

# SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Company Registration No. 200706801H)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED (“the Company”) will be held by way of electronic means on Friday, 4 December 2020 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the revised and re-issued Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2017 together with the Auditors’ Report thereon.  
[See Explanatory Note (i)] **(Resolution 1)**
2. To receive and adopt the Directors’ Statement and the revised and re-issued Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2018 together with the Auditors’ Report thereon.  
[See Explanatory Note (i)] **(Resolution 2)**
3. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **(Resolution 3)**
4. To re-elect the following Directors of the Company retiring pursuant to the Constitution of the Company:  

Mr Zhu Jun	(Retiring under Regulation 91)	<b>(Resolution 4)</b>
Mr Lai Jingwei	(Retiring under Regulation 91)	<b>(Resolution 5)</b>

  
[See Explanatory Note (ii)]
5. To approve the payment of Directors’ fees of S\$95,000 for the financial year ending 31 December 2020 to be paid half-yearly in arrears. (2019: S\$160,000) **(Resolution 6)**
6. To re-appoint Foo Kon Tan LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

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

8. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) 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; and
  - (c) any subsequent consolidation or subdivision of shares;

adjustment in accordance with (2)(a) and (2)(b) are only to 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 passing of this Resolution.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company 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 of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate 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 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.

[See Explanatory Note (iii)]

**(Resolution 8)**

#### 9. **Authority to issue shares under the Sino Grandness Employee Share Option Scheme**

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant options (“**Options**”) under the Sino Grandness Employee Share Option Scheme (the “**Scheme**”) and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted by the Company under the Scheme, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[See Explanatory Note (iv)]

**(Resolution 9)**

By Order of the Board

Chew Kok Liang/Teo Chia Hui  
Company Secretaries  
Singapore, 19 November 2020

#### Explanatory Notes:

(i) Resolutions 1 and 2 proposed in items 1 and 2 above, are to receive and adopt the Directors' Statement and revised and re-issued Audited Financial Statements of the Company for the financial years ended 31 December 2017 and 31 December 2018 respectively. The revision of the financial statements for the financial years ended 31 December 2017 and 31 December 2018 were prompted by The Accounting and Corporate Regulatory Authority's Financial Reporting Surveillance Programme.

(ii) Mr Zhu Jun will, upon re-election as a Director of the Company, remain as the Executive Director of the Company. Please refer to Corporate Governance Report on pages 23 to 25 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Mr Lai Jingwei will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of Nominating Committee and Member of Audit and Remuneration Committees. Mr Lai Jingwei will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Corporate Governance Report on pages 23 to 25 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

(iii) Resolution 8, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this 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 Resolution is passed and any subsequent consolidation or subdivision of shares.

(iv) Resolution 9, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme up to a number not exceeding in total (for the entire duration of the Scheme) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

#### Notes:

1. Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing to hold a physical meeting. Due to current COVID-19 situation and the Company's efforts to minimise physical interactions and COVID-19 transmission risk to a minimum, the Annual General Meeting of the Company will be held by way of electronic means.

2. The Notice of Annual General Meeting and Proxy Form will be sent to members solely by electronic means via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of these documents will NOT be despatched to members.

3. Members (including a Relevant Intermediary\*) will not be able to attend the Annual General Meeting in person. Members who pre-register may participate at the Annual General Meeting by:-

(a) observing and/or listening to the proceedings via a "live" webcast via mobile phone, tablet or computer ("Live Webcast");

(b) submitting questions related to the resolutions to be tabled for approval in advance of the Annual General Meeting via email to [sino@grandnessgroups.com](mailto:sino@grandnessgroups.com).

For verification purpose, when submitting any questions by post or via email, shareholders must provide the Company with their particulars (comprising full name (for individuals)/company name (for corporate), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held); and/or

(c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting.

4. A member of the Company (including a Relevant Intermediary\*) entitled to vote at the Annual General Meeting must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Annual General Meeting.

5. An investor who holds shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or the Supplementary Retirement Scheme (“SRS Investor”) (as may be applicable) and wishes to appoint the Chairman of the Meeting 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 Annual General Meeting.
6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the proxy form is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. The instrument appointing the Chairman of the Meeting as proxy must: (i) if sent personally or by post, be deposited at the office of Company’s share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898; or (ii) via email to: [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com), by no later than forty-eight (48) hours before the time appointed for holding the Annual General Meeting, and in default the instrument of proxy shall not be treated as valid.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms personally or by post, members are strongly encouraged to submit completed proxy forms electronically via the Sino AGM Website.**

8. The Annual Report for FY2019 as well as the Directors’ Statement and revised and re-issued Audited Financial Statements of the Company for the financial years ended 31 December 2017 and 31 December 2018 may be accessed on SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Important notes to members:**

- A. The key dates which members should take note of are set out in the table below:-

Key dates	Actions
From 19 November 2020, 3.00 p.m.	Members may begin to pre-register at the following URL: <a href="https://agm.conveneagm.com/sinograndness2019">https://agm.conveneagm.com/sinograndness2019</a> (the “Sino AGM Website”), to create an account.  Corporate members must also submit the Corporate Representative Certificate to the Company at <a href="mailto:sg.is.proxy@sg.tricorglobal.com">sg.is.proxy@sg.tricorglobal.com</a>
By 5.00 p.m. on 24 November 2020	Deadline for CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes.
By 10.00 a.m. on 25 November 2020	Deadlines for members to submit questions related to the resolutions to be tabled for approval in advance.  The question will be published via SGXNet after trading hours on 3 December 2020.
By 10.00 a.m. on 2 December 2020	Deadlines for members to: <ul style="list-style-type: none"> <li>• pre-register for Live Webcast;</li> <li>• submit the Corporate Representative Certificate (for Corporate members only); and</li> <li>• submit proxy forms.</li> </ul>

Key dates	Actions
By 12 noon on 3 December 2020	<p>Authenticated members will receive an email on their authentication status and will be able to access the Live Webcast using the account created (the "<b>Confirmation Email</b>")</p> <p>Members who do not receive the Confirmation Email by 12 noon on 3 December 2020, but have registered by the 2 December 2020 deadline should contact the Company for assistance at <a href="mailto:sg.is.proxy@sg.tricorglobal.com">sg.is.proxy@sg.tricorglobal.com</a> with (i) the full name of the member; and (ii) his/her/its identification/registration number.</p>
10.00 a.m. on 4 December 2020	To access the Live Webcast of the proceedings of the Annual General Meeting using the account created.

- B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Members should check the Company's announcements on SGXNet for the latest updates on the status of the Annual General Meeting, if any.

#### PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing the Chairman to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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 in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.