



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

MINUTES OF ANNUAL GENERAL MEETING

PLACE : "Live" webcast via
<https://conveneagm.com/sg/lifebrandz2021>

DATE : Thursday, 25 November 2021

TIME : 10.00 a.m.

PRESENT : As set out in the attendance records maintained by the Company.

IN ATTENDANCE : As set out in the attendance records maintained by the Company.

CHAIRMAN OF THE MEETING : Mr. Lam Siew Kee

INTRODUCTION

The Chairman introduced the Directors present.

QUORUM

The Chairman declared the Annual General Meeting ("**AGM**") open at 10.00 a.m. upon confirmation by the Company Secretary that the quorum necessary for a general meeting as set out in the Constitution was present.

NOTICE

With the consent of the AGM, the Notice convening the AGM was taken as read. Proxy forms lodged had been checked and found to be in order.

VOTING BY POLL

The Chairman briefed that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020, shareholders will not be able to vote online at the live AGM webcast. Instead, shareholders that wish to exercise their votes must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order.

The Chairman informed that all resolutions to be tabled at the AGM would be voted upon by way of poll as required under the Listing Manual – Section B: Rules of Catalist ("**Catalist Rules**") of Singapore Exchange Securities Trading Limited ("**SGX-ST**"). All the motions had been duly voted by the shareholders through the submissions of the proxy forms to the share registrar and the scrutineer had verified the counting of all votes casted through the proxy forms.

The Chairman informed the meeting that In.Corp Corporate Services Pte. Ltd. has been appointed as the Polling Agent and Agile 8 Advisory Pte. Ltd. as the Scrutineer.

SUBMISSION OF QUESTIONS FOR THE AGM

The Chairman informed that based on the information provided in the Notice of the AGM and announcement dated 10 November 2021, the shareholders would not be able to ask questions at the live AGM webcast. As at the cut-off date for submission of questions, there is no question received by the Company prior to the AGM.

ORDINARY BUSINESSES:**1. AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT FOR THE FINANCIAL YEAR ENDED 31 JULY 2021 – RESOLUTION 1**

The meeting proceeded to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 July 2021 ("**Audited Financial Statements**") and the Auditors' Report.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

"That the Audited Financial Statements and Directors' Statement of the Company and the Group for the financial year ended 31 July 2021 together with the Auditors' Report be and are hereby received and adopted."

2. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 JULY 2021 – RESOLUTION 2

The Board had recommended the payment of Directors' fees of S\$80,207 for the financial year ended 31 July 2021.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

"That the payment of the Directors' fees of S\$80,207 for the financial year ended 31 July 2021 be approved."

3. RE-ELECTION OF MR. LIM YIT KEONG AS A DIRECTOR – RESOLUTION 3

Mr. Lim Yit Keong, who was retiring as a Director of the Company in accordance with Regulation 107 of the Company's Constitution, had signified his consent to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

“That Mr. Lim Yit Keong, who retired from office in accordance with Regulation 107 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Mr. Lim Yit Keong will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.”

4. RE-ELECTION OF MR. LAM SIEW KEE AS A DIRECTOR – RESOLUTION 4

As Resolution 4 deals with the re-election of the Chairman, Mr. Lam Siew Kee, as a Director, Ms. Ang Puak Huen took over the chairmanship from the Chairman for Resolution 4.

Mr. Lam Siew Kee, who was retiring as a Director of the Company in accordance with Regulation 117 of the Company's Constitution, had signified his consent to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

“That Mr. Lam Siew Kee, who retired from office in accordance with Regulation 117 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

The Chairmanship was handed back to Mr. Lam Siew Kee for the AGM.

5. RE-ELECTION OF MR. LIM U WEI RALPH HOWARD AS A DIRECTOR – RESOLUTION 5

Mr. Lim U Wei Ralph Howard, who was retiring as a Director of the Company in accordance with Regulation 117 of the Company's Constitution, had signified his consent to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

“That Mr. Lim U Wei Ralph Howard, who retired from office in accordance with Regulation 117 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Mr. Lim U Wei Ralph Howard will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee, and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules.”

6. RE-APPOINTMENT OF AUDITORS – RESOLUTION 6

The retiring auditors, Messrs Mazars LLP (“**Auditors**”), had expressed their willingness to continue in office.

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

“That Messrs Mazars LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as Auditors until the conclusion of the next AGM at a fee to be agreed between the Directors and Messrs Mazars LLP be approved.”

ANY OTHER BUSINESS

As no notice of any other ordinary business to be transacted at the meeting had been received by the Secretary, the meeting proceeded to deal with the special businesses outlined in the Notice convening the meeting.

SPECIAL BUSINESSES:**7. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT, CHAPTER 50 (“COMPANIES ACT”) AND RULE 806 OF THE CATALIST RULES – RESOLUTION 7**

The voting result of the poll was as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	689,510,614	99.993%
Against the Resolution	46,000	0.007%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman declared the motion carried and it was **RESOLVED:**

“That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, the Directors of the Company be authorised and empowered to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with subparagraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (1) above, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from exercising share options or vesting of share awards, provided that such share awards or share options (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Constitution of the Company for the time being in force; and
- (4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 10.08 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

LAM SIEW KEE
CHAIRMAN OF THE MEETING