



LIFEBRANDZ LTD.

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

DISPOSAL OF ALL THE SHARES HELD BY LIFEBRANDZ INVESTMENT MANAGEMENT PTE. LTD. IN AUSPAC INVESTMENT MANAGEMENT PTE. LTD.

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or “**Directors**”) of LifeBrandz Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that its wholly owned subsidiary, LifeBrandz Investment Management Pte. Ltd. (“**LBIM**”), had on 30 April 2024 entered into a share purchase agreement (“**SPA**”) with Auspac Vision Holdings Pte. Ltd. (“**AVH**”), to dispose all the shares held by LBIM in Auspac Investment Management Pte. Ltd. (“**AIM**”) to AVH for a consideration of S\$37,500 (“**Disposal**”).
- 1.2 The Disposal has been completed on 30 April 2024 and the Company (through LBIM) no longer has any shareholding interests in AIM. Please refer to Sections 3 and 4 of this announcement for more information on the Disposal.

2. INFORMATION RELATING TO AIM AND AVH

2.1 Information relating to AIM

AIM was incorporated on 12 September 2018 in Singapore. AIM is engaged, *inter alia*, in the business of fund management in Singapore and is registered with the Monetary Authority of Singapore as a registered fund management company.

Immediately before the Disposal, AIM has an issued and paid-up share capital of S\$2,499,092 comprising of 7,907,013 ordinary shares. The Company (through LBIM) and AVH respectively hold 1,186,052 and 6,720,961 ordinary shares of AIM, representing approximately 15% and 85% of the entire issued and paid-up share capital of AIM. Please refer to Section 3.1 of this announcement for further background on the shareholdings held by the Company (through LBIM) in AIM.

2.2 Value attributable to AIM

Based on the Company's unaudited condensed interim financial statements for the six (6) months ended 31 January 2024 (“**HY2024**”), the net assets value (which is also equivalent to the net tangible assets value) of AIM as at 31 January 2024 is S\$441,752.

The open value of the shares of AIM is not available as the shares of AIM are not publicly traded. No independent valuation was conducted on AIM for the purpose of the Disposal.

2.3 Information relating to AVH

AVH is a company incorporated in Singapore. As at the date of this announcement, Andrew Young Hao Pui ("**Andrew Young**") is the sole director and shareholder of AVH. Andrew Young is a lawyer by profession. He advises on all aspects of complex cross-border mergers and acquisitions and capital markets-related matters. He had previously led the legal function of a SGX mainboard listed healthcare group, as well as a Singapore based co-working unicorn, and is a consultant to various technology multinational corporation companies.

Save as disclosed, AVH has confirmed that AVH and Andrew Young have no other relationship with the Company, the Directors and the Controlling Shareholders.

3. RATIONALE FOR THE DISPOSAL

3.1 Rationale

The Company (through LBIM) had, among other things, completed the acquisition of 51% of the entire issued and paid-up share capital of AIM and AIM has issued 1,627,915 new ordinary shares of AIM to AVH for the subscription consideration of S\$73,500 on 29 December 2023 ("**Corporate Actions**"). Following the completion of AVH's subscription, LBIM's shareholdings in AIM is 30%. Please refer to the Company's circular dated 12 September 2023, and the announcements released by the Company on 23 May 2023, 14 July 2023, 30 August 2023, 21 November 2023, 7 December 2023 and 29 December 2023 for more information concerning the Corporate Actions.

To support its working capital requirements, AIM had on 23 April 2024 called for a capital injection from its shareholders, on a *pro rata* basis. The Company was, however, unable to participate in the capital injection exercise due to cash flow considerations. The capital call has been fully subscribed by AVH. Accordingly, the shareholdings in AIM held by the Company (through LBIM) diluted from 30% to 15%.

As announced by the Company on 17 April 2024, Aurico Global Holdings Pte. Ltd. had on 12 April 2024 entered into two sale and purchase agreements with Auspac Financial Services Pty. Ltd. and i-Concept Global Growth Fund for the proposed acquisition of 380,000,000 and 348,000,000 ordinary shares in the issued and paid-up share capital of the Company (the "**Shares**"), representing approximately 15.57% and 14.26% of the entire issued Shares respectively ("**Proposed Purchase Announcement**"). Since the Proposed Purchase Announcement, AVH has approached the Company to discuss, amongst others, further financing requirements by AIM for working capital purposes and potential options regarding AVH's acquisition of ordinary shares held by LBIM in AIM. The Company having considered further fundraising requirements of AIM and overall strategic plan of the Group, agreed to carry out the Disposal, subject to the terms of the SPA. The Disposal will allow the Group to refocus financial resources into its other core businesses.

3.2 Use of proceeds

The net aggregate proceeds from the Disposal (i.e. S\$36,500) will be utilised as general working capital for the Group.

4. PRINCIPAL TERMS OF THE DISPOSAL

4.1 Consideration

Pursuant to the SPA, the consideration for the sale of 1,186,052 ordinary shares in AIM from LBIM to AVH is S\$37,500. The consideration was determined following arms' length negotiations between the Company and AVH on a willing buyer-willing seller basis, taking into consideration, among other things, the valuation offered by AVH for the Disposal (i.e. S\$250,000 as implied by LBIM's purchase consideration for the acquisition of 51% of the entire issued and paid-up share capital of AIM on 29 December 2023).

The consideration has been satisfied by payment in cash by AVH to the Company on Completion (as defined in Section 4.3 below).

4.2 Conditions precedent

Completion of the Disposal under the SPA is conditional on the fulfilment of, among other things, the following conditions:

- (a) if required, approval by the shareholders of LBIM and/or the Company;
- (b) all necessary governmental, regulatory and third-party consents, approvals and waivers having been obtained and not amended or revoked before Completion, and if any such consents, approvals or waivers are subject to conditions, such conditions being reasonably acceptable to LBIM and AVH; and
- (c) the warranties and undertakings by each party to the SPA remaining true and correct in all material respects as if made on the date of Completion.

4.3 Completion

Completion of the Disposal will take place on the earlier of:

- (a) the date falling two (2) Business Days after the date on which the last of the conditions precedent (in the SPA) has been fulfilled or waived (as the case may be); or
- (b) such other date as the parties may agree in writing.

Pursuant to the SPA, the parties have agreed to complete the Disposal on 30 April 2024. As at the date of this announcement, the Company (through AIM) no longer has any shareholding interests in AIM.

5. RELATIVE FIGURES COMPUTED PURSUANT TO RULE 1006 OF THE CATALIST RULES

5.1 Based on the latest announced unaudited consolidated financial statements of the Group for HY2024 and the latest unaudited management account of AIM for HY2024, the relative figures of the Disposal computed on the bases set out in Rules 1006(a) to 1006(e) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual (Section B: Rules of Catalist ("**Catalist Rules**")) are set out below.

Catalist Rule	Basis of Calculation	Relative Figure
1006(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value. ⁽¹⁾ This basis is not applicable to an acquisition of assets.	3.29% ⁽²⁾

Catalist Rule	Basis of Calculation	Relative Figure
1006(b)	The net profits attributable to the assets acquired or disposed of, compared with the group's net profits. ⁽³⁾	-1.70% ⁽⁴⁾
1006(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	0.77% ⁽⁵⁾
1006(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable ⁽⁶⁾
1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not applicable ⁽⁷⁾

Notes:

- (1) Under Rule 1006(a) of the Catalist Rules, "net assets" means total assets less total liabilities.
- (2) Computed based on the unaudited net assets value of attributable to 15% of AIM of approximately S\$66,000 at 31 January 2024 and the unaudited net asset value of the Group of S\$2.01 million as at 31 January 2024.
- (3) Under Rule 1002(3)(b) of the Catalist Rules, "net profits" is defined as profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (4) Computed based on the unaudited net profit before tax attributable to 15% of AIM of approximately S\$14,000 for HY2024 and the net loss before tax of the Group of approximately S\$823,000 for HY2024. The Company understands that AIM has recorded a net profit before tax of approximately S\$91,000 for HY2024 mainly due to a one-off miscellaneous income arising from writing off of a payable amount of approximately S\$157,000. If such amount is excluded, AIM would have recorded a net loss before tax of approximately S\$66,000 for HY2024.
- (5) The market capitalisation of S\$4.88 million is calculated based on the volume weighted average price of S\$0.002 on 29 April 2024, being the last full market day on which the shares of the Company were traded, preceding the date of the signing of the SPA and 2,440,340,492 shares in issue.
- (6) Rule 1006(d) of the Catalist Rules is not applicable as this is a disposal transaction.
- (7) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil and gas company.

5.2 The relative figures for the Disposal as computed on the bases set out in Rule 1006 of the Catalist Rules does not exceed 5% nor 50%. However, as the relative figure computed on the basis of Rule 1006(b) involves negative figures, Rule 1007(1) read with Practice Note 10A shall apply. The Disposal are expected to result in a loss on disposal of approximately S\$75,000, representing approximately 9.11% of the unaudited net loss before tax of the Group of approximately S\$823,000 for HY2024, which exceeds 5% but does not exceed 10% of the net loss before tax of the Group.

Accordingly, the Disposal falls within paragraph 4.4(d) of Practice Note 10A and constitutes a discloseable transaction. Therefore, the approval of the Company's shareholders for the Disposal is not required, and an immediate announcement in respect of the information required pursuant to Rule 1010, 1011, 1012 and 1013 of the Catalist Rules, where applicable, is required and has been hereby made accordingly.

6. FINANCIAL EFFECTS OF THE DISPOSAL

6.1 Bases and assumptions

The following are presented for illustration purposes only and are not intended to reflect the actual future financial situation of the Group after Completion. The financial effects of the Disposal on the Group as set out below are based on the Group's latest audited financial statements for the financial year ended 31 July 2023 and the following assumptions:

- (a) there are no expenses incurred in relation to the Disposal;
- (b) the financial effects on the Group's net tangible assets ("NTA") attributable to the Shareholders and the NTA per Share have been computed assuming that Completion took place on 31 July 2023; and
- (c) the financial effects on the Group's net loss attributable to the Shareholders and the loss per Share ("LPS") have been computed assuming that Completion took place on 1 August 2022.

6.2 NTA per Share

	Before the Disposal	After the Disposal
NTA attributable to Shareholders ('000)	871	805
Number of issued shares ('000)	2,060,340	2,060,340
NTA per share (cents)	0.04	0.04

6.3 LPS

	Before the Disposal	After the Disposal
Net loss attributable to Shareholders ('000)	(1,620)	(1,700)
Weighted average number of shares ('000)	2,060,340	2,060,340
LPS (cents)	(0.08)	(0.08)

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the Disposal contemplated herein (other than in his capacity as a Director or Shareholder of the Company).

8. DIRECTOR'S SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the registered office of the Company at 30 Cecil Street, #19-08, Prudential Tower, Singapore 049712 for a period of three (3) months from the date of this announcement.

By Order of the Board
LifeBrandz Ltd.

Lee Elaine
Executive Chairman and Chief Executive Officer
30 April 2024

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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