
NOTICE OF EXTRAORDINARY GENERAL MEETING

LIFEBRANDZ LTD.

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

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of LifeBrandz Ltd. (the "**Company**") will be held by way of electronic means on 19 May 2021 at 3:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions as set out below.

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular to the Shareholders of the Company dated 4 May 2021 (the "**Circular**").*

ORDINARY RESOLUTION 1 – THE PROPOSED RIGHTS CUM WARRANTS ISSUE

RESOLVED THAT:

- (1) A renounceable non-underwritten rights cum warrants issue ("**Proposed Rights cum Warrants Issue**") of up to 1,030,170,246 new ordinary shares in the share capital of the Company (the "**Rights Shares**") at the issue price of S\$0.005 ("**Issue Price**") for each Rights Share, with up to 515,085,123 free detachable and transferable warrants (the "**Warrants**"), each Warrant carrying the right to subscribe for one (1) new ordinary share in the share capital of the Company ("**New Share**") at an exercise price of S\$0.010 for each New Share (the "**Exercise Price**"), on the basis of one (1) Rights Share for every one (1) existing ordinary share in the share capital of the Company ("**Share**") held by the shareholders of the Company ("**Shareholders**") who are eligible to participate in the Proposed Rights cum Warrants Issue ("**Entitled Shareholders**") as at a date and time to be determined by the Directors for the purposes of determining the entitlements of the Entitled Shareholders under the Proposed Rights cum Warrants Issue ("**Record Date**"), with one (1) Warrant for every two (2) Rights Shares subscribed, fractional entitlements to be disregarded, be and is hereby approved and authority be and is hereby given to the Directors or any of them to:
 - (a) create and issue:
 - (i) such number of Rights Shares as the Directors may determine, up to a maximum of 1,030,170,246 Rights Shares at the Issue Price of S\$0.005 per Rights Share;
 - (ii) such number of free detachable and transferable Warrants as the Directors may determine, up to a maximum of 515,085,123 free Warrants to be issued together with the Rights Shares, each Warrant carrying the right to subscribe for one (1) New Share at the Exercise Price of S\$0.010 for each New Share during the period commencing on and including the date of issue of the Warrants and expiring at 5:00 p.m. (Singapore time) on the date immediately preceding the third (3rd) anniversary of the date of issue of the Warrants, subject to the terms and conditions of the deed poll constituting the Warrants ("**Deed Poll**") to be executed by the Company on such terms and conditions as the Directors may deem fit; and
 - (iii) such further Warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Deed Poll (any such further Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Deed Poll);
 - (b) provisionally allot and issue up to 1,030,170,246 Rights Shares with up to 515,085,123 free detachable and transferable Warrants, on the basis of one (1) Rights Share for every one (1) existing Share held by Entitled Shareholders as at the Record Date with registered addresses in Singapore or who have, not later than 5:00 p.m. (Singapore time) on the date being three (3) Market Days prior to the Record Date, provided to the Central Depository (Pte) Limited ("**CDP**") or the share registrar of the Company ("**Share Registrar**"), as the case may be, addresses in Singapore for the services of notices and documents, on the terms and conditions set out below and/or otherwise on such terms and conditions as the Directors may think fit:

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- (i) the provisional allotments of the Rights Shares with Warrants under the Proposed Rights cum Warrants Issue shall be made on a renounceable non-underwritten basis to the Entitled Shareholders;
 - (ii) no provisional allotment of the Rights Shares with Warrants shall be made in favour of, and no application form or other documents in respect thereof shall be issued or sent to Shareholders with registered addresses outside Singapore as at the Record Date and who have not, at least three (3) Market Days prior thereto, provided to CDP or the Share Registrar, as the case may be, addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**");
 - (iii) the entitlements to the Rights Shares with Warrants which would otherwise have been provisionally allotted to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit, including without limitation to be sold "nil-paid" on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and to pool and thereafter distribute the net proceeds thereof, if any (after deducting all expenses), proportionately among such Foreign Shareholders in accordance with their respective shareholdings as at the Record Date provided that if the amount to be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall instead be dealt with as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (iv) provisional allotments of the Rights Shares with Warrants not taken up or cannot be sold or are not sold on the SGX-ST for any reason shall be used to satisfy applications for excess Rights Shares with Warrants or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company;
 - (v) the Rights Shares when issued and fully paid-up will rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls on or after the date of issue of the Rights Shares; and
 - (vi) the New Shares to be issued on exercise of the Warrants will rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls on or after the date of issue of the New Shares;
- (c) allot and issue, notwithstanding that the issue thereof may take place after the next or any ensuing annual or other general meeting of the Company:
- (i) a maximum of 515,085,123 New Shares on the exercise of the Warrants, credited as fully paid, subject to and otherwise in accordance with the terms and conditions of the Deed Poll, such New Shares (when issued and paid) to rank *pari passu* in all respects with the then existing Shares (save as may otherwise be provided in the terms and conditions of the Deed Poll) for any dividends, rights, allotments or other distributions that may be declared or paid, the record date for which falls on or after the date of issue of the New Shares; and
 - (ii) on the same basis of paragraph (c)(i) above, such further New Shares as may be required to be allotted and issued on the exercise of any of the Warrants referred to in paragraph (a) above.
- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

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ORDINARY RESOLUTION 2 – THE PROPOSED SHARES ISSUE

Subject to and conditional upon the passing of Ordinary Resolution 1,

RESOLVED THAT:

- (1) Pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the transfer of a controlling interest to I Concept in connection with the subscription of *pro rata* entitlement of Rights Shares pursuant to the Proposed Rights cum Warrants Issue by I Concept under the Minimum Subscription Scenario and the subscription and payment by I Concept for such number of additional Rights Shares in excess of its provisional allotments under the Proposed Rights cum Warrants Issue, whether pursuant to the terms and conditions of the Irrevocable Undertaking provided by I Concept in favour of the Company or otherwise, which remain unsubscribed for by other Entitled Shareholders and/or their renounees at the closing date of the Proposed Rights cum Warrants Issue after satisfying all applications and excess applications (if any) for the Rights Shares, on the basis that it will rank last in priority in the rounding of odd lots and allotment of excess Rights Shares with Warrants which are not taken up by other Entitled Shareholders, PROVIDED ALWAYS that if due to the subscription and payment by I Concept of such additional Rights Shares, I Concept is placed in a position of incurring a mandatory general offer obligation under Rule 14 of the Singapore Code of Take-overs and Mergers, the Company shall scale down the number of additional Rights Shares subscribed for in such a manner so as to avoid placing I Concept and its concert parties in such a position.

- (2) The Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), and to exercise such discretion in relation to this resolution as they or each of them may deem fit, with such modifications thereto (if any) as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

Note to Ordinary Resolution 2:

I Concept shall, and shall procure that its associates shall, abstain from voting on Ordinary Resolution 2 in relation to the Proposed Shares Issue and not accept nominations to act as proxy/proxies to vote at the EGM in respect of Ordinary Resolution 2 for other Shareholders unless the Shareholders concerned have given specific instructions as to the manner in which his/her/its votes are to be cast at the EGM.

**BY ORDER OF THE BOARD
LIFEBRANDZ LTD.**

Mr. Lam Siew Kee
Executive Chairman and Chief Executive Officer
4 May 2021

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Notes:

On 3 April 2020, the Singapore Government announced the implementation of “circuit breaker” measures (enhanced safe distancing measures and closure of non-essential workplace premises) to curb the further spread of COVID-19. The COVID-19 (Temporary Measures) Act 2020 (the “**Temporary Measures Act**”) was passed by Parliament on 7 April 2020 and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Meetings Orders**”) was issued by the Minister for Law on 13 April 2020 which provide, among others, legal certainty to enable issuers to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution).

Printed copies of this notice and the accompanying Circular and Proxy Form will NOT be sent to members. Instead, these documents will be made available on the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

Alternative arrangements relating to members’ participation at the EGM are:

- (a) observing and/or listening to the EGM proceedings contemporaneously via a live webcast and live audio feed of the EGM proceedings (“**Live EGM Webcast**” and “**Live EGM Audio Feed**”, respectively);
- (b) submitting questions in advance in relation of the resolutions set out in the Notice of EGM; and
- (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM.

Members will be able to participate in the EGM in following manner set out in the paragraphs below.

Live EGM Webcast and Live EGM Audio Feed:

In light of the above developments, the Company is arranging for the Live EGM Webcast and the Live EGM Audio Feed which will take place on 19 May 2021 at 3:00 p.m. in place of the physical EGM. Members will be able to watch or listen to the EGM proceedings through the Live EGM Webcast or the Live EGM Audio Feed via mobile phone, tablet, computer or any such electronic device. The Company will not accept any physical attendance by members. Any member seeking to attend the EGM physically in person will be turned away.

In order to do so, members must pre-register online at the URL <https://conveneagm.com/sq/lifebrandz> by 3:00 p.m. on 17 May 2021 (the “**Registration Deadline**”), being not less than 48 hours before the time appointed for holding the EGM, to enable the Company to verify their members’ status.

Following the verification and upon the closure of pre-registration, authenticated members will receive email instructions to access the Live EGM Webcast and the Live EGM Audio Feed of the EGM proceedings by 3:00 p.m. on 18 May 2021 (being 24 hours before the time appointed for the holding of the EGM).

Members are reminded that the EGM proceedings are private. Accordingly, members must not forward the abovementioned email instructions to other persons who are not members and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live EGM Webcast and the Live EGM Audio Feed.

Members who register by the Registration Deadline but do not receive the abovementioned email instructions by 3:00 p.m. on 18 May 2021 may contact the Company’s technical support by email at invest@lifebrandz.com for assistance.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including investors who buy shares using SRS monies (“**SRS Investors**”), and who wish to participate in the EGM should, in addition to pre-registering online, contact their respective relevant intermediaries (which would include SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

Submission of Questions in Advance:

Please note that members will not be able to raise questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed, and therefore it is important for members to pre-register their participation in order to be able to submit their questions in advance of the EGM.

Members may submit questions relating to the items on the resolutions set out in the Notice of EGM in advance: (a) by post to at the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; (b) by email to invest@lifebrandz.com; or (c) via such member’s account following registration at the URL <https://conveneagm.com/sq/lifebrandz>. All questions must be submitted by 3:00 p.m. on 16 May 2021 (being 72 hours before the time appointed for the holding of the EGM).

A member who wishes to submit his/her/its questions by post or by email is required to indicate his/her/its full name (for individuals)/company name (for corporates), NRIC/passport number/company registration number, contact number, shareholding type and number of shares held together with his/her/its submission of questions, to the office address or email address provided.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.

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The Company will endeavour to address the substantial and relevant questions before or during the EGM. The responses to questions from members will be posted on the SGXNET soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNET within one (1) month after the date of the EGM.

Submission of Proxy Forms to Vote:

Members will not be able to vote online or through the Live EGM Webcast or the Live EGM Audio Feed on the Resolutions to be tabled for approval at the EGM. Members who wish to exercise their votes must submit a Proxy Form to appoint the Chairman of the EGM to cast votes on their behalf.

Members (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

The Chairman of the EGM, as proxy, need not be a member of the Company.

The instrument appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.

The Proxy Form, duly executed together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or a notarially certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted:

- (a) by post to the registered office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712;
- (b) by email to invest@lifebrandz.com; or
- (c) via the Shareholder's account following registration at the URL <https://conveneagm.com/sg/lifebrandz>,

in each case, not less than 48 hours before the time appointed for holding the EGM, i.e. by 3:00 p.m. on 17 May 2021. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation, members are strongly encouraged to submit completed Proxy Forms electronically via email.

Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (which would include SRS Operators) through which they hold such shares in order to submit their voting instructions at least seven (7) working days before the EGM (i.e. by 5:00 p.m. on 6 May 2021) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 3:00 p.m. on 17 May 2021.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy 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 Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

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 and vote at the EGM.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNET. Members are advised to check the SGXNET regularly for updates on the EGM.

The Company wishes to thank all shareholders for their patience and co-operation in enabling the Company to hold the EGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.

Personal Data Privacy:

By (a) submitting a form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via the Live EGM Webcast or the Live EGM Audio Feed, or (c) submitting any question prior to the EGM in accordance with this notice, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes: (i) processing and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); (ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to observe the proceedings of the EGM and providing them with any technical assistance where necessary; (iii) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions; and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities. The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.

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*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.