

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as in the circular to shareholders dated 12 September 2023 issued by LifeBrandz Ltd. ("Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of LifeBrandz Ltd. ("**Company**") will be held at Seletar Country Club, 101 Seletar Club Rd, Singapore 798273 on Wednesday, 27 September 2023 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

RESOLVED:

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION INTO THE ADVISORY BUSINESS

That:

- (a) approval be and is hereby given for the Company and its subsidiaries to carry out and implement the Proposed Diversification, and any other transactions and activities necessary or desirable in connection therewith; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITIONS

That subject to and contingent upon the passing of Ordinary Resolutions 1, 3 and 4 herein in this Notice of EGM:

- (a) approval be and is hereby given for the acquisition by the Company's wholly-owned subsidiary, LifeBrandz Investment Management Pte. Ltd. (f.k.a. Takumi Holidays Pte. Ltd.) ("**Buyer**"), of 51% of the entire issued and paid-up share capital of AIM and 100% of the entire issued and paid-up share capital of AFA from the Vendor in accordance with the terms and conditions of the SPAs dated 22 May 2023 and the Deeds of Amendment dated 30 August 2023 entered into between the Company, the Buyer and the Vendor; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 3: THE PROPOSED CONSIDERATION SHARES ISSUE

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 4 herein in this Notice of EGM:

- (a) approval be given to the Directors for the purposes of Rule 805 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore to allot and issue 380,000,000 new ordinary shares in the capital of the Company ("**Consideration Shares**") to the Vendor at the issue price of S\$0.0025 per Consideration Share in satisfaction of the Purchase Consideration for the Proposed Acquisitions; and

- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 4: THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO AUSPAC FINANCIAL SERVICES PTY. LTD.

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3 herein in this Notice of EGM:

- (a) approval be given under Rule 803 of the Catalist Rules for the Proposed Transfer of Controlling Interest to the Vendor; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 4 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 5: THE PROPOSED NEW INVESTOR SUBSCRIPTION OF 1,627,915 NEW ORDINARY SHARES IN THE CAPITAL OF AUSPAC INVESTMENT MANAGEMENT PTE. LTD. FOR THE SUBSCRIPTION CONSIDERATION OF S\$73,500

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 3 and 4 herein in this Notice of EGM:

- (a) the Proposed New Investor Subscription be and is hereby approved pursuant to Rule 805(2) of the Catalist Rules and that authority be and is hereby granted to the Directors to carry out and implement the Proposed New Investor Subscription in accordance with the Framework Agreement, the subscription agreement and any other transactions and/or ancillary documents contemplated under the Proposed New Investor Subscription with respect the New Investor; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 5 and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board

Mark Leong Kei Wei
Executive Chairman
12 September 2023

Notes:

- (a) The members 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 sent to members by electronic means via publication on the Company's corporate website at the URL: <https://www.lifebrandz.com/> and is also made available on SGXNET at the URL: <https://www.sgx.com/securities/company-announcements>. Printed copies of this Notice of EGM, proxy form and the Request Form will also be sent by post to members. Members who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 20 September 2023:
- (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, a member 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 member. Where such member appoints more than one proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the instrument of proxy.
- (c) Investors who hold Shares through Relevant Intermediaries, including the Central Provident Fund ("CPF") Investment Scheme ("CPFIS") investors ("CPFIS Investors") and Supplementary Retirement Scheme ("SRS") investors ("SRS Investors"), may attend and cast his vote(s) at the EGM in person. CPFIS Investors and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF Agent Banks or SRS Operators to appoint the Chairman of the EGM to act as their proxy, in which case, the CPFIS Investors and the SRS Investors shall be precluded from attending the EGM. CPFIS Investors and SRS Investors, who wish to exercise their votes should approach their respective Relevant Intermediaries (which would include CPF Agent Banks and SRS Operators) through which they hold such Shares in order to submit their voting instructions at least 7 working days before the date of the EGM (i.e. by 15 September 2023) in order to allow sufficient time for their respective Relevant Intermediaries to in turn submit a proxy form to appoint the proxy(ies) or the Chairman of the EGM to vote on their behalf by the cut-off date.
- (d) Members, 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. Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members 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 19 September 2023 for the purposes of the EGM.
- 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 you hold Shares in the Company (e.g. via CDP, CPF or SRS).
- (f) Members are encouraged to submit their questions on or before 19 September 2023, as this will allow the Company sufficient time to address and respond to these questions on or before 21 September 2023 (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 members are unable to be addressed prior to the EGM, including any questions received by the Company after 19 September 2023, the Company will address them during the EGM.
- (g) The Directors will endeavour to address as many substantial and relevant questions as possible during the EGM. However, members 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 members. The minutes of the EGM will be published on SGXNET within one month after the date of the EGM.
- (h) 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.
- (i) Except for a member who is a Relevant Intermediary, a member 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.
- (j) A proxy need not be a member of the Company.
- (k) A corporation which is a member 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.

- (l) 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.
- (m) 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 3.00 p.m. on 24 September 2023, being not less than 72 hours before the time appointed for holding the EGM. The completion and return of the proxy form by a member shall not preclude him from attending, speaking and voting at the EGM in place of his proxy should he subsequently wish to do so.
- (n) 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).
- (o) 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 (a) submitting a form appointing the proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) 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:

- (a) processing and administration by the Company (or its agents or service providers) of the appointment the proxy(ies) 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);
- (b) 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;
- (c) 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
- (d) 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(ies)'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.

*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.