

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)

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.

- (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).

- (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.

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.

*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.