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# ZHONGMIN BAIHUI RETAIL GROUP LIMITED

(Company Registration No. 200411929C)
(Incorporated in the republic of Singapore)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Zhongmin Baihui Retail Group Ltd. (the "**Company**") will be convened and held at the Company's office at 81 Ubi Avenue 4, #03-31, UB.One Singapore 408830 on Thursday, 29 October 2026, at 10:00 a.m., for the purpose of transacting the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company and the Group for the financial year ended 30 June 2026 together with the Auditor's Report thereon. **(Resolution 1)**

2. To declare a first and final tax-exempt (one-tier) dividend of 1.0 Singapore cent per ordinary share for the financial year ended 30 June 2026. **(Resolution 2)**

3. To approve the payment of up to S$153,000 as Directors' fees for the financial year ending 30 June 2027, to be paid in arrears (30 June 2026: S$153,000). **(Resolution 3)**

4. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company's Constitution[1]:

   (a) Mr. Yee Chia Hsing; and **(Resolution 4)**

   (b) Mr. Chen Kaitong. **(Resolution 5)**

   **[See Explanatory Notes 1 and 2]**

5. To re-appoint Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

6. Authority to issue and allot shares

   "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) allot and issue shares in the capital of the Company (the "**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 new Shares to be issued and allotted, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

1 Pursuant to the amendments of the Companies Act 1967, the Memorandum and Articles of Association of the Company are deemed by law to be merged to form the Constitution of the Company.

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 the authority conferred by this Resolution 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 calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of 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 and convertible securities 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 outstanding or subsisting at the time of passing of the Resolution approving the mandate, 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, 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 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), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and

(4) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force (i) 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; or (ii) in the case of Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments."

**(Resolution 7)**

**[See Explanatory Note 3]**

7. Proposed Renewal of the Share Buyback Mandate

"That:

(a) For the purposes of the 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 of Shares transacted on the 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 of Shares (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 and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the rules of the Listing Manual of the SGX-ST ("**Off-Market Purchases**"),

and otherwise in accordance with all applicable laws and regulations, including but not limited to, the provisions of the Act and the Listing Manual of the SGX-ST 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 a 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 Act, at any time during the Relevant Period, in which event 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 authorising 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; and

"**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."

**(Resolution 8)**
**[See Explanatory Note 4]**

8. Proposed Renewal of the General Mandate for Interested Person Transactions

That:

(a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company and/or its subsidiaries and associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual of the SGX-ST, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions ("**IPT**") set out in the Appendix to this Notice in relation to the Proposed Renewal of the IPT Mandate ("**IPT Appendix**"), with any person who is of the class of Mandated Interested Persons described in the IPT Appendix, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for such IPT as set out in the IPT Appendix;

(b) the approval given in sub-paragraph (a) above (the "**IPT Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the next AGM of the Company or the date by which the next AGM of the Company is held or is required by law to be held, whichever is earlier; and

(c) the Directors be and are hereby authorised, jointly or severally, to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the proposed adoption of the IPT Mandate as such Directors or any of them may deem fit or expedient or to give effect to this Resolution. **(Resolution 9)**
**[See Explanatory Note 5]**

By Order of the Board

Kong Wei Fung
Chin Yee Seng
Company Secretaries
**14 October 2026**

# Notice of Annual General Meeting

## 年度股东大会通告

**Explanatory Notes:**

1. Mr. Yee Chia Hsing will, upon re-election as a director, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. The Board considers Mr. Yee Chia Hsing independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to "Additional Information on Directors Seeking Re-election" section in the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of SGX-ST.

2. Mr. Chen Kaitong will, upon re-election as a director, remain as Executive Director and Chief Executive Officer of the Company. Please refer to "Additional Information on Directors Seeking Re-election" section in the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of SGX-ST.

3. Ordinary Resolution 7, if passed, will empower the Directors from the date of this Annual General Meeting until the date of the next annual general meeting, or the date by which the next annual general meeting is required by law to be held or such authority as varied or revoked by the Company in a general meeting, whichever is the earlier, to issue and allot Shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company. For issues of Shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of Shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

   For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares.

4. The Ordinary Resolution 8, if passed, will empower the Directors to exercise the power of the Company to purchase or otherwise acquire Shares by way of On-Market Purchases or Off-Market Purchases, provided that the aggregate number of Shares to be purchased or acquired pursuant to the Share Buy-Back Mandate does not exceed the Maximum Limit, and at such price(s) as may be determined by the Directors from time to time, up to but not exceeding the Maximum Price. Information relating to Resolution 8 is set out in the Circular to Shareholders in relation to the Proposed Renewal of the Share Buy-Back Mandate ("**Share Buy-Back Circular**").

5. The Ordinary Resolution 9, if passed, renews the IPT Mandate and empowers the Company, its subsidiaries and associated companies, to enter into the IPT as described in the IPT Appendix dated 14 October 2026, which is enclosed together with the Company's Annual Report. The authority under the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM of the Company, or the date by which the next AGM is required to be held, whichever is the earlier.

**Notes:**

1. The AGM will be held, in a wholly physical format. Members of the Company ("**Members**") are invited to attend physically at the AGM. There will be no option for shareholders to participate virtually.

2. The Annual Report, Notice of AGM, Proxy Form, IPT Appendix and Share Buyback Circular will be published on the Company's website and will also be made available on SGXNet.

   A member who wishes to request for a physical copy of the Annual Report, IPT Appendix and Share Buyback Circular may do so by completing and returning the Request Form which is sent to him/her/it by post to the Company no later than 10.00 a.m. on 19 October 2026.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting of the Company. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting of the Company, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where more than two (2) proxies are appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form.

5. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.

6. A proxy need not be a member of the Company.

7. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and who wishes to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least seven (7) working days before the AGM.

8. The instrument appointing a proxy or proxies must (i) if submitted electronically, be sent by email to IR@zhongminbaihui.com.sg in Portable Document Format (PDF) or (ii) be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632, in either case, no later than 10.00 a.m. on 27 October 2026 (being not less than forty-eight (48) hours before the time appointed for holding the AGM).

9. The instrument appointing a proxy or proxies must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal (or by the signatures of authorised persons in the manner as set out under the Companies Act as an alternative to sealing) or under the hand of an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument.

**Submission of Questions prior to the Annual General Meeting**

1. Members of the Company may submit questions related to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations in advance of the AGM by email to IR@zhongminbaihui.com.sg or by post to the Company's office at 81 Ubi Avenue 4, #03-31, UB.One, Singapore 408830 by 21 October 2026.

   When submitting questions, members should also provide the following details, for verification purposes:-

   (i) full name;
   (ii) NRIC number;
   (iii) address;
   (iv) number of Shares held;
   (v) the manner in which the shareholder holds Shares (e.g. via CDP, CPF or SRS).

2. The Company will respond to the substantive and relevant questions received from members on the SGXNET and the Company's website by 23 October 2026, after trading hours.

3. The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantive and relevant questions which are received after the cut-off date, at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

**Personal Data Privacy:**

By (a) attending, speaking or voting at the AGM and/or adjournment thereof; (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof; or (c) submitting any questions prior to, or at, the AGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof), addressing substantive and relevant questions from members received prior to, or at, the AGM, preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company (or its agents or service providers) in connection with any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the representation and warranty.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.