中闽百汇

ZHONGMIN BAIHUI RETAIL GROUP LIMITED
(Company Registration No. 200411929C)
(Incorporated in the republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Zhongmin Baihui Retail Group Ltd. ("**Company**" and together with its subsidiaries, the "**Group**") will be held at 81 Ubi Avenue 4, #03-31, UB.One, Singapore 408830 on Friday, 26 June 2026 at 12.30 p.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution set out below ("**Notice of EGM**").

All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the accompanying circular dated 11 June 2026 to Shareholders of the Company.

ORDINARY RESOLUTION: THE PROPOSED ADOPTION OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

That:

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, for the Company to enter into any of the transactions falling within the types of interested person transactions as set out in the Circular to this Notice of EGM, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders and in accordance with the review procedures for such interested person transactions ("**Proposed IPT Mandate**");

(b) the approval given in paragraph (a) above shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, and

(c) the Directors and/or any of them be and are hereby authorised and empowered to enter into, complete and do all such acts and things (including without limitation, entering into all such transactions, arrangements and agreements and approving, modifying, ratifying and executing all such documents, acts and things) as they or he may consider necessary or expedient in the interests of the Company for the purposes of giving effect to this Ordinary Resolution.

By Order of the Board
ZHONGMIN BAIHUI RETAIL GROUP LTD.

Kong Wei Fung
Chin Yee Seng
Company Secretaries
11 June 2026

Notes:

1. The EGM will be held at 81 Ubi Avenue 4, #03-31, UB.One, Singapore 408830 on 26 June 2026, at 12.30 p.m. **The EGM will be convened in a physical format only and there will be no option for shareholders to participate virtually.**

2. Printed copies of the Circular will NOT be despatched to Shareholders as the Company's Constitution provides for the use of electronic communications pursuant to the Listing Manual. Accordingly, only hardcopies of the Notice of EGM, Proxy Form and Request Form will be despatched to Shareholders. Shareholders who wish to obtain a printed copy of this Circular should complete the Request Form and return it to the registered office address of the Company at 81 Ubi Avenue 4, #03-31, UB.One, Singapore 408830 or via email to IR@zhongminbaihui.com.sg, no later than 12.30 p.m. on 16 June 2026.

3. The Circular, this Notice, and the accompanying Proxy Form and Request Form will be made available on the Company's website at www.zhongminbaihui.com.sg/ and on SGXNet at www.sgx.com/securities/company-announcements. A Shareholder will need an internet browser and PDF reader to view these documents.

4. A member, who is not a relevant intermediary, is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such a member's instrument appointing a proxy or proxies appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

5. A member, who is a relevant intermediary, is entitled to appoint more than two (2) proxies to attend, speak 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 member. Where such a member's instrument appointing a proxy or proxies appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

6. "**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

7. Members (whether individuals or corporates) exercising their voting rights at the EGM may do so by attending and voting at the EGM themselves personally or through their duly appointed proxy(ies) or may appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM. If no specific direction as to voting is given for the individual(s) named above (other than the Chairman of the EGM), the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM or at any adjournment thereof. In appointing the Chairman of the EGM as proxy, Shareholders (whether individuals or corporates) must give specific instructions as to whether the Chairman should vote for, vote against or abstain from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

8. SRS investors (a) may attend and vote at the EGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have queries regarding their appointment as proxies, or (b) may appoint Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case, they should approach their respective SRS Operators to submit their voting instructions by 17 June 2026 (at least seven working days before the EGM).

9. A proxy, including the Chairman of the EGM, need not be a member of the Company.

10. The instrument appointing proxy or proxies must be submitted to the Company in the following manner:

    (a) if sent personally or by post, be lodged at the office of the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue Keppel Bay Tower #14-07 Singapore 098632, or

    (b) if submitted electronically via email, be sent as a clearly readable Portable Document Format (PDF) to the Company at IR@zhongminbaihui.com.sg,

    in either case, by 12.30 p.m. on 24 June 2026 (being not less than forty-eight (48) hours before the time appointed for holding the EGM), and in default the Proxy Form shall not be treated as valid. Shareholders are strongly encouraged to submit the completed instrument of appointing proxy or proxies by way of electronic means via email. The submission of the Proxy Form by such Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

11. The instrument appointing proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. A duly certified copy of the power of attorney or such other authority must be submitted together with the instrument appointing proxy or proxies, failing which the instrument appointing proxy or proxies may be treated as invalid.

12. The Company shall be entitled to reject an instrument of appointing proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of appointing proxy or proxies. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject an instrument of appointing proxy or proxies if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.

Submission of Questions prior to the EGM

13. Shareholders may submit questions which are substantial and relevant to the proposed adoption of the Proposed IPT Mandate tabled for approval at the EGM by writing to the Company in advance of the EGM. Alternatively, Shareholders may also pose such questions during the EGM. Shareholders should submit questions in the following manner:

    (a) if sent personally or by post, be received at the Company's registered address at 81 Ubi Avenue 4, #03-31, UB.One, Singapore 408830, or

    (b) if submitted by email, be sent to the Company at IR@zhongminbaihui.com.sg,

    in either case, by 12.30 p.m. on 18 June 2026, being the Questions Cut-Off Time. The Company will endeavour to address the questions which are substantial and relevant to the agenda of the EGM (determined by the Company in its sole discretion) prior to the EGM and by publication on the SGXNet and the Company's website at www.zhongminbaihui.com.sg/ by 22 June 2026. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after the Questions Cut-Off Time, the Company will address them during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

14. For verification purposes, when submitting any questions 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), failing which the submission will be treated as invalid. Please also indicate the manner in which you hold shares in the Company (e.g. via CDP or SRS).

15. The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website. The minutes will include the responses to the substantial and relevant questions raised during the EGM.

Personal Data Privacy

By attending the EGM (including any adjournment thereof) and/or submitting any questions to the Company prior to the EGM in accordance with this Notice and/or submitting the instrument appointing proxy/proxies and/or representative(s) to attend, speak and vote at the EGM (including any adjournment thereof), a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy/proxies for the EGM (including any adjournment thereof);

(ii) addressing substantial and relevant questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions;

(iii) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and

(iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

In addition, the personal data of a Shareholder (such as name, presence at the EGM and any questions raised or motions proposed/ seconded) may be recorded by the Company during sounds and/or video recordings of the EGM which may be made by the Company for record keeping and to ensure the accuracy of the minutes of the EGM and a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers). Where the shareholder has disclosed the personal data of any third party (including, without limitation any proxy or representative), the shareholder represents and warrants that you have obtained the prior consent of the third party for the collection, use and disclosure by the Company (or its agents or service providers) of the third party's personal data for all of the above purposes, and you irrevocably and unconditionally agree to indemnify the Company (and its agents and service providers) in connection with any penalties, liabilities, claims, demands, losses and damages arising in relation to your breach of the representation and warranty above.