

## **Zhongmin Baihui Retail Group Ltd.**

(Incorporated in the Republic of Singapore)

(Company Registration No.: 200411929C)

(the "Company")

### **MINUTES OF ANNUAL GENERAL MEETING ("AGM")**

<b>VENUE</b>	:	Grand Mercure Singapore Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769
<b>DATE</b>	:	25 November 2022
<b>TIME</b>	:	10:00 a.m.
<b>PRESENT</b>	:	As per the attendance list maintained by the Company.
<b>CHAIRMAN</b>	:	Mr Lee Swee Keng (the " <b>Chairman</b> ")

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### **QUORUM**

As a quorum was present, the Chairman declared the meeting open at 10:00 a.m.

The Chairman introduced the Directors of the Company present at the meeting and conducted the proceedings of the AGM.

### **NOTICE**

With the consent of the AGM, the notice dated 10 November 2022 convening the AGM was taken as read.

### **POLLING PROCESS**

The Chairman informed that all resolutions to be tabled at the AGM would be voted upon by way of a poll as required under the Listing Rules of the Singapore Exchange Securities Trading Limited.

The Chairman informed the meeting that Boardroom Corporate & Advisory Services Pte. Ltd has been appointed as the Polling Agent and Reliance 3P Advisory Pte Ltd as the Scrutineer.

The Polling Agent briefed the shareholders on the formalities of conducting the poll.

### **ORDINARY BUSINESS:**

#### **1. RESOLUTION 1: TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022 TOGETHER WITH THE AUDITOR'S REPORT THEREON.**

The meeting proceeded to receive and adopt the audited financial statements of the Company for the financial year ended 30 June 2022 together with the Directors' Statement and Auditor's Report. The proposer was Chua Kian Lin and it was seconded by Ou Yang Yan Te.

The Chairman invited shareholders to raise any questions and the Chairman responded to the following questions received from a shareholder:

#### Question 1

Please explain why the reporting period for the financial statements was 18 months instead of 12 months.

### Company's response 1

The Chairman informed the meeting that the Company had changed its financial year-end from 31 December 2021 to 30 June 2022. As such the financial reporting period has changed from 12 months to 18 months. The Chairman explained that the Company's business peak period is usually before the Chinese New Year period. The change in reporting period would allow the Company to have sufficient resources to focus on its business during the peak period. The Chairman further explained that the Company's employees based in the People's Republic of China ("PRC") would have more time to deal with the year end audit work due to the change in financial year-end.

### Question 2

Please explain why the Company has not been profitable this year.

### Company's response 2

The Chairman explained that the Company's sales are lower than the previous years due to the Covid-19 lockdown measures implemented by the relevant Chinese authorities. The Chairman informed the meeting that the Company is looking to grow the Group's mega mall business. Further, the Chairman mentioned that generally the new arrangements are that rent will not be charged and expressed that this would relieve the financial pressures on the Company. This is in contrast with the previous arrangements whereby the Company has to pay the rent whether the business is profitable or not. The Chairman hopes that PRC will ease its Covid-19 restriction measures and believes that, over time, the Company's sales ought to gradually pick up.

There being no further questions from the shareholders, the Chairman proposed for Resolution 1 to be put to vote.

## **2. RESOLUTION 2: TO APPROVE THE PAYMENT OF NOT MORE THAN S\$186,000 AS DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 30 JUNE 2022**

The Board had recommended the payment of Directors' fees of not more than S\$186,000 for the financial year ended 30 June 2022. The proposer was Seah Boon Hwa and it was seconded by Lim Kok Tong.

### Question 3

It is noted that the Directors' Fees were for a period over 18 months. How much Directors' fees were paid for the 12 months period?

### Company's response 3

The Company's Chief Financial Officer, Ms. Serine Yeo ("**Ms. Yeo**") informed the meeting that the Directors' Fees for the corresponding 12-months period ended 31 December 2020 was \$154,000.

There being no further questions from the shareholders, the Chairman proposed for Resolution 2 to be put to vote.

## **3. RESOLUTION 3: TO RE-ELECT MR. CHEN KAITONG AS A DIRECTOR OF THE COMPANY, PURSUANT TO REGULATION 104 OF THE CONSTITUTION OF THE COMPANY.**

Resolution 3 was to re-elect Mr. Chen Kaitong ("**Mr. Chen**") as a Director of the Company, pursuant to Regulation 104 of the constitution of the Company. Mr. Chen will, upon re-election as a Director, remain as Chief Executive Officer of the Company. The proposer was Poh Heng and it was seconded by Ou Yang Yan Te.

As there were no questions, the Chairman proposed for Resolution 3 to be put to vote.

**4. RESOLUTION 4: TO RE-ELECT MR. CHOY BING CHOONG AS A DIRECTOR OF THE COMPANY, PURSUANT TO REGULATION 104 OF THE CONSTITUTION OF THE COMPANY.**

Resolution 4 was to re-elect Mr. Choy Bing Choong (“**Mr. Choy**”) as a Director of the Company, pursuant to Regulation 104 of the Constitution of the Company. Mr. Choy will, upon re-election as a Director, remain as an Independent Director of the Company, Chairman of the Audit and Remuneration Committees, and a member of the Nominating Committee. The proposer was Lim Kok Tong and it was seconded by Chua Kian Lin.

There being no further questions from the shareholders, the Chairman proposed for Resolution 4 to be put to vote.

**5. RESOLUTION 5: TO APPOINT MESSRS FOO KON TAN LLP AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, MESSRS ERNST & YOUNG LLP TO HOLD THE OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION.**

Resolution 5 was to appoint Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. Messrs Foo Kon Tan LLP, who will be the Auditors of the Company, have expressed their willingness to accept their appointment. The proposer was Lim Kok Tong and it was seconded by Seah Boon Hwa.

There being no further questions from the shareholders, the Chairman proposed for Resolution 5 to be put to vote.

**ANY OTHER BUSINESS**

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

**SPECIAL BUSINESS:**

**6. RESOLUTION 6: GENERAL AUTHORITY TO ISSUE AND ALLOT SHARES**

Resolution 6 was to authorise the Directors to allot and issue new shares pursuant to Section 161 of the Companies Act and Rule 806 of the Listing Manual of the SGX-ST. The proposer was Sia Ling Sing and it was seconded by Seah Boon Hwa.

There being no questions from the shareholders, the Chairman proposed the following motion for Resolution 6 to be put to vote:

“That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), authority be and is hereby given to the Directors of the Company to: -

- (A) (i) issue and allot 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 and allotted, including but not limited to the creation and issue of (as well as adjustments to) 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 shall in their absolute discretion deem fit; and

(B) (notwithstanding that this authority may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force, provided that: -

(1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) and convertible securities to be allotted and issued pursuant to this Resolution shall not exceed fifty per cent (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), of which the aggregate number of Shares and convertible securities to be issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as at the time of passing of this Resolution):

(2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares and convertible securities that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this authority is given, after adjusting for: -

(i) new Shares arising from the conversion or exercise of convertible securities;

(ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(i) and (2)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

(3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(4) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

## **7. RESOLUTION 7: PROPOSED SHARE BUYBACK MANDATE**

Resolution 7 was to approve the proposed share buyback mandate. The proposer was Poh Heng and it was seconded by Lim Kok Tong.

The Chairman invited shareholders to raise any questions and the Chairman responded to the following question received from a shareholder:

#### Question 4

Whether the Company has conducted any share buyback this year.

#### Company's response 4

Ms. Yeo informed the meeting that the Company bought 20,000 shares on 26 October 2021.

There being no further questions from the shareholders, the Chairman proposed for Resolution 7 below to be put to vote:

"That:

(A) For the purposes of the Companies Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through the SGX-ST's Central Limit Order Book (CLOB) trading system or through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or
- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the rules of the SGX-ST Listing Manual ("**Off-Market Purchases**"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the SGX-ST Listing Manual as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Buyback Mandate**");

(B) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the passing of this Resolution and expiring on:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Shareholders in a general meeting,

whichever is the earlier;

(C) in this Resolution:

"**Prescribed Limit**" means 10% of the total number of Shares in the Company as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which even the issued ordinary share capital of the Company shall be taken to be the amount of the issued

ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

**“Relevant Period”** means the period commencing from the date on which the resolution authorizing the Share Buyback Mandate is passed and expiring on the date the next Annual General Meeting is held or required by law to be held, whichever is the earlier, after the date of this Resolution;

**“Maximum Price”** in relation to a Share to be purchased, means an amount (excluding applicable brokerage, stamp duties, goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price,

where:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five market days on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase and deemed to be adjusted for any corporate action that occurs after the relevant five market days;

**“Highest Last Dealt Price”** means the higher price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase;

**“day of the making of the offer”** means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (D) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient, incidental, necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.”

### **CONDUCT OF POLL**

The Chairman invited shareholders to cast their votes. He then informed the meeting that the Scrutineer would proceed to count the votes. As such, the AGM was adjourned at 10:20 a.m. for the vote counting and verification.

## **POLL RESULTS**

The Chairman then invited Mr Choy to announce the poll results in respect of each of the Resolutions proposed at the AGM on his behalf and the poll results are as follows:

No	Resolutions relating to:	Total number of shares represented by votes for and against the relevant resolution	For		Against	
			No. of shares	%	No. of shares	%
1	Adoption of Audited Financial Statements, Directors' Statement and Auditor's Report	138,476,800	138,476,800	100.00	-	0.00
2	Approval of proposed Directors' Fees of not more than S\$186,000 for the financial year ended 30 June 2022	138,476,800	138,476,800	100.00	-	0.00
3	Re-election of Mr. Chen Kaitong as a Director	91,076,120	91,076,120	100.00	-	0.00
4	Re-election of Mr. Choy Bing Choong as a Director	138,476,800	138,476,800	100.00	-	0.00
5	Appointment of Messrs Foo Kon Tan LLP as Auditors	138,476,800	138,476,800	100.00	-	0.00
6	Authority to issue and allot shares pursuant to Section 161 of the Companies Act 1967	138,476,800	138,260,300	99.84	216,500	0.16
7	Approval of the proposed Share Buyback Mandate	138,476,800	138,476,800	100.00	-	0.00

Based on the above poll results, the Chairman and Mr. Choy declared that all resolutions had been passed at the AGM.

## **CONCLUSION**

The Chairman recorded the Company's sincere appreciation and thanks to the Company's previous auditor, Mr Ang Kok Keong of Ernst & Young LLP for his invaluable contributions to the Company's developments over the years.

There being no other business to transact, the Chairman declared the AGM of the Company closed at 10:45 a.m. and thanked everyone for their attendance.

Confirmed as a True Record of Proceedings Held

Lee Swee Keng  
Chairman of the Meeting

21 December 2022