



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

MINUTES OF ANNUAL GENERAL MEETING

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

DATE : Friday, 24 November 2023

TIME : 11.00 a.m.

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

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

CHAIRMAN OF THE MEETING : Mr. Mark Leong Kei Wei

QUORUM

The Chairman declared the Annual General Meeting ("**AGM**" or "**Meeting**") open at 11.00 a.m. upon confirmation by the Company Secretary that the quorum necessary for a general meeting as set out in the Constitution was present. The Chairman requested the representative of the Company Secretary to assist in conducting the Meeting.

INTRODUCTION

The representative of the Company Secretary introduced the Directors present.

NOTICE

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

VOTING BY POLL

The representative of the Company Secretary informed that all resolutions to be tabled at the AGM would be voted upon by way of poll as required under the Listing Manual – Section B: Rules of Catalist ("**Catalist Rules**") of Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The poll on each resolution would be conducted after the formalities of the AGM.

The representative of the Company Secretary informed the Meeting that In.Corp Corporate Services Pte. Ltd. has been appointed as the Polling Agent and CACS Corporate Advisory Pte. Ltd. as the Scrutineer.

QUESTIONS FROM SHAREHOLDERS

The representative of the Company Secretary highlighted that as mentioned in the Notice of this AGM dated 9 November 2023, shareholders were able to submit questions relating to the resolutions to be tabled for approval at the AGM prior to the Meeting. As at the cut-off date for submission of questions, there is no question received by the Company prior to the AGM.

The representative of the Company Secretary invited the shareholders to raise any questions relating to the resolutions to be tabled for approval at the AGM. There were no questions raised by the shareholders at the AGM.

ORDINARY BUSINESSES:

1. AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT FOR THE FINANCIAL YEAR ENDED 31 JULY 2023 – RESOLUTION 1

The Meeting proceeded to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 July 2023 ("**Audited Financial Statements**") and the Auditors' Report.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 1 to be put to vote:

"That the Audited Financial Statements and Directors' Statement of the Company and the Group for the financial year ended 31 July 2023 together with the Auditors' Report be and are hereby received and adopted."

2. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 JULY 2023 – RESOLUTION 2

The Board had recommended the payment of Directors' fees of S\$83,552 for the financial year ended 31 July 2023.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 2 to be put to vote:

"That the payment of the Directors' fees of S\$83,552 for the financial year ended 31 July 2023 be approved."

3. RE-ELECTION OF MR. LIM YIT KEONG AS A DIRECTOR – RESOLUTION 3

Resolution 3 deals with the re-election of the Director, Mr. Lim Yit Keong ("**Mr. Lim**") as a Director of the Company. Mr. Lim, who was retiring as a Director of the Company in accordance with Regulation 107 of the Company's Constitution, had signified his consent to continue in office.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 3 to be put to vote:

"That Mr. Lim Yit Keong, who retired from office in accordance with Regulation 107 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company."

Mr. Lim Yit Keong will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.”

4. RE-ELECTION OF MR. MARK LEONG KEI WEI AS A DIRECTOR – RESOLUTION 4

Resolution 4 deals with the re-election of the Director, Mr. Mark Leong Kei Wei (“**Mr. Mark Leong**”) as a Director of the Company. Mr. Mark Leong, who was retiring as a Director of the Company in accordance with Regulation 117 of the Company’s Constitution, had signified his consent to continue in office.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 4 to be put to vote:

“That Mr. Mark Leong Kei Wei, who retired from office in accordance with Regulation 117 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Mr. Mark Leong Kei Wei will, upon re-election as a Director of the Company, remain as an Executive Chairman of the Company.”

5. RE-ELECTION OF DATO’ ALVIN JOSEPH NESAKUMAR AS A DIRECTOR – RESOLUTION 5

Resolution 5 deals with the re-election of the Director, Dato’ Alvin Joseph Nesakumar (“**Dato’ Alvin**”) as a Director of the Company. Dato’ Alvin, who was retiring as a Director of the Company in accordance with Regulation 117 of the Company’s Constitution, had signified his consent to continue in office.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 5 to be put to vote:

“That Dato’ Alvin Joseph Nesakumar, who retired from office in accordance with Regulation 117 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Dato’ Alvin Joseph Nesakumar will, upon re-election as a Director of the Company, remain as the Independent Director, Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.”

6. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

Resolution 6 deals with the re-appointment Messrs Mazars LLP as auditors of the Company. The retiring auditors, Messrs Mazars LLP, had expressed their willingness to continue in office.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 6 to be put to vote:

“That Messrs Mazars LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as Auditors until the conclusion of the next AGM at a fee to be agreed between the Directors and Messrs Mazars LLP be approved.”

ANY OTHER BUSINESS

As no notice of any other ordinary business to be transacted at the Meeting had been received by the Company Secretary, the Meeting proceeded to deal with the special businesses outlined in the Notice convening the Meeting.

SPECIAL BUSINESSES:**7. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 (“COMPANIES ACT”) AND RULE 806 OF THE CATALIST RULES – RESOLUTION 7**

The Meeting was informed that Resolution 7 on the Agenda was to authorise the Directors to issue and allot shares pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 7 to be put to vote:

“That pursuant to Section 161 of the Companies Act and Rule 806 of the 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 subparagraph (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 subparagraph (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.”

8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE LIFEBRANDZ EMPLOYEE SHARE OPTION SCHEME 2021 – RESOLUTION 8

The Meeting was informed that Resolution 8 on the Agenda was to authorise the Directors to issue and allot shares pursuant to the LifeBrandz Employee Share Option Scheme 2021.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 8 to be put to vote:

“That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options under the 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.”

9. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE LIFEBRANDZ PERFORMANCE SHARE PLAN 2021 – RESOLUTION 9

The Meeting was informed that Resolution 9 on the Agenda was to authorise the Directors to issue and allot shares under the LifeBrandz Performance Share Plan 2021.

On behalf of the Chairman, the representative of the Company Secretary proposed the following motion for Resolution 9 to be put to vote:

“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.”

CONDUCT OF POLL

The representative of the Company Secretary briefed the shareholders on the formalities of conducting the poll. Thereafter, the representative of the Company Secretary invited shareholders to cast their votes. On behalf of the Chairman, the representative of the Company Secretary informed the Meeting that the scrutineer would proceed to count the votes. As such, the AGM was adjourned at 11.10 a.m. for the vote counting and verification.

RESULTS OF ANNUAL GENERAL MEETING

The Chairman resume the AGM at 11.15 a.m. and on behalf of the Chairman, the representative of the Company Secretary announced the results of the poll as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<u>AS ORDINARY BUSINESS</u>					
<u>Resolution 1</u> Adoption of the Directors' Statement and the Audited Financial Statements of	493,793,614	493,693,614	99.98	100,000	0.02

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
the Company and the Group for the financial year ended 31 July 2023 together with the Auditors' Report thereon					
<u>Resolution 2</u> Approval of Directors' fees amounting to S\$83,552 for the financial year ended 31 July 2023	493,793,614	493,693,614	99.98	100,000	0.02
<u>AS ORDINARY BUSINESS</u>					
<u>Resolution 3</u> Re-election of Mr. Lim Yit Keong as a Director of the Company	493,793,614	493,693,614	99.98	100,000	0.02
<u>Resolution 4</u> Re-election of Mr. Mark Leong Kei Wei as a Director of the Company	493,793,614	493,693,614	99.98	100,000	0.02
<u>Resolution 5</u> Re-election of Dato' Alvin Joseph Nesakumar	493,793,614	493,693,614	99.98	100,000	0.02

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
as a Director of the Company					
<u>Resolution 6</u> Re-appointment of Messrs Mazars LLP as Auditors and to authorise the Directors of the Company to fix their remuneration	493,793,614	493,693,614	99.98	100,000	0.02
<u>AS SPECIAL BUSINESS</u>					
<u>Resolution 7</u> Authority to allot and issue shares	493,793,614	493,693,614	99.98	100,000	0.02
<u>AS SPECIAL BUSINESS</u>					
<u>Resolution 8</u> Authority to allot and issue Shares under the LifeBrandz Employee Share Option Scheme ("ESOS") 2021	493,793,614	493,693,614	99.98	100,000	0.02
<u>Resolution 9</u> Authority to allot and issue Shares	493,793,614	493,693,614	99.98	100,000	0.02

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
under the LifeBrandz Performance Share Plan ("PSP") 2021					

Based on the above poll results, on behalf of the Chairman, the representative of the Company Secretary declared that all resolutions had been passed at the AGM.

CONCLUSION

There being no other business to transact, on behalf of the Chairman, the representative of the Company Secretary declared the AGM of the Company closed at 11.20 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

MARK LEONG KEI WEI
CHAIRMAN OF THE MEETING