

# **JIUTIAN CHEMICAL GROUP LIMITED**

(“Jiutian” or the “Company”)  
(Company Registration No. 200415416H)  
(Incorporated in the Republic of Singapore)

Minutes of the 15th Annual General Meeting (“AGM” or the “Meeting”) of the Company held on Tuesday, 23 June 2020 at 11.00 a.m. by way of electronic means

## **PRESENT**

### **Board of Directors**

1. Mr. Lee Chee Seng – Executive Director
2. Mr. Wu Yu Liang – Non-Executive and Lead Independent Director
3. Mr. Chan Kam Loon – Non-Executive and Independent Director
4. Mr. Koh Eng Kheng Victor – Non-Executive and Independent Director

## **BY LIVE WEBCAST**

### **Board of Directors**

1. Mr. Han Lianguo – Non-Executive and Non-Independent Chairman
2. Mr. Gao Guoan – Non-Executive and Independent Director
3. Mr. Wang Gang – Non-Executive and Non-Independent Director
4. Mr. Chen Mingjin – Non-Executive and Independent Director

### **Company Secretary**

1. Ms. Lee Pay Lee

### **Scrutineer**

1. Ms. Sandra Lee (Entrust Advisory Pte Ltd)

### **Shareholders**

Attendance by live webcast

## **ABSENT WITH APOLOGIES**

### **Board of Directors**

1. Mr. Zhang Hongtao – Non-Executive and Non-Independent Director

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## **CHAIRMAN**

The Executive Director, Mr. Lee Chee Seng (“Mr. Lee” or the “Chairman”) welcomed all the shareholders to the AGM of the Company who had pre-registered for the live audit-visual webcast and live audio-only stream for observation of the AGM and attended the AGM by electronic means.

Mr. Lee informed the Meeting that the Non-Executive and Non-Independent Chairman, Mr. Han Lianguo had requested him to conduct the Meeting.

Mr. Lee informed that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the AGM was conducted and held by way of electronic means and shareholders are allowed to join the AGM via live audio-visual webcast or live audio-only stream.

The Chairman further informed that any form of digital recording, visual or audio, is not permitted throughout the AGM.

Mr. Lee then introduced all the Directors present to the shareholders.

## **QUORUM**

The Secretary confirmed that a quorum was present. The Chairman called the meeting to order.

## **NOTICE**

The Notice convening the Meeting, having been circulated to shareholders in the requisite statutory period was, with the concurrence of the shareholders, was taken as read.

## **POLL VOTING PROCEDURES**

Mr. Lee informed the shareholders that in accordance with the joint statement on 13 April 2020 by Accounting and Corporate Regulatory Authority (ACRA), the Monetary Authority of Singapore (MAS) and Singapore Exchange Regulation (SGX RegCo) and the checklist on conduct of general meetings during the period of elevated safe distancing measures, only the Chairman of the Meeting may be appointed as proxy.

As the Chairman of the Meeting, he would vote in accordance with the instructions of the shareholders who had appointed him to vote for or against or abstain from voting on all of the resolutions to be voted on at the AGM.

The Chairman informed that the Company has appointed Entrust Advisory Pte Ltd as Scrutineer for the poll at the AGM. The Scrutineer had checked the validity of the proxy forms received and verified the voting results.

The Chairman informed that shareholder(s) had submitted his/their questions prior to the Meeting and the Company had on 22 June 2020 announced the response to the question on SGXNet.

## **ORDINARY BUSINESS**

### **RESOLUTION 1 – ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE AUDITOR'S REPORT THEREON**

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 ("FY2019") and the Auditor's Report thereon.

The Chairman announced the result of the votes as below:

<b>Resolution 1:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,409,900</b>	<b>0</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>100.00%</b>	<b>0.00%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 1 carried.

### **RESOLUTION 2 -APPROVAL OF DIRECTORS' FEE FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020**

The Directors had recommended the payment of directors' fee of S\$171,000 for the financial year ending 31 December 2020, to be paid quarterly in arrears.

The Chairman announced the result of the votes as follows:

<b>Resolution 2:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,098,900</b>	<b>311,000</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>99.94%</b>	<b>0.06%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 2 carried.

### **RESOLUTION 3 - RE-ELECTION OF MR. GAO GUOAN AS A DIRECTOR**

Resolution 3 was to re-elect Mr. Gao Guoan ("Mr. Gao") as a Director of the Company. Pursuant to Article 91 of the Constitution of the Company, Mr. Gao will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Mr. Gao would remain as a Non-Executive and Independent Director, the Chairman of Nominating Committee and a member of the Remuneration Committee. The Board considers Mr. Gao to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman announced the result of the votes as follows:

<b>Resolution 3:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,098,900</b>	<b>311,000</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>99.94%</b>	<b>0.06%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 3 carried.

### **RESOLUTION 4 - RE-ELECTION OF MR. CHAN KAM LOON AS A DIRECTOR**

Resolution 4 was to re-elect Mr. Chan Kam Loon ("Mr. Chan") as a Director of the Company. Pursuant to Article 91 of the Constitution of the Company, Mr. Chan will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Mr. Chan would remain as a Non-Executive and Independent Director, the Chairman of the Audit Committee and a member of the Remuneration Committee. The Board considers Mr. Chan to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The Chairman announced the result of the votes as follows:

<b>Resolution 4:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,098,900</b>	<b>311,000</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>99.94%</b>	<b>0.06%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 4 carried.

### **RESOLUTION 5 - RE-ELECTION OF MR. ZHANG HONGTAO AS A DIRECTOR**

Resolution 5 was to re-elect Mr. Zhang Hongtao ("Mr. Zhang") as a Director of the Company. Pursuant to Article 91 of the Constitution of the Company, Mr. Zhang will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Mr. Zhang would remain as the Non-Executive and Non-Independent Director.

The Chairman announced the result of the votes as follows:

<b>Resolution 5:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,098,900</b>	<b>311,000</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>99.94%</b>	<b>0.06%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 5 carried.

## **RESOLUTION 6 - RE-APPOINTMENT OF AUDITORS**

Resolution 6 was to re-appoint Messrs Baker Tilly TFW LLP as the Company's Auditors and to authorize the Directors to fix their remuneration.

Messrs Baker Tilly TFW LLP had expressed their willingness to accept re-appointment as auditors.

The Chairman announced the result of the votes as follows:

<b>Resolution 6:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,098,900</b>	<b>311,000</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>99.94%</b>	<b>0.06%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 6 carried.

## **SPECIAL BUSINESS**

### **RESOLUTION 7 - AUTHORITY TO ALLOT AND ISSUE SHARES**

This resolution was to seek shareholders' approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act, Cap 50 and the listing rules of SGX-ST.

The full text of the resolution was set out in the Notice of AGM dated 8 June 2020.

The Chairman announced the result of the votes as below:

<b>Resolution 7:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>557,098,900</b>	<b>311,000</b>	<b>557,409,900</b>
<b>Percentage</b>	<b>99.94%</b>	<b>0.06%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 7 carried.

### **RESOLUTION 8 - PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS**

This resolution was to seek shareholders' approval for the proposed renewal of the general mandate for Interested Person Transactions.

The full text of the resolution was set out in the Notice of AGM dated 8 June 2020.

The Chairman announced the result of the votes as follows:

<b>Resolution 8:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>54,669,000</b>	<b>311,000</b>	<b>54,980,000</b>
<b>Percentage</b>	<b>99.43%</b>	<b>0.57%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary resolution 8 carried.

### **RESOLUTION 9 - PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE**

This resolution was to seek shareholders' approval for the proposed renewal of the share buyback mandate.

The full text of the resolution was set out in the Notice of AGM dated 8 June 2020.

The Chairman announced the result of the votes as follows:

<b>Resolution 9:</b>	<b>FOR</b>	<b>AGAINST</b>	<b>TOTAL</b>
<b>Vote</b>	<b>54,980,000</b>	<b>0</b>	<b>54,980,000</b>
<b>Percentage</b>	<b>100.00%</b>	<b>0.00%</b>	<b>100%</b>

Based on the result, the Chairman declared that the ordinary Resolution 9 carried.

## **CONCLUSION**

There being no other business to be transacted, the Chairman declared the Meeting closed at 11.15 a.m.. He thanked all who attended the Meeting via live audio-visual webcast and live audio-only stream.

SIGNED AS TRUE RECORD OF PROCEEDINGS

MR. LEE CHEE SENG  
CHAIRMAN

23 June 2020