

CIRCULAR DATED 4 NOVEMBER 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by LifeBrandz Ltd. (the "Company"). If you are in any doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

This Circular, together with the Notice of Extraordinary General Meeting ("**EGM**") and the accompanying proxy form have been made available on SGXNet and the website of the Company at the URL: <https://www.lifebrandz.com/>.

If you have sold or transferred all your shares in the capital of the Company ("**Shares**") held through the Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of EGM and the attached proxy form to the purchaser or transferee as CDP will arrange for a separate Circular with the Notice of EGM and the attached proxy form to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately forward this Circular, the Notice of EGM and the attached proxy form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer of Shares was effected for onward transmission to the purchaser or the transferee.

Your attention is drawn to the Section 2.5 entitled "Risk Factors Relating to the Proposed Diversification" of this Circular, which you should review carefully.

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

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.



LIFEBRANDZ LTD.
(Company Registration Number 200311348E)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS IN RELATION TO

- (A) THE PROPOSED DIVERSIFICATION INTO ASSISTED LIVING BUSINESS (DEFINED HEREIN); AND**
- (B) THE PROPOSED CHANGE OF NAME OF THE COMPANY TO "AUTAGCO LTD."**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of proxy form	: 23 November 2024 at 10.30 a.m.
Date and time of Extraordinary General Meeting	: 26 November 2024 at 10.30 a.m.
Place of Extraordinary General Meeting	: 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

- "ACRA"* : Accounting and Corporate Regulatory Authority of Singapore
- "Assisted Living"* : The provision of support services to elderly who are relatively independent and may require some level of help with daily activities and socialisation
- "Assisted Living Business"* : The Group's proposed Assisted Living business, which combines residential options with personalised support for the elderly. Please refer to Section 2 of this Circular for more information in this regard
- "Associate"* : (a) In relation to any Director, CEO, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- "Audit Committee"* : The audit committee of the Company for the time being, comprising Mr Lim Yit Keong, Ms Wang Xiaolan and Ms Linda Hoon Siew Kin as at the date of this Circular
- "Board"* : The board of directors of the Company for the time being
- "Catalist"* : The Catalist Board of the SGX-ST
- "Catalist Rules"* : The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
- "CDP"* : The Central Depository (Pte) Limited
- "CEO"* : Chief Executive Officer

DEFINITIONS

<i>“Circular”</i>	:	This circular to Shareholders dated 4 November 2024 in relation to the Proposed Diversification and the Proposed Change of Name
<i>“Communa Gold”</i>	:	Communa Gold Pte. Ltd., a wholly-owned subsidiary of the Company incorporated on 15 October 2024, to explore and undertake the Assisted Living Business, for the purpose of the Proposed Diversification
<i>“Companies Act”</i>	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
<i>“Company”</i>	:	LifeBrandz Ltd.
<i>“Constitution”</i>	:	The Constitution of the Company, as amended, modified or supplemented from time to time
<i>“Control”</i>	:	The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company
<i>“Controlling Shareholder”</i>	:	A person (including a corporation) who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or (b) in fact exercises Control over the Company
<i>“Crescendo”</i>	:	Crescendo Wellness Living, a registered sole-proprietorship in Singapore, which is principally engaged in the Assisted Living Business
<i>“Directors”</i>	:	The directors of the Company for the time being
<i>“EGM”</i>	:	The extraordinary general meeting of the Company to be held on 26 November 2024 at 10.30 a.m., notice of which is set out on pages N-1 to N-4 of this Circular
<i>“Executive Director”</i>	:	A director of the Company for the time being, holding office in an executive capacity in the Company
<i>“Existing Business”</i>	:	Has the meaning ascribed to it in Section 2.1 of this Circular
<i>“F&B”</i>	:	Food and beverage
<i>“Group”</i>	:	The Company and its subsidiaries, collectively
<i>“Independent Director”</i>	:	A director of the Company who has no relationship with the Company, its related corporations, Substantial Shareholders, or its officers, that could interfere or be reasonably perceived to interfere with the exercise of the director’s independent business judgment with a view to the best interests of the Company

DEFINITIONS

<i>“Latest Practicable Date”</i>	:	28 October 2024, being the latest practicable date prior to the issue of this Circular
<i>“Ordinary Resolution”</i>	:	The ordinary resolution to approve the Proposed Diversification
<i>“Proposed Acquisition”</i>	:	The proposed acquisition of Crescendo as described in Section 2.3 of this Circular
<i>“Proposed Change of Name”</i>	:	The proposed change of name of the Company as described in Section 3 of this Circular
<i>“Proposed Diversification”</i>	:	The proposed diversification of the Group's business to include the Assisted Living Business as described in Section 2 of this Circular
<i>“Securities Account”</i>	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account
<i>“SFA”</i>	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Share(s)”</i>	:	Ordinary share(s) in the share capital of the Company
<i>“Shareholders”</i>	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
<i>“Special Resolution”</i>	:	The special resolution to approve the Proposed Change of Name
<i>“Strategic Review”</i>	:	As announced by the Company on 17 July 2024, the Company has initiated a strategic review of the Group and its portfolio of businesses with a view of maximising potential value for Shareholders
<i>“Substantial Shareholder”</i>	:	A person (including a corporation) who holds directly or indirectly 5% or more of the total number of Shares in the Company (excluding treasury shares)
<i>“Term Sheet”</i>	:	A non-binding term sheet entered between Communa Gold and the Vendor for the purpose of the Proposed Acquisition
<i>“Vendor”</i>	:	Dr. Vimallan s/o Manokara, owner and founder of Crescendo

Currencies, Units and Others

<i>“S\$”</i>	:	Singapore dollar
<i>“%”</i>	:	Per centum or percentage

DEFINITIONS

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them, respectively, in Section 81SF of the SFA. The term “**subsidiary**” shall have the same meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

Opal Lawyers LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.

LETTER TO SHAREHOLDERS

LIFEBRANDZ LTD.

(Company Registration Number: 200311348E)
(Incorporated in the Republic of Singapore on 7 November 2003)

Board of Directors:

Mr Ng Boon Hui (Executive Chairman and Chief Executive Officer)
Mr Loke Pak Hoe, Patrick (Executive Director and Head of Corporate Development)
Mr Lim Yit Keong (Lead Independent Director)
Ms Wang Xiaolan (Independent Director)
Ms Linda Hoon Siew Kin (Independent Director)

Registered Office:

30 Cecil Street
#19-08 Prudential Tower
Singapore 049712

4 November 2024

To: The Shareholders of the Company

Dear Sir/Madam

- (A) THE PROPOSED DIVERSIFICATION INTO ASSISTED LIVING BUSINESS; AND**
(B) THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “AUTAGCO LTD.”
-

1 INTRODUCTION

- 1.1** The Board is convening an EGM to be held on 26 November 2024 at 10.30 a.m. to seek the approval of the Shareholders for the Proposed Diversification and the Proposed Change of Name.
- 1.2** The purpose of this Circular is to provide Shareholders with information relating to, as well as to explain the rationale for and seek Shareholders' approval for, the Proposed Diversification and the Proposed Change of Name.
- 1.3** Shareholders should note that each of the Ordinary Resolution relating to the Proposed Diversification and the Special Resolution relating to the Proposed Change of Name is independent. As such, the passing of either the Ordinary Resolution or the Special Resolution is not conditional upon the passing of the other resolution tabled at the EGM.
- 1.4** The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action he should take, he should consult his bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser(s) immediately.

2 PROPOSED DIVERSIFICATION OF BUSINESS

2.1 Existing Business of the Group

The Group is a brand development and management Group with interests in sectors related to lifestyle and entertainment. The Group has undergone a significant strategic transformation and diversification since 2017 into other services and multi-faced solutions including, *inter alia*, brand development and management, travel, F&B, corporate finance advisory and fund management. Currently, the Group is primarily engaged in the F&B business in Singapore and the corporate financial advisory business in Australia.

LETTER TO SHAREHOLDERS

Following the change in Controlling Shareholders of the Company and the subsequent changes to the composition of the management and the Board, as announced by the Company on 17 April 2024 and 7 May 2024, the Group initiated a Strategic Review to assess various options, including, *inter alia*, potential fundraising exercises, restructuring of companies within the Group and its F&B outlets, and diversification into alternative businesses to drive sustainable growth, manage cost and capital deployed in its business, increase revenue streams and create long term value for the Shareholders. As part of the Strategic Review, the Group has made the following announcements:

- (i) On 30 September 2024, the Company announced that the Group has ceased operations of its Superfood Kitchen outlet located at Changi Airport Terminal 3 and will continue to evaluate the viability of its remaining operational outlets and take appropriate actions as necessary. Further announcement(s) will be made when there are material developments; and
- (ii) On 15 October 2024, the Company announced that the Group has, in its search for new business opportunities, considered opportunities in the Assisted Living Business (as further described in Section 2.2 of this Circular) to diversify its business and broaden its stream of income and revenue. The Proposed Diversification is subject to the approval of the Shareholders being obtained at the EGM.

The Group remains committed to the continuation of its Existing Business for as long as its Existing Business remains viable. The Group's entry into the Assisted Living Business is intended to diversify, while also complementing, the Existing Business and the Strategic Review. The Board believes this will allow the Group to have better prospects of profitability and ensure long-term growth by enabling the Group to have access to new business opportunities, which in turn could potentially enhance the return on the Group's assets and improve Shareholders' value in the long run.

2.2 Information regarding the Assisted Living Business

- 2.2.1 The Assisted Living Business seeks to provide services which combine residential options with personalised support, catered to offer the elderly, who are relatively independent and may require some level of help with daily activities and socialisation, a safe residential environment along with tailored assistance for daily living activities to enable them to maintain a high quality of life. The revenue for the Assisted Living Business is expected to be substantially derived from rental and caregiving service charged to the clients.
- 2.2.2 In connection with the Proposed Diversification, the Company also announced on 15 October 2024 that it has incorporated a wholly-owned subsidiary, Communa Gold, to explore and undertake the Assisted Living Business.
- 2.2.3 Following the incorporation of Communa Gold, the Company intends to develop the Assisted Living Business in following ways:
 - (i) To explore opportunities to invest in or purchase or otherwise acquire or dispose of any such assets, investments and shares or interests in any entity that is in the Assisted Living Business, starting with the Proposed Acquisition of Crescendo (as further described in Section 2.3 of this Circular) as the Group's first foray into the Assisted Living Business;
 - (ii) To establish a portfolio of high-quality Assisted Living facilities with diverse accommodation options, providing 24-hour personalised care and community-integrated services for elderly;
 - (iii) To leverage on the expertise of the management (as further described in Section 2.4 of this Circular) in the real estate and co-living sectors, as well as the Group's

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background in F&B business to provide nutritious and tailored meal plans for residents within the Assisted Living Business facilities; and

- (iv) To identify suitable leases for real properties or acquire properties to serve as Assisted Living facilities, with a focus on creating value through asset enhancement initiatives and modernising facilities to meet elderly care needs.

Subject to Shareholders' approval for the Proposed Diversification at the EGM, should the Company undertake any business activities as aforesaid or pursue any of such business opportunities under the Assisted Living Business, such business activities shall constitute part of the ordinary course of business of the Group (where it does not change the risk profile of the Company).

The Group will focus its Assisted Living Business efforts in Singapore and intends to subsequently venture and explore overseas when suitable opportunities arise. Accordingly, the Company does not plan to restrict the Assisted Living Business to any specific geographical market as each project and investment will be evaluated and assessed by the Board on its merits. Building on its initial foray into the Assisted Living Business via the Proposed Acquisition, the Group may also invest in, purchase or otherwise acquire or dispose of any such assets, investments and shares or interests in any entity that is in the Assisted Living Business, or explore joint ventures, cooperation and/or strategic alliances and foster partnerships with various other third parties who have the relevant expertise and resources to carry out the Assisted Living Business and integrate future collaborations or acquisitions in the Assisted Living sector, as and when such opportunity arises.

2.2.4 Rationale for the Proposed Diversification

In its continued search for new business opportunities, the Group has considered opportunities in the Assisted Living Business. With an aim to eventually developing another business division to broaden and safeguard the Group's stream of income and revenue, the Group believes that the Proposed Diversification can contribute positively to the Company and Shareholders due to the following reasons:

- (a) Additional and recurrent revenue streams

The Group is of the view that the Assisted Living Business may offer new business opportunities and provide additional and recurring revenue streams for the Group. The Group will venture into the Assisted Living sector prudently by commencing its first foray into the Assisted Living Business via the Proposed Acquisition, with a view of enhancing Shareholders' value over the long-term and achieving long-term growth.

- (b) Diversified business and income base

The Proposed Diversification may provide the Group with a more diversified business and income base for future growth, thereby reducing the Group's reliance on its existing business for revenue streams. Exploring new growth areas such as the Assisted Living Business will better position the Group for long-term performance and resilience.

- (c) Enhance Shareholders' value

The Proposed Diversification aligns with the Group's corporate strategy under the Strategic Review to provide Shareholders with diversified returns and sustained long-term growth. It has the potential to generate additional funds for the Group, which can be channelled towards the enhancement of Shareholders' value over the long-term. Additionally, the Board believes that the Proposed Diversification can offer new business opportunities, provide the Group with new revenue streams and improve its prospects, so as to enhance Shareholders' value for the Company.

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(d) Positive prospects in the Assisted Living sector

The Assisted Living sector seeks to address a critical gap in society by providing support services to the elderly who are relatively independent but may benefit from assistance with daily activities and social engagement. Through the combination of residential options with personalised support, the Assisted Living Business is catered to offer the elderly safe residential environment together with tailored assistance for daily living activities to promote a high quality of life for the elderly. The Group believes that the Assisted Living Business has strong prospects due to the following reasons:

- (i) In line with the evolving demographics in Singapore and projections indicating that by 2030, almost 1 in 4 of the population will be aged 65 years and above¹, there is a growing demand for elder care services which presents significant market opportunities. The Assisted Living sector has the potential to fill a critical gap by supporting the elderly, who are relatively independent and may require some level of help with daily activities and socialisation. Accordingly, the Proposed Diversification will place the Group in a strategic position to capitalise on such potential in the Assisted Living sector.
- (ii) The Group will be able to leverage on the expertise of the management, namely Mr Ng Boon Hui, CEO and Executive Chairman of the Group and Mdm Ho Poh Khum, Chief Operating Officer of the Group (as further described in Section 2.4 of this Circular), in real estate and management of large scale co-living business, for a scalable implementation of the Assisted Living Business services. The management also has extensive experience and is well-equipped to source, develop and upskill the relevant operational and care staff internally, thereby enhancing service quality while controlling costs.
- (iii) While there are existing operators in the Assisted Living sector in Singapore, the market remains relatively new and has yet to gain momentum.² By leveraging on the management's strengths and expertise, coupled with the strategic acquisition of Crescendo, the Group has potential to establish itself in this emerging market.

Thus, given the prospects of the Assisted Living sector in Singapore, the Group believes that, barring unforeseen circumstances, this diversification into the Assisted Living sector can open new opportunities and yield an additional source of revenue for the Group.

In light of the above, the Board is of the view that the undertaking of the Assisted Living Business is in the best interest of the Company and Shareholders.

2.3 Action in furtherance of the Proposed Diversification

2.3.1 Following the incorporation of Communa Gold, the Group, via Communa Gold, has entered into a non-binding Term Sheet with the Vendor dated 15 October 2024 for the Proposed Acquisition of 100% of the business and assets of Crescendo at a purchase consideration of S\$50,000.

2.3.2 Crescendo is a registered sole-proprietorship in Singapore owned and operated by the Vendor and is principally engaged in the Assisted Living Business. Crescendo offers existing brand recognition in the Assisted Living sector, and an operational framework enriched with innovative approaches introduced by the Vendor, a registered psychologist with over 13 years of experience in social services and expertise in geriatrics, who graduated from the University of Sydney with a Doctor of Philosophy (Medicine) and Nanyang Technological University, Singapore with a Master of Arts (Applied Psychology). This thereby allows the Group to leverage on the Proposed Acquisition as a foundation for developing the Assisted Living Business.

¹ https://www.population.gov.sg/files/media-centre/publications/Population_in_Brief_2024.pdf

² <https://www.todayonline.com/big-read/big-read-seniors-caregiving-assisted-living-singapore-caregivers-2198511>

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- 2.3.3** The consideration for the Proposed Acquisition of S\$50,000 shall be payable via 10 equal monthly instalments commencing from the date of completion of the Proposed Acquisition and at the end of each month thereafter.
- 2.3.4** Under the Term Sheet, the Vendor will also agree to be engaged by Communa Gold as a consultant and advisor for an initial term of 3 years and may be extended on terms to be mutually agreed, on the development of business strategies and operational plans for Assisted Living Business, caregivers' training and job placement services. Communa Gold and the Vendor will work towards the execution of a consultancy service agreement between Communa Gold and the Vendor based on certain key terms to be outlined in the Term Sheet, including amongst others, remuneration terms comprising a monthly retainer fee, participation in performance-based incentive scheme tied to the profitability of Communa Gold's businesses, as well as participation in any employee share option scheme or other employee share ownership plans, subject to prevailing rules of share scheme in force, legislation and/or the Catalist Rules.
- 2.3.5** The completion of the Proposed Acquisition will be subject to, *inter alia*:
- (i) satisfactory completion of due diligence to be conducted on Crescendo and the Vendor;
 - (ii) execution of a consultancy service agreement between Communa Gold and the Vendor; and
 - (iii) execution of a definitive sale and purchase agreement and any other definitive agreement contemplated under the Term Sheet.
- 2.3.6** The Term Sheet will provide an exclusivity period of 8 weeks commencing from the date of execution of the Term Sheet, during which the Vendor must not deal or attempt to deal with any other person or parties directly or indirectly associated in the sale of business and assets of Crescendo. The Term Sheet will only be an expression of intent by the parties relating to the Proposed Acquisition and will not create any legally binding nor enforceable obligations on the parties.

2.4 Management for the Assisted Living Business

It is currently envisaged that the Assisted Living Business and related management of Communa Gold will be spearheaded by Mr Ng Boon Hui, the Executive Chairman and CEO of the Company and Mdm Ho Poh Khum, the Chief Operating Officer of the Company. During the initial stage of the Group's first foray into the Assisted Living Business via the Proposed Acquisition, the Group will be able to leverage on the expertise and experience of Mr Ng Boon Hui and Mdm Ho Poh Khum to assist it in undertaking the Assisted Living Business more effectively and efficiently as the Group seeks to build its expertise and experience in this field.

Mr Ng Boon Hui and Mdm Ho Poh Khum have extensive experience in managing co-living businesses and real estate investments under Aurico Global Holdings Pte. Ltd. (the Controlling Shareholder of the Company) and its group of companies.

(i) Mr Ng Boon Hui

Mr Ng Boon Hui is currently the Executive Chairman and CEO of the Company. He is responsible for setting the strategic direction of the Group together with the Board, and also oversees day-to-day operations, including steering the business and operations for future growth and expansion, as well as managing the risk portfolio of the Group. Mr Ng Boon Hui holds a Bachelor of Business Administration (BBA) from the National University of Singapore, an Advanced Certificate in Training and Assessment (ACTA) issued by the Institute of Adult Learning and is a professional certified coach accredited by the International Coaching Foundation.

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(ii) Mdm Ho Poh Khum

Mdm Ho Poh Khum is currently the Chief Operating Officer of the Company. She is responsible for designing and implementing business strategies, plans and procedures of the Company and overseeing the day-to-day operations of the Group. Mdm Ho Poh Khum holds a Bachelor of Business Administration (BBA) from the National University of Singapore and a Bachelor of Education (Honours) in Early Childhood Special Education from the University of South Australia.

As part of the Proposed Acquisition of Crescendo, the Group intends to execute a consultancy service agreement with the Vendor (as described in Section 2.3 of this Circular) to engage the Vendor in developing business strategies and operational plans for Assisted Living Business, caregivers' training and job placement services. As the Assisted Living Business expands and the Board identifies new business opportunities and/or acquisition targets, the Group will, where necessary, hire other qualified personnel with suitable expertise and experience to manage, support and assist the growth of the Assisted Living Business.

The management team of Communa Gold and the Group will seek the advice of the Vendor and other industry experts when making decisions in respect of the Assisted Living Business. The Board will also receive updates from the management on the financial health and progress of Communa Gold and the Assisted Living Business in general and where necessary or appropriate, direct the appointment of other in-house or external consultants or professional advisers to assist the management in the Assisted Living Business.

The Group recognises that the Assisted Living Business is different from its Existing Business. However, the Group notes that the relevant experience and expertise required can be acquired and developed by the Group over time as it progresses in the Assisted Living Business especially through the incorporation of Communa Gold and appointment of the Vendor as part of the Proposed Acquisition. The Board, which reviews the risk exposure of the Group for all its businesses at regular intervals, will additionally review the risk exposure of the Assisted Living Business periodically to ensure that there are sufficient guidelines and procedures in place to monitor its operations.

2.5 Risk Factors Relating to the Proposed Diversification

To the best of the Directors' knowledge and belief, all the risk factors that are material to Shareholders in making an informed judgement on the Proposed Diversification into the Assisted Living Business are set out below. The Proposed Diversification involves a number of risks related to the Assisted Living Business and countries in which the Group may operate as well as those which may generally arise from, *inter alia*, economic, business, market, political, liquidity, operational, legal and regulatory factors. These risks could materially change the risk profile of the Company.

Any of the risks described below or additional risks and uncertainties not presently known to the Company or the Group, or that the Company or the Group currently deem immaterial may also adversely affect the Company's or the Group's business, financial condition, operations and prospects. The risks and uncertainties described below are not intended to be exhaustive and does not encompass all potential risks and uncertainties that the Group may face.

Shareholders should evaluate carefully the following considerations and the other information in this Circular before deciding on how to cast their votes at the EGM. The risks set out below are the material risks which the Group faces following the Proposed Diversification. If any of the following considerations, risks or uncertainties develops into actual events, the business, financial condition, results of operations, cash flow and prospects of the Group may be materially and adversely affected.

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Shareholders should consider the risk factors in light of your own investment objectives and financial circumstances and should seek professional advice from your accountant, stock brokers, bank managers, solicitors or other professional advisers if you have any doubt about the actions you should take.

2.5.1 The Group does not have prior track record and operating history in the Assisted Living Business

While the Group can leverage on existing expertise from its operations in Existing Business, it does not have prior track record in carrying out or implementing the full extent of the Proposed Diversification. Therefore, there is no assurance that the Group's foray into the Assisted Living Business will be commercially successful and that the Group will be able to derive sufficient revenue to offset the capital and start-up costs as well as operating costs arising from the Assisted Living Business. The Group hopes that the engagement with the Vendor and the Proposed Acquisition will be able to mitigate this risk to a certain extent. The Assisted Living Business may also require high capital commitments and may expose the Group to unforeseen liabilities or risks associated with its entry into new markets or new businesses.

The Group's future plans with regard to the Assisted Living Business may not yield profitability or achieve returns that justify the investments made, and it may take a long period of time before the Group can realise any return. Further, such future plans and new initiatives could result in potentially dilutive issuances of equity securities, the incurrence of capital commitments, debts and contingent liabilities as well as increased operating expenses, all of which may materially and adversely affect the financial performance of the Group.

The Assisted Living Business also involves business risks including the financial costs of setting up new operations, capital investment and maintaining working capital requirements. If the Group does not derive sufficient revenue from or does not manage the costs of the Assisted Living Business effectively, the overall financial position and profitability of the Group may be adversely affected.

2.5.2 The Group may be unable to identify and secure new projects and investments to grow the Assisted Living Business

The success of the proposed Assisted Living Business heavily relies on the Group's ability to identify and secure profitable projects that meet the growing demand for Assisted Living services. However, this could be hindered by several factors such as intense competition, economic conditions and risk of project failure. In respect of competition, although there are existing operators in the Assisted Living sector in Singapore, the market remains relatively new and has yet to gain momentum. Future competition may make it challenging for the Group to secure prime locations or valuable partnerships essential for establishing new facilities or services.

Additionally, the general economic conditions in the regions where the Group intends to operate its Assisted Living Business could also impact its ability to identify viable projects. Economic downturns, changes in government policies regarding Assisted Living especially the regulatory framework, or fluctuations in funding for Assisted Living could affect the availability of suitable projects and the financial viability of investments.

There is also the additional risk of project failure even if the Group successfully identifies potential projects, there is no assurance that these projects will be completed profitably. Factors such as operational challenges, regulatory hurdles, or unanticipated expenses could adversely affect the financial performance of the Assisted Living Business.

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2.5.3 The Group may not be able to provide the capital investments needed to undertake the Assisted Living Business

The proposed Assisted Living Business will likely require substantial capital investments to develop, maintain, and expand facilities or services, such as Assisted Living Business centres or specialised healthcare services. These investments are necessary to meet market demand and ensure competitive service offerings. However, the Group may not have the financial resources readily available to undertake these investments.

In respect of securing financing, there is no assurance that short-term or long-term financing will be available to support the capital investments required for the Assisted Living Business. If financing is unavailable, or if it can only be obtained on unfavorable terms, it could jeopardize the Group's growth plans in this sector.

Further, taking on additional debt could expose the Group to interest rate fluctuations and restrictive conditions (such as maintaining financial ratios or requiring lender consent for further corporate actions). These restrictions could reduce cash flow flexibility and hinder the Group's ability to respond to industry or economic changes.

2.5.4 The Group is dependent on key management personnel and availability of adequately skilled personnel for its continued success and growth

The Group will also be dependent on the expertise of the management, namely Mr Ng Boon Hui, the Executive Chairman and CEO of the Company and Mdm Ho Poh Khum, the Chief Operating Officer of the Company, in real estate and management of large scale co-living business, for a scalable implementation of the Assisted Living Business services and engagement of the Vendor as part of the Proposed Acquisition. Further, the Group may need to also recruit other skilled personnel with the relevant experience and expertise to support the growth of the Assisted Living Business. While the management has extensive experience and is well-equipped to source, develop and upskill the relevant operational and care staff internally and externally, there is a risk that the Group may not attract sufficient skilled personnel immediately or retain them for the long term.

2.5.5 The Assisted Living Business may be affected by the spread or an outbreak of any contagious disease

The Assisted Living Business may encounter significant challenges during an outbreak of a contagious disease, such as COVID-19. Key impacts include operational disruptions due to government restrictions, like lockdowns, which could prevent the Group from opening or improving Assisted Living Business facilities. Additionally, health regulations may become more stringent during outbreaks, resulting in extra costs and delays in providing services.

Moreover, concerns about health and safety may lead families to hesitate in using Assisted Living Business services. This reluctance could result in lower occupancy rates in care facilities and decreased revenue. In summary, outbreaks of contagious diseases can severely disrupt the Assisted Living Business by affecting operations, increasing costs, and diminishing demand for services.

2.5.6 The Group's performance will be subject to macro-economic risks confronted by the Assisted Living Business

The Assisted Living Business may be affected by many factors beyond the Group's control. The fluctuating, volatile, and uncertain nature of any of the following factors (several of which are further elaborated below) that affect the economy or property market, whether globally or in any country where the Group operates, may adversely affect the business and challenge the Group's resilience in confronting them:

- (i) economic, political, and social conditions;

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- (ii) natural disasters, terrorism, and war;
- (iii) legal and regulatory changes;
- (iv) level and volatility of liquidity and risk aversion;
- (v) level and volatility of equity, debt, property, commodity, and other financial markets;
- (vi) level and volatility of interest rates and foreign currency exchange rates;
- (vii) concerns over inflation and consumer demand; and
- (viii) changes in investor confidence levels.

2.5.7 The Group is subject to various government regulations in the Assisted Living Business

The Group's proposed Assisted Living Business is subject to various government regulations in the jurisdictions which the Group may operate and can potentially impact its operations. These regulations may require the Group to obtain the necessary licenses, permits, and approvals, as applicable, to operate effectively in this sector. These licenses may be issued for a fixed period and will require renewal upon expiration. The Group faces the risk of being unable to secure these essential approvals within the required timeframes, and there is no guarantee that the relevant authorities will grant them promptly or at all.

Failure to maintain or renew these licenses could prevent the Group from running its Assisted Living Business facilities and may lead to operational disruptions. Additionally, non-compliance with applicable laws and regulations could result in penalties, loss of licenses, or even the inability to manage or own properties. Changes in laws and regulations may also lead to increased compliance costs, which could adversely affect the Group's financial performance and overall business prospects. In addition, the Group may also be subject to the withdrawal of property use rights by the respective governments of various jurisdictions in which the Group may operate its Assisted Living Business facilities. Any of such risks could adversely affect the Group's operations and consequently, its business, financial performance, financial condition and operating cash flow.

2.5.8 The Group is subject to general risks associated with operating businesses outside Singapore

The Group does not plan to restrict the Proposed Diversification to any specific geographical market. As such, there are risks inherent in operating businesses overseas, which include unexpected changes in regulatory requirements, difficulties in staffing and managing foreign operations, social and political instability, fluctuations in currency exchange rates, potentially adverse tax consequences, legal uncertainties regarding the Group's liability and enforcement, changes in local laws and controls on the repatriation of capital or profits. Any of these risks could adversely affect the Group's overseas operations and consequently, its business, financial performance, financial condition and operating cash flow.

In addition, if the governments of countries in which the Group operates tightens or otherwise adversely change their laws and regulations relating to the repatriation of their local currencies, it may affect the Group's ability to repatriate profits from its overseas operations. Consequently, this could adversely affect the cash flow of the Group.

2.5.9 The Group is exposed to risks associated with acquisitions, joint ventures or strategic alliances in respect of the Assisted Living Business

Depending on available opportunities, feasibility and market conditions, the Group may participate in joint ventures, strategic alliances, acquisitions or other investment opportunities involving numerous risks, including the possible diversion of management attention from existing business operations and loss of capital or other investments deployed in such joint ventures, strategic alliances, acquisitions or opportunities. Furthermore, the Group is expected to rely on its joint venture partners and the Vendor at the initial stage of its foray into the Proposed Diversification and there is a risk that if any of its joint venture partners or the Vendor is unable to deliver its obligations or commitments under the joint venture (such as failure to perform according to the expertise expected of the joint venture partner or the Vendor or meet

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the financial obligations), it may result in additional costs to the Group. In such events, the Group's financial performance may be adversely affected.

2.5.10 The Group may not have the ability or sufficient expertise to execute the Proposed Diversification, which may pose a reputational risk to the Group in the Assisted Living sector

The Group's ability to successfully diversify into the Assisted Living Business is dependent upon its ability to adapt its existing knowledge and expertise and to understand and navigate the Assisted Living Business. There is no assurance that the Group will be able to hire and subsequently retain employees with the relevant experience and knowledge as the Group may have to depend on the expertise of certain individuals including the Vendor to provide guidance and/or its investment partners to undertake projects within the Assisted Living Business. The Group may also appoint third-party professionals and/or foster partnerships with various third-parties to assist in undertaking the Assisted Living Business more effectively and efficiently. However, there is no assurance that these third parties will be able to deliver and/or that these partnerships will be successful. For example, the Group may face challenges in maintaining a safe working environment for its employees or a comfortable, convenient and reliable experience for its customers, quality control of the Group's services and facilities, and promoting the Group's brand awareness amongst potential customers. Such risks may adversely affect the Group's reputation as a reliable service provider in the Assisted Living sector, which may affect the success of the Group's foray into the Assisted Living Business.

Accordingly, the Group may not be able to successfully implement the Assisted Living Business and this may adversely affect the Group's financial performance and profitability.

2.5.11 The Group may face intense competition from existing competitors and new market entrants in the Assisted Living Business

The Assisted Living Business could be competitive, with strong competition from established industry participants who may have larger financial resources or stronger track records. The Group may not be able to provide comparable services at lower prices or respond more quickly to market trends than potential or existing competitors who may have larger financial resources and stronger track records.

There is no assurance that the Group will be able to compete effectively with its existing and future competitors and adapt quickly to changing market conditions and trends. In the event that the Group is not able to compete successfully against its competitors or adapt to market conditions, its business operations, financial performance and financial condition may be adversely affected.

2.5.12 The Group may not be able to generate adequate returns on the Assisted Living Business

The proposed Assisted Living Business may face challenges in generating adequate returns on its investments. The financial success of this venture will depend on both the capital appreciation of the facilities and the income earned from occupancy fees paid by residents. However, various risks could impact these returns. Factors such as changes in market demand for Assisted Living services, the inability to maintain high occupancy rates, and the potential for residents to leave or face financial difficulties in paying fees may adversely affect revenue. Ongoing costs related to maintenance, staffing, and service improvements can further diminish profitability. If the Group invests in properties for Assisted Living and fails to achieve adequate returns, its overall financial condition could suffer.

Moreover, the properties acquired for the Assisted Living Business may be relatively illiquid, which could hinder the Group's ability to convert these assets into cash quickly if needed. In a challenging market environment, the Group might be forced to sell facilities at significantly lower prices to attract buyers, potentially leading to financial losses. This lack of liquidity could limit

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the Group's ability to adjust its investment portfolio in response to changing economic conditions, which could further jeopardize the financial performance of the Assisted Living Business.

2.5.13 The Group is subject to risks inherent in investing in entities which it does not control and the manner in which it holds its investments and property interests

The Group may hold investments through or make investments in entities that are not the Group's subsidiary and over which the Group does not have majority control. The performance of these entities and the Group's share of their results are subject to the same or similar risks relating to the Assisted Living Business described herein that affect the Group. There is no assurance that the Group will be able to influence management, operation, and performance of these entities favourably through its voting rights. If all or any of these entities were to perform poorly, the Group's overall business, financial condition and prospects may be adversely affected.

2.5.14 The Group may be exposed to risk of loss and potential liabilities that may not be covered by insurance

While the Group will, where appropriate, obtain insurance policies to cover losses with respect to its properties, the insurance obtained may not be sufficient to cover all potential losses. Examples of such potential losses include losses arising out of extraordinary events such as natural disasters like earthquakes or floods. Losses arising out of damage to the Group's properties not covered by insurance policies in excess of the amount it is insured would affect the Group's profitability. The Group may also have to commit additional resources, other than to meet the uninsured losses, to complete a project, which would also adversely affect the financial performance of the Group.

2.5.15 The Group's performance may be adversely affected by poor consumer demand or loss of occupants

The performance of the Group's proposed Assisted Living Business will significantly depend on its ability to attract and retain occupants for its facilities and demographic and economic factors such as the percentage of elderly in a country. Securing key residents is crucial, as there is no guarantee that current occupants will choose to renew their agreements or that any new or renewed terms will be as favorable as the existing ones. If an occupant decides not to continue their stay or experiences financial difficulties, such as being unable to pay for care services, it could negatively impact the Group's revenue.

Additionally, if an occupant vacates, the Group will face the challenge of finding a replacement, which could lead to periods without income and potential costs for preparing the space for new residents. These vacancies may further strain the Group's financial performance, especially if new agreements cannot be negotiated on terms as favorable as the existing ones.

2.5.16 The Assisted Living Business may be susceptible to fluctuations in foreign exchange rates that could result in the Group incurring foreign exchange losses

The revenue from the Assisted Living Business may be generated from overseas markets. To the extent that the Group's revenue, purchases and operating costs are not matched in the same currency and to the extent there are timing differences between invoicing and collection of payment, as the case may be, the Group may be exposed to any unfavourable fluctuations of such currencies of the jurisdictions in which the Group will be engaging in to conduct the Assisted Living Business, and the Group's operating results may be materially or adversely affected.

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2.5.17 Risk management and internal control systems contain inherent limitations

While the Group intends to put in place internal policies and risk management guidelines, the risk management and internal control systems of an entity, no matter how sophisticated in design, still contains inherent limitations caused by misjudgement or fault. Accordingly, there can be no assurance that the risk management and internal control systems will remain adequate or effective notwithstanding the Group's efforts, and any failure to address any internal control matters and other deficiencies may result in investigations and/or disciplinary actions, prosecution being taken against the Company and/or its employees, disruption to the risk management system, and the Group's financial condition and operating results may be materially or adversely affected.

2.6 Risk Management and Safeguards of the Assisted Living Business

The Board recognises the importance of internal control and risk assessment for the smooth running of the Assisted Living Business. The external and internal risks presented by the Assisted Living Business to the Group will be managed under the existing system of internal controls and risk management of the Group, which will determine the nature and extent of risks which the Board may take in achieving the strategic objectives of the Group. The Group will review its risk management systems periodically to assess its adequacy and effectiveness, and will implement a set of operations and compliance procedures where necessary to better manage the Group's external and internal risks resulting from the Assisted Living Business.

Where necessary, the Audit Committee and the Board will:

- (i) review with the management, external and internal auditors on the adequacy and effectiveness of the Group's internal control procedures addressing financial, operational, compliance, informational technology and risk management systems relating to the Assisted Living Business; and
- (ii) commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls, or infringement of any law, rule or regulation, which has or is likely to have a material impact on the Group's operating results and/or financial position.

2.7 Conflicts of Interest

When the Company identifies a potential opportunity in respect of the Assisted Living Business, each of the Directors and key management personnel will be obliged to disclose to the Board where he and/or his associates have an interest (and the full extent thereof) in the transaction ("**Conflicted Individual**").

A Conflicted Individual shall not (i) vote in respect of matters in relation to the Assisted Living Business; (ii) will not, directly or indirectly, make any executive decisions in respect of the Assisted Living Business; and (iii) will not, directly or indirectly influence or participate in the operations and management of the Assisted Living Business.

For avoidance of doubt, while Aurico Global Holdings Pte. Ltd. (the Controlling Shareholder of the Company) and its group of companies, which are in turn controlled by Mr Ng Boon Hui and Mdm Ho Poh Khum, are in the co-living and real estate related businesses, they are currently not in the Assisted Living Business. The co-living business engaged by Aurico Global Holdings Pte. Ltd. targets different customers such as students, professionals and foreigners seeking flexible housing solutions in Singapore and basic housekeeping services, while the Assisted Living Business targets elderly who require ongoing caregiving services, elderly lifestyle services (such as provision of nutritious meals and wellness programmes) and elderly care facilities. Both businesses serve distinct markets with different needs, offering tailored facilities and services that do not compete with one another. Furthermore, there are non-compete clauses in the service agreements between the Company and Mr Ng Boon Hui and Mdm Ho

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Poh Khum, respectively.

2.8 Funding for the Assisted Living Business

The Group may fund the Assisted Living Business through a combination of internal sources of funds and borrowings from financial institutions. The Directors will determine the optimal mix of internal funding and bank borrowings, taking into account the cash flow of the Group and the prevailing bank financing costs.

As and when necessary and deemed appropriate, the Group may explore secondary fund-raising exercises by tapping the capital markets including but not limited to rights issues, share placements and/or issuance of debt instruments.

The Group will remain prudent and take into account the financial health of the Group in deciding the types of Assisted Living Business development and/or investment projects it undertakes, and the amounts thereof.

2.9 Requirements under the Catalist Rules

As the Proposed Diversification will involve new business activities which is substantially different, it is envisaged that the Assisted Living Business will change the existing risk profile of the Group. Accordingly, the EGM will be convened by the Company to seek Shareholders' approval for the Proposed Diversification.

Upon approval by Shareholders for the Proposed Diversification, any acquisition or disposal which is in, or in connection with, the Assisted Living Business, may be deemed to be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules. Rule 1002(1) of the Catalist Rules provides that "transaction" generally refers to, *inter alia*, the acquisition or disposal of assets by an issuer or its subsidiary, including an option to acquire or dispose of assets. It excludes a transaction which is in, or in connection with, the ordinary course of its business or of a revenue nature.

As such, the compliance requirements prescribed under Rules 1010 and 1014 of the Catalist Rules do not apply to transactions which are within the Company's existing core business for so long as it is in the ordinary course of its business or of a revenue nature. Pursuant to Rule 1014 of the Catalist Rules, a major transaction is a transaction where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds (i) for an acquisition, 75% but less than 100%, or (ii) for a disposal or provision of financial assistance, 50% ("**Major Transaction**"). A Major Transaction must be made conditional upon approval by shareholders in a general meeting. In the case where the transaction exceeds 5% but is less than 75% (for an acquisition) or 50% (for a disposal or provision of financial assistance) of the relative figures, an announcement of the prescribed information pursuant to Rule 1010 of the Catalist Rules will also be required.

Pursuant to Practice Note 10A of the Catalist Rules, shareholders' approval is not required for an acquisition that is regarded to be in, or in connection with the ordinary course of an issuer's business, if (a) the asset to be acquired is part of the issuer's existing principal business; and (b) the acquisition does not change the issuer's risk profile. Guidelines are provided under Practice Note 10A of the Catalist Rules on the assessment of what consists of "existing principal business" and "change of risk profile". Further, Practice Note 10A of the Catalist Rules also states that a disposal of an issuer's business (or a substantial part of its business) will usually not be considered to be in the ordinary course of business.

The Proposed Diversification (if approved by Shareholders at the EGM) will thus allow the Group to, in its ordinary course of business, enter into transactions relating to the Assisted Living Business in an efficient and timely manner without the need to convene separate general meetings from time to time to seek for Shareholders' approval as and when potential transactions relating to the Assisted Living Business arise, even where the relative figures

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computed on the bases set out in Catalist Rule 1006 cross the thresholds of a “Major Transaction”, unless such transaction changes the risk profile of the Group or is subject to Rule 1015 of the Catalist Rules relating to very substantial acquisitions or reverse takeovers. This will reduce substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Company which may be time-sensitive in nature.

For the avoidance of doubt, notwithstanding that Shareholders’ approval of the Proposed Diversification has been obtained,

- (i) where the issuer enters into the first Major Transaction involving the new business (the “**First Major Transaction**”), or where any of the figures computed based on Rule 1006 of the Catalist Rules in respect of several transactions involving the new business aggregated (the “**Aggregated Transactions**”) over the course of a financial year exceeds 75%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon Shareholders’ approval;
- (ii) Rule 1015 of the Catalist Rules will apply to acquisition of assets (including options to acquire assets) whether or not in the Company’s ordinary course of business (which will include the Assisted Living Business) and which results in any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeding 100% or results in a change in control of the Company. Such acquisitions must therefore be, amongst others, made conditional upon approval by Shareholders at a general meeting;
- (iii) Practice Note 10A of the Catalist Rules will apply to acquisitions or disposals of assets (including options to acquire or dispose assets) which is not within the existing principal business or changes the risk profile of the Company. Such transactions must therefore be, amongst others, made conditional upon approval by Shareholders at a general meeting; and
- (iv) Chapter 9 of the Catalist Rules will continue to apply to any transaction which constitutes an interested person transaction (as defined under the Catalist Rules).

Pursuant to Rule 1005 of the Catalist Rules, separate transactions completed within the last 12 months may also be aggregated and treated as if they were one transaction in determining whether a transaction falls into category (a), (b), (c) or (d) of Rule 1004 of the Catalist Rules.

The Company will be required to comply with any applicable and prevailing Catalist Rules as amended, supplemented or modified from time to time.

2.10 Financial Reporting for the Assisted Living Business

For the purposes of reporting the financial performance of the Group, in accordance with the applicable accounting standards and the Catalist Rules, where the financial results of the Assisted Living Business are material, it will be accounted for and disclosed as a separate business segment in the Group’s financial statements. The Group’s financial statements, which would include the financial results of the Assisted Living Business, will be periodically announced in accordance with the requirements set out in Chapter 7 of the Catalist Rules.

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3 PROPOSED CHANGE OF NAME OF THE COMPANY

3.1 Background

The Company was incorporated on 7 November 2003 and has been listed in Singapore since 2004. Since 2017, the Group transformed and diversified into other services and multi-faceted solutions including, *inter alia*, brand development and management, travel, F&B, corporate finance advisory and fund management. Currently, the Group is primarily engaged in the F&B business in Singapore and the corporate financial advisory business in Australia.

Following the Strategic Review as announced by the Company on 17 July 2024, the Board has identified new opportunities for the Group's long-term growth through the Proposed Diversification into the Assisted Living Business. The Proposed Diversification will enable the Company to tap into new revenue streams, which will contribute to strengthening the Group's overall financial stability and sustainable business model. As the Company undertakes the Strategic Review and diversifies into the Assisted Living Business under the Proposed Diversification (as further described in Section 2 of this Circular), the Board intends to propose a name change of the Company to better reflect its strategic direction in respect of the Strategic Review and Proposed Diversification.

3.2 Rationale for the Proposed Change of Name

In line with the Strategic Review, the Board is proposing to change the name of the Company from "LifeBrandz Ltd." to "Autagco Ltd." to reflect the Company's renewed focus and evolving corporate identity as part of the Strategic Review and Proposed Diversification.

The Proposed Change of Name is part of a cohesive strategy aimed at revitalizing the Company's market positioning. With a brand identity that reflects this new focus, the Company aims to establish a new positioning in the market, supporting its vision for long-term growth and alignment with the strategic direction set by the Board, via, *inter alia*, entering the Assisted Living Business through the Proposed Diversification and Proposed Acquisition. This Proposed Change of Name will also enhance brand recognition among its Shareholders, partners, and the wider public, aligning with the Group's future business plans and long-term objectives under the Strategic Review.

3.3 Approvals

On 21 October 2024, ACRA approved the Company's application for the change of name to "Autagco Ltd.", and such name has been reserved for a period of 120 days until 18 February 2025. The Proposed Change of Name is subject to Shareholders' approval by way of a special resolution at the EGM, pursuant to Section 28 of the Companies Act.

3.4 Reflection of New Name in the Constitution

Subject to the approval of Shareholders of the special resolution relating to the Proposed Change of Name at the EGM and registration by ACRA, the Company will lodge the requisite statutory returns with ACRA to effect the Change of Name of the Company from "LifeBrandz Ltd." to "Autagco Ltd.". Upon the lodgement of the requisite statutory returns with ACRA, the Company shall adopt the name "Autagco Ltd." as its new name and the name "Autagco Ltd." shall replace all references to "LifeBrandz Ltd." in the Constitution thereafter. Apart from the substitution of the Company's name, no amendments will be made to the Constitution.

The Company will release an announcement to notify Shareholders when the Proposed Change of Name takes effect. Shareholders should note that the Proposed Change of Name, if effected, will not affect (i) the identity and legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders or (iv) the Group's daily business operations and financial position. The existing Shares will continue to be traded on the Catalist Board of the SGX-ST.

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3.5 Existing Share Certificates

Shareholders should note that, notwithstanding the change of the Company's name, the Company will not recall existing share certificates bearing the current name of the Company and such share certificates will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders in respect of their existing share certificates.

4 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors				
Ng Boon Hui ⁽²⁾	-	-	728,000,000	29.83
Loke Pak Hoe, Patrick	-	-	-	-
Lim Yit Keong	-	-	-	-
Wang Xiaolan	-	-	-	-
Linda Hoon Siew Kin	-	-	-	-
Substantial Shareholders				
Aurico Global Holdings Pte. Ltd.	728,000,000	29.83		
Ho Poh Khum ⁽³⁾	-	-	728,000,000	29.83

Notes:

- (1) Based on the total issued and fully paid-up ordinary share capital of 2,440,340,492 Shares as at the Latest Practicable Date.
- (2) Mr Ng Boon Hui is deemed interested in 728,000,000 shares held by Aurico Global Holdings Pte. Ltd. under Section 7 of the Companies Act and Section 4 of the SFA, by virtue of his 70% shareholding interest in Aurico Global Holdings Pte. Ltd..
- (3) Mdm Ho Poh Khum is deemed interested in 728,000,000 shares held by Aurico Global Holdings Pte. Ltd. under Section 7 of the Companies Act and Section 4 of the SFA, by virtue of her 27% shareholding interest in Aurico Global Holdings Pte. Ltd..

Mr Ng Boon Hui, who is the Executive Chairman and CEO of the Company and Mdm Ho Poh Khum, the Chief Operating Officer of the Company, are also directors of Aurico Global Holdings Pte. Ltd.. As at the Latest Practicable Date, Mr Loke Pak Hoe, Patrick, the Executive Director and Head of Corporate Development of the Company, holds 3% shareholding interest in Aurico Global Holdings Pte. Ltd..

Save as disclosed in this Circular, none of the Directors or Controlling Shareholders of the Company has any direct or indirect interest in the Proposed Diversification and Proposed Change of Name other than through their respective shareholdings in the Company.

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5 DIRECTORS' RECOMMENDATIONS

- (a) Having considered, *inter alia*, the rationale for the Proposed Diversification, the Directors are of the opinion that the Proposed Diversification is in the best interests of the Company and Shareholders. Accordingly, the Board recommends that the Shareholders vote in favour of the Ordinary Resolution as set out in the Notice of EGM.
- (b) Having considered, *inter alia*, the rationale for the Proposed Change of Name, the Directors are of the opinion that the Proposed Change of Name is in the best interests of the Company. Accordingly, the Board recommends that the Shareholders vote in favour of the Special Resolution as set out in the Notice of EGM.

6 EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729, on 26 November 2024 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution and the Special Resolution set out in the Notice of EGM.

7 ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Submission of Proxy Forms to Vote

Shareholders who are unable to attend the EGM and who wish to appoint proxy(ies) to attend, speak and vote at the EGM on their behalf should complete, sign and return the proxy form enclosed with this Circular in accordance with the instructions printed thereon and submit to the Company 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, not less than 72 hours before the time appointed for holding the EGM, i.e. by 23 November 2024 at 10.30 a.m., or any postponement or adjournment thereof.

The completion and return of the proxy form by a Shareholder does not preclude him/her/it from attending, speaking and voting at the EGM in place of his proxy should he/she/it subsequently wish to do so. A proxy need not be a member of the Company.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) (including Central Provident Fund Investment Scheme ("CPFIS") Investors and Supplementary Retirement Scheme ("SRS") Investors) should contact their respective relevant intermediaries through which they hold such Shares to submit their voting instructions at least 7 business days before the date of the EGM (i.e. by 14 November 2024).

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7.2 Submission of Questions in Advance

Shareholders (including CPFIS Investors and SRS Investors) may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM, to the Company in the following manner:

- (a) via email to invest@lifebrandz.com; or
- (b) via post to the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712,

in each case, by 5.00 p.m. on 14 November 2024.

When submitting questions, Shareholders must provide the following details for verification purpose: (a) full name, (b) NRIC/passport/company registration number, (c) current address, (d) contact number and (e) number of Shares held and the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS or scrip).

Shareholders are encouraged to submit their questions on or before 14 November 2024, as this will allow the Company sufficient time to address and respond to these questions on or before 10.30 a.m. on 21 November 2024 (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 the Company's corporate website at the URL <https://www.lifebrandz.com/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 5.00 p.m. on 14 November 2024, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. Please note that individual responses will not be sent to Shareholders. The minutes of the EGM will be published on SGXNet within one month after the date of the EGM.

7.3 Notice of EGM and Circular

The Notice of EGM, proxy form, the Request Form (to request for printed copy of the Circular) and this Circular have been made available to shareholders by electronic means and can be accessed on the Company's corporate website at the URL <https://www.lifebrandz.com/> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of EGM, proxy form and the Request Form will also be sent by post to Shareholders.

A Shareholder who wishes to request for a printed copy of this Circular may do so by completing and returning the Request Form to the Company by 19 November 2024:

- (a) via email to invest@lifebrandz.com; or
- (b) via post to the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

7.4 Depositors

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register as certified by CDP at least 72 hours before the time appointed for holding the EGM.

LETTER TO SHAREHOLDERS

8 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Diversification and the Proposed Change of Name and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular 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 Circular in its proper form and context.

9 DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Constitution may be inspected at the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, during normal business hours from the date of this Circular up to and including the date of the EGM.

Yours faithfully
for and on behalf of the Board of Directors of
LifeBrandz Ltd.

Ng Boon Hui
Executive Chairman and Chief Executive Officer
4 November 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

LIFEBRANDZ LTD.

(Company Registration Number: 200311348E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of LifeBrandz Ltd. (the “**Company**”) will be held at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729 on 26 November 2024 at 10.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalised terms used in this notice which are not otherwise defined shall have the same meanings as ascribed to them in the Company's circular to its shareholders dated 4 November 2024 (“**Circular**”).*

ORDINARY RESOLUTION – PROPOSED DIVERSIFICATION INTO ASSISTED LIVING BUSINESS

That:

- (a) approval be and is hereby given for the Group to carry out and implement the Proposed Diversification, and any other activities related to the Assisted Living Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the Assisted Living Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete, enter and do all such acts and things, including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may deem fit.

SPECIAL RESOLUTION – PROPOSED CHANGE OF NAME OF THE COMPANY TO AUTAGCO LTD.

That:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore (“**ACRA**”), the name of the Company be changed from “LifeBrandz Ltd.” to “Autagco Ltd.” and that the name “LifeBrandz Ltd.” be substituted for “Autagco Ltd.” wherever the former name appears in the Constitution of the Company; and
- (b) the Directors be and each of them be and are hereby authorised to exercise such discretion to complete, enter and do all such acts and things, including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents and deeds as may be required, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient to give effect to this special resolution as they or he may deem fit.

By Order of the Board
LIFEBRANDZ LTD.

Ng Boon Hui
Executive Chairman and Chief Executive Officer
4 November 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important Information:

- (a) The shareholders of the Company are invited to attend physically only at the EGM. This Notice of EGM, proxy form, the Request Form (to request for printed copy of the Circular) and the Circular will be made available to shareholders by electronic means via publication on the Company's corporate website at the URL: <https://www.lifebrandz.com/> and on the SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of EGM, proxy form and the Request Form (to request for printed copy of the Circular) will also be sent by post to shareholders. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 19 November 2024:
- (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 1967 of Singapore ("**Companies Act**"), a shareholder 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 EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder 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 instrument of proxy.
- (c) Central Provident Fund ("**CPF**") Investment Scheme ("**CPFIS**") investors ("**CPFIS Investors**") and Supplementary Retirement Scheme ("**SRS**") investors ("**SRS Investors**") who hold the Company's Shares through CPF Agent Banks and/or SRS Operators:
- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,
- in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the EGM (i.e. by 14 November 2024), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a proxy form to vote on their behalf by 10.30 a.m. on 23 November 2024 (being not less than 72 hours before the time appointed for holding the EGM).
- (d) Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the date of the EGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
- (e) Substantial and relevant questions related to the agenda of the EGM 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 5.00 p.m. on 14 November 2024 for the purposes of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 such Shares are held in the Company (e.g. via CDP, CPF or SRS).
- (f) Shareholders are encouraged to submit their questions on or before 14 November 2024, as this will allow the Company sufficient time to address and respond to these questions on or before 10.30 a.m. on 21 November 2024 (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 shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after 5.00 p.m. on 14 November 2024, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- (g) The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, shareholders should note that there may not be sufficient time available at the EGM to address all questions raised. Please note that individual responses will not be sent to shareholders. The minutes of the EGM will be published on SGXNet within one month after the date of the EGM.
- (h) Shareholders who wish to exercise their voting rights at the EGM may:
- (i) (where such shareholders are individuals) attend and vote at the EGM or (where such shareholders are individuals or corporates) appoint proxies (other than the Chairman of the EGM) to attend and vote at the EGM on their behalf; or
 - (ii) (where such shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.
- (i) 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 EGM based on the abovementioned instructions.
- (j) Except for a shareholder who is a Relevant Intermediary, a shareholder of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead. Where such shareholder appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (k) A proxy need not be a shareholder of the Company.
- (l) A corporation which is a shareholder 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 EGM, in accordance with its Constitution and Section 179 of the Companies Act.
- (m) 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (n) 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 10.30 a.m. on 23 November 2024, being not less than 72 hours before the time appointed for holding the EGM. The completion and return of the proxy form by a shareholder shall not preclude him from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so.
- (o) 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).
- (p) 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 EGM in order for the Depositor to be entitled to attend, speak and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's and its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the EGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); and (ii) warrants that where the shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior express consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a shareholder of the Company (such as his/her name, his/her presence at the EGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*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 (the "**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 (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

LIFEBRANDZ LTD.

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

EXTRAORDINARY GENERAL MEETING PROXY FORM

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 November 2024.

Important:

1. The EGM of the Company will be held on 26 November 2024 at 10.30 a.m. at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729. The Notice of EGM, proxy form, the Request Form and the Circular 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 EGM, 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 EGM 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) business days before the EGM (i.e. by 14 November 2024).
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 shareholder/shareholders 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 extraordinary general meeting of the Company (the "EGM"), as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM to be held at 114 Lavender Street, #05-56 CT Hub 2, Singapore 338729 on Tuesday, 26 November 2024 at 10.30 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 EGM as indicated hereunder. **If no specific direction as to voting is given, the *proxy/proxies (except where the Chairman of the EGM 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 EGM as *my/our proxy for that resolution will be treated as invalid.**

Resolutions relating to:	For**	Against**	Abstain**
ORDINARY RESOLUTION			
To approve the Proposed Diversification into Assisted Living Business			
SPECIAL RESOLUTION			
To approve the Proposed Change of Name of the Company to Autagco Ltd.			

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 _____ 2024

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s) or Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Except for a shareholder who is a Relevant Intermediary (as defined under Section 181(6) of the Companies Act 1967 of Singapore (“**Companies Act**”)), a shareholder of the Company entitled to attend, speak and vote at the EGM is entitled to appoint not more than 2 proxies to attend, speak and vote in his stead. Such proxy need not be a shareholder of the Company. Where such shareholder appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in this proxy form.
2. Pursuant to Section 181(1C) of the Companies Act, a shareholder who is a Relevant Intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such shareholder appoints more than 1 proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in this proxy form.
3. Central Provident Fund (“**CPF**”) Investment Scheme (“**CPFIS**”) investors (“**CPFIS Investors**”) and Supplementary Retirement Scheme (“**SRS**”) investors (“**SRS Investors**”) who hold the Company’s Shares through CPF Agent Banks and/or SRS Operators:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 business days before the EGM (i.e. by 14 November 2024), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by 10.30 a.m. on 23 November 2024 (being not less than 72 hours before the time appointed for holding the EGM).

4. Shareholders, including CPFIS Investors and SRS Investors, and (where applicable) duly appointed proxies can attend the EGM in person. To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the date of the EGM. Shareholders must bring along their NRIC/passport so as to enable the Company to verify their identity. Shareholders are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell.
5. Where a shareholder 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 name.
6. This proxy form must be signed by the appointor or his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed under its common seal or signed by 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 shareholder 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 EGM, in accordance with its Constitution and Section 179 of the Companies Act.
8. This proxy form, duly executed, 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 10.30 a.m. on 23 November 2024, being not less than 72 hours before the time appointed for holding the EGM. The completion and return of the proxy form by a shareholder will not preclude him from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so

9. A shareholder should insert the total number of shares held. If the shareholder 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 shareholder has shares registered in his name in the Register of Members of the Company, he should insert the number of shares. If the shareholder 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 shareholder of the Company.
10. Completion and return of this proxy form does not preclude a shareholder from attending and voting at the EGM. A shareholder may revoke the appointment of a proxy(ies) at any time before the EGM commences and in such an event, the Company reserves the right to terminate the proxy(ies)’ access to the EGM proceedings.
11. A Depositor shall not be regarded as a shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

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 shareholder, 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy or proxies, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 November 2024.