NUTRYFARM INTERNATIONAL LIMITED
(Company Registration Number: 32308)
(Incorporated in Bermuda)

MINUTES OF ANNUAL GENERAL MEETING

VENUE : Level 3, 991G Alexandra Road, Singapore 119975

DATE & TIME : Thursday, 24 September 2026 at 9.30 a.m. (Singapore time)

PRESENT : As per Attendance Sheet

CHAIRMAN : Niu Liming

1. OPENING

Mr Niu Liming, the Chief Executive Officer and Executive Director of NutryFarm International Limited (the "**Company**"), took the chair of the Annual General Meeting ("**AGM**" or "**Meeting**") and welcomed the shareholders and other attendees to the Meeting.

The Chairman informed the Meeting that the Company had, upon application, obtained an Order of Sanction dated 23 September 2026 pursuant to Section 72(2) of the Companies Act 1981 of Bermuda (the "**Sanction Order**"), allowing the Company to convene a general meeting to put its affairs in order for the year 2025.

The Chairman further noted that the Meeting was convened pursuant to the Sanction Order to address the Company's affairs for the financial year ended 30 September 2025 ("**FY2025**").

2. QUORUM

Having ascertained that a quorum was present, the Chairman called the Meeting to order at 9.30 a.m..

3. NOTICE OF MEETING

With the consent of the shareholders, the notice convening the AGM dated 2 September 2026 (the "**Notice of AGM**"), which was despatched to the shareholders, was taken as read.

4. VOTING PROCEDURES

The Chairman informed the Meeting that all proposed resolutions tabled at the Meeting would be voted on by way of poll, which would be conducted using a wireless handheld device distributed at the start of the Meeting.

Reliance Advisory Services Pte. Ltd. ("**Reliance**") had been appointed as the Scrutineer, and Boardroom Corporate & Advisory Services Pte. Ltd. ("**Boardroom**") had been appointed as the Polling Agent for the Meeting.

An instructional video on the voting procedures was played, following which Boardroom conducted a test resolution to familiarise the shareholders with the voting system.

5. ORDINARY BUSINESS

ORDINARY RESOLUTION 1: DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2025

The Chairman introduced the first ordinary resolution in the Notice of AGM to receive and adopt the Directors' Statement and audited financial statements of the Company for FY2025 together with the independent auditor's report. The Chairman noted that representatives of Nexia Singapore PAC, Public Accountants and Chartered Accountants ("**Nexia**"), the Company's auditor for FY2025, were present at the Meeting.

The Chairman invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 1.

There being no questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, the Chairman proposed, and Mr Ho Khwai Weng seconded, the following motion:

"THAT the Directors' Statement and audited financial statements of the Company for the financial year ended 30 September 2025 together with the independent auditor's report thereon be and are hereby received and adopted."

The Chairman proceeded to put the motion to vote by way of poll and the results of the poll are as follows:

Votes	No. of Shares	Percentage (%)
For	41,435,850	75.60
Against	13,372,450	24.40

As the requisite majority of votes cast was in favour of the resolution, the Chairman declared Ordinary Resolution 1 duly carried.

ORDINARY RESOLUTION 2: RE-ELECTION OF MR NIU LIMING AS DIRECTOR

As Ordinary Resolution 2 concerned his own re-election as a Director of the Company, the Chairman handed the chair to Mr Wan Tai Foong, a Non-Executive, Lead Independent Director of the Company, to preside over the proceedings relating to Ordinary Resolution 2.

Mr Wan noted that Mr Niu, a Director of the Company who is retiring pursuant to Article 104 of the Company's constitution (the "**Constitution**"), and being eligible for re-election, had given his consent to continue in office. He would, upon re-election, remain as the Executive, Non-Independent Director and the Chief Executive Officer of the Company and a member of the Nominating Committee and Remuneration Committee.

Mr Wan invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 2.

There being no questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, Mr Wan proposed, and Mr Ou Yang seconded, the following motion:

"THAT Mr Niu Liming be and is hereby re-elected as a Director of the Company."

Mr Wan proceeded to put the motion to vote by way of poll and the results of the poll are as follows:

Votes	No. of Shares	Percentage (%)
For	40,463,550	73.83
Against	14,344,650	26.17

As the requisite majority of votes cast was in favour of the resolution, Mr Wan declared Ordinary Resolution 2 duly carried.

Mr Wan then handed the chair back to Mr Niu, who resumed as Chairman of the Meeting.

ORDINARY RESOLUTION 3: RE-ELECTION OF MR ER KWONG WAH AS DIRECTOR

The Chairman introduced the resolution to re-elect Mr Er as a Director of the Company.

The Chairman noted that Mr Er, a Director of the Company who is retiring pursuant to Article 104 of the Constitution, and being eligible for re-election, had given his consent to continue in office. He would, upon re-election, remain as a Non-Executive, Independent Director of the Company, the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee.

The Chairman invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 3.

There being no questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, the Chairman proposed, and Mr Tan Whee Li seconded, the following motion:

"THAT Mr Er Kwong Wah be and is hereby re-elected as a Director of the Company."

The Chairman proceeded to put the motion to vote by way of poll and the results of the poll are as follows:

Votes	No. of Shares	Percentage (%)
For	54,716,950	99.83
Against	91,250	0.17

As the requisite majority of votes cast was in favour of the resolution, the Chairman declared Ordinary Resolution 3 duly carried.

ORDINARY RESOLUTION 4: RE-ELECTION OF MS NG CHERN NEE AS DIRECTOR

The Chairman introduced the resolution to re-elect Ms Ng as a Director of the Company.

The Chairman noted that Ms Ng, a Director of the Company who is retiring pursuant to Article 104 of the Constitution, and being eligible for re-election, had given her consent to continue in office. She would, upon re-election, remain as a Non-Executive, Independent Director of the Company, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee.

The Chairman invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 4.

There being no questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, the Chairman proposed, and Mr Ou Yang seconded, the following motion:

"THAT Ms Ng Chern Nee be and is hereby re-elected as a Director of the Company."

The Chairman proceeded to put the motion to vote by way of poll and the results of the poll are as follows:

Votes	No. of Shares	Percentage (%)
For	40,463,550	73.83
Against	14,344,650	26.17

As the requisite majority of votes cast was in favour of the resolution, the Chairman declared Ordinary Resolution 4 duly carried.

ORDINARY RESOLUTION 5: RE-ELECTION OF MR WAN TAI FOONG AS DIRECTOR

The Chairman informed the Meeting that Ordinary Resolution 5 concerned the re-election of Mr Wan as a Director of the Company.

The Chairman noted that Mr Wan, a Director of the Company who is retiring pursuant to Article 104 of the Constitution, and being eligible for re-election, had given his consent to continue in office. He would, upon re-election, remain as a Non-Executive, Lead Independent Director of the Company, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.

The Chairman invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 5.

There being no questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, the Chairman proposed, and Mr Tan Whee Li seconded, the following motion:

"THAT Mr Wan Tai Foong be and is hereby re-elected as a Director of the Company."

The Chairman proceeded to put the motion to vote by way of poll and the results of the poll are as follows:

Votes	No. of Shares	Percentage (%)
For	54,735,750	99.87
Against	72,450	0.13

As the requisite majority of votes cast was in favour of the resolution, the Chairman declared Ordinary Resolution 5 duly carried.

ORDINARY RESOLUTION 6: APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2026

The Chairman introduced the resolution to approve the payment of Directors' fees of S$204,000 to the current Directors of the Company for the financial year ending 30 September 2026 ("**FY2026**").

The Chairman explained that, if approved, the Directors' fees would be payable quarterly in arrears to the Independent Non-Executive Directors of the Company.

The Chairman further explained that, notwithstanding the approval sought for the full-year amount of S$204,000, the actual Directors' fees payable for FY2026 would be S$133,005, representing the fees calculated on a pro-rated basis for the period from 2 February 2026, being the date on which the Company was discharged from judicial management and control of the Company was returned to the board of directors of the Company ("**Board**"), to 30 September 2026.

The Chairman invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 6. The questions raised by the shareholders at the Meeting which are substantial and relevant to this resolution and the responses of the Company thereto are as follows:

(a) Question

Mr Ho Khwai Weng: Over the past several years, the Company has brought in approximately US$7 million. Where will the funds for the payment of the Directors' fees come from?

Response

Chairman: This resolution relates to the Directors' fees for FY2026. The Company was discharged from judicial management on 2 February 2026, following which the control and management of the Company were returned to the Board.

Although some of the Directors were appointed prior to 2 February 2026, the Directors' fees have been calculated only from the date of the Company's discharge from judicial management. Accordingly, while shareholders' approval is being sought for Directors' fees of S$204,000 for the full financial year, the actual amount payable for FY2026 is S$133,005 on a pro-rated basis.

During FY2026, the Company has secured a substantial number of contracts, and I believe that the Company will achieve a satisfactory result for FY2026. Mr Er, for example, has served as an Independent Director since 2023 and has not received Directors' fees to date. The Directors are professionals who perform their duties in the interests of the Company and its shareholders, and it is appropriate that they be fairly compensated for their services. I therefore hope that the shareholders will support this resolution.

(b) Question

Mr Ou Yang: Does the amount of S$204,000 represent the total Directors' fees payable to all the Directors? I would also suggest that 50% of the Directors' fees be paid in shares and the remaining 50% be paid in cash.

Response

Chairman: The actual aggregate Directors' fees payable for FY2026 will be S$133,005, calculated on a pro-rated basis from 2 February 2026 to 30 September 2026.

The Company does not presently have a share option scheme or other arrangement which would allow the Directors' fees to be satisfied by way of shares as suggested.

The Company expects to announce its financial results for FY2026 in November 2026. I am confident in the Company's performance for FY2026 and ask shareholders to be patient until the results are announced. I also hope that shareholders will consider the contributions made by the Directors and support the payment of the Directors' fees.

There being no further questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, the Chairman proposed, and Mr Ho Khwai Weng seconded, the following motion:

"THAT the payment of Directors' fees of S$204,000 to the current Directors of the Company for the financial year ending 30 September 2026 be and is hereby approved."

The Chairman proceeded to put the motion to a vote by way of poll, and the results of the poll were as follows:

Votes	No. of Shares	Percentage (%)
For	54,716,200	99.83
Against	91,250	0.17

As the requisite majority of votes cast was in favour of the resolution, the Chairman declared Ordinary Resolution 6 duly carried.

ORDINARY RESOLUTION 7: RE-APPOINTMENT OF AUDITOR

The Chairman proceeded to the next item on the agenda, which was to re-appoint Nexia as the Company's auditor, to hold office until the close of the next annual general meeting of the Company, at a fee to be agreed between the Company and Nexia. The Chairman noted that Nexia had expressed its willingness to continue in office.

The Chairman invited the shareholders to raise their questions, if any, relating to Ordinary Resolution 7.

There being no questions raised by the shareholders at the Meeting which were substantial and relevant to this resolution, the Chairman proposed, and Mr Tan Whee Li seconded, the following motion:

"THAT Nexia Singapore PAC, Public Accountants and Chartered Accountants, be and is hereby re-appointed as the Company's auditor, to hold office until the close of the next annual general meeting of the Company, at a fee to be agreed between the Company and Nexia."

The Chairman proceeded to put the motion to a vote by way of poll and the results of the poll are as follows:

Votes	No. of Shares	Percentage (%)
For	22,069,850	60.61
Against	14,344,650	39.39

As the requisite majority of votes cast was in favour of the resolution, the Chairman declared Ordinary Resolution 7 duly carried.

The Chairman expressed his appreciation to Nexia for its work in assisting the Company to bring its outstanding financial reporting and annual general meetings up to date. He noted that the Company had convened the annual general meetings relating to several preceding financial years and had substantially caught up with its outstanding annual general meeting requirements. The Chairman added that the Company intended to continue working towards bringing its annual general meeting timetable up to date.

6. QUESTIONS IN RELATION TO THE COMPANY

The Chairman invited the shareholders to raise their questions, if any, relating to the Company.

The Chairman noted that there were no further questions from shareholders.

7. ANY OTHER ORDINARY BUSINESS

The Chairman informed the Meeting that the Company had not received notice of any other business to be transacted at the Meeting.

There being no other business, the Chairman thanked the shareholders for their attendance and declared the Meeting closed at 10.04 a.m..

CERTIFIED AS A TRUE AND CORRECT RECORD
OF THE PROCEEDINGS OF THE MEETING

NIU LIMING
Chairman of the Meeting