

# NOTICE OF ANNUAL GENERAL MEETING

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NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Zhongxin Fruit and Juice Limited (the “Company”) will be held by way of electronic means on Friday, 29 October 2021 at 10.00 a.m. to transact the following business:

## ORDINARY BUSINESS

1. To receive, consider and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Independent Auditors’ Report thereon. **(Resolution 1)**
2. To approve the proposed Directors’ fees of S\$45,180/- for the financial year ended 30 June 2021. (2020: S\$47,808). **(Resolution 2)**
3. To re-elect Mr Tham Mun Chee who is retiring pursuant to Article 107 of the Company’s Constitution. *[See Explanatory Note (a)]* **(Resolution 3)**
4. To appoint Messrs Moore Stephens LLP as Auditors of the Company in place of the retiring Auditors, RT LLP, to hold office until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. *[See Explanatory Note (b)]* **(Resolution 4)**
5. 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 pass the following resolutions as Ordinary Resolutions, with or without modifications:

### 6. AUTHORITY TO ALLOT AND ISSUE SHARES

That pursuant to Section 161 of the Companies Act, Chapter 50 and the Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**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 (“**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 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 may, in their absolute discretion, deem fit; and

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- (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 while this resolution was in force, provided that:-
- (i) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the shareholders of the Company (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 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 paragraph (2) below);
  - (ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time such authority was conferred, after adjusting for:
    - (1) new Shares arising from the conversion or exercise of convertible securities;
    - (2) new Shares arising from the exercising of share options or the vesting of share awards which are outstanding or subsisting at the time this Resolution is passed, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
    - (3) any subsequent bonus issue, consolidation or subdivision of the Shares;
- (c) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and
- (d) unless revoked or varied by the Company in a general meeting, the authority so conferred shall continue to be 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 (c)]*

**(Resolution 5)**

## **7. PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS**

That:-

- (a) approval be and is hereby given for the renewal of the Shareholders' Mandate, for the purposes of Chapter 9 of the Catalist Rules, for the Company, its subsidiaries 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 2021 with SDICZL Interested Persons (as defined in the Addendum), provided that such transactions are made on commercial terms and not prejudicial to the interest of the Company or its minority shareholders and in accordance with the review procedures for such interested person transactions;

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- (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 Directors and 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 (d)]*

**(Resolution 6)**

By Order of the Board

Lee Wei Hsiung  
Company Secretary

14 October 2021  
Singapore

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## **Explanatory Notes:**

- (a) Key information on Mr Tham Mun Chee, who is seeking election as a Director of the Company, is found on page 31-33 of the Annual Report. Mr Tham Mun Chee will remain as Lead Independent Director and Chairman of the Audit and Remuneration Committees, as well as a member of the Nominating Committee upon re-election as a Director of the Company. The Board considered Mr Tham Mun Chee to be independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr Tham Mun Chee and the other Directors, or the Company, or its substantial shareholders.
- (b) Resolution 4 proposed in item 4 above to propose the appointment of Moore Stephens LLP ("**MS**") as Auditors of the company in place of the retiring Auditors, RT LLP ("**RT**"), and to authorise the Directors to fix their remuneration.

The Company has received the notice of nomination from a shareholder SDICZL, dated 1 October 2021 on the appointment of MS in place of the retiring Auditors, RT. RT has served as the External Auditors of the company since August 2013.

The Audit Committee ("**AC**") is of the view that the change of Auditors is in the best interests of the company as it would enable the company to benefit from a change of perspectives. There will be no change in the scope of the audit to be undertaken by MS. The Audit Committee has also considered the Audit Quality indicators listed in the Audit Quality Indicators Disclosure Framework issued by the Accounting and Cooperate Regulatory Authority of Singapore ("**ACRA**") in assessing the suitability of MS as the Company's new Auditors. Upon recommendation from the AC and after due deliberation, the Board is of the view that it would be in the best interests of the Company to effect a change of Auditors with effect from the financial year ending 30 June 2022. Accordingly, RT will not be seeking re-appointment at the following Annual General Meeting of the Company.

MS has been established in Singapore for more than 30 years. Since then, they have grown, together with their associate firms, to a leading accountancy and consulting association with approximately 200 partners and staff. MS is a member of Moore Global Network Limited, which is regarded as one of the world's leading accounting and consulting association with 600 offices in across 110 countries and more than 30,000 partners and professionals.

MS provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors. They are a firm of Chartered Accountants of Singapore registered with ACRA and has significant experience acting as auditors for companies listed on the SGX-ST, some of which conduct similar business activities as the Group. For more information about MS, please visit website at <https://www.mooresingapore.com>.

For the audit of the Group, the audit engagement team will comprise at least the following professionals: one (1) engagement partner, one (1) engagement concurring partner, one (1) engagement manager, one (1) team leader and two (2) audit associates. The audit of the Group will also be reviewed by an independent engagement quality control review partner/director. Mr. Willy Ng ("**Mr. Ng**") is the designated audit engagement partner who will be responsible for the audit of the Company and overall coordination of all audits of the Group's overseas subsidiaries. Mr. Ng has a wealth of experience with businesses operating in Singapore and the South and East Asia region and over 25 years of experience in the audit profession. He has been auditing numerous small to medium private owned companies, public listed companies and the multinational corporations from a wide range of industries, including trading and retail, food and beverage, manufacturing, shipping and logistics, industrial construction and real estate, agriculture, oil and gas, energy and mining, information technology, media, communications and entertainment, medical and health wellness and hospitality and services. Mr. Ng has extensive experience working with business operating in China and is familiar with the Chinese business environment and working culture. Mr. Ng is currently the engagement partner of several companies listed on the SGX-ST and has experience in auditing companies with similar business sector/ activities as the Company.

Mr. Ng is a practicing member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA. He is also a fellow member of the Association of Chartered Certified Accountants. Mr. Ng was last selected for the Practice Monitoring Programme review in 2016 and there were no adverse actions taken by ACRA against Mr. Ng, restricting him from auditing the financial statements of public listed companies.

The Board, with the concurrence of the AC, is satisfied that MS will be able to meet the audit requirements of the Company after having considered factors such as the adequacy of the resources and experiences of MS and the audit engagement partner and team assigned to the audit.

MS has given their consent to be appointed as the Auditor, subject to the approval of the shareholders at the Annual General meeting.

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Assuming that Ordinary Resolution 4 is approved by the Shareholders, MS will be appointed as the auditor of the Company's Singapore incorporated holding company. Pursuant to Rule 715(2) of the Catalist Rules, the Company must engage the relevant team located in the specific jurisdiction with the respective local domain knowledge to audit the financials of the Company's significant foreign-incorporated subsidiaries. The subsidiaries and joint venture in China will be audited by a separate audit company.

The Directors wish to express their appreciation for the services rendered by RT in the past. The appointment of MS as Auditor in place of RT will take effect subject to the approval of the same by the shareholders at the Annual General Meeting.

In accordance with Rule 712(3) of the Catalist Rules:

- (a) the outgoing Auditors, RT, have given their professional clearance to MS and they are not aware of any professional reasons why the new Auditors, MS should not accept appointment as Auditor of the Company;
  - (b) the Company confirms that there were no disagreements with RT on accounting treatments within the last 12 months;
  - (c) the Company confirms that it is not aware of any circumstances connected with the proposed change of Auditors that should be brought to the attention of shareholders of the Company;
  - (d) the specific reason for the proposed change of Auditors has been disclosed above. The proposed change of Auditors is neither due to the resignation of RT as Auditors of the Company, RT declining to stand for re-appointment nor the dismissal of RT as Auditors of the Company; and
  - (e) the Directors confirm that the Company has complied with Rule 712 and 715 of the Catalist Rules in relation to the proposed appointment of MS as its new Auditors.
- (c) The proposed ordinary resolution 5, if passed, will empower the Directors of the Company from the date of the above Annual General Meeting until the date of the next annual general meeting, to allot and issue Shares and/or Instruments. The aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may allot and issue under this Resolution, shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). 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 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). The authority will, unless previously revoked or varied at a general meeting, expire at 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue Shares pursuant to any convertible securities issued under this authority.
- (d) The proposed ordinary resolution 6, if passed, will renew the IPT Mandate and empower the Directors of the Company to do all acts necessary to give effect to the IPT Mandate as described in the Addendum accompanying the Annual Report 2021. The authority shall, unless revoked or varied by the Company in a general meeting, continue to be in force until the date that the next annual general meeting of the Company is held or required by law to be held.

## Notes:

1. The AGM is being convened, and will be held, by electronic means 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 (as amended from time to time). This Notice and Proxy Form will be available to members by electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements>.
2. Due to the current Covid-19 restriction orders in Singapore, members will not be able to attend the AGM in person. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast), submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below. Any reference to a time of day is made by reference to Singapore time.
3. Members will be able to observe and/or listen to the AGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers. In order to do so, Members must preregister at the Company's pre-registration website at <https://smartagm.sg/zxfjagm2021> from now till 27 October 2021, 10.00 a.m., to enable the verification of members' status.

Following the verification, authenticated members will receive an email, which will contain the login instructions, password as well as the link to access the live audio-visual webcast of the AGM proceedings, by 28 October 2021, 12 noon. Members who do not receive an email by 28 October 2021, 12 noon, but have registered by 27 October 2021 deadline should contact the Company's Share Registrar, Boardroom Corporate Advisory Services Pte. Ltd. at +65 6536 5355 during office hours or via email to [bcasmeetings@boardroomlimited.com](mailto:bcasmeetings@boardroomlimited.com).

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4. Members may also submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM. In order to do so, their questions must be submitted in the following manner by 27 October 2021, 10.00 a.m.:
- (a) if submitted electronically, be submitted via the Company's pre-registration website at <https://smartagm.sg/zxfjagm2021> or via email to [admin@zhongxinjf.com](mailto:admin@zhongxinjf.com); or
  - (b) if submitted by post, be deposited at the registered office of the Company at 25 International Business Park, #02-53 German Centre, Singapore 609916.

Members who submit questions via email or by post to the Company must provide the following information:

- (a) the member's full name;
- (b) NRIC/Passport Number/Company Registration No. (last 4 digits);
- (c) the member's address; and
- (d) the manner in which the member holds Shares in the Company (e.g., via CDP, scrip, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM prior to or during the AGM. The Company will publish the responses to the substantial and relevant questions on SGXNET. The minutes will also include the responses to the substantial and relevant questions which are addressed during the AGM.

Members will not be able to ask questions at the AGM live during the webcast, and therefore it is important for members who wish to ask questions to submit their questions in advance of the AGM.

5. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM.

In appointing the Chairman of the AGM as proxy, a member must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. The proxy form must be submitted to in the following manner:
- (a) if submitted by post, be lodged at the registered office of the Company at 25 International Business Park, #02-53 German Centre, Singapore 609916; or
  - (b) if submitted electronically, be submitted via email to [admin@zhongxinjf.com](mailto:admin@zhongxinjf.com).

in either case, by 27 October 2021, 10.00 a.m., being 48 hours before the time fixed for the AGM.

A member who wishes to submit a proxy form must complete and sign the proxy form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

In view of the Covid-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

7. Members who hold shares through relevant intermediaries, and who wish to participate in the AGM by:
- (a) observing and/or listening to the AGM proceedings through live audio-visual webcast;
  - (b) submitting questions in advance of the AGM; and/or
  - (c) appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to make the necessary arrangements for them to participate in the AGM.

In addition, CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 19 October 2021, 5.00 p.m., being 7 working days before the date of the AGM.

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"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity;
  - (b) a capital markets services licence holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and 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.
8. The Chairman of the AGM, as proxy, need not be a member of the Company
9. Due to the constantly evolving Covid-19 situation in Singapore, the Company may be required to change the arrangements for the AGM at short notice. Members are advised check the announcement on SGXNET for the latest updates on the status of the AGM.

## PERSONAL DATA PRIVACY

By (a) submitting a proxy form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (b) submitting any questions prior to the AGM or (c) submitting the pre-registration form in accordance with this Notice, 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 the processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof); processing the pre-registration forms for purposes of granting access to members for the Live Webcast or Live Audio Stream and providing viewers with any technical assistance, when necessary; addressing substantial and relevant questions from members received in advance of the AGM; the 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, and (ii) 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.