



CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD.

(Incorporated in Bermuda on 12 February 2008)
(Company Registration No.: 41457)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of the China Shenshan Orchard Holdings Co. Ltd. (the "Company") will be held at RNN Conference Centre 137 Cecil Street #04-01 Cecil Building Singapore 069537 on Friday, 26 April 2024 at 3.30 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 year ended 31 December 2023 ("FY2023") together with the Auditors' Report thereon. (Resolution 1)
- To re-elect the following Directors of the Company retiring pursuant to the Bye-Laws of the Company and who, being eligible, offer themselves for re-election, as Directors of the Company:
Mr. Zhao Chichun (retiring pursuant to Bye-Law 86(1)) (Resolution 2)
Mr. Zhou, Liyang (retiring pursuant to Bye-Law 85(6)) (Resolution 3)
The information relating to Mr. Zhao Chichun and Mr. Zhou, Liyang as required under Rule 720(5) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules") is set out in the corporate governance report in the Annual Report 2023.
- To note the retirement of Mr. Ho Teck Cheong as a Director of the Company pursuant to Bye-Law 86(1) of the Bye-Laws of the Company at the conclusion of the AGM. [See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$125,997 for the financial year ending 31 December 2024, to be paid half-yearly in arrears (FY2023: S\$193,757). [See Explanatory Note (ii)] (Resolution 4)
- 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 5)
- To transact any other ordinary business which may properly be transacted at an AGM.

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 the Bye-Laws of the Company and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to

- allot and issue shares in the capital 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 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 of the Company may in their absolute discretion deem fit; and issue Shares in pursuance of any Instruments made or granted by the Directors of the Company 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), provided that:

- 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 and subsidiary holdings) (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 ("Shareholders") (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 and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (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 and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - 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, provided that the share options or share awards were granted in compliance with Part VIII of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraphs (2)(i) or (2)(ii) above are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Ordinary Resolution;

- in exercising the authority conferred by this Ordinary Resolution, 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 Ordinary Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (iii)]

(Resolution 6)

By Order of the Board

Ho Hin Yip
Toh Li Ping, Angela
Company Secretaries
11 April 2024

Explanatory Notes to Resolutions to be passed -

- Item 3 above is to note the retirement of Mr. Ho Teck Cheong as a Director of the Company pursuant to the Bye-Laws of the Company. Mr. Ho Teck Cheong has served as an Independent Director of the Company for more than nine (9) years from the date of his first appointment. In the spirit of good corporate governance, Mr. Ho Teck Cheong expressed that he is not seeking re-election at the upcoming AGM. Accordingly, he shall retire as the Non-Executive Chairman and Independent Director of the Company, Chairman of the Audit Committee ("AC") and a member of the Nominating Committee ("NC") and the Remuneration Committee ("RC") at the conclusion of the upcoming AGM.

Concurrently upon the conclusion of the upcoming AGM, the Board committees shall be reconstituted as follows:

- Mr. Yeo Teck Chuan, an incumbent Independent Director of the Company, Chairman of the NC and the RC and a member of the AC, shall be appointed as the Non-Executive Chairman of the Company and Chairman of the AC. Mr. Yeo Teck Chuan shall continue to serve as Chairman of the NC and the RC.
- Mr. Huo Lei, the incumbent Non-Executive and Non-Independent Director of the Company, shall be appointed as a member of the AC, the NC and the RC. Mr. Huo Lei is considered non-independent by the Board of Directors of the Company for the purposes of Rule 704(7) of the Catalist Rules.

Consequent to the aforesaid changes and upon the conclusion of the upcoming AGM, the Board and its Board committees shall be as follows:

Board of Directors	Designation	AC	NC	RC
Zhao Chichun	Executive Director and Chief Executive Officer	-	-	-
Zhou, Liyang	Executive Director	-	-	-
Yeo Teck Chuan	Non-Executive Chairman and Independent Director	Chairman	Chairman	Chairman
Zhang Lei	Independent Director	Member	Member	Member
Huo Lei	Non-Executive and Non-Independent Director	Member	Member	Member

- The decrease in the proposed Directors' fees of S\$125,997 for the financial year ending 31 December 2024 to be paid half-yearly in arrears, as compared to the Directors' fees of S\$193,757 for FY2023 is due to the aforesaid retirement of Mr. Ho Teck Cheong at the conclusion of the upcoming AGM.

- Resolution 6 proposed above, if passed, will empower the Directors of the Company to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors of the Company may allot and issue under this Ordinary Resolution shall not exceed one hundred per cent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing this Ordinary Resolution. For allotment and issue of Shares and convertible securities other than on a *pro-rata* basis to all Shareholders, 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 and subsidiary holdings). This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM 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

- The AGM of the Company will be held in a wholly physical format at RNN Conference Centre 137 Cecil Street #04-01 Cecil Building Singapore 069537 and there will be no option for Shareholders to participate virtually ("Physical Meeting"). Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting. Please bring along your identification documents (e.g. NRIC/passport) so as to the Company to verify your identity.
- Printed copies of the Annual Report 2023 will not be despatched to Shareholders, unless otherwise requested. Printed copies of (i) this Notice of AGM, (ii) the Proxy Form and (iii) a request form (to request for printed copies of the Annual Report 2023) ("Request Form") will be sent to members, and the electronic copies of which, together with the Annual Report 2023, will be posted on the Company's corporate website at the following URL: <https://www.dhlimited.com> and the SGX-ST's website at the following URL: <https://www.sgx.com/securities/company-announcements>.

To receive a physical copy of the Annual Report 2023, please complete and return the Request Form to the 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 no later than 17 April 2024. Alternatively, you may email the completed Request Form to ChinaShenshan-AGM2024@boardroomlimited.com no later than 17 April 2024. A printed copy of the Annual Report 2023 will then be sent to the address specified by the Shareholders at his/her/its own risk.

- Authenticated Shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit Shareholders to submit their questions ahead of the AGM. Please refer to Notes 14 and 15 below for further details.
- Live voting by poll will be conducted during the AGM for Shareholders and proxy(ies) attending the Physical Meeting.

Voting by proxy

- A Shareholder (whether individual or corporate) who/which is entitled to attend, speak and vote at the AGM and hold two (2) or more Shares is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead, and must give specific instructions in the relevant proxy form ("Proxy Form") as to voting, or abstentions from voting, failing which the appointment will be treated as invalid. A proxy need not be a member of the Company.
- Where a Shareholder appoints more than one (1) proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as percentage of the whole) to be represented by each proxy in the Proxy Form.
- Persons who hold Shares through relevant intermediaries, other than SRS investors, and who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible. Persons who hold Shares through relevant intermediaries, other than SRS investors, may (i) vote at the AGM if they are appointed as proxies by their respective relevant intermediaries; or (ii) specify their voting instructions to/arrange for their votes to be submitted with their respective relevant intermediaries, and should contact their respective relevant intermediaries as soon as possible in order for the necessary arrangements to be made.

"relevant intermediary" means:

- a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Shares in that capacity; or
- the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of Shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

SRS investors may (a) vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should contact their respective SRS Operators if they have any queries regarding their appointment as proxies; or (b) specify their voting instructions to arrange for their votes to be submitted with their respective SRS Operators, and should approach their respective SRS Operators as soon as possible in order for the necessary arrangements to be made.

- 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 IIIAA 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 manners:

- by depositing a physical copy at the 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 by email to ChinaShenshan-AGM2024@boardroomlimited.com.

in each case, no later than 3.30 p.m. (Singapore time) on Tuesday, 23 April 2024, being not less than seventy-two (72) hours before the time fixed for the AGM, 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 resolution of 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.

- Completion and submission of the Proxy Form shall not preclude a Shareholder from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies (including the Chairman of the AGM) shall be deemed to be revoked if a Shareholder attends the AGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

Submission of Questions

- Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors), or where applicable, their appointed proxy(ies) are strongly encouraged to submit to the Company, questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM. In order to do so, their questions must be received by the Company no later than 9.00 a.m. (Singapore time) on Friday, 19 April 2024, being at least seven (7) calendar days from the Notice of AGM. Such questions may be submitted in the following manner:

- Shareholders (including SRS investors) may submit their questions electronically by email to ChinaShenshan-AGM2024@boardroomlimited.com; or by post or by depositing at the 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
- persons who hold Shares through relevant intermediaries (other than SRS investors) may submit questions through their relevant intermediary, who in turn may submit a consolidated list of questions to the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. by email to ChinaShenshan-AGM2024@boardroomlimited.com; and
- Shareholders and persons who hold Shares through a relevant intermediary (including SRS investors) who submit questions in advance of the AGM should provide the following information to the Company (or, in the case of persons who hold Shares through a relevant intermediary, their relevant intermediary) for verification purposes:
 - the Shareholder's full name;
 - the Shareholder's address, contact number and email; andthe manner in which the Shareholder holds Shares (e.g. if you hold Shares directly, please provide your NRIC/Passport No.; otherwise, please state if you hold your Shares through SRS, or through a relevant intermediary).

- Shareholders attending the AGM may also ask questions at the AGM. The Company will endeavour to address all substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) received in advance of the AGM by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.dhlimited.com> and on SGXNET at the following URL: <https://www.sgx.com/securities/company-announcements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Form, or otherwise, at the AGM.

Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions during the AGM. Where 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 within one (1) month after the AGM on the Company's corporate website at <https://www.dhlimited.com/investor-relations> and on SGXNET at <https://www.sgx.com/securities/company-announcements> and the minutes will include the responses to the substantial and relevant questions received from Shareholders which are addressed during the AGM.

Personal data privacy:

By attending the AGM, submitting questions in advance of the AGM and/or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at, the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data, as contained in any communication from or on behalf of the member in relation to the AGM (including but not limited to questions sent in advance of the AGM and proxy forms), by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes, questions submitted and the answers thereto for disclosure and publication before, at or after (as the case may be) the AGM and/or on SGXNET and the Company's corporate website (including publication of names of the Shareholders/proxies/representatives asking questions) and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules including code of corporate governance, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that all information submitted is true and accurate, and where the member discloses the personal data of the member's proxy(ies), representative(s) and/or any other party to the Company (or its agents or service providers), the member has obtained the prior consent of such party(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of their personal data for the Purposes, and (iii) 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 warranty.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Catalist Rules.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd., at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.