment date.

To ensure that the Board keeps pace with regulatory changes, the Company works closely with professionals to provide its Directors with pertinent information in relation to changes to relevant laws, regulations and accounting standards. Any updates relating to changes in the Catalist Rules and/or corporate governance guidelines are circulated to Directors on a timely basis. Directors are encouraged to attend seminars and receive training to improve themselves in the discharge of their duties as Directors at the Company's expense. The Chairman will update the Board regularly on business and strategic developments relating to the Group.

CORPORATE GOVERNANCE REPORT

During FY2023, the Directors were provided with briefings and updates on: (i) the developments in financial reporting by the external auditor, Mazars LLP; (ii) changes in the relevant laws and regulations pertaining to the Group's business and changing commercial risks and business conditions of the Group by the Management during the Board and/or Board Committee meetings; and (iii) updates relating to changes in the Catalist Rules and the Code by the Company Secretary and the continuing sponsor, SAC Capital Private Limited. As of the date of this report and save for the First-time Director, all Directors of the Company, have attended the mandatory training on Environmental, Social and Governance ("**ESG**").

Provision 1.3: The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters requiring board approval are disclosed in the company's annual report.

Matters which are specifically reserved to the full Board for decision and approval include, among others, those involving:

(i) corporate strategic plans and budgets;

(ii) material acquisitions and disposal of assets;

(iii) major funding proposals and investments;

(iv) corporate and financial restructuring;

(v) Group's quarterly and full-year financial result announcements;

(vi) share issuances, dividends and other returns to Shareholders;

(vii) matters involving conflict of interests for a substantial Shareholder or a Director; and

(viii) interested person transactions.

Provision 1.4: Board committees, including Executive Committees (if any), are formed with clear written terms of reference setting out their compositions, authorities and duties, including reporting back to the Board. The names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions, and a summary of each committee's activities, are disclosed in the company's annual report.

The Board has delegated specific responsibilities to three (3) board committees. These committees include the AC, the NC and the RC (collectively, the "**Board Committees**"). These Board Committees function within clearly defined terms of reference and operating procedures, which are reviewed on a regular basis. Where necessary, the terms of reference and operating procedures would be updated to keep in line with the Catalist Rules and the Code.

These committees have the authority to examine particular issues within their terms of reference and report back to the Board with a fair recommendation. The ultimate responsibility for the final decision on all matters lies with the Board. The effectiveness of each committee is also constantly reviewed by the Board.

More details on each of the Board Committees, including the names of the committee members, the terms of reference, any delegation of the Board's authority to make decisions and a summary of their activities, are set out in the further sections of this report.

Provision 1.5: Directors attend and actively participate in Board and board committee meetings. The number of such meetings and each individual director's attendances at such meetings are disclosed in the company's annual report. Directors with multiple board representations ensure that sufficient time and attention are given to the affairs of each company.

The Board meets at least two (2) times a year, with additional meetings convened as necessary. Board meetings are held in Singapore and the Directors attend the meetings regularly. To facilitate meetings, the Company's Constitution (the "**Constitution**") allows for meetings to be held through telephone and/or videoconference. For FY2023, the matrix on the frequency of the meetings and the attendance of Directors at these meetings is set out as follows:

	Board	AC	NC	RC	AGM	EGM
No. of meetings held	6	4	1	1	1	1
No. of meetings attended by each Directors						
Mr. Mark Leong Kei Wei(1)	2	1*	–	–	–	–
Ms. Ang Puak Huen	6	4*	1*	1*	1	1
Mr. Lim Yit Keong	6	4	1	1	1	1
Ms. Wang Xiaolan	6	4	1	1	1	1
Dato' Alvin Joseph Nesakumar(2)	–	–	–	–	–	–
Mr. Lam Siew Kee(3)	4	3*	1*	1*	1	1
Mr. Lim U Wei Ralph Howard(4)	4	3	1	1	1	1

* By invitation

Notes:

(1) Mr. Mark Leong Kei Wei was appointed as Executive Chairman and Director on 17 April 2023.

(2) Dato' Alvin Joseph Nesakumar was appointed as Independent Director, Chairman of RC and member of AC and NC on 19 June 2023.

(3) Mr. Lam Siew Kee resigned and ceased being Executive Chairman and CEO on 28 April 2023.

(4) Mr. Lim U Wei Ralph Howard resigned and ceased being Independent Director, Chairman of RC and member of AC and NC on 24 March 2023.

While the Board considers Directors' attendance at Board meetings as important, it should not be the only criterion to measure their contributions. The Board also takes into account the contributions by Board members in other forms, including periodic reviews and the provision of guidance and advice on various matters relating to the Group.

All Directors are required to declare their board appointments. When a Director has multiple board representations, the NC will consider whether or not the Director is able to and has adequately carried out his/her duties as a Director of the Company, taking into consideration the Director's number of listed company board representations and other principal commitments. In support of their candidature for directorship or re-election, Directors are to provide the NC with details of their other commitments and an indication of the time involved.

Provision 1.6: Management provides directors with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities.

Directors are furnished regularly with information from the Management about the Group as well as the relevant background information relating to the business to be discussed at Board and Board Committee meetings. Board papers which contain sufficient information on the issues to be considered are prepared and circulated to the Directors in advance for each meeting to give the Directors sufficient time to review the matters to be discussed. The Directors are entitled to request from the Management and should be provided with such additional information as needed to make informed decisions and the Management shall provide the same in a timely manner.

CORPORATE GOVERNANCE REPORT

Provision 1.7: Directors have separate and independent access to Management, the company secretary, and external advisers (where necessary) at the company's expense. The appointment and removal of the company secretary is a decision of the Board as a whole.

The Directors have separate and independent access to the Management, the Company Secretary and the external advisers (where necessary) at all times. Queries by individual Directors on the Company's developments, management proposals or papers are directed and answered by the Management.

The Company Secretary or her representative(s) will attend Board and Board Committee meetings and ensure that Board procedures and other applicable rules and regulations including the provisions of the Companies Act 1967 of Singapore (the "**Companies Act**"), the Constitution and the Catalist Rules are followed. The Company Secretary also ensures good information flows within the Board and the Board Committees and between the Management and Non-Executive Directors, and also assist with the circulation of Board papers and the updating of the Directors on changes in laws and regulations relevant to the Group. The appointment and removal of the Company Secretary is subject to the Board's approval.

The Board in fulfilling its responsibilities, can as a group or individually, when deemed fit, may direct the Company to appoint professional advisers to render professional advice. The Board takes independent professional advice as and when necessary to enable it or the Independent Directors to discharge their responsibilities effectively. The cost of such service shall be borne by the Group.

Board Composition and Guidance

Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.

Provision 2.1: An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.

As at the date of this report, the Board comprises five (5) members, consisting of two (2) Executive Directors, and three (3) Non-Executive Independent Directors as follows:

Name of Directors	Designation	AC	NC	RC
Mr. Mark Leong Kei Wei	Executive Chairman	–	–	–
Ms. Ang Puak Huen	Executive Director & Chief Operating Officer ("**COO**")	–	–	–
Mr. Lim Yit Keong	Lead Independent Director	Chairman	Member	Member
Ms. Wang Xiaolan	Independent Director	Member	Chairman	Member
Dato' Alvin Joseph Nesakumar	Independent Director	Member	Member	Chairman

The independence of each Director is reviewed annually and as and when circumstances required by the NC based on the guidelines set out in the Code and the Catalist Rules. Particularly rigorous review is applied when assessing the continued independence of a Director with attention paid to ensuring that his allegiance remains clearly aligned with interests of the Company and all Shareholders.

The criterion for independence is determined based on the definition as provided in the Code and the Catalist Rules. The Board considers an "independent" Director as one who has no relationship with the Company, its related corporations, its officers or its substantial Shareholders that could interfere, or be reasonably perceived to interfere, with the exercise of the Directors' independent business judgment with a view to the best interests of the Group.

In line with the Code, the NC also introduced the peer assessment of independence of each Director. The peer assessments considered, *inter alia*, the contribution by the Director, the uniqueness of his/her skills and participation at meetings. The NC also considers a Director's competency, participation in meetings, and ability to exercise independent and objective judgement, and ensures that there are no relationships or circumstances which will affect his/her judgement and ability to discharge his duties and responsibilities as a Director.

The Board, taking into account the NC's view, has confirmed that Mr. Lim Yit Keong, Ms. Wang Xiaolan and Dato' Alvin Joseph Nesakumar are independent in character and judgment in accordance with the Code and the Catalist Rules. Pursuant to Rule 406(3)(d)(iv) of the Catalist Rules, a director of the issuer for an aggregate period of more than nine (9) years will not be independent. None of the Independent Directors has served the Company for more than nine (9) years from his/her date of first appointment to the Board.

Provision 2.2: Independent directors make up a majority of the Board where the Chairman is not independent.

As the Chairman of the Board is part of the Management and therefore not independent, the Independent Directors comprise more than half of the Board. Accordingly, the Board is of the view that no individual or group is able to dominate the Board's decision-making process.

Provision 2.3: Non-executive directors make up a majority of the Board.

The Board comprises of five (5) Directors, three (3) of whom are Non-Executive Directors and representing a majority of the Board. All the Board Committees are chaired by Independent Directors and the NC is of the view that no individual or small group of individuals dominates the Board's decision-making process.

Provision 2.4: The Board and board committees are of an appropriate size, and comprise directors who as a group provide the appropriate balance and mix of skills, knowledge, experience, and other aspects of diversity such as gender and age, so as to avoid groupthink and foster constructive debate. The board diversity policy and progress made towards implementing the board diversity policy, including objectives, are disclosed in the company's annual report.

The Board examines its size, taking into account the nature and scope of the Company's operations, to ensure that it is appropriate for effective decision making. The NC is of the view that the current Board size is appropriate and able to function effectively and efficiently. The NC, together with the Board, will continuously and progressively refresh the Board to instil greater knowledge and expertise to the Group. Such direction takes into account the business needs and requirement of the Group and to avoid unnecessary disruption during the time of succession and refreshment to the composition of the Board and Board committees.

The Board is made up of business leaders and professionals with business management experience, industry knowledge, financial and strategic planning experiences. A brief description on the background of each Director is presented on "Board of Directors" section in the Annual Report. The Board, taking into account the NC's views, considers that the current Board provides an appropriate balance and diversity of skills, experiences and knowledge to the Company that will provide effective governance and stewardship for the Group.

The Board recognises the benefits of having a diverse Board to help bring in new ways of thinking, insights and different perspectives to the Board, which will result in productivity and quality of board deliberations. Pursuant to Rule 710A of the Catalist Rules, the Board has put in place a Board Diversity Policy which considers directors of various aspects such as age, genders, nationalities, cultural, educational and professional industry background, ethnicity, and other distinguishing qualities that are important and needed to support robust and good decision-making at the Board level. When opportunity arises, the NC may consider appointing new director(s) in the future to enhance the core competencies and governance review of the Board. The NC will monitor the implementation of this Policy and will from time to time, review this Policy, as appropriate, to ensure its effectiveness. The composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise, experience, educational, gender, age and other relevant aspects of diversity of perspectives appropriate to its business, so as to avoid groupthink, foster constructive debate, and enable the Board to make decisions in the best interests of the Company. These differences will be considered in determining the optimum composition of the Board and when possible, should be balanced appropriately. All Board appointments will be based on merit, in the context of the skills, knowledge, experience and independence which the Board as a whole requires to be effective, having due regard for the benefits of diversity on the Board.

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Provision 2.5: Non-executive directors and/or independent directors, led by the independent Chairman or other independent director as appropriate, meet regularly without the presence of Management. The chairman of such meetings provides feedback to the Board and/or Chairman as appropriate.

The Independent Directors participate actively in the Board meetings. With their professional expertise and competency in their respective fields in the finance, accounting and commercial sectors, the Independent Directors collectively provide constructive advice and guidance for effective discharge by the Board of its principal function over the Group's strategies, businesses and other affairs. The Independent Directors constructively challenge and support the Board on strategy and review Management objectives and monitor the reporting performance.

Where warranted, Independent Directors meet without the presence of Management to review any matter that may be raised privately. During FY2023, the Independent Directors met one time without the presence of Management.

Chairman and Chief Executive Officer

Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.

Provision 3.1: The Chairman and Chief Executive Officer ("CEO") are separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making.

Provision 3.2: The Board establishes and sets out in writing the division of responsibilities between the Chairman and CEO.

Mr. Mark Leong Kei Wei is the Chairman of the Board. As the Chairman of the Company, his duties and responsibilities include:

- leads the Board;
- manages the Board and various Board Committees businesses;
- sets the Board agenda and ensures timeliness and adequacy of information flow;
- ensures effective communication with Shareholders;
- encourages constructive relationship and interaction within the Board and the Management;
- facilitates effective support and contribution of all Directors; and
- continuously pursues high standards of corporate governance.

As an Executive Director, Mr. Mark Leong Kei Wei is responsible for the business strategy and direction, the implementation of corporate plans, policies and executive decision-makings of the Group. He, together with Ms. Ang Puak Huen, the Executive Director and COO, jointly oversee the overall management of the Group, including steering the business and operations for future growth and expansion.

There is no concentration of power as the Group is run objectively on a transparent basis and the Board feels that there is adequate representation of Independent Directors (more than half) on the Board. All major decisions made by the Board are subject to majority approval of the Board. The Board believes that there are adequate safeguards in place to ensure an appropriate balance of power and authority in the spirit of good corporate governance.

Provision 3.1 of the Code sets out that the Chairman and CEO should be separate persons to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. Since the resignation and cessation of Mr. Lam Siew Kee as Executive Chairman and CEO of the Group on 28 April 2023, certain roles of the CEO, including the overall management of the Group are jointly overseen by Mr. Mark Leong Kei Wei, the newly appointed Chairman and Ms. Ang Puak Huen, the COO. Taking into account the current corporate structure, size, nature and scope of the Group's operations, the Board is of the view that it is presently not necessary to separate the roles of the Chairman and with the responsibilities of the CEO, and there are sufficient safeguards and checks to ensure that the process of decision-making by the Board is independent, based on collective decisions without any individual or group of individuals being able to exercise considerable concentration of power or influence.

Provision 3.3: The Board has a lead independent director to provide leadership in situations where the Chairman is conflicted, and especially when the Chairman is not independent. The lead independent director is available to shareholders where they have concerns and for which contact through the normal channels of communication with the Chairman or Management are inappropriate or inadequate.

As Mr. Mark Leong Kei Wei, the Executive Chairman, is part of the Management and therefore not independent, the Board has appointed Mr. Lim Yit Keong as the Lead Independent Director of the Company. The Lead Independent Director is available to Shareholders in circumstances where Shareholders' concerns raised through normal channels to the Executive Chairman, Executive Director or Financial Controller ("**FC**") have failed to resolve or where such communication is inappropriate. Led by the Lead Independent Director, the Independent Directors meet and communicate periodically, via meetings, telephone, electronic devices, to discuss issues without the presence of other Directors and provide feedback to the Chairman of the Board as appropriate.

Board Membership

Principle 4: The Board has a formal and transparent process for the appointment and reappointment of directors, taking into account the need for progressive renewal of the Board.

Provision 4.1: The Board establishes a NC to make recommendations to the Board on relevant matters relating to:

(a) the review of succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO and key management personnel;

(b) the process and criteria for evaluation of the performance of the Board, its board committees and directors;

(c) the review of training and professional development programmes for the Board and its directors; and

(d) the appointment and re-appointment of directors (including alternate directors, if any).

The NC has adopted a written term of reference which describes the responsibilities of the NC and the proceedings at NC meetings. The NC's principal responsibilities are as follows:

(a) to make recommendations to the Board on the appointment of new Executive and Non-Executive Directors, including making recommendations on the composition of the Board generally and the balance between Executive and Non-Executive Directors appointed to the Board, as well as ensuring there are procedures in place for the selection and appointment of Non-Executive Directors;

(b) to regularly review the Board structure, size and composition and make recommendations to the Board with regards to any adjustments that are deemed necessary;

(c) to be responsible for assessing nominees or candidates for appointment or election to the Board, determining whether or not such nominees have the requisite qualifications and whether or not they are independent;

(d) to recommend Directors who are retiring by rotation to be put forward for re-election;

(e) to oversee Management development and succession planning of the Group;

(f) to decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when he/she has multiple board representations;

(g) to be responsible for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual Director to the effectiveness of the Board; and

(h) to carry out such other duties as may be agreed to by the NC and the Board.

The NC also reviews induction programs for new Directors, as well as the training and professional development programs for the continuing training of the Directors.

Provision 4.2: The NC comprises at least three directors, the majority of whom, including the NC Chairman, are independent. The lead independent director, if any, is a member of the NC.

As at the date of this report, the NC comprises three (3) members, all of whom, including the Chairman of NC, are independent. The current members of the NC are:

Ms. Wang Xiaolan	Chairman and Independent Director
Mr. Lim Yit Keong	Member and Lead Independent Director
Dato' Alvin Joseph Nesakumar	Member and Independent Director

The Lead Independent Director is also a member of the NC. The NC will meet at least once a year.

Provision 4.3: The company discloses the process for the selection, appointment and reappointment of directors to the Board, including the criteria used to identify and evaluate potential new directors and channels used in searching for appropriate candidates in the company's annual report.

Nomination and Selection

In the event a new Director is required, the search would be conducted via recruitment companies, contacts and recommendations so that the Company could cast its net as wide as possible for the right candidates. The NC will identify potential candidates for appointments based on and after taking into consideration the candidates' qualification, knowledge, skills and experience, as well as his/her ability to increase the effectiveness of the Board and the Group's business. The NC will then recommend their nominations to the Board for consideration.

Election and Re-election

New Directors are appointed by way of a Board resolution, upon their nomination by the NC. In accordance with the Company's Constitution, these new Directors who are appointed by the Board are subject to re-election by Shareholders at the first opportunity after their appointment. The Constitution of the Company also requires one-third of the Board to retire from office at each AGM of the Company. Accordingly, the Directors must submit themselves for re-nomination and re-election at regular intervals of at least once every three (3) years which is also in line with Rule 720(4) of the Catalist Rules.

Mr. Mark Leong Kei Wei and Dato' Alvin Joseph Nesakumar were appointed during FY2023. Pursuant to Regulation 117 of the Company's Constitution, they shall retire at first AGM subsequent to their appointment. Accordingly, Mr. Mark Leong Kei Wei and Dato' Alvin Joseph Nesakumar will retire at the forthcoming AGM. Pursuant to Regulation 107 of the Company's Constitution, Mr. Lim Yit Keong shall retire by rotation at and be nominated for re-election at the forthcoming AGM. Mr. Mark Leong Kei Wei, Dato' Alvin Joseph Nesakumar and Mr. Lim Yit Keong have each consented to the re-election. Mr. Mark Leong Kei Wei will, upon re-election as a Director, remain as the Executive Chairman. Mr. Lim Yit Keong will, upon re-election as a Director, remain as the Lead Independent Director, the Chairman of AC and a member of NC and RC. Dato' Alvin Joseph Nesakumar will, upon re-election as a Director, remain as the Independent Director, the Chairman of RC and a member of AC and NC. Both Mr. Lim Yit Keong and Dato' Alvin Joseph Nesakumar are considered independent for the purpose of Rule 704(7) of the Catalist Rules.

The NC has recommended to the Board in which the Board has accepted the re-election of the Directors at the forthcoming AGM. In making the above recommendations, the NC had considered the said Directors' qualification, experience, independence and/or overall contribution and performance (as the case may be). Please refer to the Notice of AGM for the resolutions put forth on their proposed re-election and re-appointment.

The Board provides for appointment of alternate Directors only in exceptional cases such as when a Director has a medical emergency. The Board will take into consideration the same criteria for selection of Directors such as his/her qualifications, competencies and independence. Currently, the Company does not have alternate Directors.

Provision 4.4: The NC determines annually, and as and when circumstances require, if a director is independent, having regard to the circumstances set forth in Provision 2.1. Directors disclose their relationships with the company, its related corporations, its substantial shareholders or its officers, if any, which may affect their independence, to the Board. If the Board, having taken into account the views of the NC, determines that such directors are independent notwithstanding the existence of such relationships, the company discloses the relationships and its reasons in its annual report.

In determining the independence of the Directors, the NC has developed a form "Return on Independence" which is required to be completed by all Independent Directors on an annual basis and submitted to NC for its review. The independence of each Director is reviewed by the NC with reference to the guidelines set out in the Code and the Catalist Rules and any other salient factors which would render a Director to be deemed not independent.

Dato' Alvin Joseph Nesakumar is an Executive Director of Medi Lifestyle Limited with effect from 1 July 2023, where i-Concept Global Growth Fund, a controlling shareholder of the Company, is a non-substantial shareholder of Medi Lifestyle Limited.

In assessing Dato' Alvin Joseph Nesakumar's independence, the NC has taken into account the following:

(a) the Company and Medi Lifestyle Limited are in different industry and will not experience direct competition;

(b) i-Concept Global Growth Fund is a non-substantial shareholder of Medi Lifestyle Limited, does not have any nominee director or management role in Medi Lifestyle Limited and hence, does not have influence over the executive decisions for, or participate in the day-to-day management of, Medi Lifestyle Limited;

(c) Dato' Alvin Joseph Nesakumar's actual performance and contributions to the Company and at Board and Board Committees meetings since his appointment as Independent Director of the Company on 19 June 2023; and

(d) Dato' Alvin Joseph Nesakumar has at all times discharged his duties with professionalism and objectivity, acted with independence of mind, consistently exercised independent judgement in the best interests of the Company and recusing himself in situations when his independence may be compromised.

The Board concurred with the NC's view that Dato' Alvin Joseph Nesakumar should be considered independent, notwithstanding the existence of such relationship.

Save as disclosed, there are no other relationships between the Independent Directors and the Company, its related corporations, its substantial Shareholders or its officers, if any, which may affect their independence. The Board, with the concurrence of the NC, has considered Mr. Lim Yit Keong, Ms. Wang Xiao Lan and Dato' Alvin Joseph Nesakumar to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Provision 4.5: The NC ensures that new directors are aware of their duties and obligations. The NC also decides if a director is able to and has been adequately carrying out his or her duties as a director of the company. The company discloses in its annual report the listed company directorships and principal commitments of each director, and where a director holds a significant number of such directorships and commitments, it provides the NC's and Board's reasoned assessment of the ability of the director to diligently discharge his or her duties.

The NC will ensure that the selected candidate is aware of the expectations and the level of commitment required. The NC will continuously review the performance of the Directors with multiple board representations and other principal commitments to ensure that sufficient time and attention is devoted by these Directors to the affairs of the Group.

The NC is satisfied that all Directors are able to and have adequately carried out their duties as Directors of the Company, after taking into consideration the number of listed company board representations and other principal commitments.

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The Code requires listed companies to fix the maximum number of board representations on other listed companies that their directors may hold and to disclose this in their annual report. The Board, with the concurrence of the NC, is of the view that there are currently no compelling reasons to impose a cap on the number of board representations each Director may hold as each Director is able to devote sufficient time and attention to adequately carry out his duties as a Director of the Company.

The Group also recognises that its Executive Directors may be invited to become non-executive directors of other companies and that the exposure to such non-executive duties can broaden the experience and knowledge of its Executive Directors which will benefit the Group. Executive Directors are therefore allowed to accept non-executive appointments as long as these are with non-competing companies, are not likely to lead to conflicts of interests and their commitment to the Group is not compromised.

The key information for each Director is disclosed in their profile as set out in the section entitled "Board of Directors" of the Annual Report. The dates of initial appointment and last re-election of each Director, together with his directorships in other listed companies, are set out below:

			Directorships in Other Listed Companies	
Name of Directors	**Date of Appointment**	**Date of Last Re-election**	**Current**	**Past 3 years (preceding to the date of this report)**
Mr. Mark Leong Kei Wei[(1)]	17 April 2023	–	• 9R Limited • Catalano Seafood Ltd • CytoMed Therapeutics Limited • HS Optimus Holdings Limited • LMIRT Management Ltd • mDR Limited • Osteopore Limited	• LCT Holdings Limited
Ms. Ang Puak Huen	10 February 2021	25 November 2022	–	–
Mr. Lim Yit Keong	30 April 2019	25 November 2021	• China Kunda Technology Holdings Limited	–
Ms. Wang Xiaolan	10 February 2021	25 November 2022	–	–
Dato' Alvin Joseph Nesakumar	19 June 2023	–	• Medi Lifestyle Limited	• Malaysian Genomics Resource Centre Berhad

Note:

(1) Mr. Mark Leong Kei Wei is currently holding non-executive directorships in six (6) other listed companies and two (2) executive directorships in the Company and another listed company, namely Osteopore Limited. Mr. Mark Leong Kei Wei's Executive Chairman role at Osteopore Limited entails mainly providing strategic direction and does not involve in the day-to-day operations as he is supported by the management team (including the Chief Executive Officer) of Osteopore Limited. Prior to his appointment to the Board, Mr. Mark Leong Kei Wei has also obtained concurrence from his Singapore publicly-listed companies as well as Osteopore Limited on his appointment as Executive Chairman of the Company and has confirmed that he will be able to devote his time and attention to the Group's business operations.

The NC considers that the various Board representations held presently by the Directors do not impede their performance in carrying out their duties to the Company after taking into account their actual conduct on the Board and has ascertained that for the period under review, the Directors were able to carry out and had been adequately carrying out their duties as Directors of the Company.

Board Performance

Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.

Provision 5.1: The NC recommends for the Board's approval the objective performance criteria and process for the evaluation of the effectiveness of the Board as a whole, and of each board committee separately, as well as the contribution by the Chairman and each individual director to the Board.

In line with the principles of good corporate governance, the NC implements and performs the annual performance evaluation for assessing the effectiveness of the Board as a whole and each of the Board Committees. The performance evaluation of individual Directors is conducted whenever a Director is up for retirement and re-election and when a Director has multiple board representations.

A formal Board performance evaluation, led by the NC, is conducted annually by means of a confidential questionnaire designed to assess the state of affairs of corporate governance matters in the Company, including the performance of each individual Board Committee. The NC is of the view that it is more appropriate and effective to assess the performance of the Board as a whole, bearing in mind that each member of the Board contributes in different ways to the success of the Company and Board decisions are made collectively. The Board meets frequently and informally to discuss on Group business matters and evaluate on various assessments of the Group. With such effective interaction and regular communication by the Board, annual individual Directors' assessment is not necessary at this juncture.

The NC will initiate constant interaction to nurture better understanding and cohesion for Board members to establish good working relationship and commitment towards the Board's objectives. The purpose of such interaction and evaluation process is to increase the overall effectiveness and efficiency of the Board functions. Each member of the NC shall abstain from voting on any resolutions and making any recommendation and/or participating in any deliberations of the NC in respect of the assessment of his/her own performance or re-nomination as Director.

Provision 5.2: The company discloses in its annual report how the assessments of the Board, its board committees and each director have been conducted, including the identity of any external facilitator and its connection, if any, with the company or any of its directors.

The Board assessment form and each of the Board Committees assessment forms are separately completed by each Director to elicit his/her individual input, collated, analysed and discussed with the NC and the Board with comparatives from the previous year. The Board assessment process focuses on the evaluation of factors such as the size and composition of the Board, independence component in the Board, the Board's access to information, Board processes and accountability, quality of agenda, communication with key management personnel, Director's standard of conduct and quality of decision making. The Board Committee assessment process focuses on adequacy and effectiveness of each Board Committee in carrying out its roles and responsibilities. The performance criteria do not change from year to year. Recommendations to further enhance the effectiveness of the Board and the various Board Committees will be implemented, as appropriate. Each member of the NC shall abstain from voting on any resolutions in respect of his/her re-nomination.

The NC had conducted a performance evaluation of the Board and the Board Committees for FY2023. The NC is satisfied with the effectiveness of the Board and the Board Committees. Each Director continues to contribute effectively to the Board and is able to discharge responsibilities in the Board Committees without any issue of time commitment. No external facilitator has been engaged for the purpose of Board assessment in FY2023.

2. REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.

Provision 6.1: The Board establishes a Remuneration Committee ("RC") to review and make recommendations to the Board on:

(a) A framework of remuneration for the Board and key management personnel; and

(b) The specific remuneration packages for each director as well as for the key management personnel.

Provision 6.3: The RC considers all aspects of remuneration, including termination terms, to ensure they are fair.

The Code endorses, as good practice, a formal framework for fixing the remuneration packages of individuals, with the RC making recommendations to the Board. All aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, share-based incentives and awards and benefits-in-kind shall be covered by the RC. Each of the member of the RC shall abstain from voting on any resolution in respect of his/her own remuneration package.

The RC has adopted a written term of reference which describes the responsibilities of the RC and the proceedings at RC meetings. The RC's principal responsibilities are as follows:

(a) to approve the structure of the compensation programme for Directors and Senior Management, and to ensure that the programme is competitive and sufficient to attract, retain and motivate Management of the required quality to run the Company successfully;

(b) to review and recommend the remuneration packages of the Executive Directors, the CEO and key executives of the Company annually;

(c) to review the appropriateness of compensation for Non-Executive Directors, including but not limited to Directors' fees, allowances and share options;

(d) to review and recommend to the Board any long-term incentive schemes which may be set up from time to time and to do all acts necessary in connection therewith; and

(e) to carry out its duties in the manner that it deems expedient, subject always to any regulations or restrictions that may be imposed upon the RC by the Board from time to time.

The Company's obligations arising in the event of termination of Executive Directors and key Management personnel are contained in the respective service contracts. The RC is satisfied that the termination clauses therein are fair and reasonable.

Provision 6.2: The RC comprises at least three directors. All members of the RC are non-executive directors, the majority of whom, including the RC Chairman, are independent.

As at the date of this report, the RC comprises three (3) members, all of whom, including the Chairman of RC, are independent. The current members of the RC are:

Dato' Alvin Joseph Nesakumar	Chairman and Independent Director
Mr. Lim Yit Keong	Member and Lead Independent Director
Ms. Wang Xiaolan	Member and Independent Director

Provision 6.4: The company discloses the engagement of any remuneration consultants and their independence in the company's annual report.

If necessary, the RC has the right to seek professional advice internally and/or externally on fixing remuneration packages of all Directors and key Management personnel. The RC would ensure that any relationship between the appointed remuneration consultant and any of the Directors and key Management personnel will not affect the independence and objectivity of the remuneration consultant. The expenses of such advice shall be borne by the Company. No such consultants were engaged by the Company in FY2023.

Level and Mix of Remuneration

Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.

Provision 7.1: A significant and appropriate proportion of executive directors' and key management personnel's remuneration is structured so as to link rewards to corporate and individual performance. Performance-related remuneration is aligned with the interests of shareholders and other stakeholders and promotes the long-term success of the company.

Provision 7.3: Remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the company and key management personnel to successfully manage the company for the long term.

The Company has sought to ensure that the level and structure of remuneration for Directors are appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and to run the Group successfully. The component parts of remuneration are structured to link rewards to corporate and individual performance, in the case of Executive Directors. In the case of Non-Executive Directors, the level of remuneration reflects the level of responsibilities undertaken by the particular Non-Executive Director concerned.

The RC takes into account the industry norms, the Group's performance as well as the contribution and performance of each Director and key Management personnel when determining their remuneration packages. In structuring and reviewing the remuneration packages, the RC seeks to align interests of Directors with those of Shareholders and link rewards to corporate and individual performance as well as roles and responsibilities of each Director. Such performance-related remuneration is designed to be aligned with the interest of Shareholders and promote long-term success of the Company.

The Company had adopted a share option scheme known as the LifeBrandz Performance Share Plan ("**PSP 2021**") and an employee share scheme known as the LifeBrandz Employee Share Option ("**ESOS 2021**") on 25 November 2021. The RC's duties also include the administration of the PSP 2021 and ESOS 2021. Further details of which are set out under write-ups in respect of Provision 8.3 below.

The remuneration for Executive Directors and key management personnel comprise a basic salary and bonus component. The Company entered into a service agreement with the Executive Chairman, Mr. Mark Leong Kei Wei, for an initial appointment period of three (3) years from 17 April 2023. The service agreement allows for termination by either party giving not less than six (6) months' notice in writing to the other. The Company also entered into a service agreement with the Executive Director and COO, Ms. Ang Puak Huen, for an initial appointment period of three (3) years from 10 February 2021. The service agreement allows for termination by either party giving not less than six (6) months' notice in writing to the other.

The RC is responsible for the review of compensation commitments in the service agreements, if any, in the event of early termination. The Board is of the view that the remuneration packages offered to the Executive Directors and key management personnel are fair and competitive. The RC will continue to carry out annual reviews of the remuneration packages of the Executive Directors and key management personnel, having due regard to their contributions as well as the financial and commercial needs of the Group.

The Company does not use contractual provisions to allow the Company to reclaim incentive components of remuneration from the Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results or misconduct resulting in financial loss to the Company. The Executive Directors owe fiduciary duties to the Company, and hence, the Company should be able to avail itself to remedies against him/her in the event of such breach of fiduciary duties. Similarly, for the key management personnel, the Company believes that there are alternative legal avenues to specific contractual provisions that will enable the Company to recover financial losses arising from exceptional circumstances above from the key management personnel. The RC will review the need to insert such contractual provisions into the service agreements with the Executive Directors and key management personnel in the future as and when necessary.

Provision 7.2: The remuneration of non-executive directors is appropriate to the level of contribution, taking into account factors such as effort, time spent, and responsibilities.

The Independent Directors receive Directors' fees in accordance with their contributions, taking into account factors such as efforts and time spent, responsibilities of the Directors and the need to pay competitive fees to attract, retain and motivate the Directors. The Independent Directors shall not be over-compensated to the extent that their independence may be compromised. All Independent Directors are paid Directors' fees that are subject to Shareholders' approval at the AGM.

Disclosure on Remuneration

Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.

Provision 8.1: The company discloses in its annual report the policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of:

(a) each individual director and the CEO; and

(b) at least the top five key management personnel (who are not directors or the CEO) in bands no wider than S$250,000 and in aggregate the total remuneration paid to these key management personnel.

The fixed component of remuneration for the Executive Directors is based on the service agreements entered between the Company and the Executive Directors. Similarly, the remuneration for the key management personnel is based on the employment contract with them. The variable component of remuneration for both Executive Directors and key management personnel is linked to the performance of the Group and individual.

Remuneration of Directors

A breakdown showing the level and mix of each individual Director's remuneration in bands of S$250,000 for FY2023 is as follows:

Name of Director	Director's Fees %	Salary %	Bonus %	Allowances and Benefits %	Total %
Below S$250,000					
Mr. Mark Leong Kei Wei (appointed as Executive Chairman and Director on 17 April 2023)	–	100*	–	–	100
Ms. Ang Puak Huen	–	98	–	2	100
Mr. Lim Yit Keong	100	–	–	–	100
Ms. Wang Xiaolan	100	–	–	–	100
Dato' Alvin Joseph Nesakumar (appointed as Independent Director on 19 June 2023)	100	–	–	–	100
Mr. Lam Siew Kee (resigned and ceased being Executive Chairman and CEO on 28 April 2023)	–	61*	–	39*	100
Mr. Lim U Wei Ralph Howard (resigned and ceased being Independent Director on 24 March 2023)	100	–	–	–	100

**Inclusive of Central Provident Fund Contributions*

The RC has recommended that the Directors' fee of S$83,552 for FY2023, which will be tabled at the forthcoming AGM for the Shareholders' approval.

For competitive reasons, the Company discloses each individual Director's remuneration by way of respective bands of remuneration of each Director. The Company is of the view that due to confidentiality and sensitivity attached to remuneration matters, it would not be in the best interests of the Company to disclose the exact details of the remuneration of each individual Director. In arriving at this decision, the Board had taken into consideration, *inter alia*, the commercial sensitivity and confidential nature of remuneration matters, the relative size of the Group, the competitive business environment in which the Group operates, and the need of the Group to attracting and retaining talent at the Board level on a long-term basis.

The Company is cognisant of Rule 1204(10D) of the Catalist Rules, which was implemented with effect from 11 January 2023 and will disclose the exact amounts with breakdown (in percentage terms) of remuneration paid to each individual Director, on a named basis, by the Company and its subsidiaries in its annual report for the financial year ending 31 July 2025 onwards.

Remuneration of Key Management Personnel

During FY2023, the Company only has two (2) key management personnel (who is not a Director or CEO of the Company), being the current FC and the former FC. A breakdown showing the remuneration amount and mix of the Company's FC is as follows:

Name of Key Management Personnel	Salary %	Bonus %	Allowances and Benefits %	Total %
Below S$250,000				
Mr. Thong Kok Jing (appointed as the FC on 1 July 2023)	100	–	–	100
Mr. Thng Tien Lung (resigned and ceased being the FC on 31 July 2023)	100*	–	–	100

**Inclusive of Central Provident Fund Contributions*

The Board believes that disclosure of the exact or aggregate remuneration of the key management personnel as recommended by the Code would be disadvantageous to the business interest of the Company, in view of the sensitive nature of such information and high competition for talent.

Provision 8.2: The company discloses the names and remuneration of employees who are substantial shareholders of the company, or are immediate family members of a director, the CEO or a substantial shareholder of the company, and whose remuneration exceeds S$100,000 during the year, in bands no wider than S$100,000, in its annual report. The disclosure states clearly the employee's relationship with the relevant director or the CEO or substantial shareholder.

The Company does not have any employee who is a substantial Shareholder, or is an immediate family member of a Director or a substantial Shareholder whose remuneration in FY2023 exceeded S$100,000 per annum.

Provision 8.3: The company discloses in its annual report all forms of remuneration and other payments and benefits, paid by the company and its subsidiaries to directors and key management personnel of the company. It also discloses details of employee share schemes.

The RC recommends to the Board the framework of executive remuneration and the remuneration package for each Executive Director. In its deliberations, the RC will take into consideration industry practices and norms in compensation in addition to the Company's relative performance in the industry and the performance of the individual Directors. The remuneration packages recommended by the RC are ultimately approved by the Board. No Director is involved in deciding his/her own remuneration.

CORPORATE GOVERNANCE REPORT

The Company adopts a remuneration policy that comprises a fixed component and a variable component. The fixed component is in the form of a base salary, fixed allowances and benefits, and bonus. The variable component is in the form of a variable bonus which is linked to the Group's performance, as well as the individual's performance assessed based meeting key performance indicators allocated to them and their level of efficiency and productivity. Staff appraisals are conducted at least once every year.

During FY2023, there were no termination, retirement and post-employment benefits granted to the Directors or the key management personnel.

ESOS 2021

The Company adopted the ESOS 2021 on 25 November 2021 and it shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on the date of adoption. Eligible participants (the "**Participants**") who have contributed significantly to the growth and performance of the Group and who satisfy the eligibility criteria as set out in the ESOS 2021 will have the opportunity to participate in the equity of the Company, thereby aligning the interests of the Participants with the interests of the Company and the Shareholders, motivating them towards long-term growth and profitability of the Group and promoting better performance through increased dedication and incentives. The ESOS 2021 also provides the Group greater flexibility in structuring compensation packages of Participants to offer compensation packages that are competitive to motivate and retain the employees, Directors (including Independent Directors) and Controlling Shareholders and foster a long-term commitment and dedication to the business of the Group.

During the FY2023, no options have been granted under the ESOS 2021.

PSP 2021

The Company also adopted the PSP 2021 on 25 November 2021 and it shall continue in force at the discretion of the RC, subject to a maximum period of 10 years commencing on the date of adoption. The PSP 2021 is designed to reward its Participants by the issue and/or transfer of fully paid shares according to the extent to which they complete certain time-based service conditions or achieve their performance conditions over set performance periods. The PSP 2021 is based on the principle of pay-for-performance and under the PSP 2021, the RC, in consultation with the Executive Directors, will be able to determine the performance conditions for employees to fulfil, upon which they may be awarded shares. As employees work towards attaining such performance criteria, which can be tied to the financial performance or results of the Company, an anticipated award of shares can provide additional motivation for such employees to hit or exceed such performance conditions, seeing as such employees' interests will be aligned with the positive performance of the Company.

During the FY2023, no awards have been granted under the PSP 2021.

Difference between the ESOS 2021 and the PSP 2021

While both the PSP 2021 and the ESOS 2021 aim to incentivise and retain employees, the methods of achieving this under the PSP 2021 differs from the ESOS 2021.

Under the PSP 2021, Participants are awarded shares primarily when pre-determined performance conditions have been met, with the amount of shares awarded being determined by the extent such targets have been met. These performance conditions have performance periods ranging from short to medium terms, and will serve to align the Participants' performance goals with relevant performance cycles of the Group, as well as develop a Group culture of rewarding Participants for their good performance. Unlike options granted under the ESOS 2021, the PSP 2021 allows the direct award of shares to Participants free of charge, once the applicable performance conditions are met, thus allowing the Group to provide a specific incentive to Participants to achieve certain performance conditions.

By contrast, the assessment criteria in relation to the grant of options pursuant to the ESOS 2021 places greater emphasis on key senior management's and key employees' seniority, performance during their service, and potential for future development, which do not relate to specific performance conditions that have to be met.

The Company is of the opinion that the PSP 2021 and ESOS 2021 are complementary to each other by providing the Company with a comprehensive and flexible set of tools to attract talent into the Group, and to motivate, reward and retain the Group Employees. Having two schemes also provides the Group greater flexibility in designing the appropriate incentive structures to motivate Participants.

3. ACCOUNTABILITY AND AUDIT

Risk Management and Internal Controls

Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.

Provision 9.1: The Board determines the nature and extent of the significant risks which the company is willing to take in achieving its strategic objectives and value creation. The Board sets up a Board Risk Committee to specifically address this, if appropriate.

Provision 9.2: The Board requires and discloses in the company's annual report that it has received assurance from:

(a) the CEO and the FC that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; and

(b) the CEO and other key management personnel who are responsible, regarding the adequacy and effectiveness of the company's risk management and internal control systems.

The Board is responsible for the governance of risk by ensuring that the Management maintains a sound system of risk management and internal controls to safeguard Shareholders' interest. The Group has established a risk identification and management framework. Using the aforesaid framework, the Group identifies key risks and undertakes appropriate measures to control and mitigate these risks. Action plans to manage the risks are continually being monitored and refined by the Management together with the Board. All significant control policies and procedures are reviewed regularly, and significant matters are highlighted to the AC and the Board.

The internal controls structure of the Group has been designed and put in place by the Management of the Group's business units to provide reasonable assurance against material financial misstatements or loss, for the safeguarding of assets, for the maintenance of proper accounting records, for the provision of financial and other information with integrity, reliability and relevance, and in compliance with applicable laws and regulations.

The Company does not have a Risk Management Committee. However, the Management regularly reviews the Company's business and operational activities to identify areas of significant business risks as well as appropriate measures to control and mitigate these risks. The Management reviews all significant control policies and procedures and highlights all significant matters to the AC and the Board. During FY2023, there were no material weaknesses being identified.

The Group's internal auditor, BDO Advisory Pte Ltd, carries out internal audit on the system of internal controls at least annually and reports the findings to the AC. The Group's material internal controls are also reviewed by the Group's external auditor, Mazars LLP, in the course of their statutory audit. The Management will then take corrective measures to strengthen the internal controls. Any material non-compliance and internal control weaknesses and recommendations for improvements are noted during the audit and will be reported to the AC. The Board, with the assistance of the AC, internal and external auditors, will review the adequacy and effectiveness of the Group's key internal controls. The material findings highlighted by the internal auditor for the FY2023 has been rectified by the Management. The Management remains committed to continue to review and evaluate its internal controls over financial reporting and operations and will update the AC and the Board on the implementation status for the rectification. In addition to the review of the Group's internal controls, the AC will continue to engage the IA to conduct a follow-up review of the material internal control weaknesses.

However, no cost-effective internal controls system can provide absolute assurance in view of inherent limitations of any internal controls system against the occurrence of human and system errors, poor judgment in decision-making, losses, fraud or other irregularities. Thus, the Board and the Management will continue to review and strengthen the Group's control environment, and further refine its internal policies and procedures.

For FY2023, the Board has received assurances from the Chairman, the COO and the FC that financial records have been properly maintained, the financial statements provide a true and fair view of the Company's operations and finances, and that the Company's risk management and internal control systems are adequate and operating effectively. The Board, with the concurrence of the AC, concludes that based on (i) the internal control systems established and maintained by the Group, (ii) work performed by the internal auditor during the financial year, (iii) statutory audit by the external auditor and (iv) review performed by Management, the Group's system of risk management and internal controls, addressing financial, operational, compliance and information technology controls risks, were adequate and effective for FY2023.

Audit Committee

Principle 10: The Board has an AC which discharges its duties objectively.

Provision 10.1: The duties of the AC include:

(a) reviewing the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the company and any announcements relating to the company's financial performance;

(b) reviewing at least annually the adequacy and effectiveness of the company's internal controls and risk management systems;

(c) reviewing the assurance from the CEO and the FC on the financial records and financial statements;

(d) making recommendations to the Board on: (i) the proposals to the shareholders on the appointment and removal of external auditors; and (ii) the remuneration and terms of engagement of the external auditors;

(e) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the company's internal audit function; and

(f) reviewing the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on. The company publicly discloses, and clearly communicates to employees, the existence of a whistle-blowing policy and procedures for raising such concerns.

The AC has adopted a written term of reference which describes the responsibilities of the AC and the proceedings at AC meetings. The AC's principal responsibilities are as follows:

(a) review with the external auditor of the Company, its audit plan, evaluation of the internal accounting controls, audit reports and any matters which the external auditor wishes to discuss (in the absence of the Management);

(b) ensure co-operation is given by the Management to the internal and external auditors;

(c) review the announcement of the quarterly and year-end results to SGX-ST;

(d) review the annual financial statements and the auditor's report on the Company's annual financial statements before they are presented to the Board, focusing on:

- going concern assumption;
- compliance with accounting standards and regulatory requirements;
- any changes in accounting policies and practices;
- significant issues arising from the audit; and
- major judgmental areas;

(e) review with the Management and the external auditor the adequacy and effectiveness of the Company's risk management, internal controls, business and service systems and practices;

(f) monitor and review related and interested party transactions and conflict of interest situations that may arise within the Group. The AC is also required to ensure that the Directors report such transactions annually to Shareholders in the annual report;

(g) review the scope, adequacy and result of the internal audit procedures addressing financial, operational, information technology and compliance risks;

(h) make recommendations on the appointment and re-appointment of the external and internal auditors to the Board;

(i) review significant risks or exposures that exist and assess the steps taken by the Management to minimise such risks to the Company; and

(j) any other functions which may be agreed by the AC and the Board.

In performing its functions, the AC confirms that it has explicit authority to investigate any matter within its terms of reference, full access to and co-operation from the Management, and has been given full discretion to invite any Director or executive officer to attend its meetings, as well as reasonable resources to enable it to discharge its functions properly. The AC is authorised to obtain independent professional advice if necessary, in the discharge of its responsibilities. Such expenses will be borne by the Company.

The AC keeps abreast of changes in accounting standards and issues which have a direct impact on the financial statement, through advices from the external auditor and other professionals. During FY2023, the external auditor was invited to attend the AC meeting to present their audit plan while the internal auditor was invited to attend the AC meeting once to present their internal audit report. In line with the recommendations by ACRA, Monetary Authority of Singapore and SGX-ST that the AC can help to improve transparency and enhance the quality of corporate reporting by providing a commentary on key audit matters ("**KAM**"). There are no KAM included in the Independent Auditors' Report for the FY2023.

The AC reviews the independence of the external auditors annually. As disclosed in Note 7 to the audited financial statements of the Group for FY2023, the aggregate amount of fees paid/payable to the external auditor of the Company, Mazars LLP, and its network firms for FY2023 was approximately S$102,000 for audit fees. During the FY2023, non-audit fees of approximately S$37,000 were paid to Mazars LLP and its network firms for financial and tax due diligence services in relation to the proposed acquisitions of Auspac Investment Management Pte. Ltd. ("**AIM**") and Auspac Financial Advisory Pty. Ltd. ("**AFA**") announced by the Company on 23 May 2023.

The Group confirms that it has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of its external auditors. The AC reviewed and confirmed that Mazars LLP is a suitable audit firm to meet the Company's audit obligations, having regards to the adequacy of resources and experience of the firm, the assigned audit engagement partner, other audit engagements, size and nature of the Group, and the number and experience of supervisory and professional staff assigned to the audit. The AC has recommended to the Board that, Mazars LLP, be nominated for re-appointment as external auditor at the forthcoming AGM.

CORPORATE GOVERNANCE REPORT

The Company has put in place a whistle-blowing policy to provide a channel to employees and any other persons to report in good faith and in confidence, without fear of reprisals, concerns about possible improprieties in financial reporting or other matters. The Group is committed to the highest possible standards of ethical, moral and legal business conduct. In line with this commitment and the Group's commitment to open communication, cases that are significant are reviewed by the AC for adequacy and independence of investigation actions and resolutions. The objective for such an arrangement is to ensure independent investigation of such matters and for appropriate follow-up action. Reporting can be done through the Company's email to the attention of the AC at whistleblowing@lifebrandz.com.

Provision 10.2: The AC comprises at least three directors, all of whom are non-executive and the majority of whom, including the AC Chairman, are independent. At least two members, including the AC Chairman, have recent and relevant accounting or related financial management expertise or experience.

As at the date of this report, the AC comprises of three (3) members, all of whom, including the Chairman of AC, are independent. The current members of the AC are:

Mr. Lim Yit Keong	Chairman and Lead Independent Director
Ms. Wang Xiaolan	Member and Independent Director
Dato' Alvin Joseph Nesakumar	Member and Independent Director

The Board constantly reviews and ensures that the members of the AC are qualified to discharge their responsibilities. The Board and the NC are of the view that the members of the AC are appropriately qualified to discharge their responsibilities as they bring with them many years of accounting, business management, marketing expertise and investment experience.

Provision 10.3: The AC does not comprise former partners or directors of the company's existing auditing firm or auditing corporation: (a) within a period of two years commencing on the date of their ceasing to be a partner of the auditing firm or director of the auditing corporation; and in any case, (b) for as long as they have any financial interest in the auditing firm or auditing corporation.

The Board confirms that none of the AC members were former partners or directors of the Company's external audit firm and none of the AC members hold any financial interest in the Company's external audit firm.

Provision 10.4: The primary reporting line of the internal audit function is to the AC, which also decides on the appointment, termination and remuneration of the head of the internal audit function. The internal audit function has unfettered access to all the company's documents, records, properties and personnel, including the AC, and has appropriate standing within the company.

The Board recognises its responsibilities for maintaining a system of internal control processes to safeguard Shareholders' investments and the Group's asset and business.

For FY2023, the Company outsourced its internal audit function to BDO Advisory Pte Ltd, an external professional firm who reports directly to the Chairman of AC and administratively to the Management.

BDO Advisory Pte Ltd is part of the 10th largest accounting global network providing a comprehensive range of services in the areas of assurance, tax, governance and risk, deal advisory, restructuring and recovery, outsourcing, corporate secretarial services and digital solutions, including blockchain, AI and cybersecurity. BDO Advisory Pte Ltd's engagement team for the internal audit comprises an engagement partner, manager, supported by a number of internal auditors. The engagement team is staffed by members with relevant experiences and possesses professional qualifications such as Chartered Accountant and Certified Internal Auditor designations. BDO Advisory Pte Ltd is also a corporate member of the Institute of Internal Auditors of Singapore and the internal audit engagement is carried out in line with the standards as stipulated by the International Professional Practices Framework ("**IPPF**") as set out by the said Institute.

The objective of the internal audit function is to determine whether the Group's risk management, control and governance processes, as designed by the Company, is adequate and functioning in the required manner. The internal auditor has identified the Group's main business processes and developed an audit plan that covers the main business process.

To achieve its objectives, the internal auditor has unrestricted access to all record, properties and personnel of the Group. The internal auditor reports directly to the AC which assists the Board in monitoring and managing risks and internal controls of the Group. The internal audit functions primarily focusing on whether the current system of internal control provides reasonable assurance on (i) compliance with applicable laws, regulations, policy and procedures; (ii) reliability and integrity of information; and (iii) safeguarding of assets.

The internal auditor is guided by the Standards for Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

The AC will review the adequacy and effectively of the function of the internal audit annually. Based on the review of the internal audit function in FY2023, the AC believes that the internal auditor is independent and has appropriate standing and adequate resources to perform its function effectively and objectively.

Provision 10.5: The AC meets with the external auditors, and with the internal auditors, in each case without the presence of Management, at least annually.

In FY2023, the AC has met with the external and internal auditors without the presence of the Management and have reviewed the adequacy of audit arrangement with emphasis on the scope and quality of their audit, the independence and the observations of the auditors.

4. SHAREHOLDER RIGHTS AND ENGAGEMENT

<u>Shareholder Rights and Conduct of General Meetings</u>

Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.

Provision 11.1: The company provides shareholders with the opportunity to participate effectively in and vote at general meetings of shareholders and informs them of the rules governing general meetings of shareholders.

Notice of general meeting is despatched to Shareholders together with explanatory notes or circular on items of special business (if necessary), at least fourteen (14) days (without special resolution) or twenty-one (21) days (with special resolution) prior to the meeting date.

All Shareholders are entitled to attend the general meetings of the Company and are afforded the opportunity to participate effectively at such meetings. All Shareholders are entitled to vote in accordance with the established voting rules and procedures. The Company conducts poll voting for all resolutions tabled at the general meetings either through manual or electronic polling. The rules, including the voting procedures, will be clearly explained by the scrutineers at such general meetings. Announcement of the detailed results showing the number of votes cast for and against each resolution and the respective percentage to the audience at the general meeting will be released on SGX-ST on the same day.

If any Shareholders are unable to attend the general meetings of the Company, he/she is allowed to appoint up to two (2) proxies to vote on his/her behalf at the general meeting through proxy forms sent in advance. The Company's current Constitution does not allow corporations which provide nominee or custodial services to appoint more than two (2) proxies. In line with the amendments to the Companies Act, 'relevant intermediary' which provide nominee or custodial services to third parties are entitled to appoint more than two (2) proxies to attend and vote on their behalf at general meetings provided that each proxy is appointed to exercise the rights attached to different shares held by Shareholders.

CORPORATE GOVERNANCE REPORT

Provision 11.2: The company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the company explains the reasons and material implications in the notice of meeting.

The Company practises having separate resolutions at general meetings on each substantially separate issue. "Bundling" of resolutions are kept to a minimum and are done only where the resolutions are interdependent so as to form one significant proposal and only where there are reasons and material implications involved.

Provision 11.3: All directors attend general meetings of shareholders, and the external auditors are also present to address shareholders' queries about the conduct of audit and the preparation and content of the auditors' report. Directors' attendance at such meetings held during the financial year is disclosed in the company's annual report.

Shareholders are encouraged to attend the general meetings to ensure a high level of accountability and to stay informed of the Company's strategy and goal. The Company encourages active Shareholders' participation. During the general meetings, Shareholders may raise questions or share their views regarding the proposed resolutions, and the Company's businesses and affairs. The respective Chairman of the AC, NC, RC and key management personnel will attend to address questions relating to the progress and performance of the Group. The external auditor would also be present to assist the Directors in addressing any relevant queries by Shareholders about the conduct of audit and the preparation and content of the auditor's report.

Provision 11.4: The company's Constitution (or other constitutive documents) allow for absentia voting at general meetings of shareholders.

Voting in absentia and electronic mail may only be possible following careful study to ensure the integrity of the information and authentication of the identity of members through the web is not compromised and is also subject to legislative amendment to recognise electronic voting.

Provision 11.5: The company publishes minutes of general meetings of shareholders on its corporate website as soon as practicable. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

The Company Secretary prepares minutes of general meetings that include substantial and relevant comments or queries raised by the Shareholders during the meeting, and responses from the Board and the Management. These minutes are available to shareholders on SGXNet and/or at the Company's website as soon as practicable.

For FY2023, the Company will publish the minutes of the AGM to be held on 24 November 2023 on SGXNet and/or the Company's website within one (1) month after the AGM. The forthcoming AGM to be held in respect of FY2023 will be convened and held physically, the details of which are set out in the Notice of AGM. Shareholders will be able to raise questions and vote in person at the AGM.

Provision 11.6: The company has a dividend policy and communicates it to shareholders.

Currently, the Company does not have a fixed dividend policy. The Board would consider establishing a dividend policy when appropriate. In considering the payment of dividend, the Board shall consider factors such as the Company's profits, cash flows, working capital and capital expenditure requirements, investment plans and other factors that the Board may deem relevant. Notwithstanding the above, any declaration of dividends is clearly communicated to the Shareholders via SGXNet. Further, the Company will, in line with Rule 704(23) of the Catalist Rules, expressly disclose the reason(s) in the event that the Board decides not to declare or recommend a dividend, in its financial statement announcements.

Taking into account the above stated factors, the Company has not declared any dividends for FY2023 in view of the negative earnings.

<u>**Engagement with Shareholders**</u>

Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.

Provision 12.1: The company provides avenues for communication between the Board and all shareholders, and discloses in its annual report the steps taken to solicit and understand the views of shareholders.

The Board is mindful of the obligation to provide regular, effective and fair communication with Shareholders. The Company believes that prompt disclosure of pertinent information and high standard of disclosure are the keys to raise the level of corporate governance. For all announcements (including financial performance reporting) made to the public via SGXNet and the annual reports issued to Shareholders, the Board is cognisant of its responsibility to present a fair assessment of the Group's current performance, position and its future prospects.

Information is disseminated to Shareholders on a timely basis through:

(a) SGXNet systems and news release;

(b) annual reports prepared and issued to all Shareholders; and

(c) the Company's website at www.lifebrandz.com at which Shareholders can access information on the Group.

The Board takes adequate steps to ensure compliance with legislative and statutory requirements, and observes obligations of continuing disclosure under the Catalist Rules. The Management reviews and provides relevant compliance reports for the Board's approval. For issues relating to the Group's business development, the Board also provides the Shareholders with periodic updates and reports through announcements where necessary. The Group's financial results and annual reports are announced or issued within the period specified under the Catalist Rules.

Provision 12.2: The company has in place an investor relations policy which allows for an ongoing exchange of views so as to actively engage and promote regular, effective and fair communication with shareholders.

Provision 12.3: The company's investor relations policy sets out the mechanism through which shareholders may contact the company with questions and through which the company may respond to such questions.

The Company does not have an Investor Relations Policy in place. The Group has engaged an external investor relations firm to assist in communication with its investors on a regular basis and attends to their queries.

In line with continuous obligations of the Company pursuant to the Catalist Rules, the Board's policy is that all Shareholders should be equally informed of all major developments impacting the Group. The Company does not practice selective disclosure.

Shareholders are strongly encouraged to participate at general meetings, which acts as the major platform for Shareholders to engage and dialogue with the Company directly. Shareholders are encouraged to have open communication with the Directors and key Management personnel during the general meetings on their views on matters relating to the Company.

Further, the Company provides its email address on the Company's website through which the Shareholders may contact the Company with questions and by which the Company may respond to such questions.

5. MANAGING STAKEHOLDERS RELATIONSHIPS

<u>**Engagement with Stakeholders**</u>

Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.

CORPORATE GOVERNANCE REPORT

Provision 13.1: The company has arrangements in place to identify and engage with its material stakeholder groups and to manage its relationships with such groups.

Provision 13.2: The company discloses in its annual report its strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period.

Provision 13.3: The company maintains a current corporate website to communicate and engage with stakeholders.

The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the Company are served.

The Company has in place a process to identify its various stakeholders and understand their viewpoints as well as actively communicating with them to align the Company's expectation and goals. The Group engages with the key stakeholders through various platforms. Details of the stakeholders engaged by the Group, areas of focus, approaches to stakeholder, including frequency of engagement by type and by stakeholder group and key feedback or issues that have been raised though stakeholder engagement and can be found in the Company's Sustainability Report 2023 section.

All material information on the performance and development of the Group and of the Company is disclosed in a timely, accurate and comprehensive manner through SGXNet and the Company's website. The Company does not practice selective disclosure of material information. All materials on the interim and full year financial results are available on the Company's website – www.lifebrandz.com. Stakeholders can also contact the Company through email, the details of which can be found on the Company's website.

OTHER CORPORATE GOVERNANCE MATTERS

Dealings in Securities

The Company has complied with Rule 1204(19) of the Catalist Rules. The Company has in place a policy prohibiting share dealings by the Company, Directors and employees of the Company for the period of (i) two (2) weeks before the announcement of the Company's financial statements for each of the first three (3) quarters of its financial year, if the Company reports quarterly; or (ii) one (1) month prior to the announcement of the Company's half year financial statements, if the Company reports half yearly; and one (1) month prior to the announcement of the Company's full year financial statements, and ending on the date of the announcement of the relevant results.

In addition, the Company, Directors and employees are expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. They are also discouraged from dealing in the Company's shares on short-term consideration.

Material Contracts

Save as disclosed via SGXNet, there were no material contracts entered into by the Company or any of its subsidiaries involving the interest of any Director, or controlling Shareholder, either still subsisting at the end of FY2023 or if not then subsisting, entered into since the end of the previous financial year.

Non-Sponsor Fees

There were no non-sponsor fees paid or payable to its sponsor, SAC Capital Private Limited, for FY2023.

Interested Person Transactions ("IPTs")

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC and those transactions are conducted on an arm's length basis and are not prejudicial to the interests of the Shareholders.

There have been no IPTs equal to or exceeding S$100,000 in value for FY2023. The Company does not have a Shareholders' mandate for IPTs.

Use of Proceeds from Fundraising Exercises

The Company has on 22 June 2021 completed the renounceable non-underwritten rights cum warrants issue of 1,030,170,246 new ordinary shares ("**Rights Shares**") at the issue price of S$0.005 for each Rights Share, with 515,085,057 free detachable and transferable warrants ("**Warrants**"), each Warrant carrying the right to subscribe for one (1) new ordinary share ("**New Share**") at the exercise price of S$0.010 for each New Share, on the basis of one (1) Rights Share for every one (1) existing Share held by entitled shareholders as at the record date, with one (1) free detachable Warrant for every two (2) Rights Shares subscribed, fractional entitlements to be disregarded ("**Rights cum Warrants Issue**"). The Company has raised net proceeds of approximately S$4.97 million (after deducting estimated expenses of approximately S$0.19 million) from the Rights cum Warrants Issue (the "**RI Net Proceeds**"). Please refer to the Company's Offer Information Statement dated 28 May 2021 and announcements dated 15 March 2021, 7 May 2021, 18 May 2021, 19 May 2021, 28 May 2021, 18 June 2021 and 23 June 2021 for further information on the Rights cum Warrants Issue.

The following table summarises the utilisation of RI Net Proceeds raised from the Rights cum Warrants Issue as at the date of this Annual Report:

Intended use of RI Net Proceeds	Allocation of the RI Net Proceeds after 27 September 2023 re-allocation (S$' million)	Amount utilised as at 27 September 2023 (S$' million)	Further amount utilised as at date of this Annual Report (S$' million)	Balance as at the date of this Annual Report (S$' million)
Repayment of the Group's existing and outstanding liabilities to external creditors	0.80	(0.76)	–	0.04
General working capital purposes	2.92	(2.75) (1)	(0.13) (1)	0.04
Business expansion	1.25	(1.02) (2)	– (2)	0.23
Total	**4.97**	**(4.53)**	**(0.13)**	**0.31**

Notes:

(1) A breakdown of the use of RI Net Proceeds for general working capital purposes of the Group is as follows:

	Amount utilised as at 27 September 2023 S$'000	Further amount utilised as at date of this Annual Report S$'000
Professional fees	716	7
Payroll related expenses	1,434	89
Working capital support for overseas subsidiary (Thailand)	86	–
Other operating expenses	512	35
Total	**2,748**	**131**

(2) A breakdown of the use of RI Net Proceeds for business expansion purposes of the Group is as follows:

	Amount utilised as at 27 September 2023 S$'000	Further amount utilised as at date of this Annual Report S$'000
Professional fees in relation to the acquisition of TGB	68	–
Working capital and operating expenses for SFK and TGB	700	–
Professional fees in relation to the proposed acquisitions of AIM and AFA	50	–
Deposit paid in relation to the proposed acquisitions of AIM and AFA	200	–
Total	**1,018**	**–**

Save as disclosed on the re-allocation of proceeds in the Company's announcements dated 16 March 2023 and 27 September 2023, the use of proceeds is in accordance with the stated use disclosed in the Company's announcement dated 18 June 2021 in relation to the Rights cum Warrants Issue.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr. Lim Yit Keong, Mr. Mark Leong Kei Wei, and Dato' Alvin Joseph Nesakumar are the Directors seeking re-election ("**Retiring Directors**") at the forthcoming annual general meeting of the Company to be convened on 24 November 2023.

Pursuant to Rule 720(5) of the Catalist Rules, the information relating to the Retiring Directors as set out in Appendix 7F of the Catalist Rules is set out below and to be read in conjunction with their respective biographies under the section entitled "Board of Directors" in this annual report:

Name of Director	**Lim Yit Keong ("Mr. Lim")**	**Mark Leong Kei Wei ("Mr. Mark Leong")**	**Alvin Joseph Nesakumar ("Dato' Alvin")**
Date of appointment	30-Apr-19	17-Apr-23	19-Jun-23
Date of last re-appointment	25-Nov-21	Not applicable	Not applicable
Age	70	47	54
Country of principal residence	Singapore	Singapore	Malaysia
The Board's comments on this appointment (including rationale, selection criteria, board diversity considerations, and the search and nomination process)	The Board having considered the recommendation of the Nominating Committee and assessed Mr. Lim's qualifications, work experience, independence and overall contribution since he was appointed as a Director of the Company, is of the view that Mr. Lim has the requisite experience and capabilities to assume the duties and responsibilities of the Lead Independent Director of the Company.	The Board having considered the recommendation of the Nominating Committee and assessed Mr. Mark Leong's qualifications, work experience and overall contribution since he was appointed as a Director of the Company, is of the view that Mr. Mark Leong has the requisite experience and capabilities to assume the duties and responsibilities of an Executive Chairman of the Company.	The Board having considered the recommendation of the Nominating Committee and assessed Dato' Alvin's qualifications, working experience, independence and overall contribution since he was appointed as a Director of the Company, is of the view that Dato' Alvin has the requisite experience and capabilities to assume the duties and responsibilities of an Independent Director of the Company.
Whether appointment is executive, and if so, the area of responsibility	Non-executive	Executive. Mr. Mark Leong is responsible for setting the strategic direction of the Group together with the Board. Together with Ms. Ang Puak Huen, the Executive Director and Chief Operating Officer of the Company, Mr. Mark Leong jointly oversees the overall management of the Group, including steering the business and operations for future growth and expansion.	Non-executive

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong (“Mr. Lim”)	Mark Leong Kei Wei (“Mr. Mark Leong”)	Alvin Joseph Nesakumar (“Dato’ Alvin”)
Job title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Director Chairman of Audit Committee, member of Nominating Committee and Remuneration Committee	Executive Chairman	Independent Director Chairman of Remuneration Committee, member of Audit Committee and Nominating Committee
Professional qualifications	Fellow of the Association of Chartered Certified Accountants Member of the Institute of Singapore Chartered Accountants (ISCA)	Chartered Accountant of the Institute of Singapore Chartered Accountants (ISCA) Fellow of the Association of Chartered Certified Accountants (ACCA) Member of Singapore Institute of Directors (SID)	Cambridge A-Levels – Kolej Damansara Utama
Working experience and occupation(s) during the past 10 years	2001 to present: Capital Consulting Pte. Ltd., Executive Director	April 2023 to present: LifeBrandz Ltd., Executive Chairman March 2021 to March 2023: Auspac Financial Advisory Pty Ltd, Director November 2017 to August 2020: SBI Offshore Limited, Chief Operating Officer March 2017 to February 2018: CNMC Pulai Mining Sdn Bhd, Corporate Advisor January 2016 to February 2017: Pulai Mining Sdn Bhd, Executive Director April 2013 to December 2015: Avalon Capital Pte. Ltd., Founder May 2012 to March 2013: Colossus Holdings Pte. Ltd., Vice President, Finance & Investment	July 2023 to present: Medi Lifestyle Limited, Executive Director 2010 to present: Nara Clinic (under Widuria Sdn. Bhd.), Director/Partner 2020 to March 2023: Malaysian Genomics Resource Centre Berhad, Executive Director (August 2020 to March 2023); Non-Executive Director (June 2020 to August 2020) 2018 to 2020: Meluha Life Science Sdn Bhd, Advisor
Shareholding interest in the listed issuer and its subsidiaries	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	**Lim Yit Keong ("Mr. Lim")**	**Mark Leong Kei Wei ("Mr. Mark Leong")**	**Alvin Joseph Nesakumar ("Dato' Alvin")**
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/ or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	Mr. Mark Leong is a Non-Executive Director of Catalano Seafood Ltd where Mr. Eugene Pong Sin Tee, a controlling shareholder of the Company, is also a substantial shareholder of Catalano Seafood Ltd. Save as disclosed, Mr. Mark Leong does not have any relationship with Mr. Eugene Pong and he does not have any relationship with any other existing Directors, executive officers, the Group and/or substantial shareholders of the Company and its principal subsidiaries.	Dato' Alvin is an Executive Director of Medi Lifestyle Limited where i-Concept Global Growth Fund, a controlling shareholder of the Company, is a non-substantial shareholder of Medi Lifestyle Limited. Save as disclosed, there are no other relationships between Dato' Alvin and the other existing Directors, executive officers, the Group and/or substantial shareholders of the Company and its related corporations.
Conflict of interest (including any competing business)	No	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) of the Catalist Rules has been submitted to the listed issuer	Yes	Yes	Yes
Other principal commitments including directorships			
Past (for the last 5 years)	Directorships: NIL	Directorships: LCT Holdings Limited Auspac Financial Services Pty Ltd Auspac Management Services Pte Ltd Pulai Mining Sdn Bhd East Indonesia Mining Pte Ltd PT Selatan Arc Mineral RBV Energy (Singapore) Pte Ltd Ma Ji Xie (Tian Jin) Co., Ltd	Directorships: Malaysian Genomics Resource Centre Berhad MGRC Trading Sdn. Bhd. MGRC Healthcare Sdn. Bhd. MGRC Therapeutics Sdn. Bhd.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong ("Mr. Lim")	Mark Leong Kei Wei ("Mr. Mark Leong")	Alvin Joseph Nesakumar ("Dato' Alvin")
		Fan Ma Fang Zhi (Tian Jin) Co., Ltd Solar Energy Investments Pte Ltd Sumberjaya Land and Mining Sdn Bhd Ascendance Limited Top Mining Limited Cytomed Therapeutics (Malaysia) Sdn Bhd Other principal commitments: Please refer to "Working experience and occupation(s) during the past 10 years"	Other principal commitments: Please refer to "Working experience and occupation(s) during the past 10 years"
Present	Directorships: Capital Consulting Pte. Ltd. China Kunda Technology Holdings Limited	Directorships: Catalano Seafood Ltd, Non-Executive Director Osteopore Limited, Executive Chairman LMIRT Management Ltd, Independent Director HS Optimus Holdings Limited, Independent Director 9R Limited (f.k.a.Viking Offshore and Marine Limited), Independent Director mDR Limited, Lead Independent Director Avalon Partners Pte Ltd, Non-Executive Director Apeiron Agrocommodities Pte Ltd, Non-Executive Director CytoMed Therapeutics Limited, Independent Director Osteopore Australasia Pty Limited, Director	Directorships: Widuria Sdn. Bhd. 3Logy Media Sdn. Bhd. Aptomed Sdn. Bhd. (dormant) Medi Lifestyle Limited

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong ("Mr. Lim")	Mark Leong Kei Wei ("Mr. Mark Leong")	Alvin Joseph Nesakumar ("Dato' Alvin")
		Directorships within the Group: LB F&B Pte. Ltd. Superfood Kitchen Pte. Ltd. The Green Bar Pte. Ltd. Cloud Eight Pte. Ltd. LifeBrandz Investment Management Pte. Ltd. (f.k.a. Takumi Holidays Pte. Ltd.)	
	Other principal commitments: Please refer to "Working experience and occupation(s) during the past 10 years"	Other principal commitments: Please refer to "Working experience and occupation(s) during the past 10 years"	Other principal commitments: Please refer to "Working experience and occupation(s) during the past 10 years"
Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any question is "yes", full details must be given.			
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong (“Mr. Lim”)	Mark Leong Kei Wei (“Mr. Mark Leong”)	Alvin Joseph Nesakumar (“Dato’ Alvin”)
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of Insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonestywhich is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong ("Mr. Lim")	Mark Leong Kei Wei ("Mr. Mark Leong")	Alvin Joseph Nesakumar ("Dato' Alvin")
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	**Lim Yit Keong (“Mr. Lim”)**	**Mark Leong Kei Wei (“Mr. Mark Leong”)**	**Alvin Joseph Nesakumar (“Dato’ Alvin”)**
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	Yes. SBI Offshore Limited (“**SBI**”) Mr. Mark Leong was the Chief Operating Officer of SBI when it engaged Kordamentha for an independent review as well as when it received a Notice of Compliance from SGX RegCo which resulted in a Special Audit. Mr. Mark Leong confirmed that the salient matters covered in both cases did not contain his direct involvement or were matters pertaining to a period before he joined SBI. Mr. Mark Leong further confirmed that he is not a subject matter of those cases. mDR Limited (“**mDR**”) Mr. Mark Leong is the independent director of mDR where mDR has lodged a police report on suspected misappropriation of the group’s inventories of approximately S$2 million by 2 senior executives. To the best of Mr. Mark Leong’s knowledge, the CAD investigation is still ongoing at this point of time. Mr. Mark Leong confirmed that he is not a subject matter of the case, and together with his other members of the board of mDR, is overseeing the development of the matter.	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong ("Mr. Lim")	Mark Leong Kei Wei ("Mr. Mark Leong")	Alvin Joseph Nesakumar ("Dato' Alvin")
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere,	No	No	No
in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Name of Director	Lim Yit Keong (“Mr. Lim”)	Mark Leong Kei Wei (“Mr. Mark Leong”)	Alvin Joseph Nesakumar (“Dato’ Alvin”)
Disclosure applicable to the appointment of Director only			
Any prior experience as a director of an issuer listed on the Exchange?	This relates to re-appointment of Director.	This relates to re-appointment of Director.	This relates to re-appointment of Director.
If yes, please provide details of prior experience.	Not applicable	Not applicable	Not applicable
If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.	Not applicable	Not applicable	Not applicable
Please provide details of relevant experience and the nominating committee’s reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable	Not applicable	Not applicable

LifeBrandz SUSTAINABILITY REPORT 2023

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

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.

SUSTAINABILITY REPORT

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SUSTAINABILITY REPORT

ABOUT THIS REPORT

LifeBrandz Ltd. ("**LifeBrandz**" or the "**Company**", and together with its subsidiaries, the "**Group**") is proud to present our annual Sustainability Report (the "**Report**") which covers the period from 1 August 2022 to 31 July 2023 ("**FY2023**"). This Report discloses the sustainability indicators that we have identified as material, as well as our performance against these indicators in FY2023. This Report is prepared with reference to the 2021 Global Reporting Initiative ("**GRI**") Standards. The Company has chosen the GRI Standards as it provides a set of an extensive framework that is widely accepted as a global standard for sustainability reporting. It also considers the Sustainability Reporting Guide in Practice Note 7F of the SGX-ST Listing Manual Sections B: Rules of Catalist ("**Catalist Rules**"). In preparing our Report, we applied the GRI's principles for defining report content and report quality by considering the Group's activities, impacts and substantive expectations and interest of our shareholders. The data and information provided within the Report have not been verified by an independent third party. We have relied on internal data monitoring and verification to ensure accuracy. Developments after FY2023 have not been considered for inclusion in this Report.

While external assurance has not been sought for the Report, an internal review of our sustainability reporting processes was conducted in accordance with the International Standards for the Professional Practice of Internal Auditing issued by the Institute of Internal Auditors by our internal auditor, on a cycle basis, as part of the internal audit plan.

We welcome your views and feedback on our sustainability practices and reporting at invest@LifeBrandz.com.

CORPORATE PROFILE

LifeBrandz was established in 2001 and has been listed in Singapore since 2004. LifeBrandz is a brand development and management Group with interests in sectors related to lifestyle and entertainment. In 2006, LifeBrandz focused its pursuit in the development of the lifestyle business, catering to the hip and trend-setting crowd in Singapore, quickly establishing itself amongst the most dynamic lifestyle players in both the country and the region. Since 2017, the Group initiated its transformation and diversification into other services and multi-faceted solutions including, *inter alia*, brand development and management, travel and food and beverages ("**F&B**").

In April 2022, LifeBrandz acquired The Green Bar Pte. Ltd. ("**TGB**"), a company incorporated in Singapore and is principally engaged in the F&B, particularly the sale of gourmet salads. Leveraging on TGB's brand and following, Superfood Kitchen Pte. Ltd. ("**SFK**" or "**Superfood Kitchen**"), which focuses on making nutrition accessible to all, was launched in late September 2022. SFK outlets are installed with self-ordering kiosks that provides real-time nutritional content of the customers' customized meal choices. As of November 2022, SFK has rolled out three Superfood Kitchen dual-concept outlets, as part of the Group's effort to expand its reach of tasty and healthy meals to wider group of customers.

In mid-2023, the Group via its wholly owned subsidiary, LifeBrandz Investment Management Pte. Ltd. (f.k.a. Takumi Holiday Pte. Ltd.) marked the Group's first foray into the fund management business in Singapore through its on-going acquisition of Auspac Investment Management Pte. Ltd., a registered fund management company. In addition, as part of its diversification strategy, the Group will also be acquiring Auspac Advisory Financial Pty. Ltd., a company primarily involved in corporate financial advisory business in Australia.

LifeBrandz continuously strives to achieve growth and profitability by exploring investment opportunities in viable and sustainable business to strengthen the current financial position of the Group.

SUSTAINABILITY REPORT

BOARD STATEMENT

LifeBrandz is pleased to present our annual Sustainability Report for FY2023. It was prepared with reference to the 2021 GRI Standards, the Sustainability Reporting Guide in Practice Note 7F of the SGX-ST, and it captures our initiatives to integrate sustainability across our organisation in the areas of economic, environment, social and governance ("**EESG**"). This Report covers all entities within our organisation to fully understand our sustainability efforts. There were no restatements made from the previous report.

The Group recognises that preparing climate-related disclosures aligned with the recommendations of the Task Force on Climate-related Financial Disclosures ("**TCFD**") has been recommended by the SGX-ST in its Practice Note 7F. We recognise the importance of climate reporting and are taking steps to identify relevant climate risks and monitor our greenhouse gas emissions as part of our commitment to environmental responsibility. As the Group does not fall under any of the priority TCFD industries identified for mandatory disclosures, we will be adopting a phased approach to report on climate-related disclosures consistent with TCFD recommendations. We are currently in the process of formalising procedures for identifying, assessing and managing climate-related risks.

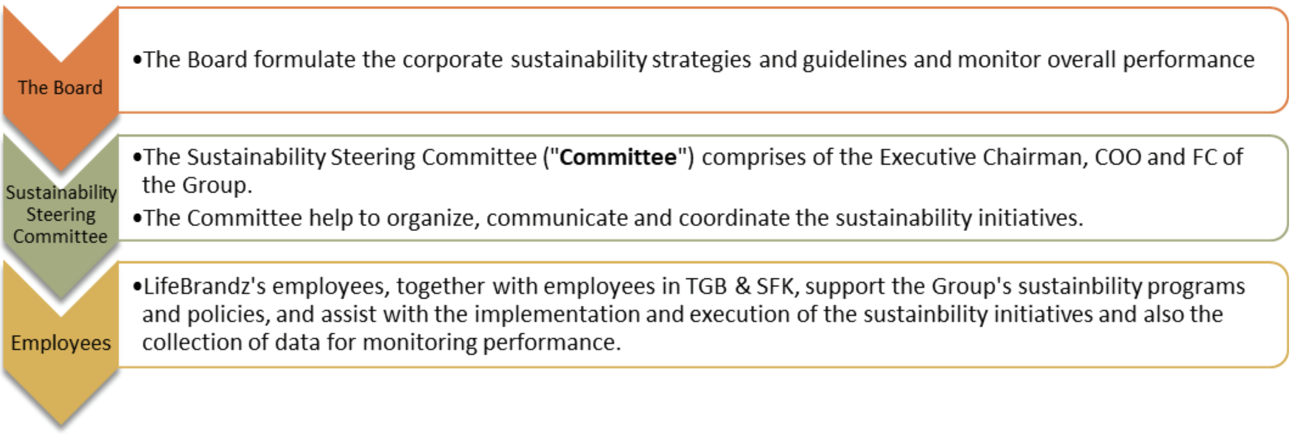
The Board of Directors of the Company (the "**Board**") is committed to continuously enhancing the skills and knowledge of the Directors about sustainability issues through participation in ESG training. Directors in office during FY2023, except for one newly appointed Director on 19 June 2023, have completed the sustainability training courses mandated by the listing rules of the SGX-ST. The executive management team (the "**Management**") comprising the Executive Chairman, Chief Operating Officer and Financial Controller, under the guidance of the Board, is responsible for managing and monitoring the identified factors and takes them into consideration in the determination of the Company's strategy direction and policies.

The Board affirms its commitment to good corporate governance and sustainable business processes that foster best practices, transparency, accountability and integrity for the long-term sustainability of our business and value creation for our stakeholders.

OUR APPROACH

Sustainability Organisational Structure

We developed a sustainability organisational structure to move things forward and the Board is ultimately responsible for the sustainability direction of the Group and provides formal oversight of the Group's sustainability progress thus ensuring the sustainability agenda is integrated with the Group's business and strategic decisions.



Stakeholder Engagement and Materiality Assessment

Stakeholder engagement serves as the cornerstone of our sustainability strategy. We hold the utmost appreciation for the insights shared by our stakeholders, as they play a pivotal role in shaping our sustainability direction and facilitating its execution. To ensure our ongoing success, we place a strong emphasis on nurturing positive and constructive relationships with our stakeholders. Consistent and meaningful engagement enables us to gain a deep understanding of their requirements, concerns, and expectations.

We have established a systematic process for identifying and prioritising stakeholders, based on their level of influence and interest in our activities. This approach allows us to allocate our resources judiciously and engage effectively with the most pertinent stakeholders. Throughout the reporting period, we actively conducted a range of engagements, encompassing both formal and informal interactions, with the stakeholder groups we have identified. These engagements are seamlessly integrated into our day-to-day operations, serving as invaluable opportunities for interaction and collaboration.

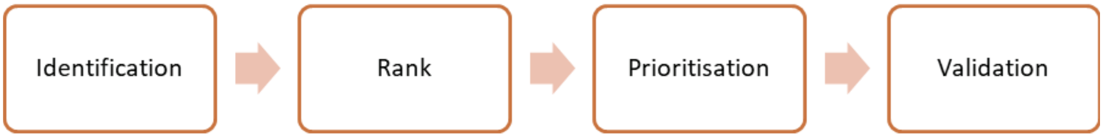
The following table highlights our key stakeholders, their key concerns and mode of engagement:

Stakeholders	Areas of Concerns	Mode of Engagement	Frequency
Customers	• Customer satisfaction • Customer service and product quality • Food safety and hygiene • Available feedback platforms	• Customer feedback • Social media platforms e.g. Facebook • Marketing campaigns	• Frequent and regular
Employees	• Fair and transparent performance appraisal process • Occupational health and safety • Training and development • Welfare and benefit	• Formal/Informal dialogue • Performance appraisals • Management's walk rounds	• Frequent and regular
Shareholders/ Investors	• Corporate governance • Sustainability matters • Economic performance	• SGXNet announcements • Corporate website • General meetings	• Frequent and regular for announcements • Annual and ad hoc for general meetings
Regulatory authorities and agencies	• Compliance with laws and regulations	• Through Sponsor and Corporate Secretary • SGXNet announcements • Corporate website • Annual reports	• Frequent and regular • Annual for annual reports
Suppliers	• Competitive pricing • Good quality goods and services • Consistency and quality of supplies • Punctuality of delivery	• Interactions during request for quotations • Face-to-face and virtual meetings • E-mails	• Frequent and regular

SUSTAINABILITY REPORT

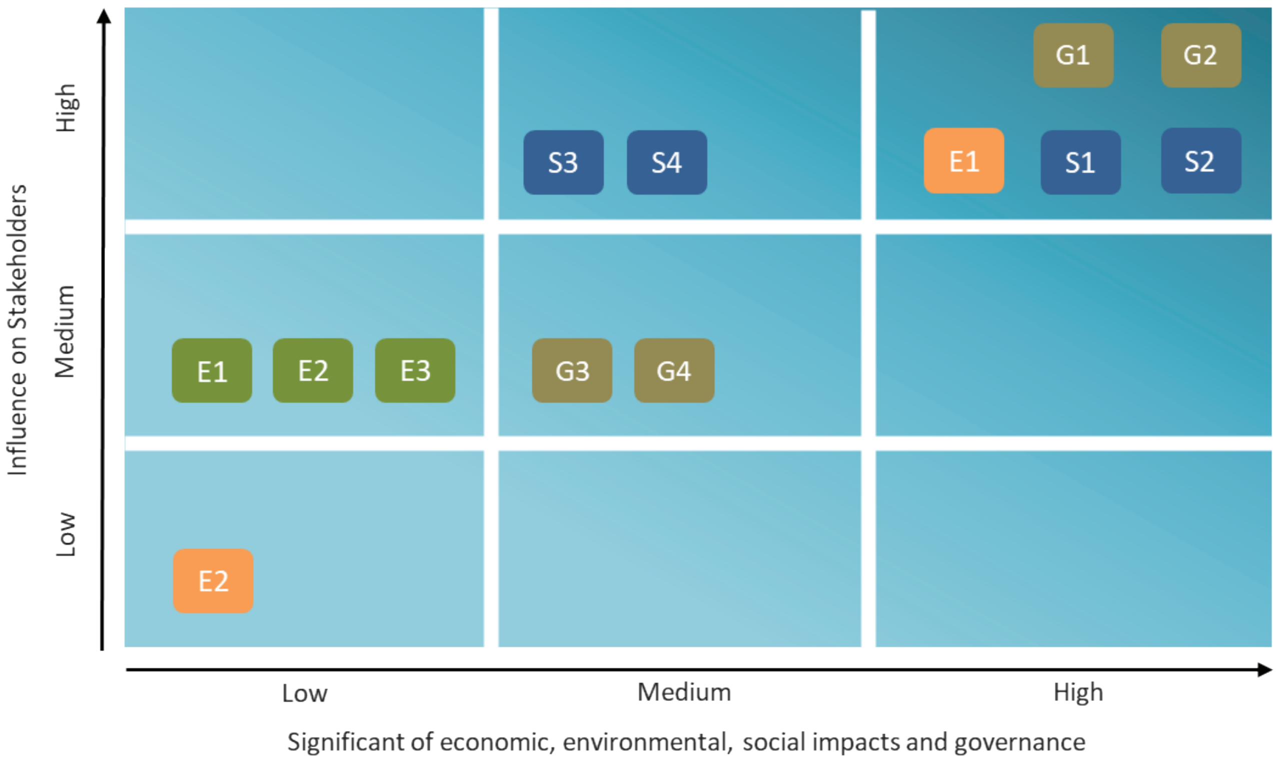
Materiality assessments

Our sustainability initiative commences by first identifying relevant EESG aspects. Relevant aspects are then systematically ranked and prioritised to ascertain the significant factors that warrant validation. The result of this process is a list of material factors disclosed in this Report.



The Group has conducted a materiality assessment during the year. We actively engaged our employees of all levels and actively sought feedback from our internal stakeholders in determining the priority of these topics. Materiality reviews will be conducted every year, incorporating inputs gathered from various stakeholders' engagements.

To determine the materiality of an aspect, we conducted a thorough evaluation of its potential impact on the economy, environment, and society, as well as its influence on our stakeholders. In accordance with the guidance provided by the 2021 GRI Standards, we have identified the following aspects of material significance to the Group:



Economic

E1 Economic Performance

E2 Supply Chain Management

Environmental

E1 Waste Management

E2 Energy

E3 Water

Social

S1 Occupational Health and Safety

S2 Customer Health and Safety

S3 Diversity and Fair Employment

S4 Compliance with Social and Economic Laws and Regulations

Governance

G1 Corporate Governance

G2 Preventing Bribery and Corruption

G3 Risk Management

G4 Regular Compliance Updates

Sustainability Target

Please refer to the "Economic Sustainability", "Governance", "Environmental Sustainability" and "Social Responsibility" sections of this Report for the respective qualitative and quantitative targets set by the Group for FY2024 and longer term.

ECONOMIC SUSTAINABILITY

Economic Performance

At LifeBrandz, we believe in creating long-term economic value for all our shareholders and key stakeholders by adopting responsible business practices and growing our business in a sustainable manner. For more information on the Company's financial and business information, please refer to "Operations and Financial Review" and "Financial Statements" sections of the FY2023 Annual Report.

Sustainability Scorecard

Performance Indicator	Units	FY2023 (audited)	FY2022 (audited)
Revenue	S$'m	1.5	0.2
Net loss for the financial year	S$'m	(1.9)	(1.1)

While there was an increase in revenue from S$0.2 million in FY2022 to S$1.5 million in FY2023, the Group however recorded a net loss of S$1.9 million in FY2023, as compared to a net loss of S$1.1 million in FY2022 as the operating environment remained challenging due to intense competition, increasing labour and higher operational costs in Singapore. The higher operating cost pressure is expected to plague the F&B scene at least in the near and mid-term horizon. The Group is mindful of the rising costs of operating our outlets and will intensify our efforts to manage the outlets' expenses while constantly conceiving new and compelling menu that will appeal to customers. The Group will remain committed to improving our financial performance amidst these challenges while maintaining our sustainability goals.

SUSTAINABILITY REPORT

One of the Group's notable achievements in FY2023 was the expansion of our F&B business through the launch of SFK. We successfully opened three new outlets during the financial year, thus strengthening our presence in the F&B industry.

For FY2024 TARGET: We are committed to continue strengthening and further improving our financial position in FY2024.

Supply Chain Management

We remain committed to achieving sustainable supply chain management which emphasises in driving organisational excellence and delivering desirable business results to our stakeholders.

In FY2023, we have implemented our new Standard Operating Procedures ("**SOP**") to formalise selection processes and assessment criteria for key vendor qualification and evaluation, thus mitigating the risk that new vendors do not meet the Company's requirements and during FY2023, all new major vendors were assessed and screened in accordance with the new SOP.

Whilst we remain committed to maintaining sustainable practices in our supply chain, given our current operational size, we believe that our SOP and existing practices are sufficient in ensuring that our supply chain remained stable and well-diversified, with no concentration among our suppliers. As such and as part of the Group's continuous efforts to review EESG aspects that are most relevant to its business, the Group will no longer be reporting on this EESG aspect in its subsequent Sustainability Report.

ENVIRONMENTAL SUSTAINABILITY

The Group is committed to minimising the environmental impact and towards protecting the environment by managing environmental conservation through adoption of "Reduce", "Re-use", "Recycle" ("**3Rs**") and energy efficient practices.

Waste Management

We believe that every small effort counts and goes a long way in contributing to the conservation and protection of the earth's natural resources. Our waste management efforts are focused on:

- environmentally friendly packaging materials; and
- paper management in reducing, reusing or recycling paper.

Packaging materials

In light of the expansion of our F&B business through SFK and our strategic commitment to sustainability, we have shifted our approach to sourcing for more environmentally friendly packaging materials that are recyclable or made from biodegradable materials. These packaging materials includes disposable containers, take-away packaging, and disposable cutlery. In FY2023, we spent a total of S$36,473 (FY2022: S$3,552) on environmentally friendly packaging materials which makes up to 82% of our total suppliers (FY2022: 18%).

Paper management

In line with our commitment to sustainable practices and reducing our environmental footprint, our paper management efforts revolve around the following principles:

- Digital Documentation: We have embraced a paperless philosophy, where all our documents are stored digitally. Our employees are well-informed and motivated to avoid unnecessary printing by saving documents in electronic formats and sharing them to our cloud-based platform to enhance accessibility of documents. Instead of printing, employees are encouraged to display documents on screens for internal discussions.

- Paperless Workflow: We have implemented an efficient paperless workflow system, which allows us to store and manage documents electronically, reducing our reliance on physical paper.

- Reuse: In our bid to minimise paper consumption, we actively encourage our employees to reuse paper whenever possible. This includes using paper for notetaking during meetings and repurposing wastepaper as draft paper.

- Recycling: As one of our effort for conservation and protection towards our environment, 2.3 tons of waste cardboard and past due paper documents were sent for recycling in FY2022. Since moving towards full digitalisation of documentation, the Group generates minimal waste cardboard and paper documents and there was no accumulation of wastepaper requiring recycling in FY2023.

By adopting these measures, we aim to significantly reduce our paper consumption, promote responsible resource management, and continue our journey towards an eco-friendlier future.

Energy

At LifeBrandz, we are deeply committed to reducing our carbon footprint and conserving valuable energy resources. A crucial aspect of our sustainability efforts involves closely monitoring our electricity consumption across our operations. This vigilant monitoring ensures that we understand our baseline better to set realistic targets and use our energy resources efficiently, effectively, and responsibly.

In FY2023, our electricity consumption totaled 109,473 kilowatt hour ("**kWh**") (FY2022: 20,642 kWh). This notable rise is attributed primarily to our expansion from one outlet in FY2022 to four outlets, as well as the launch and operation of our central kitchen during FY2023.

In order to gauge our progress in energy efficiency, we calculate our electricity consumption (kWh) per square feet. For FY2023, the consumption per square feet was at 6.04 kWh (FY2022: 3.52 kWh). This increase was mainly due to additional outlets and increased operational demands during FY2023. Nonetheless, the Group will remain committed to minimising our energy usage per unit of space by implementing strategy to manage our electricity consumption.

Water

We recognise the importance of conserving water resources and consider a range of initiatives to reduce our water consumption. Similar to energy consumption, our commitment to sustainability drives our efforts to use water efficiently and responsibly. We take a proactive approach to monitor and manage our water consumption across our operations.

In FY2023, our total water consumption amounted to 961 m^3 (FY2022: 186 m^3) and our average water consumption per square feet is 0.05 m^3 (FY2022: 0.03 m^3). Likewise, to energy consumption, this rise is attributable primarily to our business expansion and increased operational demands during FY2023.

Similar to energy consumption, while our overall water consumption has increased due to our business growth and expanded operation, we remain committed to minimizing our water usage per unit of space. We actively seek sustainable solutions and employ best practices to reduce water waste and improve efficiency. Our target is to maintain or decrease our water consumption (m^3) per square feet in FY2024.

Sustainability Scorecard

In FY2023, the Group did not encounter any major issues in relation to the environment, with zero penalties or sanctions from regulatory authorities arising from environmental damage. Our goal is to maintain zero penalties or sanctions from regulatory authorities arising from environmental damage in the upcoming years and beyond.

However, due to our business expansion and increased in operational demands during this FY2023, the Group overall energy consumption and water consumption has increased, whilst the Group manage to limit the waste generation through utilising environmentally friendly packaging materials.

	FY2023	**FY2022**
No. of non-compliance with significant fines or sanction arising from environmental damage	0 (Target met)	0 (Target met)
Percentage of suppliers using environmentally friendly packaging*	82%	18%
Energy consumption per square feet*	6.04 kwh	3.52 kwh
Water consumption per square feet*	0.05 m^3	0.03 m^3

** FY2023 is the initial year that the Group has disclosed on the above metric. Accordingly, no FY2023 target has been previously set by the Group.*

For FY2024 TARGET: We aim to:

- maintain zero reported significant incidents of non-compliance with significant fines or sanction arising from environmental damage;
- maintain or increase the percentage of suppliers using environmental packaging; and
- maintain or decrease the energy and water consumption per square feet.

SOCIAL RESPONSIBILITY

Occupational Health and Safety

We view our workforce as an important asset to the Group and we believe the safety and well-being of our employees are our highest priority. Our approach to safety focuses on enforcing a strong safety culture which requires all members of our workforce to be leaders in creating a safe work environment. Accordingly, we place priority in maintaining a safety and security conscious culture amongst our employees of all levels.

We are pleased to report that there have not been any reportable work-related injuries in FY2023. We will continue to stress workplace safety and aim for zero workplace incident in the upcoming years and beyond.

We adhere to local health and safety regulations and our environment, health and safety policy guides us in promoting safety measures in our operational facilities.

Sustainability Scorecard

In FY2023, we are proud to report that we have achieved the target set last year and there have been zero workplace incident.

	FY2023	**FY2022**
No. of workplace incidents	0 (Target met)	0 (Target met)

For FY2024 TARGET: No workplace incident record in FY2024.

Customer Health and Safety

Our commitment to customer health and safety is at the heart of our operations. We understand the critical importance of providing safe, nutritious and enjoyable food and beverage products to our valued customers, and we uphold the highest standards to ensure their well-being.

Our approach focuses on the importance of food hygiene and safety, particularly on the preparation or handling of our food. Employees who are food handlers have attended the Food Safety Course conducted by Food Hygiene Training Provider approved by the Singapore Food Agency.

We will continue to ensure our customers' health and safety and ensure that there are no incidents of non-compliance with regulations related to food and healthy safety.

Sustainability Scorecard

	FY2023	FY2022
No. of non-compliance with regulations related to food and healthy safety*	0	0

** FY2023 is the initial year that the Group has disclosed on the above metric. Accordingly, no FY2023 target has been previously set by the Group.*

For FY2024 TARGET: No non-compliance on regulations related to food and health safety in FY2024.

Diversity and Fair Employment

We aim to provide a work environment for employees that fosters fairness, equality and respect for social and cultural diversity, regardless of their gender and age. Therefore, we are committed to the goals of diversity and fair employment practices by ensuring equal opportunities for recruitment, fair compensation, career progression and training opportunities, regardless of age, gender, race, religion, ethnicity or nationality.

We offer good career progression and competitive salary and benefit packages to our employees, including annual leave, sick leave, transportation and dental allowance, medical insurance, worker compensation insurance, paternity and maternity leaves for staff. The Group remains committed to ensuring that our full-time employees receive annual performance evaluations, designed to provide constructive feedback and opportunities for professional growth and development.

Sustainability Scorecard

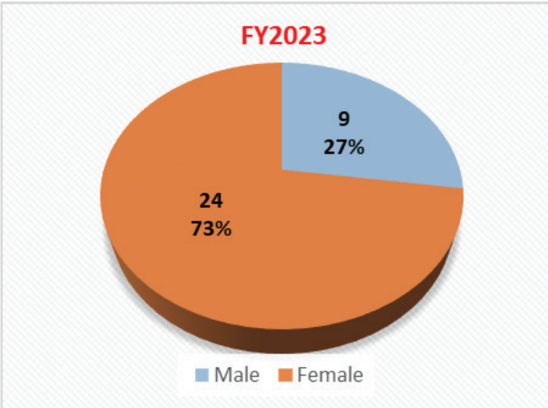
In FY2023, the Group did not encounter any discrimination incident of any kind and we aim to continue to maintain zero cases for FY2024.

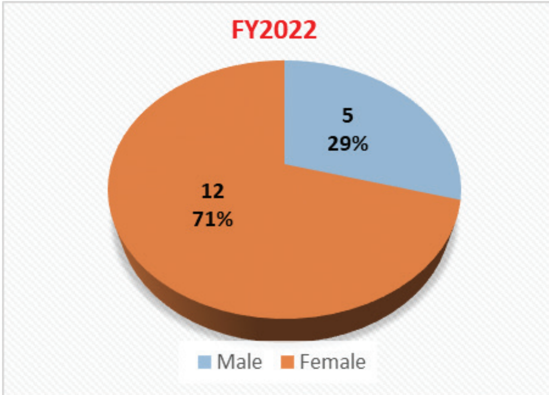
	FY2023	FY2022
No. of discrimination incidents	0 (Target met)	0 (Target met)

For FY2024 TARGET: No discrimination incidents in FY2024.

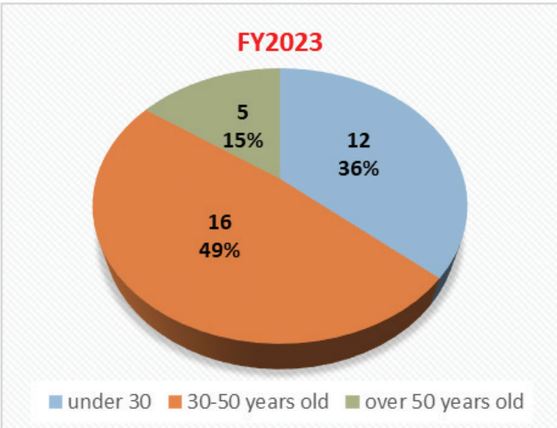
The total number of our employees as at 31 July 2023 is 33 (31 July 2022: 17), which consists of 25 permanent staff and 8 temporary staff (31 July 2022: 14 permanent staff and 3 temporary staff).

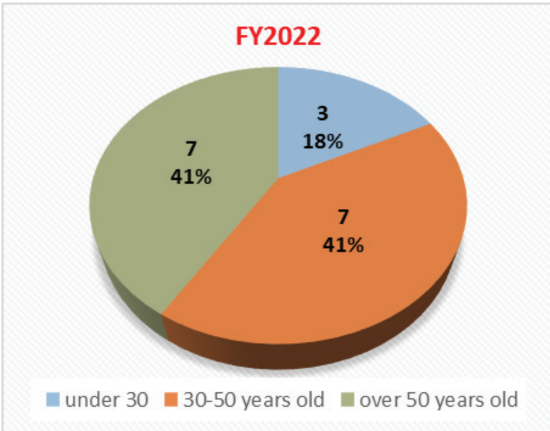
Headcount distribution by gender



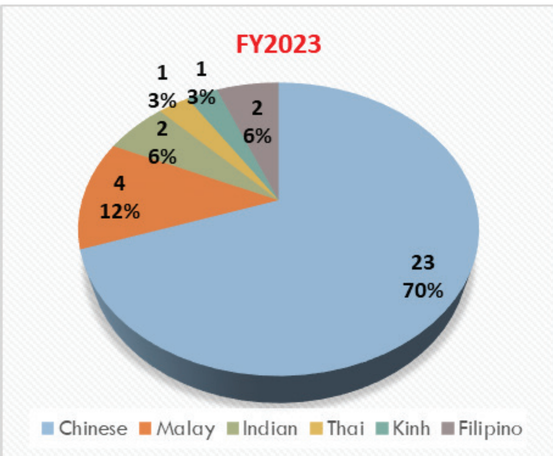


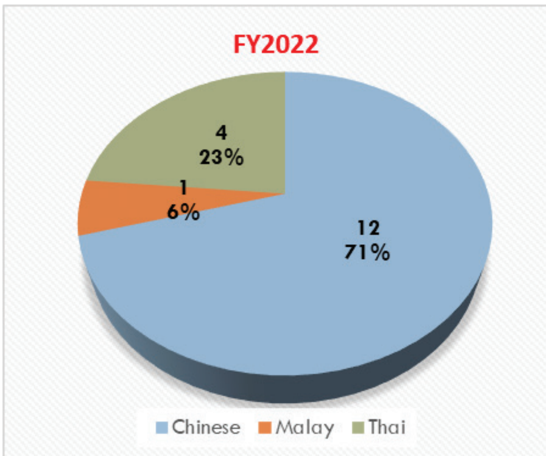
Headcount distribution by age





Headcount by ethnicity





Throughout the Group, our commitment to fostering diversity and inclusion remains unwavering. On gender diversity, in FY2023, the percentage of female to total of employees is 73% (FY2022: 71%). Due to the nature of our business, our workforce consists of female employees predominantly. We will continuously move towards a more balanced gender ratio.

In relation to age diversity, with the launch of the new SFK outlets, there was an influx of younger employees joining our workforce. Accordingly, the percentage of employees above 50 years old has reduced from 41% in FY2022 to 15% in FY2023. While the age distribution of our workforce has evolved, we remain committed to fostering an inclusive environment that values employees of all age group and will continuously promote a balance age demographic within the Group.

We also view diversity in the Board level as an essential element in supporting sustainable development. In FY2023, the composition of our Board includes 2 (FY2022: 2) female representations (or 40%), with one being the Executive Director and the other being an Independent Director.

For a comprehensive overview of our board diversity policy and nomination processes, please refer to the "Corporate Governance Report" section of the FY2023 Annual Report.

On ethnicity diversity, the percentage of Chinese employees in FY2023 is 70% (FY2022: 71%). We hired based on merit and do not tolerate any form of discrimination within the workplace. Every employee is valued and respected, regardless of their age, gender, race, religion, ethnicity or nationality. In addition, the Group welcomed employees from other ethnicity groups such as Indian, Kinh and Filipino during FY2023.

Compliance with Social and Economic Laws and Regulations

The Board and Management are fully aware of the need for regulatory compliance and has processes and procedures in place to avoid breaches and if cases do arise, then for an immediate corrective action to be taken. The Company strives and adheres to local laws and regulatory requirements in countries we operate in and also complies with the Group's policies and procedures.

Sustainability Scorecard

For FY2023, there were no incidents of fines or non-monetary sanctions for non-compliance with laws and regulations in the social and economic areas.

	FY2023	FY2022
No. of non-compliance with social and economic laws and regulations	0 (Target met)	0 (Target met)

For FY2024 TARGET: To ensure that any allegations received are promptly addressed and maintain zero incidents of non-compliance.

GOVERNANCE

Compliance with rules and regulations is paramount. LifeBrandz strictly adheres to the local laws and industry regulations relating to corporate governance, risk management, and code of conduct including anti-money laundering, anti-corruption, fraud and confidentiality.

Corporate Governance

We have enhanced our accountability and transparency by upholding high standards in business ethics and corporate governance in all areas of our operations, thus building stronger trust with our stakeholders. The Board and the Management are fully aware of the need for regulatory compliance and have put in place relevant processes and procedures to avoid breaches and if cases do arise, then for an immediate corrective action to be taken.

Our SOP establishes principles and practices with regard to matters which may have ethical implications. The SOP provides communicable and understandable guidelines for staff to observe in their dealings with customers, suppliers and amongst fellow colleagues.

Our policies and procedures include the following:

- Handbook on employees matters
- Investment processes
- Dealing with counterparties
- Cash management processes
- Business continuity and disaster recovery plan
- Board diversity plan

Preventing Bribery and Corruption

The Company has zero tolerance in respect of bribery and corruption in any form. This has been made clear to all our employees, major suppliers, and business partners. All employees are expected to discharge their duties with integrity, to act fairly and professionally, and to abstain from engaging in bribery or corruption activities or any activities, which might exploit their positions against the Group's interests.

Whistle-blowing reports can be reported verbally or in writing to the Audit Committee for any suspected misconduct with full details and supporting evidence at whistleblowing@lifebrandz.com. Depending on the nature of the concern raised or information provided, the investigation will be conducted, involving one or more of the following parties: (i) the Audit Committee; (ii) the external auditor of the Group; and (iii) the relevant regulators or authorities. The Group advocates a confidentiality mechanism to protect the whistle-blower against unfair dismissal or victimisation. Where criminality is suspected, a report is made to the relevant regulators or law enforcement authorities when the Audit Committee considers necessary.

Sustainability Scorecard

For FY2023, our Group had accomplished and met the target set in FY2022 to have zero reported incidents of bribery and corruption.

	FY2023	FY2022
No. of reported incidents of bribery and corruption	0 (Target met)	0 (Target met)

For FY2024 TARGET: We are committed to high standards of conduct and ethical behaviour in all our business activities and supporting a culture of compliance and good corporate governance with zero reported incidents of corruption in FY2024.

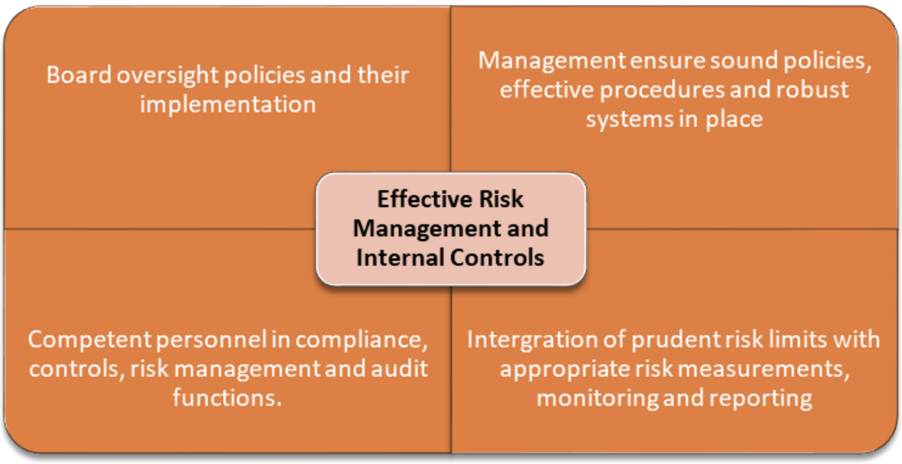
Risk Management

The Board recognises the importance of maintaining a sound system of risk management to safeguard the shareholders' interests and the Group's assets, and to manage risk. The risk management practice is intended to provide reasonable but not absolute assurance against material loss, to safeguard assets and also maintenance of proper accounting records, reliability of financial information, compliance with appropriate legislations, regulations, and identification and containment of business risks.

Our risk management practices have not changed from last year and cover both the operational risk associated with the firm and the risks (market, liquidity, credit and counterparty risks) inherent in the management of investment portfolios.

We view our risk management policies and procedures as dynamic in response to the evolution of our investment strategies, the development of our business and the innovation within financial markets and risk management tools. We will strive to improve our risk management capabilities and processes to stay abreast of market best practices. We believe that effective risk management is crucial to the long-term success of our business.

Our four cornerstones of effective risk management and sound internal controls:



More information on the Group's risk management and internal controls are disclosed in the "Corporate Governance Report" section of the FY2023 Annual Report.

SUSTAINABILITY REPORT

Regular Compliance Updates

The Group has continued, through its Company Secretary and Sponsor, updated the Board on relevant new laws and regulations affecting the Company. Through Board meetings and other meetings, both formal and informal, our Chairman and Directors have been exchanging views and opinions on the changing commercial and business risks faced by our Group.

In addition, the Directors and the Management are encouraged to attend seminar and receive training to improve themselves in the discharge of their respective duties and responsibilities. Changes to regulations and accounting standards are monitored closely by the Management. To keep pace with such regulatory changes, the Company provides opportunities for ongoing education and training on Board processes and best practices as well as updates on changes in legislation and financial reporting standards, regulations and guidelines from Catalist Rules that affect the Company and/or the Directors in discharging their duties. Such training costs are borne by the Company.

Sustainability Scorecard

For FY2023, there were no reported cases of regulatory non-compliance, and the Group will maintain strict compliance with applicable laws and regulations.

	FY2023	**FY2022**
No. of reported incidents of non-compliance	0 (Target met)	0 (Target met)

For FY2024 TARGET: We will continue to comply with the Code of Corporate Governance and meet all requirements that are expected of us by our stakeholders.

GRI CONTENT INDEX

Statement of use	LifeBrandz Ltd. has reported this information cited in this GRI Content Index for the year from 1 August 2022 to 31 July 2023 ("**FY2023**") with reference to the GRI Standards.
GRI 1 used	GRI 1: Foundation 2021
Applicable GRI Sector Standard(s)	Not applicable as a GRI sector standard is not available for our industry

GRI Standard	Disclosure	Page / Section References and Remarks
GRI 2: General Disclosures 2021	**ORGANISATIONAL DETAILS AND REPORTING PRACTICES**	
	2-1 Organisational details	SR: Corporate profile
	2-2 Entities included in the organisation's sustainability reporting	SR: Corporate profile and Board Statement
	2-3 Reporting period, frequency and contact point	SR: About this report
	2-4 Restatements of information	Not applicable as there are no restatement of information.
	2-5 External assurance	SR: About this report
	ACTIVITIES AND WORKERS	
	2-6 Activities, value chain and other business relationships	SR: Our Approach
	2-7 Employees	SR: Social Responsibility, Diversity and Fair Employment
	2-8 Workers who are not employees	Not applicable as all workers of the Group are employees of the Company.
	GOVERNANCE	
	2-9 Governance structure and composition	SR: Governance, AR: Corporate Governance Report
	2-10 Nomination and selection of the highest governance body	AR: Corporate Governance Report
	2-11 Chair of the highest governance body	AR: Corporate Governance Report
	2-12 Role of the highest governance body in overseeing the management of impacts	AR: Corporate Governance Report
	2-13 Delegation of responsibility for managing impacts	AR: Corporate Governance Report
	2-14 Role of the highest governance body in sustainability reporting	AR: Corporate Governance Report
	2-15 Conflicts of interest	AR: Corporate Governance Report
	2-16 Communication of critical concerns	SR: Governance, AR: Corporate Governance Report

SUSTAINABILITY REPORT

GRI Standard	Disclosure	Page / Section References and Remarks
GRI 2: General Disclosures 2021	2-17 Collective knowledge of the highest governance body	AR: Corporate Governance Report
	2-18 Evaluation of the performance of the highest governance body	AR: Corporate Governance Report
	2-19 Remuneration policies	AR: Corporate Governance Report
	2-20 Process to determine remuneration	AR: Corporate Governance Report
	2-21 Annual total compensation ratio	Unable to disclose due to confidentiality constraints.
	STRATEGIES, POLICIES AND PRACTICES	
	2-22 Statement on sustainable development strategy	SR: Board Statement
	2-23 Policy commitments	SR: Board Statement
	2-24 Embedding policy commitments	SR: Our Approach
	2-25 Processes to remediate negative impacts	SR: Our Approach
	2-26 Mechanisms for seeking advice and raising concerns	SR: Our Approach
	2-27 Compliance with laws and regulations	SR: Our Approach, SR: Governance
	2-28 Membership associations	Not applicable as the Group is currently not involved in any membership of associations.
	STAKEHOLDER ENGAGEMENT	
	2-29 Approach to stakeholder engagement	SR: Our Approach
	2-30 Collective bargaining agreements	Not applicable as none of the Group's employees are involved in any union organisations.
GRI 3: Material Topics 2021	3-1 Process to determine material topics	SR: Our Approach, Stakeholder Engagement and Materiality Assessment
	3-2 List of material topics	SR: Our Approach, Stakeholder Engagement and Materiality Assessment
	3-3 Management of material topics	SR: Our Approach, Stakeholder Engagement and Materiality Assessment
GRI 201: Economic Performance	201-1 Direct economic value generated and distributed	SR: Economic Sustainability, Economic Performance
	201-2 Financial implications and other risks and opportunities due to climate change	The Company will adopt the phased approach to report on climate-related disclosures.

SUSTAINABILITY REPORT

GRI Standard	Disclosure	Page / Section References and Remarks
GRI 205: Anti-corruption 2016	205-3 Confirmed incidents of corruption and actions taken	SR: Governance, Preventing Bribery and Corruption
GRI 302: Energy 2016	302-1 Energy consumption within the organisation	SR: Environmental Sustainability, Energy
	302-3 Energy intensity	SR: Environmental Sustainability, Energy
GRI 303: Water and Effluents 2018	303-5 Water consumption	SR: Environmental Sustainability, Water
GRI 306: Effluents And Waste 2020	306-2 Waste by type and disposal method	SR: Environmental Sustainability, Waste Management
GRI 401: Employment 2016	401-1 New employee hires and employee turnover	SR: Social Responsibility, Diversity and Fair Employment
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	SR: Social Responsibility, Diversity and Fair Employment
GRI 403: Occupational Health and Safety 2018	403-5 Worker training on occupational health and safety	SR: Social Responsibility, Occupational Health and Safety
	403-9 Work related injuries	SR: Social Responsibility, Occupational Health and Safety
GRI 405: Diversity and Equal Opportunity 2016	405-1 Diversity of governance bodies and employees	SR: Social Responsibility, Diversity and Fair Employment
GRI 406: Non-discrimination 2016	406-1 Incidents of discrimination and corrective actions taken	SR: Social Responsibility, Diversity and Fair Employment
GRI 416: Customer Health and Safety 2016	416-2 Incidents of non-compliance concerning the health and safety impacts of products and services	SR: Social Responsibility, Customer Health and Safety

TCFD CONTENT INDEX

TCFD Recommendations	*Disclosure*	*Section references*
Governance		
Describe the board's oversight of climate-related risks and opportunities.	The Board of Directors oversees the Group's overall sustainability practices and climate-related risks and opportunities and considers EESG and climate-related issues in the formulation of and approving overall long-term strategic objectives and directions. The Group has in place a Sustainability Steering Committee ("**Committee**") comprising of the Executive Chairman, COO and FC of the Group, reports to the Board for advice and guidance. Sustainability concerns with respect to the risks and opportunities of the Group will be brought to the attention of the Committee. The Committee will then assess the raised concern before raising its findings to the Board. The Board maintains efficient oversight over the Committee by reviewing and considering the relevance and adequate practices in place to address potential sustainability issues. The Board will also incorporate these findings when formulating strategies and policies to better manage the potential sustainability risks and opportunities that could possibly be encountered by the Group. This process helps to ensure all EESG and climate-related matters significant to the business are considered and adequately addressed.	• SR: Board Statement • SR: Sustainability Organisational Structure
Describe management's role in assessing and managing climate-related risks and opportunities.		SR: Sustainability Organisational Structure
Strategy		
Describe the climate- related risks and opportunities the organisation has identified over the short, medium, and long term.	LifeBrandz is adopting a phased approach towards managing climate-related risks. Identifying the impact on climate-related risks and opportunities on the Group's business, strategy, financial planning and scenario analysis will be carried out post-FY2023.	–
Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.		–
Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.		–

TCFD Recommendations	Disclosure	Section references
Risk Management		
Describe the organisation's processes for identifying and assessing climate-related risks.	LifeBrandz is adopting a phased approach towards managing climate-related risks. Identifying the impact on climate-related risks and opportunities on the Group's business, strategy, financial planning and scenario analysis will be carried out post- FY2023.	–
Describe the organisation's processes for managing climate-related risks.		–
Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.		–
Metrics and Targets		
Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	As part of LifeBrandz's annual sustainability reporting, we track metrics for energy consumption and water consumption.	• SR: Environmental Sustainability, Energy • SR: Environmental Sustainability, Water
Disclose Scope 1, Scope 2 and, if appropriate, Scope 3 GHG emissions, and the related risks.	We will review and develop and report our Scope 1, 2 post-FY2023 and 3 GHG emissions, as and when appropriate.	–
Describe the targets used by the organisation to manage climate-related risks and opportunities and performance against targets.	LifeBrandz is adopting a phased approach towards managing climate-related risks. Appropriate targets shall be analysed and set post-FY2023.	–

DIRECTORS' STATEMENT

The directors present their statement to the members together with the audited financial statements of LifeBrandz Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 July 2023.

1. Opinion of the directors

In the opinion of the directors,

(a) the consolidated financial statements of the Group and the statement of financial position and the statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 July 2023 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date; and

(b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The directors of the Company in office at the date of this statement are:

<u>Executive Chairman and Director</u>
Mark Leong Kei Wei (Appointed on 17 April 2023)

<u>Executive Director and Chief Operating Officer</u>
Ang Puak Huen

<u>Independent non-executive directors</u>
Lim Yit Keong
Wang Xiaolan
Alvin Joseph Nesakumar (Appointed on 19 June 2023)

3. Arrangements to enable directors to acquire shares and debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects were, or one of whose objects was, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate, except as disclosed in paragraphs 4, 5 and 6 below.

4. Directors' interests in shares or debentures

The directors of the Company holding office at the end of the financial year had no interest in the shares and debentures of the Company and its related corporations as recorded in the Register of Directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967 (the "Act").

5. Share options

There were no options granted during the financial year to subscribe for unissued shares of the Company or its subsidiaries.

No shares have been issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiaries.

There were no unissued shares of the Company or its subsidiaries under option at the end of the financial year.

6. **Warrants**

On 22 June 2021, the Company issued and allotted 515,085,057 free detachable warrants (the "Warrants") to its shareholders, each carrying the right to subscribe for one (1) new ordinary share at an exercise price of $0.010 per share. Each Warrant may be exercised at any time during the period commencing on and including the date of issue of the Warrants and expiring on the date immediately preceding third anniversary of the date of issue of the Warrants. The exercise price of the Warrants and the number of Warrants are fixed, subject to the terms and conditions set out in the Deed Poll. A total of 515,085,057 Warrants remains outstanding as of 31 July 2023.

7. **Audit Committee**

The Audit Committee of the Company comprises three non-executive directors and at the date of this statement, they are:

Lim Yit Keong (Chairman)
Wang Xiaolan
Alvin Joseph Nesakumar

The Audit Committee has convened four meetings during the financial year with key management and has met up once with the internal and external auditors of the Company without the presence of the management during the financial year.

The Audit Committee carried out its functions in accordance with Section 201B (5) of the Act, the SGX Listing Manual and the Code of Corporate Governance. In performing those functions, the Audit Committee reviewed:

(i) the audit plans and results of the external audit, including the evaluation of internal accounting controls and its cost effectiveness, and the independence and objectivity of the external auditors, including the review of the extent of non-audit services provided by the external auditors to the Group;

(ii) the audit plans of the internal auditors of the Group and their evaluation of the adequacy of the Group's system of internal accounting controls;

(iii) the Group's annual financial statements and the external auditors' report on the annual financial statements of the Group and of the Company before their submission to the board of directors;

(iv) the half-yearly and annual announcements as well as the related press releases on the results of the Group and financial position of the Group and of the Company;

(v) the adequacy and effectiveness of the Group's risk management processes;

(vi) the Group's compliance with legal requirements and regulations, including the related compliance policies and programmes and reports received from regulators, if any;

(vii) the interested person transactions in accordance with SGX listing rules;

(viii) the nomination of external auditors and gave approval of their compensation; and

(ix) the submission of report of actions and minutes of the Audit Committee to the board of directors with any recommendations as the audit committee deems appropriate.

DIRECTORS' STATEMENT

7. Audit Committee (Continued)

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the directors the nomination of Mazars LLP for re-appointment as external auditors of the Group at the forthcoming AGM of the Company.

8. Auditors

The auditors, Mazars LLP, have expressed their willingness to accept re-appointment.

On behalf of the Board of Directors,

Mark Leong Kei Wei
Director

Ang Puak Huen
Director

Singapore
1 November 2023

INDEPENDENT AUDITORS' REPORT

To the members of LifeBrandz Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of LifeBrandz Ltd. (the "Company") and its subsidiaries (the "Group") which comprise the statements of financial position of the Group and of the Company as at 31 July 2023, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group for the financial year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the financial position of the Group and of the Company as at 31 July 2023 and of the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditors' responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* (the "ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Overview

Audit Approach

We designed a risk-based audit approach in identifying and assessing the risks of material misstatement at both the financial statement and assertion levels.

Materiality

As in all our audits, we exercised our professional judgment in determining our materiality, which was also affected by our perception of the financial information needs of the users of the financial statements, being the magnitude of misstatement in the financial statements that makes it probable for a reasonably knowledgeable person to change or be influenced in his economic decision.

Scope of audit

For the audit of the current financial year's financial statements, we identified 4 significant components which required a full scope audit of their financial information, either because of their size or/and their risk characteristics.

These significant components were audited by us and other Mazars offices as component auditors under our instructions. We determined the component materiality and our level of involvement in their audit necessary for us, in our professional judgement, to obtain sufficient appropriate audit evidence as a basis for our opinion on the Group's financial statements as a whole.

Area of focus

We focused our resources and effort on areas which were assessed to have higher risks of material misstatement, including areas which involve significant judgments and estimates to be made by directors.

INDEPENDENT AUDITORS' REPORT

To the members of LifeBrandz Ltd.

Report on the Audit of the Financial Statements (Continued)

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current financial year. These matters include the aforementioned salient areas of focus in our audit and do not represent all the risks identified by our audit. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Other information

Management is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and the independent auditors' report thereon, which we obtained prior to the date of this report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on the Audit of the Financial Statements (Continued)

Auditors' Responsibilities for the Audit of the Financial Statements (Continued)

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current financial year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

INDEPENDENT AUDITORS' REPORT

To the members of LifeBrandz Ltd.

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by the subsidiary entities incorporated in Singapore of which we are auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Zhang Liang.

MAZARS LLP
Public Accountants and
Chartered Accountants

Singapore
1 November 2023

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the financial year ended 31 July 2023

		Group	
	Note	2023	2022
		$'000	$'000
Revenue	4	1,467	220
Other operating income	5	156	135
Expenses			
Inventories and consumables used	15	(574)	(60)
Depreciation		(336)	(45)
Employee benefits	6	(1,573)	(834)
Finance cost		(24)	(3)
Advertising, media and entertainment		(43)	(5)
Lease expenses		(137)	(29)
Transportation		(34)	(2)
Legal and professional fees	7	(362)	(312)
Other operating expenses	8	(395)	(155)
Loss before income tax		(1,855)	(1,090)
Income tax	9	–	7
Loss for the financial year		(1,855)	(1,083)
Other comprehensive income/(loss)			
Item that may be reclassified subsequently to profit or loss, net of taxation			
Exchange differences on translating foreign operations		30	(34)
Total comprehensive loss for the financial year		(1,825)	(1,117)
Loss for the financial year attributable to:			
Owners of the Company		(1,620)	(1,052)
Non-controlling interest		(235)	(31)
Loss for the financial year		(1,855)	(1,083)
Total comprehensive loss for the financial year attributable to:			
Owners of the Company		(1,590)	(1,086)
Non-controlling interest		(235)	(31)
Total comprehensive loss for the financial year		(1,825)	(1,117)
Loss per share attributable to owners of the Company (Cents)			
Basic and diluted	10	(0.08)	(0.05)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF FINANCIAL POSITION

As at 31 July 2023

		Group		Company	
	Note	2023	2022	2023	2022
		$'000	$'000	$'000	$'000
ASSETS					
Non-current assets					
Property, plant and equipment	11	680	70	1	3
Goodwill	12	19	19	–	–
Investments in subsidiaries	13	–	–	*	*
Convertible loans receivable	14	–	–	686	144
Total non-current assets		699	89	687	147
Current assets					
Inventories	15	8	6	–	–
Trade and other receivables	16	448	270	553	138
Cash and cash equivalents	17	645	2,872	500	2,662
Total current assets		1,101	3,148	1,053	2,800
Total assets		1,800	3,237	1,740	2,947
EQUITY AND LIABILITIES					
Equity					
Share capital	18	69,950	69,950	69,950	69,950
Foreign currency translation reserve	19	(47)	(77)	–	–
Accumulated losses		(69,013)	(67,393)	(68,624)	(67,485)
Equity attributable to owners of the Company		890	2,480	1,326	2,465
Non-controlling interest		(233)	2	–	–
Total equity		657	2,482	1,326	2,465
Non-current liability					
Lease liabilities	21	224	–	–	–
Current liabilities					
Trade and other payables	20	729	702	414	482
Lease liabilities	21	190	53	–	–
Total current liabilities		919	755	414	482
Total liabilities		1,143	755	414	482
Total equity and liabilities		1,800	3,237	1,740	2,947

* *Denotes amount less than $1,000*

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 July 2023

Group	Attributable to owners of the Company					
	Share capital	Foreign currency translation reserve	Accumulated losses	Total	Non-controlling interest	Total equity
	$'000	**$'000**	**$'000**	**$'000**	**$'000**	**$'000**
At 1 August 2021	69,950	(43)	(66,325)	3,582	–	3,582
Change in interests in a subsidiary without loss of control	–	–	(16)	(16)	33	17
	–	–	(16)	(16)	33	17
Loss for the financial year	–	–	(1,052)	(1,052)	(31)	(1,083)
Other comprehensive loss:						
Exchange differences on translating foreign operations	–	(34)	–	(34)	–	(34)
Total comprehensive loss for the financial year	–	(34)	(1,052)	(1,086)	(31)	(1,117)
At 31 July 2022	69,950	(77)	(67,393)	2,480	2	2,482
Loss for the financial year	–	–	(1,620)	(1,620)	(235)	(1,855)
Other comprehensive loss:						
Exchange differences on translating foreign operations	–	30	–	30	–	30
Total comprehensive income/(loss) for the financial year	–	30	(1,620)	(1,590)	(235)	(1,825)
At 31 July 2023	69,950	(47)	(69,013)	890	(233)	657

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 July 2023

Company	**Share capital**	**Accumulated losses**	**Total**
	$'000	**$'000**	**$'000**
At 1 August 2021	69,950	(66,260)	3,690
Loss for the year, representing total comprehensive loss for the financial year	–	(1,225)	(1,225)
At 31 July 2022	69,950	(67,485)	2,465
Loss for the year, representing total comprehensive loss for the financial year	–	(1,139)	(1,139)
At 31 July 2023	69,950	(68,624)	1,326

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

For the financial year ended 31 July 2023

	Note	2023 $'000	2022 $'000
Operating activities			
Loss before income tax		(1,855)	(1,090)
Adjustments for:			
- Depreciation of property, plant and equipment	11	336	45
- Interest expense		24	3
Operating cash flows before changes in working capital		(1,495)	(1,042)
Movement in working capital			
Inventories		(2)	(4)
Trade and other receivables		(178)	(129)
Trade and other payables		(4)	(83)
Cash flows used in operations		(1,679)	(1,258)
Income tax refunded		–	7
Net cash flows used in operating activities		(1,679)	(1,251)
Investing activities			
Cash inflow on acquisition of a subsidiary	13	–	46
Purchase of plant and equipment		(345)	(32)
Exchange realignment		1	5
Net cash flows (used in)/generated from investing activities		(344)	19
Financing activities			
Amounts due to related parties		–	(274)
Repayment of lease liabilities	21	(234)	(43)
Exchange realignment		30	(33)
Net cash flows used in financing activities		(204)	(350)
Net decrease in cash and cash equivalents		(2,227)	(1,582)
Cash and cash equivalents at beginning of financial year		2,872	4,454
Cash and cash equivalents at end of financial year	17	645	2,872

Reconciliation of liabilities arising from financing activities:

	At beginning of financial year $'000	Cashflow $'000	Non-cash movements: Interest expense $'000	Non-cash movements: Additions $'000	Non-cash movements: Acquisition of a subsidiary $'000	At end of financial year $'000
2023						
Liability						
Lease liabilities	53	(234)	24	571	–	414
2022						
Liabilities						
Amounts due to related parties	274	(274)	–	–	–	–
Lease liabilities	–	(43)	3	–	93	53

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 July 2023

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General

LifeBrandz Ltd. (the "Company") (Registration Number 200311348E) is a limited liability company incorporated and domiciled in Singapore and is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST").

The registered office and principal place of business of the Company is located at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

The principal activity of the Company is that of investment holding. The principal activities of the subsidiaries are disclosed in Note 13 to the financial statements.

The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 July 2023 were authorised for issue by the Board of Directors on the date of Directors' Statement.

2. Summary of significant accounting policies

2.1 Basis of preparation

The financial statements of the Group and the statement of financial position of the Company have been drawn up in accordance with the provisions of the Singapore Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") including related Interpretations of SFRS(I) ("SFRS(I) INT") and are prepared on the historical cost basis, except as disclosed in the accounting policies below.

The individual financial statements of each Group entity are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position and statement of changes in equity of the Company are presented in Singapore dollar ("$") which is also the functional currency of the Company, and all values presented are rounded to the nearest thousand ("$'000"), unless otherwise indicated.

For the financial year ended 31 July 2023, the Group incurred net losses of $1,855,000 and net operating cash outflow of $1,679,000 respectively.

The directors are of the view that, based on the Group's forecasted operational cashflows and undertaking of controlling shareholder to provide continuing support, whilst continuously exploring other opportunities to grow its business as well as fundraising opportunities to strengthen the Group's financial position, the use of going concern basis in preparation of the Group's financial statements is appropriate.

In the current financial year, the Group has adopted all the new and revised SFRS(I)s and SFRS(I) INT that are relevant to its operations and effective for annual periods beginning on or after 1 August 2022. The adoption of these new/revised SFRS(I)s and SFRS(I) INT did not result in changes to the Group's accounting policies and had no material effect on the current or prior year's financial statements and is not expected to have a material effect on future periods.

2. Summary of significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

SFRS(I) and SFRS(I) INT issued but not yet effective:

At the date of authorisation of these financial statements, the following SFRS(I) and SFRS(I) INT that are relevant to the Group were issued but not yet effective:

SFRS(I)	Title	Effective date (annual periods beginning on or after)
SFRS(I) 1-1	Amendments to SFRS(I) 1-1: *Classification of Liabilities as Current or Non-current*	1 January 2024
SFRS(I) 10, SFRS (I) 1-28	Amendments to SFRS(I) 10 and SFRS (I) 1-28: *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture*	To be determined
SFRS(I) 1-8	Amendments to SFRS(I) 1-8: *Definition of Accounting Estimates*	1 January 2023
SFRS(I) 1-12, SFRS(I) 1	Amendments to SFRS(I) 1-12: *Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction*	1 January 2023
SFRS(I) 1-16	Amendments to SFRS(I) 16: *Lease Liability in a Sale and Leaseback*	1 January 2024
SFRS(I) 1-7, SFRS(I) 7	Amendments to SFRS(I) 1-7 and SFRS(I) 7: *Supplier Finance Arrangements*	1 January 2024
SFRS(I) 1-21, SFRS(I) 1	Amendments to SFRS(I) 1-21: *Lack of Exchangeability*	1 January 2025
Various	Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2: *Disclosure of Accounting Policies*	1 January 2023
Various	Amendments to SFRS(I) 1-1: *Non-current Liabilities with Covenants*	1 January 2024

Consequential amendments were also made to various standards as a result of these new/revised standards.

The Group does not intend to early adopt any of the above new/revised standards, interpretations and amendments to the existing standards. Management anticipates that the adoption of the aforementioned revised/new standards will not have a material impact on the financial statements of the Group and Company in the period of their initial adoption.

2.2 Basis of consolidation

The financial statements of the Group comprise the financial statements of the Company and its subsidiaries. Subsidiaries are entities (including structured entities) (i) over which the Group has power and the Group is (ii) able to use such power to (iii) affect its exposure, or rights, to variable returns from then through its involvement with them.

The Group reassesses whether it controls the subsidiaries if facts and circumstance indicate that there are changes to the one or more of the three elements of control.

2. Summary of significant accounting policies (Continued)

2.2 Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it still has power over the investee when the voting rights are sufficient, after considering all relevant facts and circumstances, to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers, among others, the extent of its voting rights relative to the size and dispersion of holdings of the other vote holders, currently exercisable substantive potential voting rights held by all parties, rights arising from contractual arrangements and voting patterns at previous shareholders' meetings.

Subsidiaries are consolidated from the date on which control is transferred to the Group up to the effective date on which control ceases, as appropriate.

Intra-group assets and liabilities, equity, income, expenses and cashflows relating to intragroup transactions are eliminated on consolidation.

The financial statements of the subsidiaries used in the preparation of the financial statements are prepared for the same reporting date as that of the Company. Where necessary, accounting policies of subsidiaries have been changed to ensure consistency with the policies adopted by the Group.

Non-controlling interests are identified separately from the Group's equity therein. On an acquisition-by-acquisition basis, non-controlling interests may be initially measured either at fair value or at their proportionate share of the fair value of the acquiree's identifiable net assets. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Losses in the subsidiary are attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions. Any differences between the amount by which the non-controlling interests are adjusted to reflect the changes in the relative interests in the subsidiary and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Company.

When the Group loses control over a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to accumulated profits) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 *Financial Instruments* ("SFRS(I) 9") or, when applicable, the cost on initial recognition of an investment in an associate or jointly controlled entity.

Investments in subsidiaries are carried at cost less any impairment loss that has been recognised in profit or loss in the Company's separate financial statements.

2. Summary of significant accounting policies (Continued)

2.3 Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The cost of the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. For each business combination, the Group determines whether to measure the non-controlling interests in the acquiree at fair value or at proportionate share in the recognised amounts of the acquiree's identifiable net assets. Acquisition-related costs are recognised in profit or loss as incurred and included in administrative expenses.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 *Business Combinations* ("SFRS(I) 3") are recognised at their fair values at the acquisition date, except for non-current assets (or disposal groups) that are classified as held-for-sale in accordance with SFRS(I) 5 *Non-Current Assets Held for Sale and Discontinued Operations* ("SFRS(I) 5"), which are recognised and measured at the lower of cost and fair value less costs to sell.

The Group recognises any contingent consideration to be transferred for the acquiree at the fair value on the acquisition date. Contingent consideration classified as equity is not remeasured and its subsequent settlement shall be accounted for within equity. Contingent consideration classified as an asset or liability that is a financial instrument and within the scope of SFRS(I) 9, is measured at fair value with the changes in fair value recognised in the statement of profit or loss in accordance with SFRS(I) 9. Other contingent consideration that is not within the scope of SFRS(I) 9 is measured at fair value at each reporting date with changes in fair value recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are re-measured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed off.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 are recognised at their fair value at the acquisition date, except that:

– deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with SFRS(I) 1-12 *Income Taxes* ("SFRS(I) 1-12") and SFRS(I) 1-19 *Employee Benefits* ("SFRS(I) 1-19") respectively;

– liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with SFRS(I) 2 *Share-based Payment* ("SFRS(I) 2"); and

– assets (or disposal groups) that are classified as held for sale in accordance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date, and is subject to a maximum of one year.

Goodwill arising on acquisition is recognised as an asset at the acquisition date and is initially measured at cost, being the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer previously held equity interest (if any) in the entity over net acquisition-date fair value amounts of the identifiable assets acquired and the liabilities assumed.

2. Summary of significant accounting policies (Continued)

2.3 Business combinations (Continued)

If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGU") expected to benefit from the synergies of the combination. CGU to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than the carrying amount of the unit (including the goodwill), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The attributable amount of goodwill is included in the determination of gain or loss on disposal of the subsidiary.

2.4 Revenue recognition

The Group is principally in the business of food and beverages. Revenue from contracts with its customers is recognised when or as the Group satisfies a performance obligation by transferring a promised good or service generated in the ordinary course of the Group's activities to its customer, at a transaction price that reflects the consideration the Group expects to be entitled in exchange for the goods or service and that is allocated to that performance obligation. The goods or service is transferred when or as the customer obtains control of the goods or service. Revenue is presented net of rebates, discounts and sales relates taxes.

Food and beverages revenue

Revenue comprises the fair value of the consideration received or receivable for the sale of food and beverages in the ordinary course of the Group's activities and recognised at a point in time upon delivery and acceptance by customers.

2.5 Borrowing costs

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

2.6 Retirement benefit costs

Payments to defined contribution retirement benefit plans are charged as an expense as they fall due. Payments made to state-managed retirement benefit schemes, such as the Singapore Central Provident Fund, are dealt with as payments to defined contribution plans where the Group's obligations under the plans are equivalent to those arising in a defined contribution retirement benefit plan.

2.7 Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the financial year.

2. Summary of significant accounting policies (Continued)

2.8 Income tax

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the financial year. Taxable profit differs from profit as reported profit or loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are not taxable or tax deductible. The Group's liability for current tax is calculated using tax rates (and tax laws) that have been enacted or substantively enacted in countries where the Company and its subsidiaries operate by the end of the financial year.

Deferred tax is recognised on the differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised on taxable temporary differences arising on investment in subsidiaries, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

A deferred income tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each financial year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised based on the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the financial year and based on the tax consequence that will follow from the manner in which the Group expects, at the end of the financial year, to recover or settle the carrying amounts of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items credited or debited directly to equity, in which case the tax is also recognised directly in equity, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

Revenue, expenses and assets are recognised net of the amount of sales tax except:

- when the sales tax that is incurred on purchases is not recoverable from the tax authorities, in which case the sales tax is recognised as part of cost of acquisition of the asset or as part of the expense item as applicable; and

- receivables and payables that are stated with the amount of sales tax included.

2. Summary of significant accounting policies (Continued)

2.9 Foreign currency transactions and translation

Foreign currency transactions are translated into the individual entities' respective functional currencies at the exchange rates prevailing on the date of the transaction. At the end of each financial year, monetary items denominated in foreign currencies are retranslated at the rates prevailing as of the end of the financial year. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in profit or loss for the year. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the year except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in other comprehensive income.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollars using exchange rates prevailing at the end of the financial year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as equity and transferred to the Group's translation reserve. Such translation differences are recognised in profit or loss in the period in which the foreign operation is disposed off.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the foreign currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

2.10 Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any accumulated impairment losses. The cost of property, plant and equipment includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost of plant and equipment if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Subsequent expenditure relating to property, plant and equipment is added to the carrying amount of the asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

2. Summary of significant accounting policies (Continued)

2.10 Property, plant and equipment (Continued)

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Computer equipment	3 years
Office and operating equipment	3 years
Furniture and fixtures	3 years
Plant and equipment	3 years
Leasehold improvement and renovation	3 - 10 years

For right-of-use assets for which ownership of the underlying asset is not transferred to the Group by the end of the lease term, depreciation is charged over the lease term, using the straight-line method. The lease periods are disclosed in Note 21.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The estimated useful lives, residual values and depreciation methods are reviewed, and adjusted as appropriate, at the end of each financial year.

The gain or loss, being the difference between the sales proceeds and the carrying amount of the asset, arising on disposal or retirement of an item of property, plant and equipment is recognised in profit or loss.

Fully depreciated property, plant and equipment are retained in the financial statements until they are no longer in use.

2.11 Intangible assets

Goodwill on acquisition

Goodwill represents the excess of the cost of an acquisition over the net fair value of the Group's interest in the identifiable assets, liabilities and contingent liabilities of the subsidiary carried at the date of acquisition. Goodwill is at cost less any accumulated impairment losses.

For the purpose of impairment testing, goodwill is allocated to each of the Group's CGUs expected to benefit from the synergies of the combination. CGUs to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the CGU is less than the carrying amount of the unit (including the goodwill), the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

The attributable amount of goodwill is included in the determination of gain or loss on disposal of the subsidiary.

2. Summary of significant accounting policies (Continued)

2.12 Impairment of tangible and intangible assets excluding goodwill

The Group reviews the carrying amounts of its tangible and intangible assets as at each reporting date to assess for any indication of impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the CGU to which the asset belongs.

Irrespective of whether there is any indication of impairment, the Group also tests its intangible assets with indefinite useful lives and intangible assets not yet available for use for impairment annually by comparing their respective carrying amounts with their corresponding recoverable amounts.

The recoverable amount of an asset or CGU is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

An impairment loss for the amount by which the asset's carrying amount exceeds the recoverable amount is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

2.13 Financial instruments

The Group recognises a financial asset or a financial liability in its statement of financial position when, and only when, the Company becomes party to the contractual provisions of the instrument.

<u>Financial assets</u>

<u>Initial recognition and measurement</u>

With the exception of trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient, all financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss ("FVTPL"), which are initially measured at fair value. Such trade receivables that do not contain a significant financing component or for which the Group applies a practical expedient are measured at transaction price as defined in SFRS(I) 15 *Revenue from Contracts with Customers* ("SFRS(I) 15") in Note 2.4.

The classification of the financial assets at initial recognition as subsequently measured at amortised cost, fair value through other comprehensive income ("FVTOCI") and fair value through profit or loss ("FVTPL") depends on the Group's business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

The Group's business model refers to how the Group manages its financial assets in order to generate cash flows which determines whether cash flows will result from collecting contractual cash flows, selling financial assets or both.

The Group determines whether the asset's contractual cash flows are solely payments of principal and interest ("SPPI") on the principal amount outstanding to determine the classification of the financial assets.

2. Summary of significant accounting policies (Continued)

2.13 Financial instruments (Continued)

Financial assets (Continued)

Financial assets at amortised cost

A financial asset is subsequently measured at amortised cost if the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Subsequent to initial recognition, the financial asset at amortised cost are measured using the effective interest method and is subject to impairment. Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and allocating the interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments (including all fees on points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial instrument, or where appropriate, a shorter period, to the net carrying amount of the financial instrument. Income and expense are recognised on an effective interest basis for debt instruments other than those financial instruments at FVTPL.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

Financial assets at FVTPL

A financial asset is subsequently measured at FVTPL if the financial asset is a financial asset held for trading, is not measured at amortised cost or at FVTOCI, or is irrevocably elected at initial recognition to be designated FVTPL if, by designating the financial asset as FVTPL, eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. Financial assets at FVTPL include convertible loans receivable.

Gains or losses are recognised in profit or loss.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on financial assets measured at amortised cost. At each reporting date, the Group assesses whether the credit risk on a financial asset has increased significantly since initial recognition by assessing the change in the risk of a default occurring over the expected life of the financial instrument. Where the financial asset is determined to have low credit risk at the reporting date, the Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition.

The Group uses reasonable and supportable forward-looking information that is available without undue cost or effort as well as past due information when determining whether credit risk has decreased significantly since initial recognition.

Where the credit risk on that financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime ECL. Where the credit risk on that financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

2. Summary of significant accounting policies (Continued)

2.13 Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The Group applies the simplified approach to recognise the ECL for trade receivables and contract assets, which is to measure the loss allowance at an amount equal to lifetime ECL. As a practical expedient, the Group uses an allowance matrix derived based on historical credit loss experience adjusted for current conditions and forecasts of future economic conditions for measuring ECL.

While they are not financial assets, contract assets arising from the Group's contracts with customers under SFRS(I) 15 are assessed for impairment in accordance with SFRS(I) 9, similar to that of trade receivables.

The amount of ECL or reversal thereof that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised in profit or loss.

The Group directly reduces the gross carrying amount of a financial asset when the entity has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof.

For details on the Group's accounting policy for its impairment of financial assets, refer to Note 24.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership of the financial asset and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds receivables.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Ordinary share capital

Ordinary share capital is classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognised as a deduction from equity.

2. Summary of significant accounting policies (Continued)

2.13 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Financial liabilities

Initial recognition and measurement

All financial liabilities are initially measured at fair value, minus transaction costs, except for those financial liabilities classified as at fair value through profit or loss, which are initially measured at fair value.

Financial liabilities are classified as either financial liabilities at FVTPL or other financial liabilities.

Financial liabilities are classified as at FVTPL if the financial liability is either held for trading or it is designated as such upon initial recognition. Financial liabilities classified as at FVTPL comprise derivatives that are not designated or do not qualify for hedge accounting.

Other financial liabilities

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, where applicable, using the effective interest method, with interest expense recognised on an effective yield basis. A gain or loss is recognised in profit or loss when the liability is derecognised and through the amortisation process.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire.

Offsetting of financial instruments

A financial asset and a financial liability shall be offset and the net amount presented in the statements of financial position when and only when, an entity:

(a) currently has a legally enforceable right to set off the recognised amounts; and

(b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2.14 Inventories

Inventories are stated at the lower of cost and net realisable value. Costs comprise purchase costs of raw materials of food and other consumables and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the first in first out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

2.15 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits with financial institutions, and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.

2. Summary of significant accounting policies (Continued)

2.16 Leases

At inception of a contract, the Group assessed whether the contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Where a contract contains more than one lease component, the Group allocates the consideration in the contract to each lease component on the basis of the relative standalone price of the lease component. Where the contract contains non-lease components, the Group applied the practical expedient to not to separate non-lease components from lease components, and instead account for each lease component and any associated non-lease components as a single lease component.

The Group recognises a right-of-use asset and lease liability at the lease commencement date for all lease arrangement for which the Group is the lessee, except for leases which have lease term of 12 months or less and leases of low value assets for which the Group applied the recognition exemption allowed under SFRS(I) 16 *Leases* ("SFRS(I) 16"). For these leases, the Group recognises the lease payment as an operating expense on a straight-line basis over the term of the lease.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. When the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option, the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. The right-of-use asset is also reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability, where applicable.

Right-of-use assets are presented within "property, plant and equipment".

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate.

The Group generally uses the incremental borrowing rate as the discount rate. To determine the incremental borrowing rate, the Group obtains a reference rate and makes certain adjustments to reflect the terms of the lease and the asset leased.

The lease payments included in the measurement of the lease liability comprise the following:

– fixed payments, including in-substance fixed payments less any lease incentive receivable,

– variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date,

– amounts expected to be payable under a residual value guarantee,

– the exercise price under a purchase option that the Group is reasonably certain to exercise, and

– payments of penalties for terminating the lease if the Group is reasonably certain to terminate early and lease payments for an optional renewal period if the Group is reasonably certain to exercise an extension option.

2. Summary of significant accounting policies (Continued)

2.16 Leases (Continued)

The lease liability is measured at amortised cost using the effective interest method. The Group remeasures the lease liability when there is a change in the lease term due to a change in assessment of whether it will exercise a termination or extension or purchase option or due to a change in future lease payment resulting from a change in an index or a rate used to determine those payment.

Where there is a remeasurement of the lease liability, a corresponding adjustment is made to the right-of-use asset or in profit or loss where there is a further reduction in the measurement of the lease liability and the carrying amount of the right-of-use asset is reduced to zero.

2.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the financial year, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows, which is discounted using a pre-tax discount rate.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss as they arise.

A provision is recognised for onerous contracts when the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it and is measured at the lower of the cost of fulfilling it and any expected cost of terminating it. In determining the cost of fulfilling the contract, the Group includes both the incremental costs and an allocation of other costs that relate directly to fulfilling contracts. Before a separate provision for an onerous contract is established, the Group recognises any impairment loss that has occurred on assets used in fulfilling the contract.

2.18 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Where the grant relates to an expense, the grant is recognised as income in profit or loss on a systematic basis over the periods in which the related costs, for which the grants are intended to compensate, is expensed. Where the grant relates to an asset, the grant is recognised as deferred capital grant on the statement of financial position and is amortised to profit or loss over the expected useful life of the relevant asset by equal annual instalment.

2. Summary of significant accounting policies (Continued)

2.19 Contingencies

A contingent liability is:

(i) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or

(ii) a present obligation that arises from past events but is not recognised because:

(a) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or

(b) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingencies are not recognised on the statement of financial position of the Group, except for contingent liabilities assumed in a business combination that are present obligations and which the fair value can be reliably determined.

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the group of executive directors and the chief executive officer who make strategic decisions.

3. Critical accounting judgements and key sources of estimation uncertainty

The Group made judgements, estimates and assumptions about the carrying amounts of assets and liabilities that were not readily apparent from other sources in the application of the Group's accounting policies. Estimates and judgements are continually evaluated and are based on historical experience and other factors that are considered to be reasonable under the circumstances. Actual results may differ from the estimates.

3.1 Critical judgements made in applying the Group's accounting policies

Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the respective entities in the Group, judgement is required to determine the currency that mainly influences sales prices of goods and services and of the country whose competitive forces and regulations mainly determines the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on the local management's assessment of the economic environment in which the respective entities operate and the respective entities' process of determining sales prices.

3. Critical accounting judgements and key sources of estimation uncertainty (Continued)

3.2 Key sources of estimation uncertainty

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Impairment of investments in subsidiaries and amounts due from subsidiaries

At the end of each financial year, an assessment is made on whether there are indicators that the Company's investments and amounts due from subsidiaries are impaired. Where applicable, the Company's assessments are based on expected credit loss with reference to SFRS(I) 9 and the estimation of the value in use of the assets defined in SFRS(I) 36 *Impairment of Assets* ("SFRS(I) 36"). The Company's carrying amount of investments in subsidiaries and amounts due from subsidiaries as at 31 July 2023 were disclosed in Notes 13 and 16 respectively.

Impairment of goodwill

The Group tests goodwill for impairment at least on an annual basis. Determining whether goodwill is impaired requires an estimation of the value-in-use of the CGU to which goodwill has been allocated. The value-in-use calculation requires the entity to estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. The carrying amount of the Group's goodwill on consolidation as at 31 July 2023 was $19,000 (2022: $19,000) (Note 12).

Depreciation of property, plant and equipment

The Group depreciates the property, plant and equipment and investment properties over their estimated useful lives after taking into account of their estimated residual values. The estimated useful life reflects management's estimate of the period that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment and investment properties. The residual value reflects management's estimated amount that the Group would currently obtain from the disposal of the asset, after deducting the estimated costs of disposal, as if the asset was already of the age and in the condition expected at the end of its useful life. Changes in the expected level of usage and technological developments could affect the economics, useful lives and the residual values of these assets which could then consequentially impact future depreciation charges. The carrying amounts of the Group's property, plant and equipment at 31 July 2023 were $680,000 (2022: $70,000) (Note 11).

Impairment of property, plant and equipment

Property, plant and equipment and right-of-use assets are reviewed for impairment losses whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable.

Impairment loss is recognized for the amount by which the carrying amount of the asset exceed its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest level for which there is separately identifiable cash flow (its cash generating unit or "CGU"). The recoverable amount of property, plant and equipment and right-of-use assets are determined based on value-in-use. The value-in-use calculation requires management to estimate future cash flows expected to arise from the assets or CGUs and a suitable discount rate in order to calculate the present value of those cash flows. No impairment loss was recognised for the year ended 31 July 2023 and 2022.

3. Critical accounting judgements and key sources of estimation uncertainty (Continued)

3.2 Key sources of estimation uncertainty (Continued)

Measurement of ECL of trade and other receivables

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's history, existing market conditions as well as forward looking estimates at the end of each reporting year. The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The expected loss allowances on the trade and other receivables of the Group and of the Company as at 31 July 2023 are $Nil and $6,294,000 (2022: $Nil and $6,040,000) (Note 16) respectively.

Fair value of convertible loans receivable

Where the fair values of convertible loans receivable recorded in the statement of financial position of the Company cannot be derived from active markets, they are determined using valuation techniques, including the discounted cash flow model. The inputs to these models are derived from observable market data where possible, but where this is not feasible, a degree of judgment is required in establishing the fair values. The judgments include considerations of liquidity and model inputs regarding the future financial performance of the investee, its risk profile, and economic assumptions regarding the industry and geographical jurisdiction in which the investee operates. Changes in assumptions about these factors could affect the reported fair value of convertible loans receivable. The valuation of convertible loans receivable is described in more details in Note 14.

4. Revenue

	Group	
	2023	**2022**
	$'000	**$'000**
Revenue recognised at point in time		
- Food and beverage revenue	1,467	220

The disaggregation of revenue from contracts with customers is as follows:

	Food and beverage	
	2023	**2022**
	$'000	**$'000**
Geographical markets [(a)]		
Singapore	1,288	132
Thailand	179	88
	1,467	220
Timing of revenue recognition		
Goods transferred at a point in time	1,467	220

[(a)] The disaggregation is based on the location of customers from which revenue was generated.

5. Other operating income

	Group	
	2023	2022
	$'000	$'000
Jobs Growth Incentives	40	30
Government grants	67	–
Interest income from fixed deposit	25	1
Net foreign exchange gain	10	46
Others	14	58
	156	135

6. Employee benefits

	Group	
	2023	2022
	$'000	$'000
Wages and salaries and related benefits	1,360	681
Post-employment benefits	136	54
Directors' fees	76	95
Other benefits and related expenses	1	4
	1,573	834

7. Legal and professional fees

Legal and professional fees included the following for the financial years ended 31 July:

	Group	
	2023	2022
	$'000	$'000
Legal fees	3	8
Consultancy fee	25	60
Audit fees paid to auditors of the:		
- Company	88	81
- Subsidiaries	14	15
Non-audit fees paid to auditors of the Company	37	–

8. Other operating expenses

The following items have been included in other operating expenses:

	Group 2023 $'000	Group 2022 $'000
Insurance	14	11
IT services expense	35	8
Kitchen supplies	47	5
Repairs and maintenance	58	4
Printing	6	5
Utilities	60	19
Telephone	6	6
General expense	71	54

9. Income tax

	Group 2023 $'000	Group 2022 $'000
Current tax expense		
Over-provision for prior financial year	–	(7)

The Company is incorporated in Singapore and accordingly is subject to an income tax rate of 17%. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions. There were no changes in the enterprise income tax of the different applicable jurisdictions in the current year from the prior year.

Reconciliation of effective tax rate is as follows:

	Group 2023 $'000	Group 2022 $'000
Loss before income tax	(1,855)	(1,090)
Tax at the applicable tax rate of 17% (2022: 17%)	(315)	(185)
Tax effects of:		
- Deferred tax assets not recognised	311	186
- Expenses not deductible for tax purposes	108	5
- Income not subject to tax	(104)	(6)
- Over-provision for prior financial year	–	(7)
Total income tax	–	(7)

9. Income tax (Continued)

As at 31 July 2023, the Group has deferred tax assets available for set-off against future taxable profits subjected to compliance with the Singapore Income Tax Act and agreement by tax authority attributable to the following:

	Group	
	2023	**2022**
	$'000	**$'000**
Unabsorbed tax losses	20,149	18,475
Unutilised capital allowance	27	29
Accelerated tax depreciation	254	97
	20,430	18,601

Future tax benefits have not been recognised as there is no reasonable certainty of their recovery in future period. The use of these deferred tax assets is subject to agreement of the tax authorities.

10. Loss per share

Basic loss per share are calculated by dividing the loss, net of tax, attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted loss per share are the same as basic loss per share as 515,085,057 (2022: 515,085,057) warrants granted under the Rights cum Warrants issue have not been included in the calculation of diluted earnings per share because they are anti-dilutive.

	Group	
	2023	**2022**
	$'000	**$'000**
Net loss attributable to owners of the Company	(1,620)	(1,052)
Basic and diluted loss per share (cents)	(0.08)	(0.05)
	No. of shares	
	'000	**'000**
Weighted average number of ordinary shares	2,060,340	2,060,340

11. Property, plant and equipment

Group	Computer equipment	Office and operating equipment	Furniture and fixtures	Leasehold improvement and renovation	Plant and equipment	Premises [1]	Total
	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Cost:							
At 1 August 2021	14	1	103	504	143	–	765
Additions from acquisition of subsidiary (Note 13)	–	–	–	–	–	82	82
Additions	2	–	5	13	12	–	32
Exchange translation differences	–	–	(10)	(47)	(11)	–	(68)
At 31 July 2022	16	1	98	470	144	82	811
Additions	50	–	51	169	75	602	947
Written off	(9)	(1)	(105)	(475)	(134)	(82)	(806)
Exchange translation differences	–	–	2	7	3	–	12
At 31 July 2023	57	–	46	171	88	602	964
Accumulated depreciation:							
At 1 August 2021	8	1	103	504	143	–	759
Depreciation	2	–	1	6	2	34	45
Exchange translation differences	–	–	(10)	(42)	(11)	–	(63)
At 31 July 2022	10	1	94	468	134	34	741
Depreciation	17	–	20	50	24	225	336
Written off	(9)	(1)	(105)	(475)	(134)	(82)	(806)
Exchange translation differences	–	–	3	7	3	–	13
At 31 July 2023	18	–	12	50	27	177	284
Carrying amount:							
At 31 July 2023	39	–	34	121	61	425	680
At 31 July 2022	6	–	4	2	10	48	70

Property, plant and equipment includes right-of-use assets of $425,000 (31 July 2022: $48,000) which are presented together with the owned assets of the same class as the underlying assets. Details of the right-of-use assets are disclosed in Note 21.

11. Property, plant and equipment (Continued)

(1) The addition of premises comprises of:

	Group	
	2023	2022
	$'000	$'000
Initial recognition of new lease contracts	571	–
Provision of reinstatement cost	31	–
	602	–

Company	Computer equipment
	$'000
Cost:	
At 1 August 2021, 31 July 2022 and 31 July 2023	5
Accumulated depreciation:	
At 1 August 2021	*
Depreciation	2
At 31 July 2022	2
Depreciation	2
At 31 July 2023	4
Carrying amount:	
At 31 July 2023	1
At 31 July 2022	3

* *Denotes amount less than $1,000*

12. Goodwill

	Group	
	2023	2022
	$'000	$'000
Cost and carrying amount:		
At 1 August	19	–
Acquisition of a subsidiary (Note 13)	–	19
At 31 July	19	19

Goodwill acquired in a business combination is allocated to the CGUs that are expected to benefit from the business combination.

In the previous financial year ended 31 July 2022, goodwill with carrying amount of $19,000 was recognised through the acquisition of a subsidiary, The Green Bar Pte. Ltd. by the Group.

The Group tests CGUs for impairment annually, or more frequently when there is an indication for impairment.

The Group has measured the recoverable amount of the CGU based on a value in use calculation using 5-years cash flows projections approved by the Board of Directors.

Key assumptions on which management has based its cash flow projections for the respective periods are as follows:

	2023	2022
Growth rates (i)	0% to 59%	5% to 62%
Discount rates (ii)	11.98%	15.40%
Terminal growth rates (iii)	0%	2%

(i) *Growth rates* – The forecasted revenue growth rates are based on published industry research, adjusted for the specific circumstances of the CGU and based on management's experience, and do not exceed the long-term average growth rate for the corresponding industry of the CGU.

(ii) *Discount rates* – The discount rates used are based on the weighted average cost of the CGU's capital (the "WACC"), adjusted for the specific circumstances of the CGU and based on management's experience, and re-grossed back to arrive at the pre-tax rates.

(iii) *Terminal growth rates* – The terminal growth rates are determined based on management's estimate of the long-term industry growth rates.

Sensitivity to changes in assumptions

Management is of the view that any reasonable possible change in any of the above key assumptions are not likely to materially cause the CGU's carrying amount to exceed its recoverable amount.

Impairment loss recognised

There is no impairment for goodwill identified by the management for the financial year (2022: $Nil).

13. Investments in subsidiaries

	Company	
	2023	**2022**
	$'000	**$'000**
Investments in subsidiaries, at cost	1,786	1,786
Less: Impairment losses	(1,786)	(1,786)
	*	*
Cost		
At beginning of financial year	1,786	421
Acquisition [1]	–	1,365
	1,786	1,786
Less: Impairment losses	(1,786)	(1,786)
At end of financial year	*	*

* *Denotes amount less than $1,000*

(1) In the previous financial year ended 31 July 2022, the Company invested additional capital of $1,365,000 in its subsidiary, Superfood Kitchen Pte. Ltd. (formerly known as LB Lab Pte. Ltd.) ("Superfood Kitchen") by way of capitalising the amount receivable from Superfood Kitchen and cash consideration amounted to $1,315,000 and $50,000 respectively.

Movement in allowance for impairment losses are as follows:

	Company	
	2023	**2022**
	$'000	**$'000**
At beginning of financial year	1,786	421
Impairment losses recognised during the financial year [2]	–	1,365
At end of financial year	1,786	1,786

(2) The recoverable amount of investment in a subsidiary was determined based on the estimation of the value-in-use of the CGU by forecasting the expected future cash flows for a period up to 5 years, using a suitable discount rate in order to calculate the present value of those cash flows. The Company had recognised full impairment of $1,365,000 for the investment in Superfood Kitchen during the financial year ended 31 July 2022 as the subsidiary has been persistently making losses and hence, recoverable amount calculated as present values of estimated cash flows discounted using a pre-tax discount rate of 11.98% (2022: 11.27%) is lower than the carrying amount of the investment in subsidiary. Management has determined that no reversal of impairment loss previously recognised is required for the financial year ended 31 July 2023.

13. Investments in subsidiaries (Continued)

Details of subsidiaries are as follows:

Name of subsidiaries	Principal activities	Country of incorporation and principal place of business	Proportion (%) of ownership interest		Cost of investment by the Company	
			2023	2022	2023	2022
			%	%	$'000	$'000
Held by the Company						
Orientstar Group Limited [(b)]	Dormant	British Virgin Islands	100	100	*	*
LifeBrandz (Thailand) Co., Ltd. [(c)]	Investment holding	Thailand	100	100	321	321
Lifebrandz Investment Management Pte. Ltd. (formerly known as Takumi Holidays Pte. Ltd.) [(a)]	Inactive	Singapore	100	100	100	100
Superfood Kitchen Pte. Ltd. [(a)]	Investment holding and operating of restaurants	Singapore	75	75	1,365	1,365
LB F&B Pte. Ltd. [(a)]	Inactive	Singapore	100	100	*	*
Held through LifeBrandz (Thailand) Co., Ltd.						
Mulligan's Co., Ltd.[(c)]	Lifestyle and entertainment businesses	Thailand	100	100	–	–
Held through LB F&B Pte. Ltd.						
Cloud Eight Pte. Ltd.[(a)]	Inactive	Singapore	100	100	–	–
LB F&B Sdn. Bhd.[(d)]	Inactive	Malaysia	100	100	–	–
Held through Superfood Kitchen Pte. Ltd. (formerly known as LB Lab Pte. Ltd.)						
The Green Bar Pte. Ltd. [(a)]	Operating of restaurant	Singapore	70	70	–	–
					1,786	1,786

* *Denotes amount less than $1,000*

(a) Audited by Mazars LLP, Singapore.

(b) Not required to be audited under the laws of the country of incorporation.

(c) Audited by Mazars Limited, Thailand.

(d) Audited by Crowe Malaysia PLT.

13. Investments in subsidiaries (Continued)

Interest in a subsidiary with material non-controlling interests ("NCI")

The Group has the following subsidiaries that have NCI that are material to the Group.

Name of subsidiaries	Proportion of ownership interest held by NCI		Loss allocated to NCI during the financial year		Accumulated NCI at the end of financial year	
	2023	2022	2023	2022	2023	2022
	%	%	$'000	$'000	$'000	$'000
Superfood Kitchen Pte. Ltd.	25.0	25.0	(157)	(15)	(149)	9
The Green Bar Pte. Ltd.	47.5	47.5	(78)	(16)	(84)	(7)
			(235)	(31)	(233)	2

Summarised financial information (before intercompany eliminations):

	Superfood Kitchen Pte. Ltd. ("Superfood Kitchen")		The Green Bar Pte. Ltd. ("GBPL")	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Assets				
Non-current	667	32	41	63
Current	258	233	86	83
Total assets	925	265	127	146
Liabilities				
Non-current	899	155	–	–
Current	506	75	304	160
Total liabilities	1,405	230	304	160
Net assets	(480)	35	(177)	(14)
Revenue	571	–	717	132
Loss after income tax and total comprehensive loss	(627)	(59)	(165)	(34)
Loss for the financial year attributable to non-controlling interest	(157)	(15)	(78)	(16)
Equity attributable to non-controlling interest	(149)	9	(84)	(7)

13. Investments in subsidiaries (Continued)

Acquisition of a subsidiary

On 29 April 2022, a subsidiary of the Group, Superfood Kitchen acquired 70% equity interest in GBPL to capitalise on growth opportunities and prospects. The consideration of $17,000 has been paid by way of allotment of 250,000 ordinary shares of Superfood Kitchen. Following the completion of acquisition, the shareholding in Superfood Kitchen by the Company has decreased from 100% to 75%.

Fair values of the identifiable assets and liabilities of GBPL as at the date of acquisition:

	Fair value recognised on date of acquisition
	$'000
Assets	
Trade and other receivables	21
Right-of-use assets	82
Cash and cash equivalents	46
	149
Liabilities	
Trade and other payables	58
Lease liabilities	93
	151
Net identifiable liabilities at fair value	(2)
Total purchase consideration	17
Goodwill arising from acquisition	19

Effects of the acquisition of the subsidiary on cash flows

	$'000
Total consideration for 100% equity interest acquired	17
Consideration payable in shares (as above)	(17)
Consideration paid in cash	–
Less: Cash and cash equivalents of subsidiary acquired	(46)
Net cash inflow on acquisition of the subsidiary	(46)

GBPL contributed a net loss of $34,000 to the Group from the date of acquisition of GBPL. The transaction costs related to the acquisition of $70,000 have been included in "legal and professional expenses" in the Group's profit or loss for the previous financial year.

From the date of acquisition, GBPL has contributed $132,000 and $34,000 to the revenue and loss after income tax of the Group respectively. If the combination has taken place during at the beginning of the previous financial year, the Group's revenue and loss after income tax would have been approximately $302,000 and $59,000 respectively.

14. Convertible loans receivable

	Company	
	2023	2022
	$'000	$'000
At FVTPL		
Convertible loans receivable	686	144

On 18 April 2022, the Company entered into an agreement with its subsidiary, Superfood Kitchen by way of grant of a convertible loan of amount up to $650,000 and with maturity date on five (5) years from the drawdown date. The subsidiary bears a fixed interest rate for the convertible loan of 5% per annum on each amount outstanding under convertible loan, on each anniversary of the completion date until the loan principal is fully repaid. The Company is entitled to convert the convertible loan into converted shares at a conversion price of $0.065 per Superfood Kitchen's share in the event of any payment that is due but not made on or before the interest payment date(s) or the repayment date; or upon the occurrence of an event of default.

On 10 March 2023, the Company entered into a new shareholder's loan agreement with Superfood Kitchen to drawdown a further loan of up to $160,000, at a fixed interest rate of 7.5% per annum on each amount outstanding, calculated on the basis of the actual number of days elapsed in a 365-day year. In the event that the Company shall subscribe for any securities in the Superfood Kitchen, the Company shall be entitled (but not obliged) in their sole and absolute discretion, to set off all or any part of this new shareholder's Loan against any subscription monies payable for such securities.

The fair value of the convertible loans receivable was determined based on discounted cashflows for an equivalent financial instrument. Consequently, the fair value loss on the convertible loans receivable amounted to $69,000 (2022: $56,000) was recognised in the Company's statement of profit or loss and other comprehensive income.

The Company has classified the convertible loans receivable as financial assets at FVTPL at initial recognition and at the end of the reporting period. The Company has determined the fair value of the convertible loans receivable based on the valuation performed by an external professional valuer using the discounted cash flow method. The key inputs to the discounted cash flow method mainly include the discount rate, time to maturity, required rate of return and probability of conversion. Management considered the appropriateness of the valuation technique and assumptions applied by the external valuer. The fair value of the convertible loans receivable are categorised at Level 3 of the fair value hierarchy (Note 25).

15. Inventories

	Group	
	2023	2022
	$'000	$'000
Statement of financial position:		
Food and beverage inventories	8	6
Consolidated statement of profit or loss and other comprehensive income:		
Inventories recognised as an expense	574	60

16. Trade and other receivables

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Trade receivables:				
Third parties	8	2	–	–
Amounts due from subsidiaries	–	–	183	35
	8	2	183	35
Other receivables:				
Third parties	56	57	53	50
Prepayments	71	95	49	48
Deposits	313	116	5	5
Amounts due from subsidiaries	–	–	6,557	6,040
	440	268	6,664	6,143
Less: Loss allowance (amounts due from subsidiaries) (Note 24)	–	–	(6,294)	(6,040)
	440	268	370	103
Total trade and other receivables	448	270	553	138

Trade receivables are non-interest bearing and are generally on 30 to 60 days' terms (2022: 30 to 60 days). They are recognised at the transaction price which represents their fair value on initial recognition.

The non-trade amounts due from subsidiaries are unsecured, interest-free, and are repayable on demand.

The details of the impairment of trade and other receivables and credit exposures are disclosed in Note 24.

The currency profiles of the Group's and Company's trade and other receivables as at 31 July are as follows:

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Singapore Dollar	442	252	553	138
Thai Baht	6	18	–	–
	448	270	553	138

17. Cash and cash equivalents

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Cash on hand	8	4	*	*
Bank balances	637	2,868	500	2,662
	645	2,872	500	2,662

* *Denotes amount less than $1,000*

Cash at banks earns interest at floating rates based on daily bank deposit rates.

The currency profiles of the Group's and Company's cash and cash equivalents as at 31 July are as follows:

	Group		Company	
	2023	2022	2023	2022
	$'000	$'000	$'000	$'000
Singapore Dollar	577	2,810	500	2,662
Thai Baht	32	18	–	–
Malaysia Ringgit	36	44	–	–
	645	2,872	500	2,662

18. Share capital

	Group and Company			
	2023		2022	
	No. of shares	Amount	No. of shares	Amount
	'000	$'000	'000	$'000
Issued and fully paid ordinary shares				
At 1 August and 31 July	2,060,340	69,950	2,060,340	69,950

On 22 June 2021, the Company completed the renounceable non-underwritten rights cum warrants issue of 1,030,170,246 new ordinary shares ("Rights Shares") at the issue price of $0.005 for each Rights Share, with 515,085,057 free detachable and transferable warrants ("Warrants"). Each Warrant carrying the right to subscribe for one (1) new ordinary share ("New Share") at the exercise price of $0.010 for each New Share, on the basis of one (1) Rights Share for every one (1) existing Share held by entitled shareholders as at the record date, with one (1) free detachable Warrant for every two (2) Rights Shares subscribed, fractional entitlements to be disregarded ("Rights cum Warrants Issue"). Each Warrant may be exercised at any time during the period commencing on and including the date of issue of the Warrants and expiring on the date immediately preceding third anniversary of the date of issue of the Warrants. The exercise price of the Warrants and the number of Warrants are fixed, subject to the terms and conditions set out in the Deed Poll. A total of 515,085,057 Warrants remains outstanding as of 31 July 2023 and 2022.

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restrictions. The ordinary shares have no par value.

19. Foreign currency translation reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

20. Trade and other payables

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Trade payables:				
Third parties	165	64	–	–
Other payables:				
Third parties	185	235	229	194
Accrued operating expenses	348	403	185	288
Provision for reinstatement cost	31	–	–	–
	564	638	414	482
	729	702	414	482

Trade and other payables are unsecured, non-interest bearing and are normally settled on 30 to 60 (2022: 30 to 60) days' terms.

The currency profiles of the Group's and Company's trade and other payables as at 31 July are as follows:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Singapore Dollar	677	622	414	482
Thai Baht	40	71	–	–
Malaysia Ringgit	12	9	–	–
	729	702	414	482

21. The Group as a lessee

The Group has lease contracts for certain retail premises used in its operations. Leases for retail premises have lease terms of three to five years. Generally, the Group are restricted from assigning and subleasing the leased assets.

Extension options

The Group has several lease contracts with extension options exercisable by the Group up to 3 months before the end of the non-cancellable contract period. These extension options are exercisable by the Group and not by the lessors. The extension options are used by the Group to provide operation flexibility in terms of managing the assets used in the Group's operation.

21. The Group as a lessee (Continued)

Recognition exemptions

The Group has certain office and kitchen premises with lease terms of 12 months or less. For such leases, the Group has elected not to recognise right-of-use assets and lease liabilities.

(a) Right-of-use assets

The carrying amount of right-of-use assets by class of underlying asset classified within property, plant and equipment as follows:

	Premises
	$'000
Group	
At 1 August 2021	–
Acquisition of a subsidiary	82
Depreciation	(34)
At 31 July 2022	48
Additions	602
Depreciation	(225)
At 31 July 2023	425

The total cash outflow for leases during the financial year ended 31 July 2023 is $234,000 (2022: $43,000).

(b) Lease liabilities

	Group	
	2023	2022
	$'000	$'000
Lease liabilities – current	190	53
Lease liabilities – non-current	224	–
	414	53

The maturity analysis of lease liabilities is disclosed in Note 24.

(c) Amounts recognised in profit or loss

	Group	
	2023	2022
	$'000	$'000
Interest expense on lease liabilities	24	3
Expenses relating to short-term lease	137	29

22. Related party transactions

A related party is defined as follows:

(a) A person or a close member of that person's family is related to the Group and Company if that person:

(i) has control or joint control over the Company;
(ii) has significant influence over the Company; or
(iii) is a member of the key management personnel of the Group or Company or of a parent of the Company.

(b) An entity is related to the Group and the Company if any of the following conditions applies:

(i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
(ii) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
(iii) both entities are joint ventures of the same third party.
(iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity.
(v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company.
(vi) the entity is controlled or jointly controlled by a person identified in (a).
(vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
(viii) the entity, or any member of a group of which it is a part, provides key management personal services to the reporting entity or to the parent of the reporting entity.

The effect of the Group's and of the Company's transactions and arrangements with related parties is reflected in these financial statements. The balances are unsecured, interest-free and repayable on demand unless otherwise stated.

Key management personnel

Key management personnel are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group and the Company, directly or indirectly, including any director (whether executive or otherwise) of that company.

(a) Compensation of key management personnel

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Salaries and other short-term employee benefits	698	472	536	379
Employer's contribution to Central Provident Fund	46	38	26	26
Directors' fees	76	95	76	95
	820	605	638	500

Included in the above is total compensation for executive directors of the Company amounting to $508,000 (2022: $286,000).

22. Related party transactions (Continued)

(b) Sale and purchase of goods and services

In addition to the related party information disclosed elsewhere in the financial statements, the following significant transactions between the Group or the Company and related parties took place at terms agreed between the parties during the financial year:

	Company	
	2023	2022
	$'000	$'000
Subsidiaries		
Management fees income	(198)	(153)

23. Segment information

The Group's operations are substantially in operating of restaurants business.

All of its operations are in Singapore, except for two subsidiaries – Mulligan's Co., Ltd. and LB F&B Sdn. Bhd., which are located in Thailand and Malaysia respectively. For management purposes, the Group is organised into business units based on their geographical location.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss which in certain respects, as explained in the table below, is measured differently from operating profit or loss in the consolidated financial statements.

(a) Geographical segment

	Singapore		Thailand		Malaysia		Consolidated	
	2023	2022	2023	2022	2023	2022	2023	2022
	$'000	$'000	$'000	$'000	$'000	$'000	$'000	$'000
Revenue:								
Sales to external customers	1,288	132	179	88	–	–	1,467	220
Results:								
Depreciation	335	45	1	–	–	–	336	45
Segment loss for the year	(1,501)	(883)	(198)	(146)	(156)	(54)	(1,855)	(1,083)
Assets/(Liabilities):								
Property, plant and equipment	677	70	2	–	1	–	680	70
Segment assets [1]	1,723	3,148	41	44	36	45	1,800	3,237
Segment liabilities [2]	(1,092)	(675)	(39)	(71)	(12)	(9)	(1,143)	(755)

[1] Segment assets relate to total assets of the respective segment. Inter-segment assets of $1,132,000 (2022: $181,000) are deducted from segment assets to arrive at total assets reported in the consolidated statement of financial position.

[2] Segment liabilities relate to total liabilities of the respective segment. Inter-segment liabilities of $7,414,000 (2022: $6,446,000) are deducted from segment liabilities to arrive at total liabilities reported in the consolidated statement of financial position.

(b) Information on major customers

The Group generates its revenue from transactions with numerous customers and no customer contributes more than 10% of the Group's revenue.

24. Financial instruments and financial risks

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include credit risk and liquidity risk. The board of directors reviews and agrees policies and procedures for the management of these risks, which are executed by the Chief Financial Officer. The audit committee provides independent oversight to the effectiveness of the risk management process.

The Group's principal financial instruments comprise cash and fixed deposits. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various financial assets and liabilities such as trade receivables and trade payables, which arise directly from its operations.

It is, and has been throughout the current and previous financial years, the Group's policy that no trade in derivative financial instruments shall be undertaken.

The following sections provide details regarding the Group's and the Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures the risks.

(a) Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in a loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

The Group's credit risk arises mainly from bank balances, trade and other receivables and other debt instruments carried at amortised cost. Bank balances are mainly deposits with banks with high credit-ratings assigned by international credit rating agencies and the Group does not expect the impairment loss from bank balances to be material, if any.

To assess and manage its credit risk, the Group categorises the aforementioned financial assets and contract assets according to their risk of default. The Group defines default to have taken place when internal or/and external information indicates that the financial asset is unlikely to be received, which could include a breach of debt covenant, default of interest due for more than 30 days, but not later than when the financial asset is more than 90 days past due as per SFRS(I) 9's presumption.

In their assessment, the management considers, amongst other factors, the latest relevant credit ratings from reputable external rating agencies where available and deemed appropriate, historical credit experiences, latest available financial information and latest applicable credit reputation of the debtor.

24. Financial instruments and financial risks (Continued)

(a) Credit risk (Continued)

The Group's internal credit risk grading categories are as follows:

Category	Description	Basis of recognising ECL
1	Low credit risk [Note 1]	12-months ECL
2	Non-significant increase in credit risk since initial recognition and financial asset is ≤ 30 days past due	12-months ECL
3	Significant increase in credit risk since initial recognition [Note 2] or financial asset is > 30 days past due	Lifetime ECL
4	Evidence indicates that financial asset is credit-impaired [Note 3]	Difference between financial asset's gross carrying amount and present value of estimated future cash flows discounted at the financial asset's original effective interest rate
5	Evidence indicates that the management has no reasonable expectations of recovering the write off amount [Note 4]	Written off

Note 1. Low credit risk

The financial asset is determined to have low credit risk if the financial assets have a low risk of default, the counterparty has a strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the counterparty to fulfil its contractual cash flow obligations. Generally, this is the case when the Group assesses and determines that the debtor has been, is in and is highly likely to be, in the foreseeable future and during the (contractual) term of the financial asset, in a financial position that will allow the debtor to settle the financial asset as and when it falls due.

Note 2. Significant increase in credit risk

In assessing whether the credit risk of the financial asset has increased significantly since initial recognition, the Group compares the risk of default occurring on the financial asset as of reporting date with the risk of default occurring on the financial asset as of date of initial recognition, and considered reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. In assessing the significance of the change in the risk of default, the Group considers both past due (i.e. whether it is more than 30 days past due) and forward looking quantitative and qualitative information. Forward looking information includes the assessment of the latest performance and financial position of the debtor, adjusted for the Group's future outlook of the industry in which the debtor operates based on independently obtained information (e.g. expert reports, analyst's reports etc) and the most recent news or market talks about the debtor, as applicable. In its assessment, the Group will generally, for example, assess whether the deterioration of the financial performance and/or financial position, adverse change in the economic environment (country and industry in which the debtor operates), deterioration of credit risk of the debtor, etc. is in line with its expectation as of the date of initial recognition of the financial asset. Irrespective of the outcome of the above assessment, the Group presumes that the credit risk on a financial asset has increased significantly since initial recognition when contract payments are >30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

24. Financial instruments and financial risks (Continued)

(a) Credit risk (Continued)

Note 3. Credit impaired

In determining whether financial assets are credit-impaired, the Group assesses whether one or more events that have a detrimental impact on the estimated future cashflows of the financial asset have occurred. Evidence that a financial asset is credit impaired includes the following observable data:

- Significant financial difficulty of the debtor;
- Breach of contract, such as a default or being more than 90 days past due;
- It is becoming probable that the debtor will enter bankruptcy or other financial reorganisation; or
- The disappearance of an active market for the financial asset because of financial difficulties.

Note 4. Write off

Generally, the Group writes off, partially or fully, the financial asset when it assesses that there is no realistic prospect of recovery of the amount as evidenced by, for example, the debtor's lack of assets or income sources that could generate sufficient cashflows to repay the amounts subjected to the write-off.

The Group performs ongoing credit evaluation of its counterparties' financial condition and generally does not require collateral.

The Group and Company do not have any significant credit exposure to any single counterparty or any groups of counterparties having similar characteristics.

As at the end of the financial year, there was no significant concentration of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statements of financial position.

Trade receivables (Note 16)

The Group uses the practical expedient under SFRS(I) 9 in the form of allowance matrix to measure the ECL for trade receivables, where the loss allowance is equal to lifetime ECL.

The ECL for trade receivables and contract assets are estimated using an allowance matrix by reference to the historical credit loss experience of the customers for the last 3 years prior to the respective reporting dates for various customer groups that are assessed by geographical locations, product types and internal ratings, adjusted for forward looking factors specific to the debtors and the economic environment which could affect the ability of the debtors to settle the financial assets. In considering the impact of the economic environment on the ECL rates, the Group assesses, for example, the gross domestic production growth rates of the countries (e.g. Singapore, Malaysia and Thailand) and the growth rates of the major industries which its customers operate in.

24. Financial instruments and financial risks (Continued)

(a) Credit risk (Continued)

Trade receivables (Note 16) (Continued)

Trade receivables are written off when there is evidence to indicate that the customer is in severe financial difficulty such as being under liquidation or bankruptcy and there are no reasonable expectations for recovering the outstanding balances.

The loss allowance for trade receivables is determined as follows:

Group	Current	Past due more than 1 to 30 days	Past due more than 31 to 60 days	Past due more than 61 to 90 days	Past due more than 90 days	Total
31 July 2023						
Expected credit loss rates	0%	0%	0%	0%	0%	
Trade receivables (gross) ($'000)	8	–	–	–	–	8
Loss allowance ($'000)	–	–	–	–	–	–
31 July 2022						
Expected credit loss rates	0%	0%	0%	0%	0%	
Trade receivables (gross) ($'000)	2	–	–	–	–	2
Loss allowance ($'000)	–	–	–	–	–	–
Company						
31 July 2023						
Expected credit loss rates	0%	0%	0%	0%	0%	
Trade receivables (gross) ($'000)	183	–	–	–	–	183
Loss allowance ($'000)	–	–	–	–	–	–
31 July 2022						
Expected credit loss rates	0%	0%	0%	0%	0%	
Trade receivables (gross) ($'000)	35	–	–	–	–	35
Loss allowance ($'000)	–	–	–	–	–	–

Other receivables (Note 16)

As of 31 July 2023, the Company recorded other receivables from subsidiaries of $6,557,000 (2022: $6,040,000) consequent to extension of loans to the subsidiaries. The Company determined that the credit ratings of these receivables to be no longer considered to be of low credit risk and assessed the impairment loss allowance of these amounts on a lifetime ECL basis. In its assessment of the credit risk of the subsidiaries, the Company considered amongst other factors, the financial position of the subsidiaries as of 31 July 2023, the past financial performance and cashflow trends, adjusted for the outlook of the industry and economy in which the subsidiaries operate in. The loss allowance for other receivables from subsidiaries of the Company as at 31 July 2023 is $6,294,000 (2022: $6,040,000).

24. Financial instruments and financial risks (Continued)

(a) Credit risk (Continued)

Other receivables (Note 16) (Continued)

The movement in the loss allowance during the financial year and the Group's and Company's exposure to credit risk in respect of credit-impaired receivables are as follows:

	Group		Company			
	Trade receivable	Other receivable	Trade receivable		Other receivable	
Internal credit risk grading	Note (i)	Category 1	Note (i)	Category 4	Category 1	Category 4
	$'000	$'000	$'000	$'000	$'000	$'000
Loss allowance						
Balance at 1 August 2021	–	–	–	828	–	6,136
Written-off	–	–	–	(828)	–	(96)
Balance at 31 July 2022	–	–	–	–	–	6,040
Additions	–	–	–	–	–	254
Balance at 31 July 2023	–	–	–	–	–	6,294
Gross carrying amount						
At 31 July 2022	2	173	35	–	55	6,040
At 31 July 2023	8	369	183	–	321	6,294
Net carrying amount						
At 31 July 2022	2	173	35	–	55	–
At 31 July 2023	8	369	183	–	321	–

Note (i) For trade receivables, the Group uses the practical expedient under SFRS(I) 9 in the form of an allowance matrix to measure the ECL, where the loss allowance is equal to lifetime ECL.

Apart from amounts due from subsidiaries, the Company assessed the impairment loss allowance of other receivables on a 12-month ECL basis consequent to their assessment and conclusion that these receivables are of low credit risk. In its assessment of the credit risk of the other receivables, the Group considered amongst other factors, included but not limited to using 12-month ECL, the Company determined that the ECL is insignificant.

(b) Market risks

The Group does not have significant foreign currency transactions and interest-bearing financial assets and liabilities. Thus, the Group is not expose to market risks.

(c) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's and the Company's objective is to maintain sufficient level of cash and short-term deposits to meet its working capital requirements.

24. Financial instruments and financial risks (Continued)

(c) Liquidity risk (Continued)

The Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the operations of the Group and to mitigate the effects of fluctuations in cash flows.

Short-term funding may be obtained from short-term loans where necessary without incurring unacceptable losses or risking damage to the Group's reputation.

The following table details the Group's remaining contractual maturity for its non-derivative financial instruments. The table has been drawn up based on contractual undiscounted cash flows of financial instruments based on the earlier of the contractual date or when the Group is expected to receive or (pay). The table includes both interest and principal cash flows:

	Group			
	Effective interest rate	**Less than 1 year**	**2 to 5 years**	**Total**
	%	**$'000**	**$'000**	**$'000**
Undiscounted Financial Assets				
Trade and other receivables (excluding prepayments)	–	377	–	377
Cash and cash equivalents	–	645	–	645
Balance at 31 July 2023		1,022	–	1,022
Trade and other receivables (excluding prepayments)	–	175	–	175
Cash and cash equivalents	–	2,872	–	2,872
Balance at 31 July 2022		3,047	–	3,047
Undiscounted Financial Liabilities				
Trade and other payables	–	729	–	729
Lease liabilities	5.25	206	230	436
Balance at 31 July 2023		935	230	1,165
Trade and other payables		702	–	702
Lease liabilities	3.66	54	–	54
Balance at 31 July 2022		756	–	756
Total undiscounted net financial assets/(liabilities)				
At 31 July 2023		87	(230)	(143)
At 31 July 2022		2,291	–	2,291

24. Financial instruments and financial risks (Continued)

(c) Liquidity risk (Continued)

	Company			
	Effective interest rate	Less than 1 year	2 to 5 years	Total
	%	$'000	$'000	$'000
Undiscounted Financial Assets				
Trade and other receivables (excluding prepayments)	–	504	–	504
Convertible loans receivables	5.00 - 7.50	–	841	841
Cash and cash equivalents	–	500	–	500
Balance at 31 July 2023		1,004	841	1,845
Trade and other receivables (excluding prepayments)	–	90	–	90
Convertible loans receivables	5.00	–	210	210
Cash and cash equivalents	–	2,662	–	2,662
Balance at 31 July 2022		2,752	210	2,962
Undiscounted Financial Liabilities				
Other payables	–	414	–	414
Balance at 31 July 2023		414	–	414
Other payables	–	482	–	482
Balance at 31 July 2022		482	–	482
Total undiscounted net financial assets				
At 31 July 2023		590	841	1,431
At 31 July 2022		2,270	210	2,480

24. Financial instruments and financial risks (Continued)

(c) Liquidity risk (Continued)

Financial instruments by category

The carrying amount of the different categories of financial instruments is as disclosed on the face of the statements of financial position and as follows:

	Group		Company	
	2023	**2022**	**2023**	**2022**
	$'000	**$'000**	**$'000**	**$'000**
Financial assets at fair value through profit or loss				
Convertible loans receivable	–	–	686	144
Financial assets at amortised cost				
Trade and other receivables	448	270	553	138
Less: Prepayments (Note 16)	(71)	(95)	(49)	(48)
	377	175	504	90
Cash and cash equivalents	645	2,872	500	2,662
Total	1,022	3,047	1,004	2,752
Financial liabilities at amortised cost				
Trade and other payables	729	702	414	482
Lease liabilities	414	53	–	–
Total	1,143	755	414	482

25. Fair value of assets and liabilities

The fair values of applicable assets and liabilities, are determined and categorised using a fair value hierarchy as follows:

(a) Level 1 - the fair values of assets and liabilities with standard terms and conditions and which trade in active markets that the Group can access at the measurement date are determined with reference to quoted market prices (unadjusted).

(b) Level 2 - in the absence of quoted market prices, the fair values of the assets and liabilities are determined using the other observable, either directly or indirectly, inputs such as quoted prices for similar assets/liabilities in active markets or included within Level 1, quoted prices for identical or similar assets/liabilities in non-active markets.

(c) Level 3 - in the absence of quoted market prices included within Level 1 and observable inputs included within Level 2, the fair values of the remaining assets and liabilities are determined in accordance with generally accepted pricing models.

25. Fair value of assets and liabilities (Continued)

The following table presents the level of fair value hierarchy for each class of assets and liabilities measured at fair value on the statements of financial position at the end of the reporting period:

	Company Level 3 $'000
2023	
Recurring fair value measurements	
Financial assets	
Financial assets at FVTPL – Convertible loans receivable	686
2022	
Recurring fair value measurements	
Financial assets	
Financial assets at FVTPL – Convertible loans receivable	144

Except as disclosed in respective notes, the carrying amount of trade and other receivables, trade and other payables, cash and cash equivalents, approximate their respective fair values due to the relative short-term maturity of these financial instruments.

Level 3

Convertible loans receivable classified as financial assets at FVTPL

The convertible loans receivable was valued and estimated at the present value of the expected future cash flows derived from an equivalent financial instrument.

Summary of the quantitative information about the significant unobservable inputs used in the level 3 fair value measurements.

Description	Fair value at 31 July 2023 $'000	Valuation technique(s)	Significant unobservable inputs	Range of unobservable input	Relationship of unobservable inputs to fair value
Financial asset at fair value through profit or loss:					
Convertible loans receivable	686 (2022: 144)	Discounted Cash Flow Analysis	Discount rate	10.68% (2022: 11.27%)	An increase will result in a decrease in fair value

26. Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value. In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or sell assets to reduce borrowings. No changes were made in the objectives, policies or processes during the financial year ended 31 July 2023.

Summary of the quantitative information about the significant unobservable inputs used in the level 3 fair value measurements.

Management monitors capital based on a gearing ratio. The gearing ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash and bank balances. Total capital is calculated as total equity as shown in the statement of financial position, plus net debt.

	Group	
	2023	**2022**
	$'000	**$'000**
Trade and other payables	729	702
Lease liabilities	414	53
Less: Cash and cash equivalents	(645)	(2,872)
Net debt	498	(2,117)
Equity attributable to equity holders of the Company	890	2,480
Capital and net debt	1,388	363
Gearing ratio	36%	N.M

N.M.- Not meaningful

The Group and the Company are not subjected to any externally imposed capital requirements during the financial years ended 31 July 2023 and 2022.

27. Contingent liabilities

As at the end of the financial year, the Company had given undertakings to certain subsidiaries for providing them with continued financial support. The financial support enables these subsidiaries to operate as going concerns and to meet their obligations as and when they fall due for at least 12 months from the financial year end.

28. Events subsequent to the reporting date

On 23 May 2023, the Company announced that it had, on 22 May 2023, together with its subsidiary, LifeBrandz Investment Management Pte. Ltd. (the "Buyer"), entered into two (2) sales and purchase agreements ("SPAs") with Auspac Financial Services Pty. Ltd. (the "Vendor") in relation to the proposed acquisitions of the entire issued and paid-up share capital of Auspac Investment Management Pte. Ltd. ("AIM") and Auspac Financial Advisory Pty. Ltd ("AFA") by the Buyer for an aggregate consideration of $1,500,000 ("Proposed Acquisitions").

On 14 July 2023, the Company announced that it had, together with the Buyer, entered into a Framework Agreement with the Vendor and Auspac Vision Holdings Pte. Ltd. (the "New Investor").

Pursuant to the terms of the Framework Agreement, the Company and the Buyer had on 30 August 2023, entered into two (2) Deeds of Amendment with the Vendor to amend the terms of the SPAs to, *inter alia*, agree that the Buyer shall acquire 51% of the total issued and paid-up share capital of AIM and 100% of the total issued and paid-up share capital of AFA for $1,377,500 (the "Purchase Consideration"). Pursuant to and in connection with the SPAs and Deeds of Amendment, part of the Purchase Consideration amounting to $950,000 shall be satisfied by way of issue and allotment of 380,000,000 consideration shares at the issue price of $0.0025 per consideration share to the Vendor at completion ("Proposed Consideration Shares Issue").

Pursuant to the terms of the Framework Agreement, the Company, AIM and the New Investor have entered into Share Subscription Agreement ("SSA") on 30 August 2023 for the New Investor to subscribe for an aggregate of 1,627,915 new ordinary shares in the capital of AIM ("Subscription Shares") for an aggregate subscription consideration of $73,500 ("New Investor Subscription"). The Subscription Shares will represent approximately 21% of, and result in the New Investor holding 70% of, the enlarged issued and paid-up share capital of AIM after the completion of the New Investor Subscription.

The shareholder's approval has been obtained at the extraordinary general meeting held on 27 September 2023 for, *inter alia*, the Proposed Acquisitions and the Proposed New Investor Subscription. On 2 October 2023, the Group has received the listing and quotation notice from the SGX-ST for the listing and quotation of 380,000,000 Consideration Shares in the capital of the Company, subject to the compliance with the SGX-ST's listing requirements, to be allotted and issued to the Vendor in satisfaction of the Purchase Consideration for the Proposed Acquisitions.

On completion of the Proposed Acquisitions and the SSA, the Company will hold 100% of shareholdings in AFA and 30% shareholdings in AIM. As of date of financial statements, the Proposed Acquisitions have not been completed.

STATISTICS OF SHAREHOLDINGS

As at 13 October 2023

STATISTICS OF SHAREHOLDINGS AS AT 13 OCTOBER 2023

Issued and fully paid-up capital	–	S$72,127,500.30
Number of issued shares	–	2,060,340,492
Class of Shares	–	Ordinary shares of equal voting right
Number of treasury shares	–	Nil
Number or subsidiary holdings	–	Nil

DISTRIBUTION OF SHAREHOLDINGS

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	422	11.94	16,684	0.00
100 - 1,000	979	27.69	447,561	0.02
1,001 - 10,000	990	28.01	3,870,070	0.19
10,001 - 1,000,000	924	26.14	200,290,137	9.72
1,000,001 AND ABOVE	220	6.22	1,855,716,040	90.07
TOTAL	3,535	100.00	2,060,340,492	100.00

TWENTY LARGEST SHAREHOLDERS

NO.	NAME	NO. OF SHARES	%
1	DBS NOMINEES (PRIVATE) LIMITED	438,805,028	21.30
2	OCBC SECURITIES PRIVATE LIMITED	95,456,869	4.63
3	PHILLIP SECURITIES PTE LTD	78,448,307	3.81
4	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	73,719,274	3.58
5	LEE EE @ LEE ENG	55,990,700	2.72
6	LONG SA KOW	53,898,300	2.62
7	FRANZ ELIOE NARCIS	45,764,000	2.22
8	LOW POH KUAN	37,906,500	1.84
9	BOEY CHEE CHEONG	33,000,000	1.60
10	PONG CHUN MUN MOHAMMED DANIAL (PANG JUNWEN)	32,675,001	1.59
11	UOB KAY HIAN PRIVATE LIMITED	30,319,697	1.47
12	RAFFLES NOMINEES (PTE.) LIMITED	29,454,962	1.43
13	IFAST FINANCIAL PTE. LTD.	25,165,600	1.22
14	ZHOU KEKE	24,014,001	1.17
15	KHOO MENG KOON EDWIN	22,999,808	1.12
16	WONG HAN YEW	19,998,801	0.97
17	TAN ENG CHUA EDWIN	19,800,100	0.96
18	CHEW WEE TENG	18,990,100	0.92
19	MAYBANK SECURITIES PTE. LTD.	16,732,448	0.81
20	GOH GUAN SIONG (WU YUANXIANG)	15,247,200	0.74
	TOTAL	1,168,386,696	56.72

STATISTICS OF SHAREHOLDINGS

As at 13 October 2023

SUBSTANTIAL SHAREHOLDERS AS AT 13 OCTOBER 2023
(As recorded in the Register of Substantial Shareholders)

		Direct Interests		Deemed Interests	
No.	**Name**	**No. of shares held**	**%**	**No. of shares held**	**%**
1.	i-Concept Global Growth Fund[(a)(b)]	367,310,614	17.83	–	–
2.	Pong Sin Tee Eugene[(a)]	–	–	367,310,614	17.83

Notes:

(a) i-Concept Global Growth Fund ("**i-Concept**") is made up of two non-participating voting shares of par value US$1.00 in the capital of i-Concept ("**Management Shares**") and 4,999,800 participating non-voting shares of par value US$0.01 in the capital of i-Concept ("**Participating Shares**"). The two Management Shares are held by Mr. Pong Sin Tee Eugene. Accordingly, Mr. Pong Sin Tee Eugene is deemed to be interested in the 367,310,614 shares held through i-Concept.

(b) i-Concept holds its shares through DBS Nominees (Private) Limited.

PERCENTAGE OF SHAREHOLDING IN PUBLIC'S HANDS

81.69% of the Company's issued paid up capital is held in the hands of the public. Accordingly, the Company has complied with Rule 723 of the Catalist Rules of the SGX-ST.

STATISTICS OF WARRANTHOLDINGS

As at 13 October 2023

DISTRIBUTION OF WARRANTHOLDINGS

SIZE OF WARRANTHOLDINGS	NO. OF WARRANTHOLDERS	%	NO. OF WARRANTS	%
1 - 99	4	0.86	60	0.00
100 - 1,000	22	4.73	13,610	0.00
1,001 - 10,000	34	7.31	194,480	0.04
10,001 - 1,000,000	352	75.70	87,394,193	16.97
1,000,001 AND ABOVE	53	11.40	427,482,714	82.99
TOTAL	465	100.00	515,085,057	100.00

TWENTY LARGEST WARRANTHOLDERS

NO.	NAME	NO. OF WARRANTS	%
1	DBS NOMINEES (PRIVATE) LIMITED	179,437,364	34.84
2	LEE EE @ LEE ENG	26,429,200	5.13
3	CGS-CIMB SECURITIES (SINGAPORE) PTE. LTD.	24,763,500	4.81
4	PHILLIP SECURITIES PTE LTD	20,696,750	4.02
5	FRANZ ELIOE NARCIS	20,000,000	3.88
6	WONG HAN YEW	10,000,000	1.94
7	RAFFLES NOMINEES (PTE.) LIMITED	8,222,800	1.60
8	OCBC SECURITIES PRIVATE LIMITED	8,158,950	1.58
9	LIM SING TAT	8,000,000	1.55
10	GOH GUAN SIONG (WU YUANXIANG)	7,500,000	1.46
11	WONG WALTER	6,099,750	1.18
12	HO POH LOON	5,800,000	1.13
13	TAN SOK HWA	5,050,500	0.98
14	IFAST FINANCIAL PTE. LTD.	5,049,750	0.98
15	NEO CHIN LEONG	5,005,500	0.97
16	KHOO MENG KOON EDWIN	5,000,000	0.97
17	CHUA LIAN CHYE	5,000,000	0.97
18	ROMIEN CHANDRASEGARAN	5,000,000	0.97
19	ZHOU KEKE	4,753,500	0.92
20	TAN KIAN LYE	4,000,000	0.78
	TOTAL	363,967,564	70.66

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of LifeBrandz Ltd. ("**Company**") will be held at Seletar Country Club, 101 Seletar Club Rd, Singapore 798273 on Friday, 24 November 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 July 2023 together with the Auditors' Report thereon. **(Resolution 1)**

2. To approve Directors' fees of S$83,552 for the financial year ended 31 July 2023. (2022: S$90,000) **(Resolution 2)**

3. To re-elect the following Directors who are retiring pursuant to the Constitution of the Company:

   Regulation 107
   Mr. Lim Yit Keong **(Resolution 3)**

   Regulation 117
   Mr. Mark Leong Kei Wei **(Resolution 4)**
   Dato' Alvin Joseph Nesakumar **(Resolution 5)**

   [See Explanatory Note (i)]

4. To re–appoint Messrs Mazars LLP, as auditor of the Company and to authorise the Directors of the Company to fix its remuneration. **(Resolution 6)**

5. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution (with or without amendments):

6. **Authority to allot and issue shares in the capital of the Company**

   That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Directors of the Company be authorised and empowered 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 of the Company may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:

(1) 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 shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which 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 other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such calculation 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 (1) above, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities;

(b) new Shares arising from exercising share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(3) 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), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and

(4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)] **(Resolution 7)**

7. **Authority to issue Shares under LifeBrandz Employee Share Option Scheme 2021**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under LifeBrandz Employee Share Option Scheme 2021 ("**ESOS 2021**") and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted by the Company under the ESOS 2021, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOS 2021, the PSP 2021 (as defined below) and such other share-based incentive scheme collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Notes (iii)] **(Resolution 8)**

NOTICE OF ANNUAL GENERAL MEETING

8. **Authority to issue Shares under the LifeBrandz Performance Share Plan 2021**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant awards pursuant to the LifeBrandz Performance Share Plan 2021 ("**PSP 2021**") and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the vesting of awards under the PSP 2021, provided always that the aggregate number of Shares to be allotted and issued pursuant to the ESOS 2021, the PSP 2021 and such other share-based incentive scheme collectively shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Notes (iv)] **(Resolution 9)**

By Order of the Board

Mark Leong Kei Wei
Executive Chairman
9 November 2023

Explanatory Notes:

(i) Mr. Lim Yit Keong will, upon re-election as a Director of the Company, remain as the Lead Independent Director, the Chairman of the Audit Committee, a member of the Nominating Committee and the Remuneration Committee of the Company. There are no relationships (including family relationships) between Mr. Lim Yit Keong and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Mr. Lim Yit Keong to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Mr. Mark Leong Kei Wei will, upon re-election as a Director of the Company, remain as an Executive Chairman of the Company.

Dato' Alvin Joseph Nesakumar will, upon re-election as a Director of the Company, remain as the Independent Director, the Chairman of the Remuneration Committee, a member of the Nominating Committee and the Audit Committee of the Company. There are no relationships (including family relationships) between Dato' Alvin Joseph Nesakumar and the other Directors, the Company, its related corporations, its officers or its substantial shareholders, which may affect his independence. The Board considers Dato' Alvin Joseph Nesakumar to be independent for the purposes of Rule 704(7) of the Catalist Rules.

Further detailed information on Mr. Lim Yit Keong, Mr. Mark Leong Kei Wei and Dato' Alvin Joseph Nesakumar can be found in the sections titled "Board of Directors", "Corporate Governance Report" and "Additional Information on Directors Seeking Re-election" of the Annual Report 2023.

(ii) Resolution 7 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50% may be issued other than on a *pro rata* basis to shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new Shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of Shares.

NOTICE OF ANNUAL GENERAL MEETING

(iii) Resolution 8 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the exercise of options granted or to be granted under the ESOS 2021 and such other share-based incentive scheme or share plan up to a number not exceeding in aggregate, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

(iv) Resolution 9 above, if passed, will empower the Directors of the Company, from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares pursuant to the vesting of awards granted or to be granted under the PSP 2021 and such other share-based incentive scheme or share plan, up to a number not exceeding in aggregate, 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

Notes:

(a) The members of the Company are invited to attend physically only at the AGM. This Notice of AGM, proxy form, the Request Form (to request for printed copy of the Annual Report) and the Annual Report will be sent to members by electronic means via publication on the Company's corporate website at the URL: https://www.lifebrandz.com/ and is also made available on SGXNET at the URL: https://www.sgx.com/securities/company-announcements. Printed copies of this Notice of AGM, proxy form and the Request Form will also be sent by post to members. Members who wish to receive a printed copy of the Annual Report are required to complete the Request Form and return it to the Company by 16 November 2023:

   (i) via email to invest@lifebrandz.com; or

   (ii) via post to the Company's registered address at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

(b) Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act is entitled to appoint more than 2 proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.

(c) Investors who hold Shares through Relevant Intermediaries, including the Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**"), may attend and cast his vote(s) at the AGM in person. CPFIS Investors and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF Agent Banks or SRS Operators to appoint the Chairman of the AGM to act as their proxy, in which case, the CPFIS Investors and the SRS Investors shall be precluded from attending the AGM. CPFIS Investors and SRS Investors, who wish to exercise their votes should approach their respective Relevant Intermediaries (which would include CPF Agent Banks and SRS Operators) through which they hold such Shares in order to submit their voting instructions at least 7 working days before the date of the AGM (i.e. by 14 November 2023) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a proxy form to appoint the proxy(ies) or the Chairman of the AGM to vote on their behalf by the cut-off date.

(d) Members, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the date of the AGM. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

(e) Substantial and relevant questions related to the agenda of the AGM may be submitted in advance in the following manner:

   (i) via email to invest@lifebrandz.com; or

   (ii) via post to the Company's registered address at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

   in either case, by 11:00 a.m. on 16 November 2023 for the purposes of the AGM.

   When submitting the questions, please provide the Company with the following details, for verification purpose:

   (i) full name;
   (ii) NRIC/passport/company registration number;
   (iii) current address;
   (iv) contact number; and
   (v) number of Shares held and the manner in which you hold Shares in the Company (e.g. via CDP, CPF or SRS).

NOTICE OF ANNUAL GENERAL MEETING

(f) Members are encouraged to submit their questions on or before 11:00 a.m. on 16 November 2023, as this will allow the Company sufficient time to address and respond to these questions on or before 18 November 2023 (not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms). The responses will be published on SGXNET and the Company's corporate website. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, including any questions received by the Company after 11:00 a.m. on 16 November 2023, the Company will address them during the AGM.

(g) The Directors will endeavour to address as many substantial and relevant questions as possible during the AGM. However, members should note that there may not be sufficient time available at the AGM to address all questions raised. Please note that individual responses will not be sent to members. The minutes of the AGM will be published on SGXNET within one month after the date of the AGM.

(h) Persons who hold Shares of the Company through Relevant Intermediaries, including CPFIS Investors and SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the AGM based on the abovementioned instructions.

(i) Except for a member who is a Relevant Intermediary, a member of the Company entitled to attend, speak and vote at the AGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead.

(j) A proxy need not be a member of the Company.

(k) A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act.

(l) The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed under seal or the hand of its duly authorised officer or attorney. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

(m) The instrument appointing the proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:

(i) via email to invest@lifebrandz.com; or

(ii) via post to the Company's registered address at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

in either case, by 11.00 a.m. on 21 November 2023, being not less than 72 hours before the time appointed for holding the AGM. The completion and return of the proxy form by a member shall not preclude him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.

(n) The Company shall be entitled to reject the instrument appointing the proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy(ies) (such as in the case where the appointor submits more than one instrument of proxy).

(o) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time appointed for holding the AGM in order for the Depositor to be entitled to attend, speak and vote at the AGM.

NOTICE OF ANNUAL GENERAL MEETING

Personal Data Privacy:

By (a) submitting a form appointing the proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any question prior to the AGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(a) processing and administration by the Company (or its agents or service providers) of the appointment the proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);

(b) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the AGM and providing them with any technical assistance where necessary;

(c) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions; and

(d) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities.

The member's personal data and its proxy(ies)'s and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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

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.

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LIFEBRANDZ LTD.

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

ANNUAL GENERAL MEETING PROXY FORM

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 AGM dated 9 November 2023.

IMPORTANT:

1. The AGM of the Company will be held on 24 November 2023 at 11:00 a.m. at Seletar Country Club, 101 Seletar Club Rd, Singapore 798273. The Notice of AGM, proxy form, the Request Form and the Annual Report will be sent to Shareholders by electronic means via publication on (i) the SGXNET at the URL https://www.sgx.com/securities/company-announcements; and (ii) the Company's website at the URL https://www.lifebrandz.com/. Printed copies of the Notice of AGM, proxy form and the Request Form will also be sent by post to Shareholders.
2. Investors who hold shares through Relevant Intermediaries, including under the Central Provident Fund Investment Scheme ("**CPF Investors**") or the Supplementary Retirement Scheme ("**SRS Investors**"), and who wish to appoint the Chairman of the AGM as their proxy should approach their respective Relevant Intermediaries, including CPF Agent Banks or SRS Operators, to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 14 November 2023).
3. This proxy form is not valid for use by CPF Investors and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. Please read the notes to the proxy form.

*I/We (Name) ____________________

*NRIC/Passport No./Company Registration No. ____________________

of (Address) ____________________

being a member/members of LIFEBRANDZ LTD. (the "**Company**") hereby appoint:

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

and/or (delete as appropriate)

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

or failing *him/her/them, the Chairman of the Annual General Meeting of the Company (the "**AGM**"), as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the AGM to be held at Seletar Country Club, 101 Seletar Club Rd, Singapore 798273 on Friday, 24 November 2023 at 11:00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the resolution to be proposed at the AGM as indicated hereunder. **If no specific direction as to voting is given, the *proxy/proxies (except where the Chairman of the AGM is appointed as *my/our proxy) will vote or abstain from voting at *his/her/their discretion. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as *my/our proxy for that resolution will be treated as invalid.**

No.	ORDINARY RESOLUTIONS	For**	Against**	Abstain**
1	To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 July 2023 together with the Auditors' Report thereon.			
2	To approve Directors' fees of S$83,552 for the financial year ended 31 July 2023. (2022: S$90,000).			
3	To re–elect Mr. Lim Yit Keong who is retiring pursuant to Regulation 107 of the Company's Constitution.			
4	To re–elect Mr. Mark Leong Kei Wei who is retiring pursuant to Regulation 117 of the Company's Constitution.			
5	To re–elect Dato' Alvin Joseph Nesakumar who is retiring pursuant to Regulation 117 of the Company's Constitution.			
6	To re–appoint Messrs Mazars LLP, as auditor of the Company and to authorise the Directors of the Company to fix its remuneration.			
	Special Business			
7	To authorise Directors to allot and issue shares in the capital of the Company.			
8	To authorise Directors to allot and issue new shares under the LifeBrandz Employee Share Option Scheme 2021			
9	To authorise Directors to allot and issue shares under the LifeBrandz Performance Share Plan 2021			

Notes:

* Please delete where inapplicable.

** If you wish to exercise all your votes 'For' or 'Against' or 'Abstain" please tick (√) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this __________ day of ____________________ 2023

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature(s) of Member(s) / Common Seal

<u>IMPORTANT</u>: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act 1967 of Singapore ("**Companies Act**"), a member of the Company entitled to attend, speak and vote at the AGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead. Such proxy need not be a member of the Company.

2. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than one proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

3. Investors who hold shares through Relevant Intermediaries, including the Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**"), may attend and cast his vote(s) at the AGM in person. CPFIS Investors and SRS Investors who are unable to attend the AGM but would like to vote, may inform their CPF Agent Banks or SRS Operators to appoint the Chairman of the AGM to act as their proxy, in which case, the CPFIS Investors and the SRS Investors shall be precluded from attending the AGM. CPFIS Investors and SRS Investors who wish to exercise their votes should approach their respective Relevant Intermediaries, including CPF Agent Banks and SRS Operators, to submit their voting instructions at least 7 working days before the AGM (i.e. by 14 November 2023) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a proxy form to appoint proxy(ies) or the Chairman of the AGM to vote on their behalf by the cut-off date.

4. Members, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the AGM in person. To do so, they will need to register in person at the registration counter(s) outside the AGM venue on the date of the AGM. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the AGM if they are feeling unwell.

5. Where a member of the Company appoints 2 proxies, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first named.

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 under its common seal or under the hand of its attorney or duly authorised officer. Where the instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act.

8. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited in the following manner:

   (a) via email to invest@lifebrandz.com; or
   (b) via post to the Company's registered address at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

   in either case, by 11.00 a.m. on 21 November 2023, being not less than 72 hours before the time appointed for holding the AGM. The completion and return of the proxy form by a member will not preclude him from attending, speaking and voting at the AGM in place of his proxy should he subsequently wish to do so.

9. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members of the Company, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member of the Company.

10. A Depositor shall not be regarded as a member of the Company entitled to attend the AGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the AGM.

General:

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. In addition, in the case of shares entered 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 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy or proxies, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 November 2023.

LifeBrandz

30 Cecil Street #19-08
Prudential Tower
Singapore 049712

www.lifebrandz.com