



LIFEBRANDZ LTD.

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

COMPLETION OF:

- (1) THE PROPOSED ACQUISITIONS OF 51% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF AUPAC INVESTMENT MANAGEMENT PTE. LTD. AND 100% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF AUPAC FINANCIAL ADVISORY PTY. LTD. BY LIFEBRANDZ INVESTMENT MANAGEMENT PTE. LTD. (THE "PROPOSED ACQUISITIONS");**
 - (2) THE PROPOSED ISSUE AND ALLOTMENT OF CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.0025 PER CONSIDERATION SHARE TO AUPAC FINANCIAL SERVICES PTY. LTD. (THE "VENDOR"), AS PARTIAL SATISFACTION OF THE PURCHASE CONSIDERATION; AND**
 - (3) THE PROPOSED NEW INVESTOR SUBSCRIPTION OF 1,627,915 NEW ORDINARY SHARES IN THE CAPITAL OF AUPAC INVESTMENT MANAGEMENT PTE. LTD. FOR THE SUBSCRIPTION CONSIDERATION OF S\$73,500.**
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*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Company's circular dated 12 September 2023 ("**Circular**").*

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of LifeBrandz Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Circular and the announcements released by the Company on 23 May 2023, 14 July 2023, 30 August 2023, 21 November 2023 and 7 December 2023 relating to, *inter alia*, the Proposed Acquisitions and the Proposed New Investor Subscription.

2. COMPLETION

2.1 The Board is pleased to announce that:

2.1.1 LifeBrandz Investment Management Pte. Ltd. ("**LBIM**"), a wholly owned subsidiary of the Company, had on 29 December 2023 completed:

- (a) the Proposed Acquisitions, and subsequent to the Proposed Acquisitions, LBIM holds 51% of the entire issued and paid-up capital of AIM and 100% of the entire issued and paid-up capital of AFA; and
- (b) the entry into the shareholders' agreement amongst the Company, LBIM and the New Investor to regulate the relationship of the shareholders of AIM ("**SHA**").

- 2.1.2 AIM, a majority-owned subsidiary of LBIM, had on 29 December 2023 completed:
- (a) the Proposed New Investor Subscription, where AIM have issued and allotted 1,627,915 new ordinary shares in the capital of AIM ("**Subscription Shares**") to the New Investor for the subscription consideration of S\$73,500; and
 - (b) following the completion of the Proposed New Investor Subscription, LBIM's shareholding in AIM has diluted from 51% to 30%. Accordingly, AIM is a 30%-owned associated company of the Company.
- 2.1.3 the Company had on 29 December 2023 completed:
- (a) the issue and allotment of 380,000,000 new ordinary shares in the capital of the Company ("**Consideration Shares**") to the Vendor as partial satisfaction of the Purchase Consideration for the Proposed Acquisitions; and
 - (b) the entry into the SHA.
- 2.2 The Subscription Shares are credited as fully paid-up and rank *pari passu* in all respects with and shall carry all rights similar to the existing shares of AIM as at the date of allotment and issue of the Subscription Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of issue of such Subscription Shares.
- 2.3 The Consideration Shares are credited as fully paid-up and rank *pari passu* in all respects with the other ordinary shares in the capital of the Company then in issue, save for any rights, benefits and entitlements the record date for which is before the date of issuance of the Consideration Shares.
- 2.4 The Consideration Shares are expected to be listed and quoted on the Catalist board of the SGXST on or around 2 January 2024, and trading of the Consideration Shares is expected to commence with effect from 9:00 a.m. on the same date.
- 2.5 The Board wishes to further update Shareholders that in connection with and prior to Completion of the Proposed Acquisitions, the Company, LBIM and the Vendor had entered into a supplemental agreement on 29 December 2023 ("**Supplemental Agreement**"). Pursuant to the Supplemental Agreement:
- 2.5.1 the Vendor has agreed to waive the obligation of LBIM to pay the remaining Cash Consideration of S\$227,500 to the Vendor on the Completion Date (being 29 December 2023) and to proceed to Completion;
 - 2.5.2 the Company, LBIM and the Vendor have mutually agreed that the remaining Cash Consideration of S\$227,500 will be paid by LBIM to the Vendor, interest-free, on or before 31 December 2024 (or such later date as the Company, LBIM and the Vendor may mutually agree in writing); and
 - 2.5.3 save as amended or supplemented by the Supplemental Agreement, all other terms in relation to the Proposed Acquisitions and the SPAs remains unchanged, will continue to be in full force and effect, and binding on the Company, LBIM and the Vendor.

2.6 The Company will make further announcement(s) to update Shareholders as and when there are material developments regarding the Proposed Acquisitions.

By Order of the Board
LifeBrandz Ltd.

Wang Xiaolan
Independent Director
29 December 2023

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

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