



ZHONGXIN FRUIT AND JUICE LIMITED
(Incorporated in Singapore)
(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 Wednesday, 30 October 2019 at 2.00 p.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 2019 together with the Independent Auditors' Report thereon. **(Resolution 1)**
2. To approve the proposed Directors' fees of S\$51,812 for the financial year ended 30 June 2019. (2018: S\$74,162). **(Resolution 2)**
3. To re-elect the following Directors of the Company who retired by rotation in accordance with Article 107 of the Company's Constitution and who being eligible, offer themselves for re-election:
(a) Mr Zhang Jiming [See Explanatory Note (a)] **(Resolution 3)**
(b) Ms Quan Yuhong [See Explanatory Note (b)] **(Resolution 4)**
4. To re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
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:

- (i) issue and allot new shares (“**Shares**”) in the capital of the Company (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) 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

(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:

- (1) 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);
- (2) (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:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) 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
 - (c) any subsequent bonus issue, consolidation or subdivision of the Shares;
- (3) 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
- (4) 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 6)

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 2019, with SDIC 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;
- (b) the approval given in sub-paragraph (a) above (the “**IP 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 7)

By Order of the Board

Ong Bee Choo
Company Secretary
15 October 2019
Singapore

Explanatory Notes:

- (a) Key information on Mr Zhang Jiming, who is seeking re-election as a Director of the Company, is found on pages 26-29 of the Annual Report. Mr Zhang Jiming will remain as Executive Director and the Chairman of the Board upon re-election as a Director of the Company. Mr Zhang Jiming is a representative from SDIC Zhonglu Fruit Juice Co., Ltd, the major shareholder holding 53.11% interest in the share capital of Company. Save as disclosed herein, Mr Zhang Jiming does not have any relationships including immediate family relationships with other Directors, the Company and its other 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012).
- (b) Key information on Ms Quan Yuhong, who is seeking re-election as a Director of the Company, is found on pages 26-29 of the Annual Report. Ms Quan Yuhong will remain as Non-Executive Director and members of the Audit Committee, Remuneration Committee and Nominating Committee upon re-election as a Director of the Company. Ms Quan Yuhong is considered by the Board to be non-independent for the purposes of Rule 704(7) of the Catalist Rules. Ms Quan Yuhong is a representative from SDIC Zhonglu Fruit Juice Co., Ltd, the major shareholder holding 53.11% interest in the share capital of Company. Save as disclosed herein, Ms Quan Yuhong does not have any relationships including immediate family relationships with other Directors, the Company and its other 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012).
- (c) The proposed ordinary resolution 6, 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 7, 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 2019. 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) A member of the Company (other than a “**Relevant Intermediary**”) entitled to attend, speak and vote at the Annual General Meeting of the Company is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. A proxy need not be a shareholder of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shares to be represented by each such proxy, failing which the nomination shall be deemed to be alternative.
- (2) A Relevant Intermediary may appoint more than two proxies provided that each proxy must be appointed to exercise the rights attached to different shares held by him (which number and class of shares shall be specified). Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“**Relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- (3) A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
- (4) The instrument appointing a proxy must be duly deposited at the registered office of the Company at 25 International Business Park, #02-53 German Centre, Singapore 609916 at least forty-eight (48) hours before the time appointed for the holding of the Annual General Meeting.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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 (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 or service providers), 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 or service providers) 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.