



# CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD.

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

## NOTICE OF ANNUAL GENERAL MEETING

**As a precautionary measure due to the current COVID-19 situation in Singapore, members of the Company will not be able to attend the AGM in person. Please refer to the notes to this Notice of AGM for further details.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Shenshan Orchard Holdings Co. Ltd. (the "Company") will be held by way of electronic means on Thursday, 28 April 2022 at 2.30 p.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial period from 1 July 2020 to 31 December 2021 ("FP2021") together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Bye-Law 85(6) of the Bye-Laws of the Company and who, being eligible, offer themselves for re-election, as Directors of the Company:
  - Ms. Zhang Lei **(Resolution 2)**
  - Mr. Yeo Teck Chuan **(Resolution 3)**

*Ms. Zhang Lei will, upon re-election as a Director of the Company, remain as an Independent Director of the Company as well as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company. Ms. Zhang Lei is considered independent by the Board of Directors of the Company for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

*Mr. Yeo Teck Chuan will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, the Chairman of the Nominating Committee and the Remuneration Committee as well as a member of the Audit Committee of the Company. Mr. Yeo Teck Chuan is considered independent by the Board of Directors of the Company for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

*The information relating to Ms. Zhang Lei and Mr. Yeo Teck Chuan as required under Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited is set out in the corporate governance report in the Annual Report.*
- To approve the payment of additional Directors' fees of S\$96,220 for the financial period from 1 July 2020 to 31 December 2021. **(Resolution 4)**  
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$193,025 for the financial year ending 31 December 2022, to be paid half-yearly in arrears (FP2021: S\$406,220). **(Resolution 5)**  
[See Explanatory Note (i)]
- To re-appoint BDO Limited, Certified Public Accountants, Hong Kong and BDO LLP, Public Accountants and Chartered Accountants, Singapore to act jointly and severally as the Company's Auditors and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

#### 7. SHARE ISSUE MANDATE

That pursuant to Bye-law 12(3) of the Company's Bye-Laws and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to issue shares of the Company ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may, in their absolute discretion, deem fit, and (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below) at the time of the passing of this Resolution, of which the aggregate number of Shares to be issued other than on a *pro rata* basis to all shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (b) below);
- subject to such manner of calculation 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 (a) above, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - new Shares arising from the conversion or exercise of convertible securities which were issued and are outstanding or subsisting at the time of the passing of this Resolution;
  - new Shares arising from the exercise of share options or vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
- that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's 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 earlier or (ii) in the case of Shares to be issued in accordance with the terms of Instruments issued, made or granted pursuant to this Resolution, until the issuance of such Shares in accordance with the terms of such Instruments.

[See Explanatory Note (ii)]

**(Resolution 7)**

By Order of the Board

Ho Hin Yip  
Toh Li Ping, Angela  
Company Secretaries  
12 April 2022

### Explanatory Notes to Resolutions to be passed -

- At the Annual General Meeting in respect of the financial year ended 30 June 2020 of the Company held on 30 October 2020, shareholders of the Company had approved the payment of Directors' fees of S\$310,000 for the financial year ending 30 June 2021 (i.e. from 1 July 2020 to 30 June 2021), to be paid half-yearly in arrears.  
Subsequently, the Company changed its financial year end from 30 June to 31 December. Please refer to the Company's announcement dated 1 June 2021 for more information. Accordingly, the Ordinary Resolution 4 proposed in item 3 above, if passed, is to approve the additional Directors' fees of S\$96,220 for the financial period from 1 July 2020 to 31 December 2021.  
The aggregate amount of Directors' fees for the financial period from 1 July 2020 to 31 December 2021 shall be S\$406,220 if the proposed Ordinary Resolution 4 is approved by shareholders.  
The Ordinary Resolution 5 proposed in item 4 above, if passed, is to approve the Directors' fees of S\$193,025 for the financial year ending 31 December 2022, which is the first 1 January to 31 December financial year of the Company after the aforementioned change of financial year end of the Company, to be paid half-yearly in arrears.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting of the Company 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 or such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to allot and issue Shares and to make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to an amount not exceeding, in total, fifty percent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a *pro rata* basis to shareholders of the Company.  
For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Ordinary Resolution, after adjusting for new Shares arising from the conversion or exercise of any convertible securities or the exercise of share options or the vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Ordinary Resolution and any subsequent bonus issue, consolidation or subdivision of Shares.

### Notes:

#### General

- 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 ("ACRA"), the Monetary Authority of Singapore ("MAS") and Singapore Exchange Regulation on 13 April 2020, 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 (as amended) and Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation jointly issued by the ACRA, the MAS and Singapore Exchange Regulation on 1 October 2020 and last updated on 4 February 2022 to provide that the 16 December 2021 Regulator's Column will form part of the Checklist ("Updated Checklist"), the Annual General Meeting of the Company will be held on Thursday, 28 April 2022 at 2.30 p.m. ("AGM" or "Meeting") by way of electronic means and members of the Company will NOT be allowed to attend the AGM in person. Printed copies of this Notice of AGM and the relevant proxy forms will be sent to members, and the electronic copies of which will be posted on the Company's corporate website at the following URL: <https://www.dshlimited.com> and the SGX-ST's website at the following URL: <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements are instead put in place to allow members to participate in the AGM by:
  - watching or listening to the AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Notes 3 to 4 below;
  - voting by appointing the Chairman of the Meeting as proxy at the AGM. Please refer to Notes 5 to 12 below for further details; and
  - submitting questions ahead of the AGM and members are provided an opportunity to ask questions during the Live Webcast. Please refer to the Notes 13 to 15 below for further details.

#### Participation in AGM proceedings via "live webcast"

- A member of the Company or their corporate representative (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("Live Webcast"). In order to do so, the member must pre-register by 2.30 p.m. on 25 April 2022 ("Pre-Registration Cut-Off Time"), at the following URL: <https://events.rajahtann.com/ChinaShenshanAGM2022> ("Pre-Registration Website").
- It is important that you provide your email address in your registration form. Following authentication of his/her/its status as a member of the Company, such member will receive an email on their authentication status containing login credentials to access the Live Webcast of the AGM proceedings by Tuesday, 26 April 2022. Members and investors holding shares in the Company through the Supplementary Retirement Scheme ("SRS") ("SRS investors") who do not receive any email by 9.00 a.m. on 27 April 2022, but have registered by the Pre-Registration Cut-Off Time, should contact the Company at [chinashenshan-agm@rajahtann.com](mailto:chinashenshan-agm@rajahtann.com), with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.  
Investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("Investors") (other than SRS investors) will not be able to pre-register at the Pre-Registration Website for the Live Webcast. An Investor (other than SRS investors) who wishes to participate in the Live Webcast should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and his/her/its number of shares held) to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [ChinaShenshan-AGM2022@boardroomlimited.com](mailto:ChinaShenshan-AGM2022@boardroomlimited.com) no later than 2.30 p.m. on 25 April 2022.

#### Voting by proxy

- The Live Webcast will not provide for online voting. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the instrument appointing the Chairman of the Meeting as proxy ("Proxy Form"), failing which the appointment will be treated as invalid.
  - The Chairman of the Meeting, as proxy, need not be a member of the Company.
  - 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. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A SRS investor who wishes to vote should approach his/her SRS Operator at least 7 working days before the date of the AGM (i.e. by 5.00 p.m. on 18 April 2022) to submit his/her voting instructions.
  - In the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any Proxy Form lodged if such members are not shown to have shares entered against their names in the Depository Register (as defined in Part IIIA of the Securities and Futures Act 2001 of Singapore), as at seventy-two (72) hours before the time appointed for holding this AGM as certified by The Central Depository (Pte) Limited to the Company.
  - The Proxy Form must be submitted through any one of the following means:
    - by depositing a physical copy at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
    - if submitted electronically, be submitted via email to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at [ChinaShenshan-AGM2022@boardroomlimited.com](mailto:ChinaShenshan-AGM2022@boardroomlimited.com).
- in each case, not later than 2.30 p.m. on 25 April 2022, and failing which, the Proxy Form will not be treated as valid.
- The Proxy Form must be executed under the hand of the appointor or of his/her 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, failing which the Proxy Form may be treated as invalid. 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 its directors or other governing body such person as it thinks fit to act as its representative with respect to the AGM.
  - The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form.

#### Submission of questions prior to the AGM

- All members, SRS investors and Investors of the Company may submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, in advance of the AGM but no later than 9.00 a.m. on 20 April 2022 (the "Cut-Off Time"):
  - in physical copy by depositing the same at the registered office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07 Keppel Bay Tower, Singapore 098632; or
  - by email to Mr. Ho Hin Yip at [raymond@shenshanorchard.com](mailto:raymond@shenshanorchard.com).
- Members and SRS investors will also be provided an opportunity to ask questions during the Live Webcast via the online chat box function.
- If the questions are deposited in physical copy at the Company's registered office of the Company's Share Transfer Agent or sent via email, and in either case not accompanied by the completed and executed Proxy Form (as defined below), 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/registration number.

The Company will address all substantial and relevant questions received from Shareholders by the Cut-Off Time relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.dshlimited.com> and on the SGX-ST's website at the following URL: <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the lodgement of the Proxy Forms (i.e. no later than 2.30 p.m. on 23 April 2022) ("Responses to Q&A").

Should there be subsequent clarification sought, or follow-up questions after the Cut-Off Time, the Company endeavours to address any (i) subsequent clarifications sought, (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after it has published its Responses to Q&A, prior to the AGM through publication on the SGX-ST's website and the Company's corporate website, or during the AGM via the Live Webcast. When substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the AGM on the Company's corporate website at the following URL: <https://www.dshlimited.com> and on the SGX-ST's website at the following URL: <https://www.sgx.com/securities/company-announcements> within one (1) month after the conclusion of the AGM, and the minutes will include the Company's responses to the substantial and relevant questions from Shareholders which are addressed during the AGM.

### Personal data privacy:

By pre-registering for the Live Webcast, submitting a Proxy Form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company: (i) consents to the collection, use and disclosure of such member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 such member discloses the personal data of such member's proxy(ies) and/or representative(s) to the Company (or its agents), such 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 (iii) agrees that such member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and/or damages as a result of such member's breach of warranty.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she propose/second) may be recorded by the Company for such purpose.