ZHONGXIN FRUIT AND JUICE LIMITED
(Incorporated in the Republic of Singapore on 27 September 2002)
(Company Registration Number: 200208395H)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Zhongxin Fruit and Juice Limited (the "Company") will be held at 8 Wilkie Road #03-08, Wilkie Edge, Singapore 228095, on 29 October 2014, Wednesday at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 30 June 2014 together with the Reports of the Directors and Auditors thereon. **(Resolution 1)**

2. To approve payment of Directors' fees of S$134,710 to the Independent Directors of the Company for the financial year ended 30 June 2014. (2013: S$46,795) **(Resolution 2)**

3. To re-elect Ms Liu Xiuwen who is retiring pursuant to Article 117 of the Company's Articles of Association.
[See Explanatory Note (i)] **(Resolution 3)**

4. To re-elect Mr Ngiam Zee Moey who is retiring pursuant to Article 107 of the Company's Articles of Association.
[See Explanatory Note (ii)] **(Resolution 4)**

5. To note the retirement of Mr Tham Poh Weng, a Director retiring by rotation pursuant to the Article 107 of the Company's Articles of Association, who has decided not to seek re-election.
[See Explanatory Note (iii)]

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

7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to approve the following Ordinary Resolutions, with or without modifications:

8. **Authority to allot and issue shares**

"That pursuant to Section 161 of the Companies Act, Cap. 50, and subject to Rule 806 of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), approval be and is hereby given to the Directors of the Company to issue: **(Resolution 6)**

(a) shares in the capital of the Company (whether by way of bonus, rights or otherwise); or

(b) convertible securities; or

(c) additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the event of rights, bonus or capitalism issues; or

(d) shares arising from the conversion of convertible securities in (b) and (c) above,

at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that :-

(i) the aggregate number of shares and convertible securities that may be issued shall not be more than 100% of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the SGX-ST as at the time this Resolution is passed;

(ii) the aggregate number of shares and convertible securities to be issued other than a pro-rata basis to existing shareholders shall not be more than 50% of the total number of issued shares excluding treasury shares or such other limit as may be prescribed by the SGX-ST as at the time this Resolution is passed;

(iii) subject to such manner of calculation as may be prescribed by the SGX-ST, for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the percentage of the total number of issued shares excluding treasury shares is based on the total number of issued shares excluding treasury shares at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities outstanding or subsisting as at the time this Resolution is passed, new shares arising from the exercise of share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution, provided the share options or share awards (as the case may be), were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules, and any subsequent bonus issue, consolidation or subdivision of the Company's shares; and

(iv) in exercising the authority conferred by this Resolution, the Directors shall comply with the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act, and otherwise, and the Memorandum and Articles of Association for the time being of the Company; and

(v) unless earlier revoked or varied by the Company in general meeting, such authority 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 earlier."
[See Explanatory Note (iv)]

9. **Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions**

"That:-

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Company and its subsidiary that are entities at risk (as that term is used in Chapter 9 of the Catalist Rules) or any of them, to enter into any of the transactions falling within the types of the interested person transactions as set out in the Addendum accompanying the Annual Report 2014, with SDIC Interested Persons (as defined in the Addendum), provided that such transactions are made on commercial terms and in accordance with the review procedures for such interested person transactions;

(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 annual general meeting of the Company;

(c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Catalist Rules which may be prescribed by the SGX-ST from time to time; 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 approving, amending, modifying, supplementing and executing and delivering such documents and affixing common seal of the Company to any such documents, if necessary), as they or any of them may in their absolute discretion deem expedient, desirable or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution."
[See Explanatory Note (v)] **(Resolution 7)**

By Order of the Board

Loh Mei Ling
Company Secretary
Singapore

14 October 2014

Explanatory Notes:

(i) Ms Liu Xiuwen, if re-elected as a Director of the Company, shall remain as an Independent Director, the Chairman of Nominating Committee and a member of the Audit and Remuneration Committees. Ms Liu Xiuwen is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalist Rules. Save as disclosed herein, Ms Liu Xiuwen does not have any relationships including immediate family relationships with other Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Ms Liu Xiuwen can be found under the section entitled "Board of Directors" of the Annual Report.

(ii) Mr Ngiam Zee Moey, if re-elected as a Director of the Company, shall remain as a Lead Independent Director, Chairman of Audit Committee and a member of the Nominating and Remuneration Committees. Mr Ngiam Zee Moey is considered by the Board to be independent for the purposes of Rule 704(7) of the Catalist Rules. Save as disclosed herein, Mr Ngiam Zee Moey does not have any relationships including immediate family relationships with other Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Ngiam Zee Moey can be found under the section entitled "Board of Directors" of the Annual Report.

(iii) Mr Tham Poh Weng will retire as a Director of the Company at the conclusion of the Annual General Meeting. He will concurrently cease to be the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees.

(iv) The Ordinary Resolution 6 above, is to authorise the Directors of the Company from the date of the forthcoming Annual General Meeting of the Company until the next annual general meeting of the Company to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the total number of issued shares excluding treasury shares, of which the total number of shares issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the total number of issued shares excluding treasury shares for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Catalist Rules currently provides for the percentage of the total number of issued shares excluding treasury shares to be calculated on the basis of the total number of issued shares at the time that the resolution is passed (taking into account the conversion or exercise of any convertible securities and the exercise of employee share options on the issue at the time that the resolution is passed, which were issued pursuant to previous shareholder approval), adjusted for any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless revoked or varied at a general meeting, expire at the next annual general meeting of the Company.

(v) Detailed information relating to the Ordinary Resolution 7 is set out in the Addendum accompanying the Annual Report 2014.

Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than 2 proxies to attend and vote on his/her behalf. A proxy needs not be a member of the Company. Where there are two proxies, the number of shares to be represented by each proxy must be stated.

2. The instrument appointing a proxy or proxies, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be deposited at the registered office of the Company at 25 International Business Park, #02-53 German Centre, Singapore 609916 not less than 48 hours before the time set for the Annual General Meeting.