



CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD.

(FORMERLY KNOWN AS DUKANG DISTILLERS HOLDINGS LIMITED)
(Incorporated in Bermuda)
(Company Registration No. 41457)

NOTICE OF SPECIAL GENERAL MEETING

Due to the COVID-19-related control and safe distancing measures put in place in Singapore, members of the Company should refer to the notes to this Notice of Special General Meeting for further details on how to attend the Special General Meeting.

NOTICE IS HEREBY GIVEN that a **SPECIAL GENERAL MEETING** ("SGM") of China Shenshan Orchard Holdings Co. Ltd. (the "**Company**") will be held at Bras Basah Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Thursday, 30 December 2021 at 2.30 p.m., for the purpose of considering and, if thought fit, passing the following special resolution:

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in the circular to the Shareholders of the Company dated 7 December 2021 (the "**Circular**"), unless otherwise defined herein or where the context otherwise requires.

SPECIAL RESOLUTION PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

RESOLVED THAT:

- the amended Bye-laws as set out in the Annexure to the Circular be and are hereby approved and adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company; and
- the Directors and/or any one of them be and are hereby authorised to complete and do all such acts and things (including to execute such documents and to make such filings with the Registrar of Companies in Bermuda) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution.

BY ORDER OF THE BOARD

China Shenshan Orchard Holdings Co. Ltd.

Ho Hin Yip
Toh Li Ping, Angela
Company Secretaries
7 December 2021

IMPORTANT: PLEASE READ NOTES CAREFULLY

Notes:

1. Physical Meeting with Alternative Arrangements

The SGM will be held at Bras Basah Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 ("**Physical Meeting**") pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020 and last updated on 1 October 2020 ("**Joint Issued Checklist**"), which is based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Shareholders and investors holding Shares in the Company through the Supplementary Retirement Scheme ("**SRS**") ("**SRS investors**") may attend the Physical Meeting subject to a limit of attendees. Please refer to Note 3 below for further details on the Physical Meeting.

Arrangements have been put in place to allow Shareholders, Depositors and SRS investors to participate in the SGM via the live audio-visual webcast and live audio-only stream of such proceedings ("**Live Webcast**") and raising questions via an online chat box function during the Live Webcast. Those who wish to participate in this manner will have to pre-register.

Arrangements have also been put in place to permit Shareholders, Depositors and SRS investors to submit their questions ahead of the SGM.

There will not be real-time remote electronic voting at the Physical Meeting and all Shareholders, Depositors and SRS investors attending the Physical Meeting in person, or participating in the SGM via the Live Webcast, will be required to appoint the Chairman of the SGM as their proxy to cast their votes on their behalf. Please see Note 6 below for further information on by voting by proxy.

2. Pre-registration Requirements (applicable to all Shareholders, Depositors and SRS Investors)

All Shareholders, Depositors and SRS investors who wish to attend the Physical Meeting or participate in the SGM proceedings via a Live Webcast are required to pre-register at the Company's website at the following URL <https://events.rajahtann.com/ChinaShenshanSGM> which will be available from 7 December 2021 until 2.30 p.m. on 27 December 2021 ("**Registration Cut-Off Time**") to enable the Company to verify their status as Shareholders.

Shareholders, Depositors and SRS investors who have pre-registered by the Registration Cut-Off Time but fail to receive any confirmation email in relation to the Physical Meeting or the Live Webcast by 2.30 p.m. on 29 December 2021 should immediately contact Rajah & Tann Singapore LLP at chinashenshan_sgm2021@rajahtann.com, with the following details included: (a) the full name of the shareholder; and (b) his/her/its identification/registration number.

3. Details of the Physical Meeting

Due to the current COVID-19 restriction orders in Singapore, the Company is not permitted to accommodate more than 50 attendees at the Physical Meeting. In view of such limitation and taking into consideration the attendance of the Director(s), Company Secretary, representatives from the Share Transfer Agent and/or the investor relations of the Company, the Company is only able to accommodate up to 20 Shareholders, Depositors and SRS investors at the Physical Meeting. There will not be real-time remote electronic voting at the Physical Meeting.

This limit for in-person attendees at the Physical Meeting may be subject to change taking into account any regulations, directives, measures or guidelines that may be issued by any government and regulatory agency in light of the COVID-19 situation from time to time. Due to the limit on the number of attendees who can attend the SGM in person, no observers will be allowed.

Pre-registration for in-person attendance is on a "first come first served" basis. Once the limit on the number of attendees who can attend the SGM in person is reached, this will be indicated on the pre-registration website and Shareholders/Depositors/SRS investors will not be able to pre-register their attendance. Shareholders/Depositors/SRS investors who are not able to pre-register their attendance are encouraged to register to participate via the Live Webcast.

All persons attending the Physical Meeting will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing, if required) and any person who has a fever or is exhibiting flu-like symptoms will be declined entry to the Physical Meeting.

Shareholders, Depositors, SRS investors and other attendees who are feeling unwell on the date of the SGM are advised not to attend the Physical Meeting. Shareholders and other attendees are also advised to arrive at the SGM venue at least 15 minutes prior to the time of the SGM given that the abovementioned measures may cause delay in the registration process.

Notwithstanding that up to 20 Shareholders, Depositors and SRS investors are permitted to attend the Physical Meeting, Shareholders, Depositors and SRS Investors are strongly encouraged to participate in the SGM proceedings online via the Live Webcast.

To reduce contact, save for bottled water, no gift vouchers, food and beverages will be provided at the SGM.

Successful authenticated Shareholders, Depositors and SRS investors: Following the verification by the Company, authenticated Shareholders, Depositors and SRS investors who are successful in the pre-registration for the Physical Meeting will by 2.30 p.m. on 29 December 2021 receive:

- a confirmation email for the Physical Meeting containing details as well as instructions on attending the Physical Meeting ("**Confirmation Email for Physical Meeting**"); and
- a confirmation email containing unique link as well as instructions on how to access the Live Webcast of the SGM proceedings and submit questions during the SGM via the online chat box ("**Confirmation Email for Electronic Participation**"). This can be used to participate in the SGM proceedings via the Live Webcast in the event the Shareholder, Depositor or SRS investor (who was successfully authenticated) is unable to attend the Physical Meeting for unforeseen reasons. Please refer to Note 4 below for further details on participating in the SGM proceedings via the Live Webcast.

Shareholders, Depositors and SRS investors who have received the Confirmation Email for Physical Meeting will be required to bring their original NRIC/ Passport for registration on the day of the SGM. Shareholders, Depositors and SRS investors who did not receive the Confirmation Email for Physical Meeting will not be allowed entry into the Physical Meeting.

Unsuccessful authenticated Shareholders, Depositors and SRS investors: Following the verification by the Company, authenticated Shareholders, Depositors and SRS investors who are unsuccessful in the pre-registration for the Physical Meeting due to, *inter alia*, excess demand will by 2.30 p.m. on 29 December 2021 receive the Confirmation Email for Electronic Participation.

4. Details of Participation in SGM proceedings via Live Webcast

Shareholders, Depositors and SRS investors participating in the SGM proceedings via Live Webcast will be able to watch and/or listen to the SGM proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers, and raise questions as set out in the next note.

5. Submission of questions prior to SGM and opportunity to raise questions during SGM

Shareholders, Depositors and SRS investors who wish to ask questions should note the following:

- if attending the Physical Meeting, Shareholders, Depositors and SRS investors will be able to raise questions at the Physical Meeting;
- if participating in the SGM proceedings via Live Webcast, Shareholders, Depositors and SRS investors will be able to ask questions at the SGM live during the live audio-visual webcast via the online chat box function; and
- Shareholders, Depositors and SRS investors are also **strongly encouraged** to submit questions related to the resolution to be tabled for approval at the SGM to the Chairman of the SGM, in advance of the SGM.

In order for Shareholders, Depositors and SRS investors to submit questions in advance of the SGM, the questions must be submitted in the following manner by 2.30 p.m. on 27 December 2021:

- in physical copy by depositing the same at the office of the Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623; or
- via email to chinashenshan-sgm2021@boardroomlimited.com.

Shareholders, Depositors and SRS investors who submit questions via email must provide the following information for authentication:

- the Shareholder's full name;
- the Shareholder's address; and
- the manner in which the Shareholder holds Shares in the Company (e.g., via CDP or SRS).

If the questions are deposited in physical copy at the above address or via email, and in either case not accompanied by the completed and executed proxy form, the following details must be included with the submitted questions for verification purposes, failing which the submission will be treated as invalid: (i) the member's full name; and (ii) his/her/its identification or registration number.

The Company will endeavour to address all questions submitted in advance of the SGM, prior to or during the SGM, and the Company will publish the responses to those questions which are not addressing during the SGM, on the Company's website and on SGXNET prior to the SGM. The Company will publish the minutes of the SGM on the Company's website and on SGXNET, and the minutes will include the responses to the questions which are addressed during the SGM.

6. Voting by Proxy only

- In view of the current COVID-19 situation and pursuant to the Joint Issued Checklist, voting at the SGM may only be carried out by proxy and only the Chairman of the SGM may be appointed as proxy.
- If a Shareholder (whether individual or corporate) who is not a Depositor wishes to exercise his/her/its voting rights at the SGM, he/ she/it must appoint the Chairman of the SGM as his/her/its proxy to vote on his/her/its behalf at the SGM, and must complete and sign the proxy form despatched to Shareholders who are not Depositors (the "**Shareholder Proxy Form**") and deposit the duly completed Shareholder Proxy Form at the office of the Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, no later than 2.30 p.m. on 28 December 2021 (being not less than 48 hours before the time fixed for the SGM).
The Shareholder Proxy Form must be submitted by depositing a physical copy at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 no later than 2.30 p.m. on 28 December 2021, and failing which, the Proxy Form will not be treated as valid.
- A Depositor (whether individual or corporate) registered and holding Shares through the CDP who wishes to exercise his/her/its voting rights at the SGM, must complete, sign and return the proxy form which is despatched together with this Circular to Depositors (the "**Depositor Proxy Form**") completed by CDP in accordance with the instructions printed thereon and deposit the duly completed Depositor Proxy Form at the office of the Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623, no later than 2.30 p.m. on 28 December 2021 (being not less than 48 hours before the time fixed for the SGM).
- In the case of Depositors whose shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if they are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act, Chapter 289 of Singapore), as at 48 hours before the time appointed for holding this SGM as certified by The Central Depository (Pte) Limited to the Company.
- The Company shall be entitled to reject the Depositor Proxy Form or the Shareholder Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the Depositor or Shareholder are not ascertainable from the instructions of the Depositor or Shareholder specified in the Depositor Proxy Form or the Shareholder Proxy Form (as the case may be).
- The completion and return of the Depositor Proxy Form or the Shareholder Proxy Form will not prevent a Depositor or a Shareholder from attending and voting in person at the Physical Meeting if he/she wishes to do so, in place of his/her proxy, subject to the prevailing laws and regulations in Singapore in relation to COVID-19-related control and safe distancing measures and the limitations set out in Note 3 above.
- The Chairman of the SGM, as proxy, need not be a member of the Company.
- 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 under its common seal or under the hand of its officer or attorney duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the SGM.
- In the absence of specific voting directions for any resolution set out in the Shareholder Proxy Form and Depositor Proxy Form (as the case may be), the appointment of the Chairman as proxy for that resolution will be treated as invalid.

7. Relevant Intermediaries

Persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) (other than SRS investors), and who wish to participate in the SGM by (a) attending the Physical Meeting; (b) observing and/or listening to the SGM proceedings through live audio-visual webcast or live audio-only stream; (c) submitting questions in advance of the SGM; (d) submitting questions during the SGM via the online chat box and/or (e) appointing the Chairman of the SGM as proxy to attend, speak and vote on their behalf at the SGM, should contact the relevant intermediary through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the SGM.

In addition, SRS investors who wish to appoint the Chairman of the SGM as proxy should approach their respective SRS Operators to submit their votes by 20 December 2021, 2.30 p.m., being seven (7) working days before the date of the SGM.

8. Other Details

- Any reference to a time of day is made by reference to Singapore time.
- The Circular may be accessed at the Company's website at the URL <https://www.ddhlimited.com>.
- Due to the COVID-19 situation in Singapore, the Company may be required to change the arrangements for the SGM at short notice. Shareholders should check the Company's website at the URL <https://www.ddhlimited.com> for the latest updates on the status of the SGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of (i) the processing and administration by the Company (or its agents) of proxy forms appointing the Chairman of the SGM as proxy for the SGM (including any adjournment thereof), (ii) the processing of the pre-registration for purposes of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Physical Meeting or participation in the SGM via electronic means, and providing them with any technical assistance where necessary, (iii) addressing questions from Shareholders, Depositors and SRS investors received before the SGM and if necessary, following up with the relevant Shareholders, Depositors and SRS investors in relation to such questions, (iv) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the SGM (including any adjournment thereof), and (v) in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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 such warranty.