杜 康 控 股 DUKANG DISTILLERS HOLDINGS LIMITED (Incorporated in Bermuda) (Company Registration No. 41457)

### 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 Dukang Distillers Holdings Limited (2) (the "Company") will be held at Minto Room. Level 4. Raffles City Convention Centre. 80 Bras Basah Road. Singapore 189560 on Thursday, 6 May 2021 at 2.30 p.m., for the purpose of considering and, if thought fit, passing the following 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 31 March 2021, unless otherwise defined herein or where the context otherwise requires

#### Shareholders should note that:

- (a) Each of Ordinary Resolutions 1 and 2 are inter-conditional upon each other ("Key Resolutions"); and
- (b) Ordinary Resolutions 3, 4, 11 and Special Resolutions 1 and 2 are conditional upon the passing of the (3) Key Resolutions ("Conditional Resolutions"); and
- Ordinary Resolution 11 is conditional upon the passing of Special Resolution 2. (c)

This means that if any of the Key Resolutions is not passed, the other Key Resolution would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed. If Special Resolution 2 is not passed, Ordinary Resolution 11 would not be passed. For the avoidance of doubt, the Key Resolutions are not subject to Special Resolution 2, and in the event that the Key Resolutions are passed and Special Resolution 2 is not passed, the Company will nonetheless proceed to complete the Xingnong Acquisition and the Dukang Disposal, and will continue to be listed on the Main Board of the Singapore Exchange Securities Trading Limited ("SGX-ST") and the Company will appoint ZICO Capital Pte. Ltd. as its compliance adviser for a period of 3 years following Completion. There is no assurance that the Company will be successful in exiting the watch-list of the SGX-ST. Please refer to Section 3.6 entitled "Rule 1015(2) of the Main Board Rules" and Section 14.2(a) entitled "Watch-List Requirements" of this Circular for further information

#### AS ORDINARY RESOLUTIONS

#### ORDINARY RESOLUTION 1: XINGNONG ACQUISITION

THAT:

- (a) subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given for the proposed acquisition ("Xingnong Acquisition") by the Company of all the issued and fully-paid shares in Great Resolute Limited 宏堅有限公司 ("GR"), representing 100% of the equity interest in GR (as described in the circular dated 31 March 2021 issued by the Company in relation to the Xingnong Acquisition), from Keen Wind Limited (靈风有限公司) ("Keen Wind"), at the purchase consideration of RMB1,111,000,000 (equivalent to approximately S\$228,755,000) ("Xingnong Acquisition Consideration") to be satisfied by the Netting-Off, on the terms and conditions set out in the acquisition and disposal agreement dated 17 November 2018 entered into between the Company and Keen Wind (as amended by the side letters entered between the Company and Keen Wind dated 15 November 2019 and 30 June 2020, and supplemental agreements dated 9 December 2020 and 30 March 2021) (the "Agreement"); and
- that authority be and is hereby given to the Directors to: (b)
- to carry out and implement the Xingnong Acquisition in accordance with the Agreement; and
- to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1.

#### **ORDINARY RESOLUTION 2: DUKANG DISPOSAL**

#### THAT:-

(a) subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given for the proposed disposal ("Dukang Disposal") by the Company of all the issued and fully-paid shares in Sea Will International Limited ("Sea Will") (as described in the circular dated 31 March 2021 issued by the Company in relation to the Dukang Disposal), to Keen Wind, at the purchase consideration of RMB1,111,000,000 (equivalent to approximately \$\$228,755,000) ("Dukang Disposal Consideration") to be satisfied by the Netting-Off, on the terms and conditions set out in the Agreement; and

(b) that authority be and is hereby given to the Directors to:

- (i) to carry out and implement the Dukang Disposal in accordance with the Agreement; and
- to complete and do all such acts and things, including, without limitation, executing all such documents (ii) and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 2.

# ORDINARY RESOLUTION 3: APPOINTMENT OF HU CHAO AS DIRECTOR

THAT subject to and contingent upon the passing of the Key Resolutions and Completion taking place, Hu Chao be and is hereby appointed as a director of the Company with effect from Completion, to hold office in accordance with the Bye-laws of the Company.

#### [See Explanatory Note (i)]

#### ORDINARY RESOLUTION 4: APPOINTMENT OF ZHAO CHICHUN AS DIRECTOR

THAT subject to and contingent upon the passing of the Key Resolutions and Completion taking place, Zhao Chichun be and is hereby appointed as a director of the Company with effect from Completion, to hold office in accordance with the Bye-laws of the Company

# [See Explanatory Note (i)]

# RE-ELECTION OF MR. TAN SIOK SING AS DIRECTOR

# **ORDINARY RESOLUTION 5:**

THAT, subject to and contingent upon the passing of Ordinary Resolution 6, Mr. Tan Siok Sing, who is retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual ("Listing Manual") of the SGX-ST and who, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company

#### **ORDINARY RESOLUTION 6:**

THAT, subject to and contingent upon the passing of Ordinary Resolution 5, the re-election and continued appointment of Mr. Tan Siok Sing as a director of the Company, who, being eligible, offers himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr. Tan Siok Sing as a director conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 6, be and is hereby approved.

- (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this Resolution is passed after adjusting for:-
- (i) new Shares arising from the conversion or exercise of any convertible securities;
- (ii) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Ordinary Resolution 11, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

# (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

- in exercising the authority conferred by this Ordinary Resolution 11, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Bermuda Companies Act and the Bye-Laws for the time being of the Company; and
- unless revoked or varied by the Company in general meeting by ordinary resolution, the authority conferred by this Resolution shall commence upon the transfer of the Company from Main Board to the Catalist becoming effective and shall continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier [See Explanatory Note (ii)]

#### AS SPECIAL RESOLUTIONS

#### SPECIAL RESOLUTION 1: CHANGE OF NAME OF THE COMPANY FROM "DUKANG DISTILLERS HOLDINGS LIMITED" TO "CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD." AND ADOPTION OF "中国神山果农控股有限 公司" AS THE SECONDARY NAME OF THE COMPANY

THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place and the Company having obtained the approval of the Registrar of Companies in Bermuda:

- the name of the Company be changed from "Dukang Distillers Holdings Limited" to "China Shenshan Orchard (a) Holdings Co. Ltd." and, in connection therewith, the Chinese name of "中国神山果农控股有限公司" be adopted and registered in Bermuda as the new secondary name of the Company ("Name Change"); and
- the Directors or any one of them be and is 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 to effect the Name Change) 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 1

## SPECIAL RESOLUTION 2: THE PROPOSED TRANSFER OF THE COMPANY'S LISTING FROM MAIN BOARD TO CATALIST

THAT subject to and contingent upon the passing of the Key Resolutions:

- approval be and is hereby given for the Company to be transferred from Main Board to the Catalist; and (a)
- the Directors and each of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required in connection with the Proposed Listing Transfer) and exercise such discretion as the Director(s) may in their or his absolute discretion deem fit, advisable or necessary to give full effect to this Resolution and the Proposed Listing Transfer.

#### BY ORDER OF THE BOARD

#### Dukang Distillers Holdings Limited

Ho Hin Yip
Toh Li Ping, Angela
Company Secretaries
31 March 2021

#### IMPORTANT: PLEASE READ NOTES CAREFULLY

#### **Explanatory Notes:**

The information relating to Mr. Hu Chao, Mr. Zhao Chichun, Mr. Tan Siok Sing, Mr. Ho Teck Cheong and Mr. Chia Seng Hee, as required under Rule 720(6) of the Lising Manual of the SGX-ST is set out in the Appendix to the Notice of Special General Meeting.

The Ordinary Resolutions 5, 6, 7, 8, 9 and 10 proposed above are to seek approval from the shareholders via a two-tier voting process for each of Mr. Tan Siok Sing, Mr. Ho Teck Cheona and Mr. Chia Sena Hee to continue in office as a director of the Company for a three-year term, with effect from the passing of these resolutions proposed at the SGM, until the conclusion of the third annual general meeting of the Company following the passing of these resolutions. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual (which takes effect on 1 January 2022), a director will not be independent if he has been a director for an aggregate period of more than nine (9) years (whether before or after listing) and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the issuer, and associates of such directors and chief executive officer. For the purpose of the resolution referred to in (B), the directors and the chief executive officer of the issuer, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given. Such resolutions may remain in force until the earlier of the following:- (X) the retirement or resignation of the director; or (Y) the conclusion of the third annual general meeting of the issuer following the passing of the resolutions. In accordance with Rule 210(5)(d)(iii), the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual) will not vote on Ordinary Resolutions 6, 8 and 10 and will not accept appointment as proxies to vote on such resolutions unless specific instructions as to voting are given

The Board seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. Such refreshment process of the Board will take some time in order to maintain the stability of the Board, and the Board expects to replace two (2) incumbent Independent Directors with new ndent Directors within five (5) months from Completion

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, 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 and SRS investors are permitted to attend the Physical Meeting, Shareholders 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 and SRS investors: Following the verification by the Company, authenticated Shareholders and SRS investors who are successful in the pre-registration for the Physical Meeting will by 5 May 2021 receive:

- a confirmation email for the Physical Meeting containing details as well as instructions on attending the (a) Physical Meeting ("Confirmation Email for Physical Meeting"); and
- a confirmation email containing a unique link as well as instructions on how to access the Live Webcast (b) 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 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 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 and SRS investors who did not receive the Confirmation Email for Physical Meeting will not be allowed entry into the Physical Meetina.

Unsuccessful authenticated Shareholders and SRS investors: Following the verification by the Company, authenticated Shareholders 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 5 May 2021 receive the Confirmation Email for Electronic Participation

# Details of Participation in SGM proceedings via Live Webcast

Shareholders 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

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

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

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

In order for Shareholders and SRS investors to submit questions in advance of the SGM, the questions must be submitted in the following manner by 3 May 2021, 2.30 p.m.:

- (i) 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
- (ii) via email to <u>dukang0sgm2021@boardroomlimited.com</u>.

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

- (1) the Shareholder's full name:
- (2) the Shareholder's address; and
- (3) 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 addressed 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

#### Voting by Proxy only

- (a) 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 (b) 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 4 May 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 4 May 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 (c)

#### NOTICE OF SPECIAL GENERAL MEETING

# [See Explanatory Note (i)]

Mr. Tan Siok Sing will, upon re-election as a Director of the Company, also be appointed as the Non-Executive Chairman, and will remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Board of Directors of the Company and will be considered independent for the purposes of Rule 704(8) and Rule 210(5)(d)(iii)(which takes effect on 1 January 2022) of the Listing Manual.

# RE-ELECTION OF MR. HO TECK CHEONG AS DIRECTOR

# **ORDINARY RESOLUTION 7:**

THAT, subject to and contingent upon the passing of Ordinary Resolution 8, Mr. Ho Teck Cheong, who is retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual, and who, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company

## **ORDINARY RESOLUTION 8:**

THAT, subject to and contingent upon the passing of Ordinary Resolution 7 the re-election and continued appointment of Mr. Ho Teck Cheong as a director of the Company, who, being eligible, offers himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr. Ho Teck Cheong as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 8, be and is hereby approved.

# [See Explanatory Note (i)]

Mr. Ho Teck Cheong will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of the Board of Directors of the Company and will be considered independent for the purposes of Rule 704(8) and Rule 210(5)(d)(iii) (which takes effect on 1 January 2022) of the Listing Manual

# RE-ELECTION OF MR. CHIA SENG HEE AS DIRECTOR

# **ORDINARY RESOLUTION 9:**

THAT, subject to and contingent upon the passing of Ordinary Resolution 10, Mr. Chia Seng Hee, who is retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual, and who, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.

# **ORDINARY RESOLUTION 10:**

THAT, subject to and contingent upon the passing of Ordinary Resolution 9 the re-election and continued appointment of Mr. Chia Seng Hee as a director of the Company, who, being eligible, offers himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr. Chia Seng Hee as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 10, be and is hereby approved.

### [See Explanatory Note (i)]

Mr. Chia Seng Hee will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee of the Board of Directors of the Company and will be considered independent for the purposes of Rule 704(8) and Rule 210(5)(d)(iii) (which takes effect on 1 January 2022) of the Listing Manual.

### ORDINARY RESOLUTION 11: AUTHORITY TO ALLOT AND ISSUE SHARES

THAT subject to and contingent upon the passing of the Key Resolutions and Special Resolution 2, and pursuant to the Bye-Laws of the Company and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of 2. the Company to:-

- (a) (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
  - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued during the continuance of such authority or thereafter, including, but not limited to, the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and from time to time thereafter to such persons and on such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit; and issue Shares in pursuance of any Instruments made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this Ordinary Resolution 11), provided that:

(1) the aggregate number of Shares issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this authority but excluding Shares which may be issued pursuant to any adjustments ("Adjustments") effected under any relevant Instrument, which Adjustment shall be made in compliance with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company for the time being) shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below), and provided further that the aggregate number of Shares to be issued other than on a pro-rata basis to existing Shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to such authority but excluding Shares which may be issued pursuant to any Adjustments effected under any relevant Instrument) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below)

The Nominating Committee of the Board of Directors of the Company and the Board have determined that each of Mr. Tan Siok Sing, Mr. Ho Teck Cheong and Mr. Chia Seng Hee remain objective and independent minded in Board deliberations. Their vast experience enable them to provide the Board and the various committees of the Board of Directors of the Company on which they serve, with pertinent experience and competence to facilitate sound decision-making and that their length of service do not in any way interfere with their exercise of independent judgment nor hinder their ability to act in the best interests of the Company. Additionally, each of Mr. Tan Siok Sing, Mr. Ho Teck Cheong and Mr. Chia Seng Hee fulfil the definition of independent directors of the Listing Manual and the Code of Corporate Governance 2018. More importantly, the Board trusts that each of Mr. Tan Siok Sing, Mr. Ho Teck Cheong and Mr. Chia Seng Hee is able to continue to discharge his duties independently with integrity and competence and that it would be most effective to draw on the appropriate competencies and diversity of experience from the longer serving directors while concurrently taking progressive steps to review and consider opportunities to refresh the Board as and when deemed required.

The Ordinary Resolution 11 proposed above, if passed, will empower the Directors from the date on which the transfer of the Company from Main Board to the Catalist becoming effective until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors may allot and issue under this Ordinary Resolution 11 shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing this Ordinary Resolution 11. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares). This authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting.

### Notes

(ii)

# Physical Meeting with Alternative Arrangements

The SGM will be held at Minto 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 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 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 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 and voting will be by way of poll. Please see Note 6 below for further information on voting by proxy.

Pre-registration Requirements (applicable to all Shareholders and SRS Investors)

All Shareholders and SRS investors who wish to attend the Physical Meeting or participate in the SGM procededings via a Live Webcast are required to pre-register at the Company's website at the following URL https://events.rajahtann.com/DukangSGM which will be available from 5 April 2021 till 3 May 2021, 2.30 p.m. ("Registration Cut-Off Time") to enable the Company to verify their status as Shareholders

Shareholders and SRS investors who have successfully 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 on 5 May 2021 should immediately contact Rajah & Tann Singapore LLP at dukang.sgm2021@rajahtann.com, with the following details included: (a) the full name of the shareholder; and (b) his/her/its identification/registration number

### Details of the Physical Meeting

#### Due to the current COVID-19 restriction orders in Singapore, the Company is not permitted to accommodate more than 20 attendees 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/SRS investors will not be able to pre-register their attendance. Shareholders/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

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 4 May 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 (h) 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 (i) person as it thinks fit to act as its representative with respect to the SGM
- In the absence of specific voting directions for any resolutions 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.

# 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 26 April 2021, 2.30 p.m., being seven (7) working days before the date of the SGM.

# Other Details

- Any reference to a time of day is made by reference to Singapore time. (a)
- The Circular may be accessed at the Company's website at the URL https://www.ddhlimited.com. (b)
- Due to the COVID-19 situation in Singapore, the Company may be required to change the arrangements (c) 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 electronice means, and providing them with any technical assistance where necessary, (iii) addressing questions from Shareholders and SRS investors received before the SGM and if necessary following up with the relevant Shareholders 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.

# APPENDIX TO NOTICE OF SPECIAL GENERAL MEETING ADDITIONAL INFORMATION ON THE PROPOSED DIRECTORS

Pursuant to Rule 720(6) of the Listing Manual, the information related to (a) Mr. Hu Chao and Mr. Zhao Chichun (who is to be appointed for the first time under Ordinary Resolutions 3 and 4 as set out in the Notice of SGM); and (b) Mr. Tan Siok Sing, Mr. Ho Teck Cheong, and Mr. Chia Seng Hee (who is to be re-elected under Ordinary Resolutions 5, 6, 7, 8, 9 and 10 as set out in the Notice of SGM) as set out in Appendix 7.4.1 of the Listing Manual is set out below:

The information below is to be read in conjunction with the information disclosed in Sections 9.6 to 9.9 of the Circula	ar.
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	Hu Chao	Zhao Chichun ("David Zhao")	Tan Siok Sing (Calvin) ("Calvin Tan")	Ho Teck Cheong	Chia Seng Hee, Jack ("Jack Chia")
Date of Appointment	Subject to the approval by shareholders, with effect from the date of SGM.	Subject to the approval by shareholders, with effect from the date of SGM.	26 June 2008	1 April 2011	26 June 2008
Date of last re-appointment (if applicable)	Not applicable	Not applicable	26 October 2018	30 October 2020	26 October 2018
Age	49	51	66	62	60
Country of principal residence	China	China	Singapore	Hong Kong	Singapore
The Board's comments on this appointment / re- election	The Board having considered (i) the recommendation of the Nominating Committee (" <b>NC</b> "); and (ii) Mr. Hu Chao's	The Board having considered (i) the recommendation of the NC; and (ii) Mr. David Zhao's qualifications and	Section 6 of the Circular for the NC's views on the re- election.	Please refer to pages Section 6 of the Circular for the NC's views on the re- election.	Section 6 of the Circular for the NC's views on the re- election.
	qualifications and experience, is of the view that Mr. Hu Chao has the requisite	experience, is of the view that Mr. David Zhao has the requisite experience and	The Board supported the NC's recommendation.	The Board supported the NC's recommendation.	The Board supported the NC's recommendation.
	experience and capabilities to assume the responsibilities of Executive Director and Chief Executive Officer (" <b>CEO</b> ") of the Company.	capabilities to assume the responsibilities of Executive Director of the Company.	Mr. Calvin Tan had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re- election.	Mr. Ho Teck Cheong had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re- election.	Mr. Jack Chia had abstained from voting on any resolution and making any recommendation and/or participate in respect of his own re- election.
Whether appointment is executive, and if so, the area of responsibility	Executive. Mr. Hu Chao will be responsible for the overall business direction and strategy of the Company and its subsidiaries. Mr. Hu Chao shall also be the Legal Representative of Chibi Shenshan Xingnong Agriculture Technology Co., Ltd. ("Xingnong Agriculture").	Executive. Mr. David Zhao will oversee the Company's sales and marketing functions, as well as investor relations, and shall be a Director of Xingnong Agriculture.	Non-Executive.	Non-Executive.	Non-Executive.

# APPENDIX TO NOTICE OF SPECIAL GENERAL MEETING ADDITIONAL INFORMATION ON THE PROPOSED DIRECTORS

	Hu Chao	Zhao Chichun ("David Zhao")	Tan Siok Sing (Calvin) ("Calvin Tan")	Ho Teck Cheong	Chia Seng Hee, Jack ("Jack Chia")
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and CEO of the Company and Legal Representative of Xingnong Agriculture	Executive Director	Non-Executive Chairman and a member of the Audit Committee, Nominating Committee and Remuneration Committee.	Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee.	Independent Director, Chairmen of the Nominating Committee and Remuneration Committee, and a member of the Audit Committee
Professional qualifications Working experience and occupation(s) during the past 10 years	Please refer to the information on business and working experience, educational and p r o f e s s i o n a l qualifications of Mr. Hu Chao set out in <b>Section 9.6</b> of the Circular.		Please refer to the information on business and working experience, educational and professional qualifications of Mr. Calvin Tan set out in <b>Section 9.6</b> of the Circular.	Please refer to the information on business and working experience, educational and professional qualifications of Mr. Ho Teck Cheong set out in <b>Section 9.6</b> of the Circular.	Please refer to the information on business and working experience, educational and professional qualifications of Mr. Jack Chia set out in <b>Section 9.6</b> of the Circular.
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	Nil	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	Nil	Nil	Nil	Nil	Nil
Conflict of interest (including any competing business)	Nil	Nil	Nil	Nil	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer – Yes / No	Yes	Yes	Yes	Yes	Yes
Other Principal Commitments*	Please refer to the information on business and working experience, educational and p r o f e s s i o n a l qualifications of Mr. Hu Chao set out in <b>Section 9.6</b> of the Circular.	Please refer to the information on business and working experience, educational and p r o f e s s i o n a l qualifications of Mr. Zhao Chichun set out in <b>Section 9.6</b> of the Circular.	Please refer to the information on business and working experience, educational and professional qualifications of Mr. Calvin Tan set out in <b>Section 9.6</b> of the Circular.	Please refer to the information on business and working experience, educational and professional qualifications of Mr. Ho Teck Cheong set out in <b>Section 9.6</b> of the Circular.	Please refer to the information on business and working experience, educational and professional qualifications of Mr. Jack Chia set out in <b>Section 9.6</b> of the Circular.

# APPENDIX TO NOTICE OF SPECIAL GENERAL MEETING ADDITIONAL INFORMATION ON THE PROPOSED DIRECTORS

	Hu Chao	Zhao Chichun ("David Zhao")	Tan Siok Sing (Calvin) ("Calvin Tan")	Ho Teck Cheong	Chia Seng Hee, Jack ("Jack Chia")
Other Directorships for the past 5 years	Please refer to the disclosures in <b>Section</b>	Please refer to the disclosures in <b>Section</b>	Please refer to the disclosures in <b>Section</b>	Please refer to the disclosures in S <b>ection</b>	Please refer to the disclosures in <b>Section</b>
Other Present Directorships	9.9 of the Circular.	9.9 of the Circular.	9.9 of the Circular.	9.9 of the Circular.	9.9 of the Circular.
	Disclo	osure applicable to appoi	ntment of Director only		
<ul> <li>Any prior experience as a director of an issuer listed on the Exchange? If yes, please provide details of prior experience.</li> <li>If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange.</li> <li>Please provide details of relevant experience and the nominating committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).</li> </ul>	Please refer to the disclosure on Mr. Hu Chao set out in <b>Section 9.6</b> of the Circular.	Please refer to the disclosure on Mr. Zhao Chichun set out in <b>Section 9.6</b> of the Circular.	Not applicable	Not applicable	Not applicable

Please refer to Section 9.13 for more information relating to the information on declaration items (a) to (k) of Appendix 7.4.1 of the SGX-ST Listing Manual concerning the above Directors.

\*The term "principal commitments" shall include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.