CIRCULAR DATED 4 JULY 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Unless otherwise stated, capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section entitled "Definitions" of this Circular.

This Circular is issued by Sino Grandness Food Industry Group Limited (the "**Company**", and together with its subsidiaries, the "**Group**"). If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of Extraordinary General Meeting ("**Notice of EGM**") and the attached Proxy Form to the purchaser or the transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM to be sent to the purchaser or the transferee. If you have sold or transferred all your shares in the issued share capital of the Company you should immediately forward this Circular, the Notice of EGM and the attached Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company. The Singapore Exchange Securities Trading Limited (the "**SGX-ST**") assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

This Circular has been made available on SGXNET and may be accessed at the URL http://www.sgx.com/securities/company-announcements.

A printed copy of this Circular, the Notice of EGM and the Proxy Form will NOT be despatched to Shareholders. 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, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via "live" audio-visual webcast or listening to the EGM proceedings via "live" audio-only stream; (b) submitting questions in advance of the EGM; and/or (c) voting at the EGM (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

Please refer to Section 7 of this Circular for further information, including steps to be taken by Shareholders to participate at the EGM.



SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

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

CIRCULAR TO SHAREHOLDERS IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS FROM FOO KON TAN LLP TO RT LLP

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form	:	26 July 2022 at 10.00 a.m. (Singapore time).
Date and time of Extraordinary General Meeting	:	28 July 2022 at 10.00 a.m. (Singapore time).
Place of Extraordinary General Meeting	:	The Extraordinary General Meeting will be held by way of electronic means in the manner as set out in the Notice of EGM at pages N-1 to N-4 of this Circular.

CONTENTS

CORPORATE INFORMATION 3

DEFINITIONS 4

LETTER TO SHAREHOLDERS 7

1. INTRODUCTION 7

2. THE PROPOSED CHANGE OF AUDITORS 7

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS 14

4. AUDIT COMMITTEE'S RECOMMENDATION 15

5. DIRECTORS' RECOMMENDATION 15

6. EXTRAORDINARY GENERAL MEETING 15

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS 16

8. NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM AND PROXY FORM 19

9. DIRECTORS' RESPONSIBILITY STATEMENT 19

10. DOCUMENTS AVAILABLE FOR INSPECTION 20

NOTICE OF EXTRAORDINARY GENERAL MEETING N-1

PROXY FORM P-1

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	(1) Mr Huang Yupeng (2) Ms Huang Yushan
REGISTERED OFFICE	:	10 Anson Road #25-06 International Plaza Singapore 079903
PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA	:	深圳市宝安区石岩街道创维创新谷北区2B栋07层 0726-0730
LEGAL ADVISER TO THE COMPANY	:	Insights Law LLC 10 Anson Road #25-06 International Plaza Singapore 079903

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

"**ACRA**"	:	The Accounting and Corporate Regulatory Authority of Singapore
"**AGM**"	:	Annual general meeting of the Company
"**Announcement**"	:	The Company's announcement on 17 June 2022 in relation to the Proposed Change of Auditors
"**Announcement on FKT's Disclaimer of Opinion**"	:	The Company's announcement on 19 November 2020 in relation to FKT's Disclaimer of Opinion
"**Audit Committee**"	:	The audit committee of the Company
"**Board**"	:	The board of directors of the Company
"**CDP**"	:	The Central Depository (Pte) Limited
"**Circular**"	:	This circular to Shareholders dated 4 July 2022
"**Code**"	:	The Code of Corporate Governance 2018
"**Companies Act**"	:	The Companies Act 1967 of Singapore, as amended from time to time
"**Company**"	:	Sino Grandness Food Industry Group Limited
"**Constitution**"	:	The constitution of the Company, as may be amended, supplemented or modified from time to time
"COVID-19 Act"	:	The COVID-19 (Temporary Measures) Act 2020 of Singapore, as amended, modified or supplemented from time to time
"COVID-19 Order"	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 of Singapore, as amended, modified or supplemented from time to time
"**Directors**"	:	The directors of the Company as at the Latest Practicable Date;
"**EGM**"	:	The extraordinary general meeting of the Company seeking Shareholders' approval of the Proposed Change of Auditors, notice of which is given on pages N-1 to N-4 of this Circular
"**Extension**"	:	Has the meaning ascribed to it in Section 2.1 of this Circular
"**FKT**"	:	Foo Kon Tan LLP
"**FKT's Disclaimer of Opinion**"	:	The disclaimer of opinion by FKT in the FY2019 Independent Auditor's Report
"**FY**"	:	The financial year commenced or, as the case may be, commencing, on 1 January and ended, or as the case may be, ending on 31 December

"**FY2019**"	:	The financial year ended 31 December 2019
"**FY2019 Financial Statements**"	:	The consolidated financial statements of the Group for FY2019
"**FY2019 Independent Auditors' Report**"	:	The independent auditors' report issued by FKT on the consolidated financial statements of the Group and the statement of financial position of the Company for FY2019
"**FY2020**"	:	The financial year ended 31 December 2020
"**FY2020 Financial Statements**"	:	The consolidated financial statements of the Group for FY2020
"**FY2021**"	:	The financial year ended 31 December 2021
"**FY2021 Financial Statements**"	:	The consolidated financial statements of the Group for FY2021
"**Going Concern Issues**"	:	Has the meaning ascribed to it in Section 2.1 of this Circular
"**Group**"	:	The Company and its subsidiaries from time to time
"**Latest Practicable Date**"	:	27 June 2022, being the latest practicable date prior to the issue of this Circular
"**Listing Manual**"	:	The listing manual of the SGX-ST as amended, modified or supplemented from time to time
"**Notice of EGM**"	:	The notice of EGM, as set out on pages N-1 to N-4 of this Circular
"**Notice of Resignation**"	:	Has the meaning ascribed to it in Section 2.1 of this Circular
"**Ordinary Resolution**"	:	A resolution to be passed by more than 50% of Shareholders present and voting either in person or by proxy at the EGM, as set out in the Notice of EGM
"**PRC**"	:	The People's Republic of China
"**Proposed Change of Auditors**"	:	The proposed change of the auditors of the Company from FKT to RT
"**Professional Clearance Letter**"	:	Has the meaning ascribed to it in Section 2.6(a) of this Circular
"**Proxy Form**"	:	The proxy form in respect of the EGM, as set out on pages P-1 to P-2 of this Circular
"**Register of Members**"	:	The register of members of the Company
"**RT**"	:	RT LLP
"**RMB**"	:	Renminbi, the lawful currency of the People's Republic of China

"**Securities Accounts**"	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
"**SFA**"	:	The Securities and Futures Act 2001 of Singapore, as amended from time to time
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited
"**SGXNET**"	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
"**Share Registrar**"	:	Tricor Barbinder Share Registration Services, the share registrar of the Company
"**Shareholders**"	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares, and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained by the CDP are credited with those Shares
"**Shares**"	:	Ordinary shares in the capital of the Company
"Substantial Shareholder"	:	A person who has an interest (directly or indirectly) in 5% or more of the total issued share capital of the Company (excluding treasury shares)
"**S$**" and "**cents**"	:	Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore
"**US$**"	:	United States dollars, the lawful currency of the United States of America
"**%**" or "**per cent**"	:	Percentage or per centum

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA or any statutory modification thereof, as the case may be.

The terms "**associated company**" and "**subsidiary**" shall have the meanings ascribed to them in the Listing Manual and the Companies Act, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing one gender shall, where applicable, include all other genders.

References to persons, where applicable, shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual, or any relevant laws of Singapore or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Listing Manual or any relevant laws of Singapore or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated.

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “expect”, “anticipate”, “believe”, “estimate”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaims any responsibility to update or revise any forward-looking statements for any reason, even if new information becomes available or other events occur in the future, subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any other regulatory or supervisory body or agency.

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

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

Board of Directors:

Mr Huang Yupeng (Chairman and Chief Executive Officer)
Ms Huang Yushan (Executive Director)

Registered Office:

10 Anson Road
#25-06 International Plaza
Singapore 079903

4 July 2022

To: The Shareholders of Sino Grandness Food Industry Group Limited

Dear Shareholder,

THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY

1. INTRODUCTION

1.1. As announced by the Company in its announcement dated 17 June 2022 (the "**Announcement**"), the board of directors of the Company (the "**Board**" or the "**Directors**") is proposing to convene an extraordinary general meeting ("**EGM**") to seek approval from the shareholders of the Company (the "**Shareholders**") for the proposed change of auditors from Foo Kon Tan LLP ("**FKT**") to RT LLP ("**RT**") (the "**Proposed Change of Auditors**") as an Ordinary Resolution.

1.2. The purpose of this Circular is to provide Shareholders with the relevant information relating to the Proposed Change of Auditors and to seek Shareholders' approval for the Proposed Change of Auditors at the forthcoming EGM to be held by electronic means at 10.00 a.m. (Singapore time) on 28 July 2022. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.

1.3. The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

1.4. Insights Law LLC has been appointed as the legal adviser to the Company in relation to Singapore law for the Proposed Change of Auditors.

2. THE PROPOSED CHANGE OF AUDITORS

2.1. Background for the Proposed Change of Auditors

FKT was first appointed as the auditors of the Company on 14 November 2007 and has served as the auditors of the Company since its appointment.

Prior to FKT's resignation, FKT had been re-appointed at the last annual general meeting ("**AGM**") of the Company held on 4 December 2020 to hold office until the conclusion of the next AGM of the Company.

On 19 November 2020, the Company had, pursuant to Rule 704(5) of the listing manual of the SGX-ST (the "**Listing Manual**"), announced that FKT, the Company's independent auditors, have included a disclaimer of opinion ("**FKT's Disclaimer of Opinion**") in its independent auditors' report dated 30 October 2020 (the "**FY2019 Independent Auditors' Report**") on the consolidated financial statements of the Group and the

statement of financial position of the Company for FY2019 (the "**FY2019 Financial Statements**"). Please refer to the Company's announcement on 19 November 2020 (the "**Announcement on FKT's Disclaimer of Opinion**") for the relevant sections of the FY2019 Independent Auditors' Report.

On 25 November 2020, the Company had released an announcement in relation to the Company's request for a trading halt with immediate effect.

On 29 November 2020, the Company announced that it had requested for the SGX-ST to extend the trading halt until 4 December 2020 (the "**Extension**"). The reason for the Extension was so that the Company could conduct negotiations with various parties to address the going concern issues (the "**Going Concern Issues**") highlighted in the FY2019 Independent Auditors' Report which formed part of the Company's annual report for FY2019. The Company's proposed actions to address the Going Concern Issues during the Extension were to:

(1) secure credit lines with banks and financial institutions, of which the Company is actively engaged with, in preparation and support for the Company to fulfil its debt obligations to address the Going Concern Issues; and

(2) further engage with its current creditors to expedite the debt restructuring process and shall target to conclude such negotiations with new settlement terms. Such creditors of the Group included Soleado Holdings Pte. Ltd. (loan amounting to RMB147.2 million (US$21.1 million)), Deutsche Investitions-und Entwicklungsgesellschaft, (loan amounting to RMB169.8 million (US$24.3 million)), and various bondholders (with liabilities amounting to RMB742.2 million). In aggregate, the amount owing to the said creditors by the Group is RMB1,059.2 million.

In particular, it was highlighted that should the Company fail to secure additional credit lines or reach new settlement terms with its creditors as set out in (1) or (2) above before the end of the Extension, trading in the Shares of the Company shall be suspended pursuant to Rule 1303(3) of the Listing Manual. The SGX-ST will not grant any further trading halt extension for the Company.

On 7 December 2020, the Company announced that it requested for a suspension of trading in the Shares of the Company with immediate effect.

On 25 February 2021, the Company notified FKT that it would not be retaining FKT as its auditors for FY2020. In connection therewith, FKT had, in a notice to the Company dated 1 March 2021 (the "**Notice of Resignation**"), notified the Company that it would resign as auditors of the Group and that it would be making an application to ACRA for consent to its resignation.

On 31 May 2021, pursuant to its letter of even date, ACRA approved FKT's resignation as auditors of the Company.

Pursuant to Section 205AB(5) of the Companies Act 1967 of Singapore (the "**Companies Act**"), the resignation of FKT as the Company's auditors will take effect on:

(i) the day (if any) specified for the purpose in the Notice of Resignation;

(ii) the day on which ACRA notifies FKT and the Company of its consent to the resignation; or

(iii) the day (if any) fixed by ACRA for the purpose,

whichever last occurs.

In accordance with Section 205(AB) of the Companies Act and the written approval from ACRA, the resignation of FKT as the Company's auditors took effect on 31 May 2021.

In view of the foregoing, the Company has yet to commence the statutory audit of its financial statements for FY2020 (the "**FY2020 Financial Statements**"), and will commence the said audit after the appointment of RT has been approved by Shareholders at the EGM. The Company will also consult RT to formally address the issues raised in FKT's Disclaimer of Opinion after RT's appointment has been approved by Shareholders at the EGM.

It should also be noted that the Company has not released any financial reports since trading in its Shares was suspended on 7 December 2020. This is due to, among other things, the resignation of the Company's former Chief Financial Officer ("**CFO**") (Mr Leyng Thai Weng) with effect from 10 March 2021, and the stringent travel and business restrictions imposed by the authorities in the People's Republic of China ("**PRC**") which has made it very difficult for the Company to liaise with its subsidiaries (located in various parts of the PRC) on the preparation of the Group's financial reports and financial statements. In the event that RT's appointment as the auditors of the Group is approved by Shareholders, the Company will consult with RT on the preparation of its outstanding financial reports and statements, and the Company believes that it will be better placed to assess the relevant timeline for releasing the outstanding financial reports and statements on SGXNET after consulting RT on the same. The Company will update Shareholders via SGXNET as and when there are any material developments in relation to its outstanding financial reports and statements.

For the avoidance of doubt, the Company has been actively searching for suitable candidates to be appointed as its CFO but has not been able to find any suitable candidates. In the event the Company finds a suitable candidate to be appointed as its CFO, the Company will make the relevant announcement in compliance with the rules of the Listing Manual.

2.2. **Reasons for the Proposed Change of Auditors and Compliance with Rule 712 of the Listing Manual**

Following the resignation of FKT, the Company proposes to appoint RT as the auditors of the Group to audit the FY2020 Financial Statements.

The Board is of the view that a change of auditors of the Company would enable the Company to rotate auditors for better independence and governance. To elaborate, FKT has been the auditors of the Company since it was listed on the Mainboard of the SGX-ST on 23 November 2009. Considering that FKT has been the auditors of the Company for about 10 years since the Company was listed, the Board is of the view that as a matter of good corporate governance, it would be an appropriate time for a change in the auditors of the Company, and for the Company to appoint auditors with no prior audit or business relationship with the Company.

In proposing for RT to be appointed as the auditors of the Group, the Board had taken into account the adequacy of the resources and the experience of RT (in auditing both private companies and publicly listed companies), the credentials of the audit partner-in-charge (see Section 2.3 below for details) and the team that would be supporting him, and had considered that RT will be able to meet the audit requirements of the Group without compromising on the standard and effectiveness of the quality and scope of audit. In addition, the Board has also determined that the fee proposal from RT is reasonably competitive. Due to FKT's Disclaimer of Opinion in the FY2019 Independent Auditors' Report, RT will have to commit substantially more time and effort to audit the FY2020 Financial Statements. Further, the Proposed Change of Auditors will not result in any change to the scope of the audit that was provided by FKT, and after evaluation, (i) the Board is of the opinion that RT will be able to meet the audit requirements of the Group, (ii) the Board also expects that, after a smooth audit of the FY2020 Financial Statements, there may be a reduction in the audit fees for the audit of the financial statements of the Group for FY2021 ("**FY2021 Financial Statements**")

based on the Group's operations and assessed business and audit risks, and (iii) the appointment of RT as the new auditors will not compromise the standard and effectiveness of the audit of the Group.

(For the avoidance of doubt, RT has not committed or indicated to reduce the audit fees for the audit of the FY2021 Financial Statements. The audit fees for the audit of the FY2021 Financial Statements will depend on, among other things, how complex the audit for the FY2020 Financial Statements is, expected time-costs, size of operations, risk assessments, nature of evidence and availability of evidence.)

In addition, taking into consideration the background of the Proposed Change of Auditors (as set out in Section 2.1 of this Circular), the Board is of the view that the Proposed Change of Auditors would allow (a) **the Company to benefit from a fresh perspective and views of another professional audit firm**, and (b) for the statutory audit of the FY2020 Financial Statements to be completed.

Accordingly, the Board is of the view that the Proposed Change of Auditors would be in the best interests of the Company and the Shareholders.

The Board had not considered the Audit Quality Indicators Disclosure Framework in assessing the suitability of RT. However, the Board had based its selection of RT on the factors listed above.

Pursuant to Rule 712(3) of the Listing Manual and Section 205AF of the Companies Act, the Proposed Change of Auditors must be approved by Shareholders at an EGM to be convened by the Company. The appointment of RT will therefore only take effect upon the approval of Shareholders being obtained at the EGM, and if so appointed, RT will hold office until the conclusion of the next AGM.

RT had, on 2 March 2021, provided the Company with its written consent to act as the auditors of the Company, subject to the approval of the Shareholders at the EGM. RT also had, on the Latest Practicable Date, confirmed that it has not withdrawn its consent to act as the auditors of the Company.

Notes:

(1) Prior to 13 October 2020, the Audit Committee of the Company comprised Mr Ling Chung Yee (Chairman), Mr Gong Shuli and Mr Lai Jingwei. Mr Ling Chung Yee had resigned as a director of the Company on 13 October 2020, Mr Gong Shuli had resigned as a director of the Company on 22 December 2020, and Mr Lai Jingwei had resigned as a director of the Company on 14 March 2022. Following the resignations of Mr Ling Chung Yee, Mr Gong Shuli, and Mr Lai Jingwei, the Company does not currently have any independent directors, and the Audit Committee is currently vacant, and the Company is also unable to constitute its Remuneration Committee and Nominating Committee.

(2) The Code of Corporate Governance 2018 (the "**Code**") provides, among other things, that independent directors should make up a majority of the Board, and that the Audit Committee should comprise at least three (3) directors, the majority of whom, including the chairman of the Audit Committee, should be independent. The Company is currently actively sourcing for suitable candidates to be appointed as independent directors on its Board and also for suitable candidates to fill up the vacancies in the Audit Committee and its Board to ensure compliance with the Code, and has made several efforts to source for suitable candidates. The Company will update the Shareholders and make such further announcements as appropriate when there are material developments in relation to the appointment of suitable candidates.

(3) As the Audit Committee of the Company is currently vacant, and as the Company currently does not have a Chief Financial Officer, the Company's Vice Director of Finance, Mr Liu Guoqing ("**Mr Liu**"), will be coordinating and providing oversight to the audit process once RT has been appointed. Mr Liu, who is 45 years old, joined the Company in 2006. Mr Liu has a Bachelor of Science degree in accounting from Shenzhen University. To date, Mr Liu has more than 15 years of experience in accounting and finance. Mr Liu is currently responsible for the Group's financial compliance and performs all the finance-related functions in the Company.

2.3. **Information on RT and the Audit Partner-in-Charge**

The information on RT and the audit partner-in-charge below was provided to the Company by RT. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

RT LLP started as a partnership operating under the name of Soh, Wong & Partners in 1985. Over the years, the partnership acquired other practices. In 2000, it changed its name to LTC & Associates, and it converted to a limited liability partnership (LLP) in 2008 with the approval of ACRA. With that conversion, it changed its name to LTC LLP. In August 2013, with re-branding, the firm changed its name from LTC LLP to RT LLP with the vision to focus on high value clients with complex advisory needs and to develop an ASEAN strategy with a regional focus. RT LLP has acted as statutory auditors for more than 70 companies listed on SGX-ST over the years. It currently acts as the statutory auditors for 8 companies listed on SGX-ST.

RT LLP has been a member of one of the top global accounting associations, BKR International since the late 1980s. BKR International was formed in 1989 as the result of a merger of National CPA Group, based in the United States of America, and several members of the primarily European DHR International. It has a combined strength of more than 160 independent accounting and business advisory firms in over 500 offices and 80 countries. The member firms are monitored at regular intervals to ensure that standards are maintained. BKR International was ranked sixth in the International Accounting Bulletin's (IAB) 2021 World Survey for global associations. RT LLP is also a leading, well established and dynamic public accounting practice in Singapore that is a member of RT ASEAN, which is a network of multi-disciplinary business solution providers. RT ASEAN was founded by RT LLP. RT ASEAN, headquartered in Singapore, is the first global professional network in Asia to be recognised as a member of Forum of Firms.

The Forum of Firms is an association of networks of international accounting firms that perform transnational audits. Members of the Forum have committed to adhere to and promote the consistent application of high-quality audit practices worldwide, including the use of International Standards on Auditing, and the maintenance of appropriate quality control standards in accordance with International Standards on Quality Control issued by the International Auditing and Assurance Standards Board. Through their organisations, members also conduct globally coordinated internal quality assurance reviews on a regular basis and have policies and methodologies that conform to the Code of Ethics for Professional Accountants. The Transnational Auditors Committee is the Executive Committee of the Forum of Firms and a committee of the International Federation of Accountants.

All partners and directors of RT LLP are experienced in cross-border work, and have developed considerable expertise in advising individuals, owner-managers, small and medium-sized businesses, public sector entities and/or listed companies. The partners, directors and staff of RT LLP are from diverse geographic cultural, academic and professional backgrounds with a shared purpose of striving for excellence in the delivery of public accounting and other professional services. Its team of qualified and experienced professionals endeavour to deliver unique and pragmatic solutions that are tailored to specific requirements of its clients and to meet statutory obligations. Currently, RT LLP in Singapore, has 3 audit partners, 5 directors and about 50 professional staff.

RT LLP was subjected to the Practice Monitoring Program reviews by ACRA and the firm has passed the firmwide review with general points for improvement and received no adverse feedback or findings from all previous inspections, with the most recent in 2019.

For information about RT LLP, please visit www.rtasean.sg.

For information on RT ASEAN, please visit: https://rtasean.com.

For information on Forum of Firms and RT ASESN membership, please visit: https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms.
For information on BKR International, please visit: https://bkr.com.

RT LLP will assign a team comprising three partners (including a lead engagement partner, an engagement quality control & advisory partner), one director, one manager, one senior and two associates with respect to the audit of the Group.

Mr Arumugam Ravinthran ("**Mr Arumugam**"), who is the Chief Executive Officer and Managing Partner of RT LLP, will be the audit partner-in-charge. He is a Fellow Member of the Institute of Singapore Chartered Accountants (ISCA) and holds a FCA (Singapore) title. He is a certified Public Accountant under the Accountants Act and approved by ACRA. He is also a Fellow Chartered Accountant with the Institute of Chartered Accountants in England & Wales, a Fellow of CPA Australia and ASEAN CPA, and an Accredited Tax Advisor with the Singapore Institute of Accredited Tax Professionals. He holds a Specialised Honours degree (member of Dean's Honour Roll) in Business Administration from Schulich School of Business at York University, in Toronto, Canada. He was awarded In-House Scholarship by the University for academic excellence.

Mr Arumugam has been in the profession for more than 30 years and has a wide range of experience in the various fields of finance. He advises on matters of corporate finance, including mergers and acquisitions, valuation of businesses, due diligence and business restructuring, amongst others. He has also advised on forensic work involving accounting irregularities and interpretation of technical concepts and accounting standards. He is often called upon by law firms to provide his expert views and opinions and has appeared in courts to provide evidence as expert witness. He has been involved in litigation support work throughout his career. He has been the engagement partner of a number of SGX-ST listed companies. Both Mr Arumugam and RT LLP have experience in auditing companies with similar business activities as the Group (i.e., which are in the manufacturing and distribution of fruits and vegetables juice).

In the earlier part of Mr Arumugam's career, he spent 5 years in Singapore Telecommunications (SingTel) as Finance Director of International Finance looking into SingTel's acquisitions overseas. During the mid-1990s, as an Audit Manager in Deloitte, Singapore, he worked on a variety of assignments ranging from audit of large multinational corporations, initial public offerings, due diligences, investigative accounting and expert witness matters, among others.

Mr Arumugam has led major audit engagements such as the statutory audit of listed entities on the New York Stock Exchange, London Stock Exchange, government projects and other listed companies in Singapore. He has headed a number of cross border assignments and advises on a variety of financial matters such as rights issues, corporate funding matters, acquisitions, due diligence, business plans and valuations. He started his career in 1986 in London with a large accounting firm, where he trained and qualified as a Chartered Accountant. He was awarded the Member's Recognition Award by the Institute of Chartered Accountants in England & Wales for his contributions to the profession.

Currently, Mr Arumugam serves in the Panel of Financial Experts to the Family Justice Courts. He is a Board Member and Deputy Chairman of ISCA Cares, the charity arm of the Institute of Singapore Chartered Accountants. He is a panel member of the Disciplinary and Complaints Committee of ISCA. He is the Executive Chairman of RT ASEAN and a member of the EXCO of RT ASEAN.

In the past he has served in the Continuing Professional Education Committee, Corporate Governance Committee, Financial Statements Review Committee and Auditing and Assurance Standards Board. Mr Arumugam was a Board Member of the Hindu Advisory Board (Statutory Board), an appointment by the Minister. He was also the Vice Chairman of the Audit Committee of the Hindu Endowments Board.

Mr Arumugam was inspected by ACRA's Practice Monitoring Program and passed all previous inspections, with the most recent in 2019.

2.4. **Requirements under Rule 712 of the Listing Manual**

RT is an audit firm registered with ACRA and approved under the Accountants Act 2004 of Singapore. The Board, having taken into account various factors, including the following:

(a) the fee structure, the adequacy of the resources and RT's experience;

(b) the audit partner-in-charge assigned to the audit;

(c) RT's other audit engagements;

(d) the size and complexity of the Group's operations; and

(e) the number and experience of supervisory and professional staff assigned to the audit of the Company and the Group,

is of the opinion that RT will be able to meet the audit requirements of the Group and that Rule 712 of the Listing Manual has been complied with or will be complied with upon the Shareholders' approval for the Proposed Change of Auditors being obtained at the EGM.

2.5. **Requirements under Rule 715 and Rule 716 of the Listing Manual**

Upon obtaining the Shareholders' approval of the Proposed Change of Auditors, RT will become the auditors of the Company.

As at the Latest Practicable Date, the Company does not currently have any significant Singapore-incorporated subsidiaries and associated companies, and as such, the requirement under Rule 716 of the Listing Manual is not applicable.

For the purposes of consolidation of the financial statements of the Group, the Company will appoint RT to conduct an audit of its significant foreign-incorporated subsidiaries.

The Board had, in reviewing the suitability of RT, considered various factors such as RT's fee structure and its adequacy of resources, the nature of the business activities of its significant foreign-incorporated subsidiaries and the number and experience of supervisory and professional staff to be assigned to the audit of its significant foreign-incorporated subsidiaries.

In view of the above, the Board confirms that Rule 715 of the Listing Manual has been complied with.

2.6. **Requirements under Rule 1203(5) of the Listing Manual**

In accordance with Rule 1203(5) of the Listing Manual:

(a) FKT has confirmed via its professional clearance letter dated 1 March 2021 (the "**Professional Clearance Letter**") that save for FKT's Disclaimer of Opinion on the audited financial statements for FY2019 as stated in the FY2019 Independent Auditors' Report (a copy of which was duly published on SGXNET on 19 November 2020), FKT is not aware of any professional reasons why RT should not accept appointment as auditors of the Company;

(b) save for FKT's Disclaimer of Opinion, the Company confirms that there were no disagreements with FKT on accounting treatment within the last 12 months. For the avoidance of doubt, as the Company had notified FKT that the Company would not be retaining FKT as its auditors for FY2020, and as FKT had resigned as the auditors of the Company on 31 May 2021 , FKT did not conduct a statutory audit of the FY2020 Financial Statements(1);

(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 the Shareholders which has not been disclosed in this Circular;

(d) the Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in Sections 2.1 and 2.2 of this Circular; and

(e) the Company confirms that it is in compliance with Rules 712 and 715 of the Listing Manual in relation to the appointment of RT as the new auditors of the Company.

Notes:

(1) FKT had included a disclaimer of opinion in the FY2019 Independent Auditors' Report. The Board is of the view that the matters raised by FKT in the FY2019 Independent Auditors' Report may constitute disagreement between the auditors (i.e., FKT) and the management of the Company. The Company will consult RT to formally address the issues raised by FKT in the FY2019 Independent Auditors' Report after the appointment of RT as the auditors of the Company is approved by Shareholders at the EGM.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The shareholdings of the Directors and Substantial Shareholders as at the Latest Practicable Date are set out below:

	Direct Interest	%	**Deemed Interest**	%	**Total Interest(1)**	%
Directors						
Huang Yupeng(2)	352,124,087	30.64	-	-	352,124,087	30.64
Huang Yushan(2)	-	-	-	-	-	-
Substantial Shareholders						
Huang Yupeng	352,124,087	30.64	-	-	352,124,087	30.64
Charlermchai Mahagitsiri(3)	-	-	130,488,508	11.35	130,488,508	11.35
Soleado Holdings Pte. Ltd.	93,544,559	8.14	-	-	93,544,559	8.14
Thoresen Thai Agencies Public Company Limited(4)	-	-	93,544,559	8.14	93,544,559	8.14
JW Capital Group Limited	170,000,000	14.79	-	-	170,000,000	14.79

Notes:

(1) Based on the issued share capital of the Company of 1,149,410,658 Shares as at the Latest Practicable Date.

(2) Mr Huang Yupeng, the Chairman and Chief Executive Officer of the Company, and Ms Huang Yushan, an Executive Director of the Company, are siblings.

(3) Mr Chalermchai Mahagitsiri holds more than 20% direct interest in Thoresen Thai Agencies Public Company Limited. Mr. Chalermchai Mahagitsiri also holds a controlling interest in PM Group Company Limited. Accordingly, he is deemed to be interested in the Shares held by Soleado Holdings Pte. Ltd. and PM Group Company Limited.

(4) Soleado Holdings Pte. Ltd. is the wholly-owned subsidiary of Thoresen Thai Agencies Public Company Limited. Accordingly, Thoresen Thai Agencies Public Company Limited is deemed to be interested in such Shares held by Soleado Holdings Pte. Ltd.

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors.

4. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee of the Company is currently vacant.

The Company is currently sourcing for suitable candidates to fill up the vacancies in the Audit Committee and its Board to ensure compliance with the Code, the Companies Act and the Listing Manual. The Company will update the Shareholders and make such further announcements as appropriate when there are material developments in respect thereof.

5. DIRECTORS' RECOMMENDATION

The Directors having considered, *inter alia*, the rationale and information relating to the Proposed Change of Auditors as set out in this Circular, are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Change of Auditors at the EGM.

6. EXTRAORDINARY GENERAL MEETING

6.1. Notice of EGM

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held by way of electronic means at 10.00 a.m. (Singapore time) on 28 July 2022 for the purpose of considering and, if thought fit, passing with or without amendments, the resolution relating to the Proposed Change of Auditors set out in the Notice of EGM.

6.2. No physical attendance at EGM

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 (the "**COVID-19 Order**"), the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing regulations to hold a physical meeting. Due to the current COVID-19 situation and the Company's efforts to minimize physical interactions and keep COVID-19 transmission risk to a minimum, the EGM of the Company will be held by way of electronic means. Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate

at the EGM by:

(a) watching the EGM proceedings via "live" audio-visual webcast or listening to the EGM proceedings via "live" audio-only stream;

(b) submitting questions in advance of the EGM; and/or

(c) voting at the EGM:

(i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or

(ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

Please refer to Section 7 below for further details on the alternative arrangements.

In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNET.

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

7.1. Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders who have pre-registered to participate at the EGM by (a) observing and/or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream; (b) submitting questions related to the resolution tabled for approval, in advance of the EGM; and/or (c) voting at the EGM (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM.

Shareholders may begin to pre-register for the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings and/or submit any questions that are related to the resolution tabled for approval via the pre-registration website at this link: https://conveneagm.sg/SinoGrandnessEGM2022. Shareholders are to pre-register for the "live" audio-visual webcast or "live" audio-only stream of the EGM proceedings by 10.00 a.m. (Singapore time) on 26 July 2022. Shareholders should refer to the Notice of EGM set out on pages N-1 to N-4 of this Circular, for further information, including the steps to be taken by Shareholders to participate at the EGM.

Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast, and other relevant matters (the "**Confirmation Email**") will be sent to authenticated Shareholders who have been pre-registered for the EGM by Wednesday, 10.00 a.m. (Singapore time) on 27 July 2022 at the email specified in their pre-registration details.

Shareholders who do not receive a Confirmation Email by 10.00 a.m. (Singapore time) on 27 July 2022, but have registered by Tuesday, 26 July 2022 at 10.00 a.m. (Singapore time), should send an email to support@conveneagm.com.

IMPORTANT NOTICE:

The Company will be conducting the EGM on 28 July 2022 at 10.00 a.m. (Singapore time) wholly by electronic means through a "live" webcast comprising both video (audio-visual) and audio-only feeds, in accordance with the COVID-19 Order and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation (updated on 4 February 2022) titled "*Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation*".

As the COVID-19 situation continues to evolve, the Company will closely monitor the situation and any prevailing guidelines issued by the government authorities, and the Company may be required to change its EGM arrangements at short notice. **Shareholders should check the Company's announcements on SGXNET for any updates in relation to the EGM.**

7.2. **Submission of Shareholders' queries in advance**

Shareholders will not be able to speak or ask questions during the EGM proceedings, therefore it is important for Shareholders to submit their questions in advance of the EGM.

After publication of the Notice of EGM, Shareholders will be allowed at least 7 calendar days to submit their questions. All substantial and relevant questions received from Shareholders prior to the EGM will be addressed by the Board and/or management at least 72 hours prior to the closing date and time for the lodgment of the Proxy Forms.

All questions must be submitted by no later than 11.59 p.m. (Singapore time) on 11 July 2022:

(a) **via the pre-registration website** at the URL: https://conveneagm.sg/SinoGrandnessEGM2022;

(b) in hard copy **by post** to the registered address of the Company at 10 Anson Road, #25-06 International Plaza, Singapore 079903; or

(c) **via email** to support@conveneagm.com.

For verification purposes, 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 corporates), email address, contact number, NRIC / passport number / company registration number, shareholding type and number of Shares held).

The Company will endeavour to address the relevant and substantial queries from Shareholders prior to, or at the EGM and upload the Company's responses on SGXNET. The minutes of the EGM, which include responses to substantial queries from the Shareholders which are addressed during the EGM, shall thereafter be published on SGXNET, within one month from the conclusion of the EGM.

Please note that Shareholders will not be able to ask questions at the EGM "live" during the webcast and the audio feed, and therefore it is important for Shareholders to pre-register their participation in order to be able to submit their questions in advance of the EGM.

Investors who hold Shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including SRS Investors, can submit their questions in relation to any resolution set out in the Notice of EGM upon pre-registration, however, they should, in addition to pre-registering, approach their respective agents as soon as possible, so that the necessary arrangements can be made by the relevant agents for their participation in the EGM.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, Shareholders are strongly encouraged to submit their questions electronically via email.

7.3. **Voting "live" at the EGM or by Proxy**

Shareholders who wish to exercise their voting rights at the EGM may:

(i) (where such Shareholders are individuals) vote "live" via electronic means at the EGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the EGM) to vote "live" via electronic means at the EGM on their behalf; or

(ii) (whether such Shareholders are individuals or corporates) appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM.

For the avoidance of doubt, CPF and SRS Investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the EGM) to vote "live" at the EGM on their behalf.

Pre-registration required for Shareholders and Proxies

All Shareholders as well as investors who hold Shares of the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**", and such investors the "**CPF/SRS Investors**"), who wish to attend the EGM must pre-register online at https://conveneagm.sg/SinoGrandnessEGM2022 ("**Pre-registration Website**") no later than 10.00 a.m. (Singapore time) on 26 July 2022 for verification purposes.

Shareholders who are appointing proxyholder(s) (other than the Chairman of the EGM) to attend the EGM should inform his or her proxyholder(s) to pre-register via the Pre-registration Website at: https://conveneagm.sg/SinoGrandnessEGM2022 by 10.00 a.m. (Singapore time) on 26 July 2022, being 48 hours before the time fixed for the EGM, failing which the appointment shall be invalid.

Authenticated shareholders, proxyholders and CPF/SRS investors will be provided with a Confirmation Email via the e-mail address provided during pre-registration. Shareholders, proxyholders, CPF and SRS investors who have pre-registered by 10.00 a.m. (Singapore time) on 26 July 2022 but have not received the Confirmation Email by 10.00 a.m. (Singapore time) on 27 July 2022 should immediately contact support@conveneagm.com.

Submission of Proxy Form

In relation to the appointment of proxy(ies) to attend and vote on behalf of the Shareholder of EGM, Shareholders should complete, sign and return the Shareholder Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible by completing and submitting the Proxy Form to the Company in the following manner:

(d) if submitted by post, be deposited at the office of the Company's share registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00 Singapore 068898; or

(e) if submitted electronically, be submitted via email to the Company to: sg.is.proxy@sg.tricorglobal.com,

in either case not later than 48 hours before the time fixed for holding the EGM, which is 10.00 a.m. (Singapore time) on 26 July 2022.

The Proxy Form is not valid for use by investors and shall be ineffective for all intents and purposes if used or purported to be used by them. A CPF/SRS Investor may: (1) vote "live" via electronic means at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or (2) appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. (Singapore time) on 18 July 2022, being 7 working days before the date of the EGM. In view of the current COVID-19 situation in Singapore, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email or the Pre-Registration Website.

In view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email. The Company thanks Shareholders for their patience, understanding and co-operation in this regard.

Shareholders (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting in the Proxy Form, failing which the appointment will be treated as invalid.

If the appointor is a corporate, the Proxy Form must be executed under seal or the hand of its duly authorised officer or attorney.

The Company shall be entitled to reject a Proxy Form if it is incomplete, improperly complete, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (such as in the case the appointor submits more than one instrument of proxy).

Depositors

A Depositor will not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP to the Company at least 72 hours before the EGM.

8. NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM AND PROXY FORM

No printed copies of this Circular, the Notice of EGM and the Proxy Form in respect of the EGM will be despatched to Shareholders.

Copies of this Circular, the Notice of EGM and the Proxy Form will be made available on the SGXNET at the URL https://www.sgx.com/securities/company-announcements. A Shareholder will need an Internet browser and PDF reader to view these documents on the SGXNET.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 10 Anson Road, #25-06 International Plaza, Singapore 079903, during normal business hours from the date of this Circular up to the date of the EGM:

(a) the Constitution;

(b) the letter of consent from ACRA dated 31 May 2021;

(c) the Notice of Resignation;

(d) the Professional Clearance Letter; and

(e) RT's letter to the Company dated 2 March 2021 in respect of its consent to act as the Company's auditors.

Yours faithfully,

For and on behalf of the Board of
SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

Huang Yupeng
Chairman and Chief Executive Officer
Singapore, 4 July 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED
(Company Registration No. 200706801H)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Sino Grandness Food Industry Group Limited (the "**Company**") will be held by way of electronic means on 28 July 2022 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without amendments, the following Ordinary Resolution:

ORDINARY RESOLUTION - THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY

THAT:

(a) the resignation of Foo Kon Tan LLP as auditors of the Company be and is hereby noted and RT LLP, having consented to act, be and is hereby appointed as auditors of the Company in place of Foo Kon Tan LLP, to hold office until the conclusion of the next AGM of the Company at a fee and on such terms as may be agreed by the Directors with RT LLP; and

(b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required) as they or he may in their discretion deem necessary, desirable or expedient or in the interests of the Company to give effect to the proposed change of auditors of the Company and/or the transactions authorised by this Ordinary Resolution.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 4 July 2022 to shareholders of the Company in relation to the proposed change of auditors of the Company.

By Order of the Board

Huang Yupeng
Chairman and Chief Executive Officer
Singapore, 4 July 2022

Notes:

Shareholders of the Company ("**Shareholders**") should take note of the following arrangements for the EGM.

1. **No attendance in person**: 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 regulations to hold a physical meeting. Due to the current COVID-19 situation and the Company's efforts to minimise physical interactions and keep COVID-19 transmission risk to a minimum, the extraordinary general meeting ("**EGM**") of the Company will be held by way of electronic means. Shareholders of the Company will NOT be allowed to attend the EGM in person.

2. **"Live" webcast and "live" audio feed**: Shareholders of the Company will be able to watch the EGM proceedings through a "live" webcast via their mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed via telephone.

3. **Online Pre-registration required to attend the EGM**: All Shareholders as well as investors who hold shares of the Company ("**Shares**") through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**", and such investors "**CPF/SRS Investors**"), who wish to attend the EGM must pre-register online at https://conveneagm.sg/SinoGrandnessEGM2022 ("**Pre-registration Website**") no later than 10.00 a.m. (Singapore time) on 26 July 2022 for verification purposes. Shareholders who wish to appoint a person or persons (other than the Chairman of the EGM ("**Chairman**")) as a proxy or proxies to attend and vote at the EGM on their behalf must pre-register their proxy(ies) for the EGM.

   Investors who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore ("**Companies Act**")) or depository agents (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore) (together, "**Relevant Intermediaries**", and such investors "**Investors**") (other than CPF/SRS Investors) who wish to attend the EGM should instead approach their Relevant Intermediary as soon as possible in order for the Relevant Intermediary to make the necessary arrangements to pre-register.

   Following successful verification by the Company, a confirmation email which contains unique user credentials and/or instructions on how to join the webcast, and other relevant matters (the "**Confirmation Email**") will be sent to authenticated Shareholders, proxies and Investors who have been pre-registered for the EGM by Wednesday, 10.00 a.m. (Singapore time) on 27 July 2022 at the email specified in their pre-registration details.

   Shareholders, proxies and Investors who do not receive the Confirmation Email by Wednesday, 10.00 a.m. (Singapore time) on 27 July 2022 but have been pre-registered for the EGM by the deadline of Tuesday, 26 July 2022 at 10.00 a.m. (Singapore time), should contact the Company at support@conveneagm.com immediately.

   Submission of Questions: Shareholders and Investors of the Company will not be able to ask questions "live" during the broadcast of the EGM**.** Shareholders and Investors of the Company may submit questions related to the Proposed Change of Auditors to be tabled for approval at the EGM. All questions, together with the full names, identification numbers, contact numbers, email addresses of the Shareholders and Investors and manner in which they hold Shares in the Company, must be submitted no later than 11.59 p.m. (Singapore time) on 11 July 2022 (the "**Submission Deadline**") via the Pre-registration Website at the URL: https://conveneagm.sg/SinoGrandnessEGM2022 or email support@conveneagm.com. The Company will endeavour to answer all substantial and relevant questions prior to, or at, the EGM. All substantial and relevant questions received by the Company from Shareholders and Investors prior to the deadline of 11 July 2022 at 11.59 p.m. (Singapore time) will be addressed by the Company at least 72 hours prior to the closing date and time for the lodgment of the Proxy Forms (i.e., 26 July 2022 at 10.00 a.m. (Singapore time)). Substantial and relevant questions which are submitted after 11:59 p.m. (Singapore time) on 11 July 2022 will be consolidated and addressed either before the EGM via an announcement on SGXNET or at the EGM.

4. **Voting by Shareholders**: Shareholders who wish to exercise their voting rights at the EGM may:

   (i) (where the Shareholder is an individual) attend and vote "live" at the EGM;

   (ii) (where the Shareholder is an individual or a corporate) appoint proxy(ies) to attend and vote "live" at the EGM on their behalf; and

(iii) (where the Shareholder is an individual or a corporate) appoint the Chairman as proxy to vote on their behalf.

"Live" voting will be conducted during the EGM. **It is important for Shareholders and proxies to have their own web-browser enabled devices ready for voting during the EGM. Examples of web-browser enabled devices include mobile smartphones, laptops, tablets or desktop computers with internet capabilities**.

Shareholders and proxies may cast their votes at the EGM using the login credentials created during pre-registration. Shareholders and proxies should therefore have their Confirmation Email containing their unique user credentials handy for reference. Instructions will be provided at the start of the EGM on how to vote. For the avoidance of doubt, "live" voting is not permissible by the audio-only feed.

5. **Appointment of Proxies**:

(i) Shareholders who wish to appoint proxies to attend the EGM and vote "live" at the EGM on their behalf must do both of the following: (A) complete and submit the Proxy Form in accordance with the instructions below; and (B) pre-register the proxy(ies) at the Pre-Registration Website by Tuesday, 26 July 2022 at 10.00 a.m. (Singapore time).

(ii) As an alternative to "live" voting, Shareholders may also vote at the EGM by appointing the Chairman as proxy to vote on their behalf in respect of all the Shares held by them.

If a Shareholder wishes to appoint a proxy or proxies (including the Chairman) to vote at the EGM on their behalf, duly completed Proxy Forms must be deposited with the Company (A) via post at the office of the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00 Singapore 068898, or (B) via electronic mail to sg.is.proxy@sg.tricorglobal.com enclosing a clear scanned completed and signed Proxy Form.

The Proxy Form must be executed 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.

Proxy Forms must be received by the Company by **Tuesday, 26 July 2022 at 10.00 a.m. (Singapore time)** (being 48 hours before the time appointed for the holding of the EGM). Proxy Forms can be downloaded from SGXNET (www.sgx.com). In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the EGM. If no specific direction as to voting is given, the proxy (including the Chairman if he is appointed as proxy) will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted. In view of the COVID-19 situation, the Company encourages Shareholders to submit the completed and signed Proxy Form via electronic mail. The Company may reject any instrument appointing a proxy lodged if the Shareholder appointing the proxy is not shown to have Shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the EGM as certified by CDP to the Company.

A Shareholder (who is not a Relevant Intermediary)* entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder. Any appointment of a proxy by a Shareholder attending the EGM shall be null and void and such proxy shall not be entitled to vote at the EGM. Where a Shareholder appoints two proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy. A Shareholder who is a Relevant Intermediary is entitled to appoint more than two proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder appoints two or more proxies, the appointments shall be invalid unless such Shareholder specifies the number of Shares to be represented by each proxy.

6. **Voting by Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors)**: Investors holding Shares through Relevant Intermediaries (including CPF/SRS Investors) may exercise their votes in the following manner:

(i) vote "live" at the EGM, if they are appointed as proxies by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators); or

(ii) specify their voting instructions to/arrange for their votes to be submitted by their respective Relevant Intermediaries (including CPF Agent Banks and SRS Operators).

Investors should not make use of the Proxy Form. Only Investors that have been duly appointed as proxies by their respective Relevant Intermediary may vote "live" at the EGM.

CPF/SRS Investors who wish to exercise their votes should approach their respective CPF Agent Banks/SRS Operators at least 7 working days before the EGM (i.e. by Monday, 18 July 2022 at 5.00 p.m. (Singapore time)).

7. **Voting Results**: An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast through "live" voting and through Proxy Forms received as of the above-mentioned deadline. The voting results will be announced during the EGM (and displayed on-screen for the "live" webcast) in respect of the resolutions put to the vote at the EGM. The Company will also issue an announcement on SGXNET on the results of the resolutions put to vote at the EGM.

Documents and Information Relating to the EGM

Documents and information relating to the EGM (including the Notice of EGM, Circular dated 4 July 2022 (the "**Circular**") and the Proxy Form) have been published on SGXNET (www.sgx.com).

Printed copies of the Notice of EGM, the Circular and the Proxy Form will not be sent to Shareholders. In view of the evolving COVID-19 situation, Shareholders are advised to continue to check SGXNET regularly for any updates relating to the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder'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 proxies for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

PROXY FORM

SINO GRANDNESS
FOOD INDUSTRY GROUP LIMITED
(Company Registration No. 200706801H)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. Shareholders who wish to exercise their voting rights at the EGM may:
   (a) (where the Shareholder is an individual) attend and vote "live" at the EGM;
   (b) (where the Shareholder is an individual or a corporate) appoint proxy(ies) (other than the Chairman of the EGM) to attend and vote "live" at the EGM on their behalf; or
   (c) (where the Shareholder is an individual or a corporate) appoint the Chairman of the EGM as proxy to vote on their behalf.
2. Shareholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to vote "live" at the EGM on their behalf must, in addition to completing and submitting this Proxy Form in accordance with the instructions in the Notes below, pre-register the proxy(ies) at the Pre-Registration Website by Tuesday, 26 July 2022, at 10.00 a.m. (Singapore time).
3. For investors holding shares of Sino Grandness Food Industry Group Limited through Relevant Intermediaries (as defined in the Notice of EGM), including CPF/SRS investors, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors who wish to exercise their voting rights should approach their Relevant Intermediary as soon as possible. CPF/SRS investors should approach their respective CPF Agent Banks or SRS Operators at least 7 working days before the EGM (i.e. by Monday, 18 July 2022 at 5.00 p.m.) (Singapore time).

PROXY FORM
(Please see notes overleaf before completing this Form)

I/We*,_____(Name), NRIC/Passport number/Company registration number* _____
of _____(Address)
being a registered shareholder/shareholders* of Sino Grandness Food Industry Group Limited (the "**Company**"), hereby appoint:

Name	Email Address	NRIC/Passport No.	Number of Shares/Proportion of Shareholding (%)

and/or

or failing whom, the Chairman of the Extraordinary General Meeting (the "**EGM**") as my/our* proxy to attend and vote for me/us* on my/our* behalf at the EGM to be held by way of electronic means on 28 July 2022 at 10.00 a.m. (Singapore time) and at any adjournment thereof. I/We* direct my/our proxy/proxies* to vote for or against or abstain from voting on the Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting or abstention is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies*shall vote or abstain from voting at his/her* own discretion.

No.	Ordinary Resolution	For	Against	Abstain
1	To approve the proposed change of auditors of the Company			

(If you wish your proxy/proxies to exercise all your votes "For" or "Against" or to "Abstain" from voting on the Resolution proposed at the EGM, please tick [✓] within the box provided. Alternatively, if you wish your proxy/proxies to exercise your votes both "For", "Against" or to "Abstain" from voting on the proposed Resolution, please indicate the number of Shares in the box provided.)

Dated this_____day of_____2022

Total number of Shares held

_____
Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

* Delete where applicable

IMPORTANT: PLEASE SEE NOTES OVERLEAF.

PROXY FORM

Notes:

1. The Proxy Form will be sent to Shareholders solely by electronic means via publication on SGXNET at the URL https://www.sgx.com/securities/company-announcements. Printed copies of the Proxy Form will NOT be despatched to Shareholders.

2. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the Proxy Form shall be deemed to relate to all the Shares held by you.

3. Shareholders who wish to appoint proxy(ies) (other than the Chairman of the EGM) to vote "live" at the EGM on their behalf must, in addition to completing and submitting this Proxy Form in accordance with the instructions below, pre-register the proxy(ies) at https://conveneagm.sg/SinoGrandnessEGM2022 (the "**Pre-Registration Website**") by 10.00 a.m. (Singapore time) on 26 July 2022.

4. In the Proxy Form, a Shareholder of the Company should specifically direct the proxy on how he/she is to vote for, vote against, or to abstain from voting, on the resolutions. If no specific direction as to voting is given, the proxy (including the Chairman of the EGM) will vote or abstain from voting at his/her discretion.

   In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically by email.

5. A Shareholder of the Company (who is not a Relevant Intermediary) entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote on his/her/its behalf. A proxy need not be a Shareholder of the Company. Any appointment of a proxy by a Shareholder attending the EGM shall be null and void and such proxy shall not be entitled to vote at the EGM. Where a Shareholder (other than a Relevant Intermediary) appoints two (2) proxies, the appointments shall be invalid unless he/she/it specifies the number of Shares or proportion of his/her/its shareholding to be represented by each proxy.

   A Shareholder who is a Relevant Intermediary may appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such Shareholder appoints two (2) or more proxies, the appointments shall be invalid unless such member specifies the number of Shares to be represented by each proxy.

6. The instrument appointing a proxy must be deposited (i) by post at the office of the Company's share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00 Singapore 068898, or (ii) by electronic mail to sg.is.proxy@sg.tricorglobal.com enclosing a clear scanned completed and signed Proxy Form. The Proxy Form must be received by the Company not less than 48 hours before the time appointed for the EGM. Shareholders are strongly encouraged to submit completed Proxy Forms via email or, where applicable, submit the e-Proxy Form via the Pre-Registration Website.

7. The instrument appointing a proxy must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.

   Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized.

   Where the instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or the power of attorney or other authority, if any, or a duly certified true copy thereof shall (failing previous registration with the Company) be duly stamped (if required by law) and be deposited by post to the office of the Share Registrar, or by electronic mail to sg.is.proxy@sg.tricorglobal.com, and must be received by the Company not less than 48 hours before the time for holding the EGM or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives, the Shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 July 2022.