



# CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD.

(Incorporated in Bermuda on 12 February 2008)  
(Company Registration No.: 41457)

## NOTICE OF SPECIAL GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 22 February 2024 issued by China Shenshan Orchard Holdings Co. Ltd. ("Circular").

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of China Shenshan Orchard Holdings Co. Ltd. (the "Company") will be held at RNN Conference Centre, 137 Cecil Street #04-01 Cecil Building, Singapore 069537 on Friday, 15 March 2024 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without any amendment the following resolutions:

### SPECIAL RESOLUTION

#### - THE PROPOSED TRANSFER OF LISTING FROM THE SGX MAIN BOARD TO THE CATALIST

THAT:

- (a) approval be and is hereby given for the Company to transfer its listing from the SGX Main Board to the Catalist; and
- (b) the Directors and each 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 each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this special resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

### ORDINARY RESOLUTION

#### - AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE PROPOSED GENERAL SHARE ISSUE MANDATE

THAT subject to and contingent upon the passing of the Special Resolution for the Proposed Transfer, and pursuant to the Bye-Laws of the Company and Rule 806 of the Catalist Rules, 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 during the continuance of such authority or thereafter, including, but not limited to, the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and from time to time thereafter to such persons and on such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and issue Shares in pursuance of any Instruments made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Ordinary Resolution), provided that:

- (1) the aggregate number of Shares issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this authority but excluding Shares which may be issued pursuant to any adjustments ("Adjustments") effected under any relevant Instrument, which Adjustment shall be made in compliance with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company for the time being) shall not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), and provided further that the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing Shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority but excluding Shares which may be issued pursuant to any Adjustments effected under any relevant Instrument) does not exceed fifty per cent. (50%) 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 manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed after adjusting for:
  - (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Ordinary Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Adjustments in accordance with sub-paragraphs (2)(i) or (2)(ii) above 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 the passing of the resolution;

- (3) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Bermuda Companies Act and the Bye-Laws for the time being of the Company; and
- (4) unless revoked or varied by the Company in general meeting by ordinary resolution, the authority conferred by this Ordinary Resolution shall commence upon the transfer of the Company from the SGX Main Board to the Catalist becoming effective and shall continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (i)]

BY ORDER OF THE BOARD

**Zhao Chichun**  
Chief Executive Officer and Executive Director  
22 February 2024

### Explanatory Note:

- (i) The Ordinary Resolution proposed above, if passed, will empower the Directors from the date on which the transfer of the Company from the SGX Main Board to the Catalist becoming effective until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors may allot and issue under this Ordinary Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing this Ordinary Resolution. For allotment and issue of Shares and convertible securities other than on a *pro-rata* basis to all Shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting.

For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) 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 of the passing of this Ordinary Resolution, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or the exercise of share options or the vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Ordinary Resolution and any subsequent bonus issue, consolidation or subdivision of Shares.

### Notes:

#### General

1. The Special General Meeting of the Company ("SGM") will be held in a wholly physical format at RNN Conference Centre, 137 Cecil Street #04-01 Cecil Building, Singapore 069537 and there will be no option for Shareholders to participate virtually ("Physical Meeting"). Shareholders and other attendees who are feeling unwell on the date of the SGM are advised not to attend the Physical Meeting. Please bring along your identification documents (e.g. NRIC/passport) so as to enable the Company to verify your identity.
2. Printed copies of the Circular will not be despatched to Shareholders, unless otherwise requested. Printed copies of (a) this Notice of SGM, (b) the Proxy Forms and (c) a request form (to request for printed copies of the Circular) ("Request Form") will be sent to members, and the electronic copies of the Notice of SGM, relevant proxy forms and the Circular will be posted on the Company's corporate website at the following URL: <https://www.ddhlimited.com> and the SGX-ST's website at the following URL: <https://www.sgx.com/securities/company-announcements>.  
To receive a physical copy of the Circular, please complete and return the Request Form to the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632 no later than 8 March 2024. Alternatively, you may email the completed Request Form to [ChinaShenshan-SGM2024@boardroomlimited.com](mailto:ChinaShenshan-SGM2024@boardroomlimited.com) no later than 8 March 2024. A printed copy of the Circular will then be sent to the address specified by the Shareholders at his/her/its own risk.

3. Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit Shareholders to submit their questions in advance of the SGM. Please refer to Notes 14 and 15 below for further details.
4. Live voting by poll will be conducted during the SGM for Shareholders and proxy(ies) attending the Physical Meeting.

#### Voting by proxy

5. A Shareholder (whether individual or corporate) who/which is entitled to attend, speak and vote at the SGM and hold two (2) or more Shares is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead, and must give specific instructions in the relevant proxy form ("Proxy Form") as to voting, or abstentions from voting, failing which the appointment will be treated as invalid. A proxy need not be a Shareholder.
6. Where a Shareholder appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy in the Proxy Form.
7. Persons who hold Shares through relevant intermediaries, other than SRS investors, and who wish to participate in the SGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than SRS investors, may (i) vote at the SGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

#### "relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, 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 2001 of Singapore, and who holds Shares in that capacity; or
- (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, 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 CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

SRS investors may (a) vote at the SGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to/arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators as soon as possible in order for the necessary arrangements to be made.

8. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001 of Singapore), as at seventy-two (72) hours before the time appointed for holding this SGM as certified by The Central Depository (Pte) Limited to the Company.
9. The Proxy Form must be deposited with the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted by post, be lodged at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted by email to [ChinaShenshan-SGM2024@boardroomlimited.com](mailto:ChinaShenshan-SGM2024@boardroomlimited.com),

no later than 2.30 p.m. (Singapore time) on 12 March 2024, being not less than seventy-two (72) hours before the time fixed for the SGM, and failing which, the Proxy Form will not be treated as valid.

10. The Proxy Form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised, failing which the Proxy Form may be treated as invalid. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
11. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the SGM.
12. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.
13. Completion and submission of the Proxy Form shall not preclude a Shareholder from attending, speaking and voting at the SGM. Any appointment of a proxy or proxies (including the Chairman of the SGM) shall be deemed to be revoked if a Shareholder attends the SGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the SGM.

#### Questions and answers and minutes of the SGM

14. Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors), or where applicable, their appointed proxy(ies) are strongly encouraged to submit to the Company, questions related to the resolution(s) to be tabled for approval at the SGM in advance of the SGM. In order to do so, their questions must be received by the Company no later than 9.00 a.m. (Singapore time) on 1 March 2024, being at least seven (7) calendar days from the Notice of SGM. Such questions may be submitted in the following manner:
  - (a) Shareholders (including SRS investors) may submit their questions electronically by email to [ChinaShenshan-SGM2024@boardroomlimited.com](mailto:ChinaShenshan-SGM2024@boardroomlimited.com) or by post or by depositing at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) persons who hold Shares through relevant intermediaries (other than SRS investors) may submit questions through their relevant intermediary, who in turn may submit a consolidated list of questions to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd, by email to [ChinaShenshan-SGM2024@boardroomlimited.com](mailto:ChinaShenshan-SGM2024@boardroomlimited.com); and
  - (c) Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors) who submit questions in advance of the SGM should provide the following information to the Company (or, in the case of persons who hold Shares through a relevant intermediary, their relevant intermediary) for verification purposes:
    - (i) the Shareholder's full name;
    - (ii) the Shareholder's address, contact number and email; and
    - (iii) the manner in which the Shareholder holds Shares (e.g. if you hold Shares directly, please provide your NRIC/Passport No.; otherwise, please state if you hold your Shares through SRS, or through a relevant intermediary).
15. Shareholders attending the SGM may also ask questions at the SGM. The Company will endeavour to address all substantial and relevant questions (which are related to the resolution(s) to be tabled for approval at the SGM) received in advance of the SGM by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.ddhlimited.com> and on SGXNET at the following URL: <https://www.sgx.com/securities/companyannouncements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Form, or otherwise, at the SGM.

Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions during the SGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

16. The Company will publish the minutes of the SGM within one (1) month after the SGM on the Company's corporate website at <https://www.ddhlimited.com/investor-relations> and on SGXNET at <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions received from Shareholders which are addressed during the SGM.

#### Personal data privacy:

By attending the SGM, submitting questions in advance of the SGM and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at, the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data, as contained in any communication from or on behalf of the member in relation to the SGM (including but not limited to questions sent in advance of the SGM and proxy forms), by the Company (or its agents or service providers) for the purpose of the processing, administration and attendance by the Company (or its agents or service providers) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, questions submitted and the answers thereto for disclosure and publication before, at or after (as the case may be) the SGM and/or on SGXNET and the Company's corporate website (including publication of names of the Shareholders/proxies/representatives asking questions) and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules including code of corporate governance, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that all information submitted is true and accurate, and where the member discloses the personal data of the member's proxy(ies), representative(s) and/or any other party to the Company (or its agents or service providers) of their personal data 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.