

**LIFEBRANDZ LTD.**  
**Company Registration no. 200311348E**  
**(Incorporated in the Republic of Singapore)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Second Annual General Meeting of the Company will be held at SGX Auditorium, 2 Shenton Way, #02-00 SGX Centre 1, Singapore 068804 on 18 November 2005 at 3.00 p.m. to transact the following businesses:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts of the Company for the financial year ended 31 July 2005 and the Reports of the Directors' and Auditors' thereon. **(Resolution 1)**
2. To declare a final dividend of 0.1007 cent per ordinary share (one tier tax exempt) for the financial year ended 31 July 2005. **(Resolution 2)**
3. To approve the payment of Directors' fees of S\$40,000 for the financial year ended 31 July 2005. **(Resolution 3)**
4. To re-elect Mr Lee Shieh-Peen Clement, a Director retiring pursuant to Article 117 of the Company's Articles of Association. **(Resolution 4)**
5. To re-elect the following Directors retiring pursuant to Article 107 of the Company's Articles of Association:-
  - (a) Mr Kenneth Goh Tzu Seoh **(Resolution 5)**
  - (b) Mr Irwin Lim Kee Way **(Resolution 6)**

*Mr Irwin Lim Kee Way will upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*
6. To re-appoint Messrs PricewaterhouseCoopers as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolution with or without modifications:-

### 8. Authority to allot and issue shares (Resolution 8)

“That, pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to allot and issue shares and convertible securities of the Company on such terms and conditions and with such rights or restrictions as they may deem fit, provided always that:

- (i) the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed, after adjusting for;
  - a) new shares arising from the conversion or exercise of convertible securities, or
  - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
  - c) any subsequent consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or

the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.” (See *Explanatory Note 1*)

BY ORDER OF THE BOARD

KOH BOON LIANG  
Company Secretary  
Singapore, 2 November 2005

Notes:

- 1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies in his stead.
- 2) A proxy need not be a member of the Company.
- 3) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 4) The instrument appointing a proxy must be deposited at the registered office of the Company at 123 Penang Road #03-12, Singapore 238465 not later than 48 hours before the time appointed for the Meeting.

Explanatory Note:-

1. The ordinary resolution in item no. 8 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.