CIRCULAR DATED 5 APRIL 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by China Star Food Group Limited (the "**Company**"). If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should at once hand this Circular to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

The legal adviser appointed by the Company for the purpose of the corporate actions set out in this Circular is Aquinas Law Alliance LLP.

*This Circular has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

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

The contact person for the Sponsor is Mr Andrew Leo, Chief Executive Officer, at 7 Temasek Boulevard, #18-03B Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.

This Circular, together with the Notice of Extraordinary General Meeting ("**EGM**") and the attached Proxy Form, has been made available on the SGXNET. A printed copy of this Circular will NOT be despatched to Shareholders.

In light of the current COVID-19 situation and the related safe-distancing orders and / or regulations put in place in Singapore, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via live audio-visual webcast or listening to the EGM proceedings via live audio-only stream, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM.

Please refer to the Notice of EGM for further information, including the steps to be taken by Shareholders to participate at the EGM.

CHINA STAR FOOD GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Unique Entity Number: 200718683N)
(SGX Stock Code: 42W)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

(1) THE PROPOSED REMOVAL OF RT LLP AS THE AUDITORS OF THE COMPANY;

(2) THE PROPOSED APPOINTMENT OF UHY LEE SENG CHAN & CO. AS THE AUDITORS OF THE COMPANY; AND

(3) THE PROPOSED CHANGE OF THE NAME OF THE COMPANY TO "ZIXIN GROUP HOLDINGS LIMITED".

IMPORTANT DATE AND TIMES:

Last date and time for lodgement of Proxy Form	:	3 May 2022 at 3.00 p.m.
Date and time of Extraordinary General Meeting	:	5 May 2022 at 3.00 p.m.
Place of Extraordinary General Meeting	:	The EGM will be held by electronic means in accordance with the manner as set out in the Notice of EGM at Pages N-1 to N-4 of this Circular.

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In this Circular, the following definitions apply throughout unless otherwise stated or the context otherwise requires:

"**Accountants Act**"	:	The Accountants Act 2004 of Singapore, as amended, supplemented or modified from time to time
"**ACRA**"	:	The Accounting and Corporate Regulatory Authority of Singapore
"**AGM**"	:	Annual General Meeting
"**Alternative Arrangements Announcement**"	:	The announcement on alternative arrangements in relation to the EGM dated 5 April 2022
"**Audit Committee**"	:	The Audit Committee of the Company as at the Latest Practicable Date
"**Board**"	:	The board of Directors of the Company as at the Latest Practicable Date
"**Catalist**"	:	The Catalist Board of the SGX-ST
"**Catalist Rules**"	:	The SGX-ST Listing Manual Section B: Rules of Catalist
"**CDP**"	:	The Central Depository (Pte) Limited
"**Circular**"	:	This circular to Shareholders dated 5 April 2022
"**Company**"	:	China Star Food Group Limited
"**Companies Act**"	:	Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time
"**Constitution**"	:	The constitution of the Company, as amended from time to time
"**Depository Agent**"	:	Has the meaning ascribed to it in Section 81SF of the Securities and Futures Act
"**Director**"	:	A director of the Company as at the Latest Practicable Date
"**EGM**"	:	The Extraordinary General Meeting of the Company to be held on 5 May 2022, at 3.00 p.m. by way of electronic means, to seek the approval of Shareholders for the Proposed Resolutions, notice of which is set out on pages N-1 to N-4 of this Circular
"**FY2018**"	:	The financial year of the Company ended 31 March 2018
"**FY2022**"	:	The financial year of the Company ended 31 March 2022
"**Group**"	:	The Company together with its subsidiaries

"**Independent Director**"	:	A director of the Company that is independent in conduct, character and judgement, and has no relationship with the Company, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the Company
"**Latest Practicable Date**"	:	4 April 2022, being the latest practicable date prior to the issue of this Circular
"**Live Audio Stream**"	:	A "live" audio-only stream via telephone
"**Live Webcast**"	:	A "live" audio-visual webcast streamed via mobile phones, tablets or computers
"**Notice of EGM**"	:	The notice of EGM which is on pages N-1 to N-4 of this Circular
"**PCS**"	:	Has the meaning as set out in Paragraph 2.1.1 of this Circular
"**PMP Review**"	:	Has the meaning as set out in Paragraph 2.1.3(a) of this Circular
"**PRC**"	:	The People's Republic of China
"**PRC Subsidiaries**"	:	The PRC-incorporated wholly-owned subsidiaries of the Company, being Fujian Zixin Biological Potato Co., Ltd., Fujian Zilaohu Food Co., Ltd., Fujian Xingpai Food Co., Ltd., and Liancheng Dizhongbao Modern Agriculture Development Co., Ltd.
"**Proposed Appointment of Auditors**"	:	Has the meaning as set out in Paragraph 1.1.1(b) of this Circular
"**Proposed Change of Auditors**"	:	Has the meaning as set out in Paragraph 1.1.2 of this Circular
"**Proposed Removal of Auditors**"	:	Has the meaning as set out in Paragraph 1.1.1(a) of this Circular
"**Proposed Resolutions**"	:	Has the meaning as set out in Paragraph 1.1.1 of this Circular
"**Securities and Futures Act**"	:	The Securities and Futures Act 2001 of Singapore, as amended, supplemented or modified from time to time
"**SGX-ST**"	:	The Singapore Exchange Securities Trading Limited
"**SGXNET**"	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
"**Shares**"	:	Ordinary shares in the capital of the Company

"**Shareholders**" (and each, a "**Shareholder**")	:	The registered holders of Shares of the Company, except where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with those Shares
"**Special Notice**"	:	The notice period for a resolution requiring special notice pursuant to Section 185 of the Companies Act
"**Substantial Shareholder**"	:	A person who has an interest or interests in voting Shares in the Company representing not less than 5.0% of all the voting Shares of the Company, as defined under Section 81 of the Companies Act
"**UHY**"	:	UHY Lee Seng Chan & Co.
"**Verification Email**"	:	Has the meaning as set out in Paragraph 7.4 of this Circular
"**Zixin International**"	:	Zixin International Pte. Ltd.
"**Zhonghua CPA**"	:	Has the meaning as set out in Paragraph 2.1.3(b)(i) of this Circular
"**%**" or "**per cent**"	:	Per centum or percentage
"**S$**" and "**cents**"	:	Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore

The terms "**Depositor**", "**Depository**", and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The terms "**subsidiaries**" and "**related corporations**" shall have the meanings ascribed to them respectively in the Companies Act.

Any reference to a time of day in this Circular shall be a reference to Singapore time, unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Securities and Futures Act, the Catalist Rules or such statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the Securities and Futures Act, the Catalist Rules or such statutory modification thereof, as the case may be, unless otherwise provided.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall, where applicable, include corporations.

CHINA STAR FOOD GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Unique Entity Number: 200718683N)
(SGX Stock Code: 42W)

Directors:
Liang Chengwang (Executive Chairman and Chief Executive Officer)
Duanmu Xiaoyi (Executive Director)
Ng Poh Khoon (Lead Independent Director)
Xue Congyan (Independent Director)
Lawrence Chen Tse Chau (Chen Shichao) (Independent Director)

Registered Office:
24 Raffles Place
#20-03 Clifford Centre
Singapore 048621

5 April 2022

To: Shareholders of China Star Food Group Limited

Dear Sir / Madam,

(1) THE PROPOSED REMOVAL OF RT LLP AS THE AUDITORS OF THE COMPANY;

(2) THE PROPOSED APPOINTMENT OF UHY LEE SENG CHAN & CO. AS THE AUDITORS OF THE COMPANY; AND

(3) THE PROPOSED CHANGE OF THE NAME OF THE COMPANY TO "ZIXIN GROUP HOLDINGS LIMITED".

1. INTRODUCTION

1.1 Purpose of this Circular

1.1.1 The Board of Directors is convening the EGM to be held by way of electronic means to seek Shareholders' approval for the following:

(a) the removal of RT LLP as the auditors of the Company pursuant to Section 205(4) of the Companies Act (the "**Proposed Removal of Auditors**") (Ordinary Resolution 1);

(b) the appointment of UHY Lee Seng Chan & Co. as the auditors of the Company until the next annual general meeting of the Company (the "**Proposed Appointment of Auditors**") (Special Resolution 2); and

(c) the change of the Company's name from "China Star Food Group Limited" to "Zixin Group Holdings Limited" (Special Resolution 3),

(collectively, the "**Proposed Resolutions**").

1.1.2 Ordinary Resolution 1 and Special Resolution 2 shall collectively be known as the "**Proposed Change of Auditors**".

1.1.3 Shareholders should note that Special Resolution 2 is conditional upon the passing of Ordinary Resolution 1. This means that if Ordinary Resolution 1 is not passed, Special Resolution 2 would not be passed.

1.1.4 The purpose of Circular is to provide Shareholders with information relating to the Proposed Resolutions, and to seek Shareholders' approval in relation thereto at the EGM. The Notice of EGM is set out on pages N-1 to N-4 of this Circular.

2. THE PROPOSED CHANGE OF AUDITORS

2.1 Reasons for the Proposed Change of Auditors

2.1.1 RT LLP has been the independent auditors of the Company and its wholly-owned Singapore subsidiary Zixin International since FY2018, and was re-appointed as the Company's auditors at the last AGM of the Company held on 31 August 2021, to hold office until the conclusion of the forthcoming AGM of the Company for FY2022. Pan-China Singapore PAC ("**PCS**") has been the auditors of the PRC Subsidiaries since FY2018. After the AGM which was held on 31 August 2021, the Company had, as part of its ongoing efforts to manage its business costs and expenses and for the purpose of ensuring overall good corporate governance, considered approaching other audit firms for proposals in relation to audit services and quotations. On or about end of September 2021 onwards, the Company approached other audit firms of similar standing to RT LLP to obtain their quotations.

2.1.2 In furtherance thereof, having obtained the quotation from UHY and having assessed the suitability of UHY, the Board is of the view that it would be timely and appropriate to appoint a new firm of independent auditors for FY2022, subject to the relevant approval of the Shareholders at the EGM.

2.1.3 <u>The Proposed Appointment of Auditors</u>

(a) UHY was selected for the proposed appointment after the Audit Commitee of the Company (the "**AC**") invited and evaluated competitive proposals from various audit firms. The AC reviewed and deliberated on the proposals received from each of the audit firms and has considered, amongst others, (A) the Audit Quality Indicators Disclosure Framework issued by the Accounting and Corporate Regulatory Authority ("**ACRA**"), as well as (B) the criteria for the evaluation and selection of external auditors contained in the Guidebook for Audit Committees in Singapore and the Audit Committee Guide issued by the Singapore Institute of Directors, including factors such as (i) the adequacy of the resources and experience of the audit firm to be selected and the audit engagement partners to be assigned to the respective audits of the Company and the subsidiaries of the Group, (ii) that the audit engagement partner has not been subjected to ACRA's Practice Monitoring Programme ("**PMP Review**") for the past 12 months, (iii) audit approach, (iv) transition plan, (v) other audit engagements of the audit firm to be selected, (vi) the Group's audit requirements, (vii) the size and complexity of the Group and the number and experience of supervisory and professional staff to be assigned to the audit, and (viii) the proposed audit fees.

(b) Based on the above evaluation, the AC recommended to the Board that UHY be selected for the proposed appointment on the basis that it best suits the current business and operational needs of the Group. In particular:

(i) the Board notes that if the Proposed Appointment of Auditors is approved by Shareholders, the Company's wholly-owned Singapore-incorporated subsidiary, Zixin International, will also be changing its auditor from RT LLP to UHY. The Group's PRC Subsidiaries, the operations of which are mainly in the PRC, will also be changing their respective auditors to either UHY (who would travel to the PRC to perform the audit) or its affiliated firm in the PRC, Zhonghua Certified Public Accountants LLP ("**Zhonghua CPA**"), an accounting firm incorporated in the PRC. In respect of FY2022, the Company understands from UHY that arrangements are in place for Zhonghua CPA to perform the audit of the PRC Subsidiaries in view of the current Covid-19 situation in the PRC, which has increased the inconvenience of travelling. For subsequent financial years, the above audit arrangements for the PRC Subsidiaries may change, whereby UHY may elect instead to travel to the PRC to perform the audit of the PRC Subsidiaries, subject to UHY's assessment. UHY and Zhonghua CPA are both independent members of UHY International, an international network of accounting and consulting firms. In this regard, the Board and AC are of the view that having auditors from the same network of firms would enhance the overall efficiency and effectiveness of the Group's audit;

(ii) the quality and scope of audit services to be provided by UHY will be comparable to those provided by RT LLP, while the audit fees proposed by UHY are more competitive and would provide significant cost savings; and

(iii) the Board and AC are of the opinion that UHY will be able to fulfil the audit requirements of the Company and the Group without compromising the standard and effectiveness of the audit of the Company and the Group.

2.1.4 The Proposed Removal of Auditors

(a) The Company had on 26 January 2022 formally requested that RT LLP resign from its appointment as auditors of the Company for the reasons as stated above. In its reply to the Company dated 27 January 2022, RT LLP had indicated it had no professional reasons to justify its resignation to ACRA, and had informed the Company that the Company should carry out the Removal of Auditors pursuant to Section 205(4) of the Companies Act if the Company wishes to undertake a change of auditors.

(b) RT LLP has on 24 February 2022 further given the Company its confirmation that:

(i) RT LLP has not commenced the audit for the financial year of the Company ending 31 March 2022;

(ii) there are no disputes between RT and the management of the Company; and

(iii) there are no matters which may affect the independence or integrity of the audit.

(c) Accordingly, in order to undertake the Proposed Change of Auditors, the Company is now seeking Shareholders' approval for the removal of RT LLP as the auditors of the Company at the EGM.

(d) The Board wishes to highlight that the Proposed Change of Auditors is in no way the result of any disagreement with RT LLP. The Board wishes to express its appreciation for the past services rendered by RT LLP.

2.2 Information on UHY and the audit engagement partner

2.2.1 UHY was established in 1967 and is a firm of Chartered Accountants in Singapore registered with ACRA and approved under the Accountants Act 2004 of Singapore. It is one of the top 14 audit firms in Singapore[1] and has about 120 strong partners and professional staff who are skilled and experienced. UHY has grown over the past five (5) decades to become a leading Chartered Accountant firm offering diversified business advisory services in the region. To meet their client's increasing needs in advisory services in the region, UHY has extended their reach beyond Singapore, Johor Bahru and Kuala Lumpur. To date, UHY has more than 600 Singapore clients in various industries. Out of its over 600 clients, two (2) are listed in Bursa Malaysia, three (3) on the Catalist Board of the SGX-ST and one (1) listed in NASDAQ. Of these six (6) listed clients, three (3) have operations and presence in the PRC.

2.2.2 As an independent member firm of UHY International, an international network of accounting and consulting firms, UHY is well-connected to nearly 329 major business centres across 100 countries worldwide, bound together by a commitment to share their clients' aspirations and delivering customised, innovative and practical solutions to help their clients make the right business decisions and to provide a range of commercially focused services and professional advices for clients with international business interests. For more information about UHY, please visit its website at http://www.uhylsc.com.sg/. Apart from one (1) independent quality control review partner, the engagement team assigned by UHY to the Company will comprise of two (2) audit partners, one (1) audit manager and three (3) audit professionals.

2.2.3 UHY International, which was established in 1986 and is based in London, is a member of the Forum of Firms, an association of international networks of accounting firms. The Forum's goal is to promote consistent and high-quality standards of cross-border financial reporting and auditing practices worldwide, and the adoption of international auditing standards. For additional information on the Forum of Firms, please visit https://www.ifac.org/who-we-are/committees/transnational-auditors-committee-forum-firms.

1 *According to the Singapore Business Review published in October 2019.*

2.2.4 UHY International is currently ranked 18th among the largest international audit, accounting, tax and consultancy networks by fee income (source: International Accounting Bulletin, March 2021). As at March 2020, it has over 8,578 strong partners and professional staff who are skilled and experienced in 329 major business centres across 100 countries. For more details, please visit https://www.uhy.com/about-us/about-uhy/.

2.2.5 The audit partner-in-charge from UHY will be Mr Lee Sen Choon ("**Mr Lee**"), who is a Chartered Accountant (Singapore) with Certificate for Practice with the Institute of Singapore Chartered Accountants, a Public Accountant registered with ACRA and a Fellow Member with the Institute of Chartered Accountants in England and Wales. He is also a member of the Institute of Internal Auditors.

2.2.6 Mr Lee is currently the partner-in-charge of Koyo International Limited, Sim Leisure Group Ltd. and KOP Limited. He is an independent director of Best World International Limited and Hor Kew Corporation Limited, and also serving as the audit committee chairman of Best World International Limited and an audit commitee member of Hor Kew Corporation Limited respectively.

2.2.7 Mr Lee has more than 40 years of professional and global experience, blending a mixture of internal and external audit, accounting controllership, taxation, reorganisation, share and business evaluations for acquisition and corporate reconstruction, due diligence reviews, initial public offering listing and risk management across a spectrum of industries and countries.

2.2.8 Mr Lee is currently the Managing Partner of UHY and Director of LSC Management Consultants Pte Ltd. He is a graduate of the Chartered Institute of Management Accountants, UK and holds a Post Graduate Diploma in Management Studies, UK.

2.2.9 Mr Lee has serviced clients in a diverse range of industries, including construction and property development companies, trading and retailing, manufacturing, oil palm and fruit plantations, transport and freight forwarding, agriculture, hotels and restaurants, shipbuilding and repairing, laboratories and pests control, fishing companies, travel and tour agents, jewellery and plastic manufacturing, construction, advertising and media, estate and auctioneers.

2.2.10 For the past 12 months, Mr Lee has not been subject to the PMP Review and, accordingly, has had no feedback from ACRA. In 2012 and 2015, ACRA had carried out the PMP Review on Mr Lee and he had passed both reviews.

2.2.11 UHY has by way of a letter dated 29 March 2022 given its written consent to be appointed as new auditors of the Company, subject to the approval of Shareholders being obtained at the EGM. Pursuant to the requirements under the Companies Act and the Catalist Rules, the appointment of UHY shall be specifically approved by the Shareholders at an EGM. The appointment of UHY as the new auditors of the Company would take effect upon approval of the same by the Shareholders at the EGM. If appointed, UHY will hold office until the conclusion of the next AGM of the Company.

2.3 Information on Zhonghua CPA

2.3.1 Zhonghua CPA was established in 1985 and is a member of UHY's network of international accounting firms and a member of the IPO committee of the China Securities Regulatory Commission. To date, Zhonghua CPA has in its employment 1,200 qualified professionals which include members of the Chinese Institute of Certified Public Accountants and certified public accountants chartered in the United States, Taiwan, Hong Kong and Australia.

2.3.2 Zhonghua CPA's practice focuses on providing assurance, accounting, corporate finance and advisory services to public listed companies on the PRC and foreign exchanges, banks and non-financial institutions as well as large scale foreign investment enterprises. Presently, the firm is the reporting accountant for over 60 companies and has experience dealing with clients from various industries such as textiles and clothing, pharmaceuticals, agriculture, real estate, information technology and machinery manufacturing.

2.3.3 For more information about Zhonghua CPA, please visit its website at http://www.zhonghuacpa.com/en/index.php.

2.4 Requirements under the Companies Act and the Catalist Rules

2.4.1 Requirements under the Companies Act

(a) Pursuant to Section 205(4) of the Companies Act, an auditor of a company may be removed from office by resolution of the company at a general meeting of which special notice has been given, but not otherwise.

(b) Pursuant to Section 205(5) of the Companies Act, where special notice of a resolution to remove an auditor is received by a company, the company must (a) immediately send a copy of the notice to the auditor concerned and to the Registrar (as defined under Section 4 of the Companies Act), and (b) the auditor may, within 7 days after the receipt by the auditor of the copy of the notice, make representations in writing to the company (not exceeding a reasonable length) and request that, prior to the meeting at which the resolution is to be considered, a copy of the representations be sent by the company to every member of the company to whom notice of the meeting is sent (the "**Auditor's Representations**"). In compliance with Section 205(5) of the Companies Act, the Company had on the date of this Circular, sent a copy of the Notice of EGM to RT LLP and ACRA.

(c) Pursuant to Section 205(6) of the Companies Act, the Company must send a copy of the auditor's representations as so requested and the auditor may, without affecting the auditor's right to be heard orally, require that the representations be read out at the meeting, unless the Registrar on the application of the company otherwise orders. In the event that the Company receives the Auditor's Representations by 12 April 2022, the Company will release a copy of the Auditor's Representations by way of an announcement on the SGXNET and the Company's website.

(d) Where RT LLP is removed as the auditors of the Company at the EGM, the Company may, pursuant to Section 205(7)(a) of the Companies Act, at the same EGM appoint UHY as the new auditors of the Company by a resolution passed by a majority of not less than three-fourths of Shareholders as being entitled to vote in person or by proxy. Alternatively, pursuant to Section 205(7)(b) of the Companies Act, the EGM may be adjourned to a date not earlier than 20 days and not later than 30 days after the EGM and the Company may, by ordinary resolution, appoint another accounting entity as auditor, being an accounting entity notice of whose nomination as auditor has, at least 10 days before the resumption of the adjourned meeting, been received by the Company. In this regard, the Company has decided to propose the appointment of UHY at the EGM and such appointment shall only be passed by a majority of not less than three-fourths of Shareholders as being entitled to vote in person or by proxy.

2.4.2 Requirements under the Catalist Rules

(a) Rule 712(1) and 712(2) of the Catalist Rules provide:

"(1) An issuer must appoint a suitable auditing firm to meet its audit obligations, having regard to the adequacy of the resources and experience of the auditing firm and the audit partner-in-charge assigned to the audit, the firm's other audit engagements, the size and complexity of the listed group being audited, and the number and experience of supervisory and professional staff assigned to the particular audit. A mineral, oil and gas company must appoint an auditing firm where the auditing firm and audit partner-in-charge have the relevant industry experience.

(2) The auditing firm appointed by the issuer must be:

(a) Approved under the Accountants Act. The audit partner-in-charge assigned to the audit must be a public accountant under the Accountants Act;

(b) Approved by, registered with and/or regulated by an independent audit oversight body acceptable to the Exchange. Such oversight bodies should be members

of the International Forum of Independent Audit Regulators, independent of the accounting profession and directly responsible for the system of recurring inspection of accounting firms or are able to exercise oversight of inspections undertaken by professional bodies. Where applicable, the audit partner-in-charge assigned to the audit should be approved by, registered with or regulated by a relevant audit oversight body acceptable to the Exchange; or

(c) Any other auditing firm acceptable by the Exchange."

(b) Rule 712(3) of the Catalist Rules provides:

"(3) A change in auditing firm or the proposed appointment of an additional auditing firm to meet requirements in Rule 712(2A) must be specifically approved by shareholders in a general meeting. The notice of meeting must incorporate, where applicable:

(a) confirmation from the outgoing auditors as to whether they are aware of any professional reasons why the new auditors should not accept appointment as auditors of the issuer, and if so, to provide reasons;

(b) confirmation from the issuer as to whether there were disagreements with the outgoing auditors on accounting treatments within the last 12 months, and if so, to provide details;

(c) confirmation from the issuer as to whether it is aware of any circumstances connected with the change of auditors that should be brought to the attention of the shareholders of the issuer;

(d) specific reasons for the change of auditors, including whether the outgoing auditors resigned, declined to stand for election, were dismissed or directed by the Exchange to be replaced under Rule 305(1)(eb);

(e) confirmation from the issuer that it complies with Rule 712 and Rule 715 or 716 in relation to the appointment of the new auditing firm; and

(f) explanation that the appointment of an additional auditing firm is to meet the Exchange's requirements in Rule 712(2A)."

(c) Rule 715 of the Catalist Rules provides:

"(1) Subject to Rule 716, an issuer must engage the same auditing firm based in Singapore to audit its accounts, and its Singapore-incorporated subsidiaries and significant associated companies.

(2) An issuer must engage a suitable auditing firm for its significant foreign-incorporated subsidiaries and associated companies."

2.5 Compliance with Chapter 7 of the Catalist Rules

2.5.1 In accordance with Rules 712(1) and 712(2) of the Catalist Rules:

(a) the AC and the Board, for the reasons set out in Paragraph 2.1.3 and having regard to the information on UHY and the audit engagement partner in Paragraph 2.2 above, are of the view that UHY is a suitable auditing firm to meet its audit obligations, having regard to the adequacy of the resources and experience of UHY and the audit partner-in-charge assigned to the audit, UHY's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff assigned to the audit; and

(b) UHY is approved under the Accountants Act.

2.5.2 In accordance with Rule 712(3) of the Catalist Rules:

(a) the Company has received a copy of RT LLP's professional clearance letter dated 17 March 2022 to UHY, confirming that RT LLP is not aware of any professional reasons why UHY should not accept appointment as the Company's auditors;

(b) the Company confirms that there were no disagreements with RT LLP on accounting treatments within the last twelve (12) months up to the date of this Circular;

(c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;

(d) the Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in Paragraph 2.1 of this Circular; and

(e) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of UHY as the Company's auditors.

2.5.3 In accordance with Rule 715 of the Catalist Rules:

(a) subject to the appointment of UHY as the auditors of the Company, UHY shall also be appointed as the auditors of the the Company's Singapore-incorporated subsidiary, Zixin International;

(b) subject to the appointment of UHY as the auditors of the Company, the Company will take the necessary steps for Zhonghua CPA to replace PCS as the auditors of the Group's PRC Subsidiaries; and

(c) the Board and Audit Committee are of the view that Zhonghua CPA is a suitable auditing firm for the PRC Subsidiaries, being the Company's significant foreign-incorporated subsidiaries and associated companies. Please refer to Paragraph 2.3 of this Circular for more information on Zhonghua CPA.

2.6 AC's Recommendation

The AC has reviewed the Proposed Change of Auditors and recommended the appointment of UHY as independent auditors of the Company in place of RT LLP after taking into account the suitability and independence of UHY to meet the audit requirements of the Group and the various factors as set out above. The recommended appointment of UHY as independent auditors of the Company in place of RT LLP is in compliance with the requirements of the Catalist Rules.

3. CHANGE OF COMPANY NAME TO "ZIXIN GROUP HOLDINGS LIMITED"

3.1 Rationale for the Proposed Change of Name

3.1.1 The Board is proposing to change the name of the Company from "China Star Food Group Limited" to "Zixin Group Holdings Limited" (the "**Proposed Change of Name**").

3.1.2 The Proposed Change of Name stems from the intention to consolidate the identity and branding of the Group. The operations of the Group are largely based in the PRC, and its identifying name in the PRC is generally known as "紫心薯业", which loosely translates to "the business of purple sweet potatoes". The pronunciation of "紫心薯业" is "Zixin Shu Ye", and the Group is thus generally known as "Zixin".

3.1.3 As previously explained in its circular dated 14 October 2021 in relation to the proposed placement of 500,000,000 new ordinary shares in the share capital of the Company (which was completed on 19 November 2021), the Group intends to expand the sale of its products to Singapore and eventually, other countries in the South-East Asia region such as Malaysia, Indonesia and Thailand. In this regard, the Group intends to present an aligned and consolidated branding and identity before it expands into the aforementioned regions.

3.1.4 Further, the Company has previously received queries and comments from stakeholders on how China Star Food Group Limited is related to "Zixin". The Board is therefore of the view that it is timely for the Company to change its name and will seek such approval from Shareholders at the EGM.

3.1.5 The Proposed Change of Name shall not affect the legal status of the Company or any of the rights of Shareholders, and the existing Shares will continue to be traded on the SGX-ST.

3.2 Approvals

3.2.1 Pursuant to Section 28(1) of the Companies Act, the Proposed Change of Name will be proposed as a special resolution at the EGM and is subject to the approval of not less than three-fourths of Shareholders entitled to vote in person or by proxy at the EGM.

3.2.2 The Company's application to reserve the proposed new name "**Zixin Group Holdings Limited**" had been approved by ACRA on 22 January 2022. The proposed new name has been reserved for 120 days from the date of ACRA's approval and no further extension of the name reservation would be allowed.

3.3.3 Subject to the approval of Shareholders of the special resolution relating to the Proposed Change of Name at the EGM and registration by ACRA, the Company will lodge the requisite statutory returns with ACRA to effect the change of name of the Company from "**China Star Food Group Limited**" to "**Zixin Group Holdings Limited**". Upon the lodgement of the requisite statutory returns with ACRA, the Company shall adopt the name "**Zixin Group Holdings Limited**" as its new name and the name "**Zixin Group Holdings Limited**" shall replace all references to "**China Star Food Group Limited**", wherever such references appear in the Constitution. Apart from the substitution of the Company's name, no amendments will be made to the Constitution.

3.2.4 The Company will make an announcement when the Proposed Change of Name takes effect. The Proposed Change of Name will not affect (i) the identity and legal status of the Company, (ii) any of the rights or obligations of the Company, (iii) any of the rights of Shareholders or (iv) the Group's daily business operations and financial position. The existing Shares will continue to be traded on the SGX-ST.

3.3 Existing Share Certificates

Shareholders should note that notwithstanding the change of the Company's name, the Company will not recall existing share certificates bearing the current name of the Company and such share certificates will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders in respect of their existing share certificates.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for their respective interests in the Company, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Change of Auditors or the Proposed Change of Name.

5. DIRECTORS' RECOMMENDATIONS AND RESPONSIBILITY STATEMENT

5.1 Proposed Change of Auditors

Having considered, among other things, the rationale and benefit of the Proposed Change of Auditors as well as the recommendation of the AC, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution in relation to the Proposed Removal of Auditors and the Special Resolution in relation to the Proposed Appointment of Auditors at the EGM.

5.2 Proposed Change of Name

The Directors, having reviewed, among other things, the rationale of the Proposed Change of Name and other information set out in Paragraph 3 of the Circular, are of the view that the Proposed Change of Name is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Proposed Change of Name at the EGM.

5.3 Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors and the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors have been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

6. EXTRAORDINARY GENERAL MEETING

Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the EGM will be held by way of electronic means on 5 May 2022 at 3.00 p.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Proposed Resolutions relating to the Proposed Placement as set out in the Notice of EGM on pages N-1 to N-4 of this Circular.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Notice of EGM, Circular, Proxy Form and Announcement on Alternative Arrangements for EGM

7.1.1 Printed copies of this Circular, the Notice of EGM, the Proxy Form, and the Alternative Arrangements Announcement will not be sent to Shareholders. Instead, the Notice of EGM, this Circular and the Proxy Form are available on the SGXNET at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.zixingroup.com.sg/.

7.1.2 Details of the steps for pre-registration for the Live Webcast or Live Audio Stream, submission of comments, queries and/or questions in advance of the EGM and submission of Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the EGM are set out in the Notice of EGM and Alternative Arrangements Announcement.

7.2 Attendance at the EGM

7.2.1 Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person. Shareholders will also not be able to vote online on the resolutions to be tabled for approval at the EGM.

7.2.2 The proceedings of the EGM will be conducted by way of electronic means. Shareholders will be able to either:

(a) watch the proceedings through a Live Webcast; or

(b) listen to the proceedings through a Live Audio Stream.

7.3 Participation at the EGM

7.3.1 Alternative arrangements have been put in place to allow Shareholders to participate in the EGM by:

(a) observing or listening to the EGM proceedings via the Live Webcast or Live Audio Stream;

(b) submitting questions in advance of the EGM; and

(c) voting by appointing the Chairman of the EGM as proxy at the EGM.

7.3.2 Details of the steps for pre-registration for the Live Webcast or Live Audio Stream, submission of comments, queries and/or questions in advance of the EGM and submission of Proxy Forms to appoint the Chairman of the Meeting to attend, speak and vote at the EGM are set out in the Alternative Arrangements Announcement.

7.4 Key Dates and Times

Key Dates and Times	Action to be taken by Shareholders
12 April 2022, 11.59 p.m.	Deadline for Shareholders to submit comments, queries and/or questions in advance of the EGM. All substantial and relevant questions received by Shareholders prior to the deadline of 12 April 2022, 11.59 p.m. will be addressed by the Company at least 72 hours prior to the closing date and time for the lodgment of the proxy forms i.e., 30 April 2022 at 3.00 p.m. Substantial and relevant questions which are submitted after 11.59 p.m. on 12 April 2022 will be consolidated and addressed either before the EGM via an announcement on SGXNET and the Company's website at the URL https://www.zixingroup.com.sg/ or at the EGM.
22 April 2022, 3.00 p.m.	SRS investors who wish to appoint the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the EGM are to approach their respective SRS Operators to submit their votes in order to allow sufficient time for their respective SRS Operators to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf.
3 May 2022, 3.00 p.m.	Deadline for Shareholders to: (i) pre-register for the Live Webcast or Live Audio Stream; and (ii) submit the instrument appointing the Chairman of the EGM as a proxy to the Company.
4 May 2022, 3.00 p.m.	Shareholders, who have pre-registered for the Live Webcast or Live Audio Stream and who have been verified by the Company will receive an email containing the link and the telephone number through which the Live Webcast and the Live Audio Stream can be accessed, and the login details and credentials, and will be able to access the Live Webcast or Live Audio Stream of the EGM proceedings (the "**Verification Email**"). Shareholders (including SRS investors) who have pre-registered by the Registration Cut-Off but do not receive the Verification Email by 3.00 p.m. on 4 May 2022 should contact the Company for assistance via email to info@zixinshuye.com.
5 May 2022, 3.00 p.m.	Shareholders may participate in the EGM via electronic means by: (i) accessing the URL in the Verification Email to access the Live Webcast; or (ii) calling the telephone number to access the Live Audio Stream.

7.5 Important Reminder

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the EGM at short notice. For the latest updates on the arrangements for the EGM, Shareholders should check for updates which will be made available on the SGXNET at the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.zixingroup.com.sg/.

8. DOCUMENTS FOR INSPECTION

8.1 Copies of the following documents may be inspected at the registered office of the Company located at 24 Raffles Place, Clifford Centre #20-03, Singapore 048621 during normal business hours for three (3) months from the date of this Circular:

(a) the Constitution of the Company;

(b) the Annual Report of the Company for the financial year ended 31 March 2021;

(c) RT LLP's professional clearance letter to UHY dated 17 March 2022;

(d) UHY's letter to the Company in respect of their consent to act as the Company's auditors dated 29 March 2022; and

(e) the approval notice from ACRA dated 22 January 2022 in relation to the reservation of the name "Zixin Group Holdings Limited".

8.2 Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to info@zixinshuye.com at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents. Shareholders will need to identify themselves by submitting his/her/its full name as it appears on his/her/its CDP share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company. Upon confirmation of the identity of the Shareholder, the Company will arrange a date when each Shareholder can come to the registered office to inspect accordingly. The inspection of documents will be arranged with each Shareholder to limit the number of people who are present at the registered office at any one point in time and such arrangements are subject to the prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be implemented by the relevant authorities from time to time.

CHINA STAR FOOD GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Unique Entity Number: 200718683N)
(SGX Stock Code: 42W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of China Star Food Group Limited (the "**Company**") will be held on 5 May 2022 at 3.00 p.m. by way of electronic means for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below:

All capitalised terms used below which are not defined herein shall have the same meaning ascribed to them in the Company's Circular dated 5 April 2022.

Shareholders should note that Special Resolution 2 is conditional upon the passing of Ordinary Resolution 1. This means that if Ordinary Resolution 1 is not passed, Special Resolution 2 would not be passed.

ORDINARY RESOLUTION 1

THE PROPOSED REMOVAL OF RT LLP AS THE AUDITORS OF THE COMPANY

THAT:

(a) approval be and is hereby given pursuant to Section 205(4) of the Companies Act and subject otherwise to the provisions of the Companies Act and the Constitution of the Company, RT LLP be removed from their office as Auditors of the Company with effect from the date of this EGM; and

(b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including, without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

SPECIAL RESOLUTION 2

THE PROPOSED APPOINTMENT OF UHY LEE SENG CHAN & CO AS THE AUDITORS OF THE COMPANY

THAT subject to and contingent upon Ordinary Resolution 1 being passed:

(a) approval be and is given pursuant to the provisions of Section 205(7)(a) of the Companies Act for the appointment of UHY Lee Seng Chan & Co. as the auditors of the Company to hold office until the next annual general meeting of the Company; and

(b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

SPECIAL RESOLUTION 3

THE CHANGE OF NAME OF THE COMPANY FROM "CHINA STAR FOOD GROUP LIMITED" TO "ZIXIN GROUP HOLDINGS LIMITED"

THAT:

(a) pursuant to Section 28(1) of the Companies Act, the name of the Company be changed from "China Star Food Group Limited" to "Zixin Group Holdings Limited" wherever the latter appears in the Constitution of the Company; and

(b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things (including amending the name of the Company in its Constitution and the adoption of a new common seal with the new name of the Company) as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Special Resolution 3 and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board

Lim Kok Meng
Company Secretary
Singapore, 5 April 2022

Important Notice from the Company on COVID-19:

1. The EGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the "**Order**").

   Pursuant to the Order, the Company will implement alternative arrangements relating to attendance at the EGM by electronic means (including arrangements by which the meeting can be electronically accessed via "live" audio-visual webcast ("**Live Webcast**") or "live" audio-only stream ("**Live Audio Stream**")). A quorum is formed by two (2) members of the Company being electronically present. Submission of questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant questions prior to the EGM and/or during the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company's announcement dated 5 April 2022 (the "**Alternative Arrangements Announcement**"). The Alternative Arrangements Announcement, this Notice of EGM, and the proxy form may be accessed on the SGXNET via this URL: https://www.sgx.com/securities/company-announcements and at the Company's website via this URL: https://www.zixingroup.com.sg/.

   For the avoidance of doubt, all documents (including this Notice of EGM, the proxy form and the circular) or information relating to the EGM have been, or will be, published on SGXNET and the Company's website. Printed copies of the documents will not be despatched to members. Members and CPF/SRS investors are advised to check the SGXNET regularly for updates.

2. **Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the EGM in person.**

   The proceedings of the EGM will be broadcasted "live" through an audio-and-video webcast and an audio-only feed. Members and investors holding shares in the Company through the Central Provident Fund ("**CPF**") or Supplementary Retirement Scheme ("**SRS**") ("**CPF/SRS investors**") who wish to follow the proceedings through a Live Webcast via their mobile phones, tablets or computers or listen to the proceedings through a Live Audio Stream via telephone must pre-register at http://csfg.availeasemgdwebinar.com no later than 3.00 p.m. on 3 May 2022 (the "**Registration Cut-Off**").

Following verification, an email containing instructions on how to access the Live Webcast and Live Audio Stream of the proceedings of the EGM will be sent to authenticated members and CPF/SRS investors by 3.00 p.m. on 4 May 2022. Members and CPF/SRS investors who do not receive any email by 3.00 p.m. on 4 May 2022, but have registered by the Registration Cut-Off, should contact the Company for assistance via email to info@zixinshuye.com.

When contacting the Company, Shareholders (including SRS investors) should provide the following information to the Company:

(a) full name as per CDP/SRS Account records;

(b) the last four characters of the NRIC No./FIN No./Passport No. (if the shareholder is an individual) or the Company Registration No. (if the shareholder is a corporation); and

(c) email address that was used for the purposes of the registration.

Investors holding shares through relevant intermediaries (as defined in Section 181 of the Companies Act) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register at http://csfg.availeasemgdwebinar.com for the "live" broadcast of the EGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the EGM 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.

3. **A member of the Company (including an Investor) will not be able to ask questions "live" during the broadcast of the EGM.** All members (including an Investor) may submit questions relating to the business of the EGM no later than 11.59 p.m. on 12 April 2022 via either of the following:

(a) the pre-registration website at http://csfg.availeasemgdwebinar.com; or

(b) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult to submit questions by post, members are strongly encouraged to submit their questions via the pre-registration website. The Company will endeavour to answer all substantial and relevant questions prior to, or at, the EGM.

All substantial and relevant questions received by Shareholders prior to the deadline of 12 April 2022, 11.59 p.m. will be addressed by the Company at least 72 hours prior to the closing date and time for the lodgment of the proxy forms i.e. 30 April 2022 at 3.00 p.m.

Substantial and relevant questions which are submitted after 11:59 p.m. on 12 April 2022 will be consolidated and addressed either before the EGM via an announcement on SGXNET and the Company's website at the URL https://www.zixingroup.com.sg/ or at the EGM.

4. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

The Chairman, as proxy, need not be a member of the Company. The accompanying proxy form for the EGM may be accessed on the SGXNET at the URL https://www.sgx.com/securities/company-announcements and at the Company's website via this URL: https://www.zixingroup.com.sg/.

5. **The instrument appointing the Chairman of the EGM as a proxy must be submitted to the Company in the following manner:**

   (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Habourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or

   (b) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com,

   in either case, **not less than 48 hours before the time appointed for holding the EGM (i.e. by 3.00 p.m. on 3 May 2022).**

   A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

   In view of the current COVID-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than 48 hours before the time appointed for holding the EGM.

6. Where the instrument appointing the Chairman of the EGM as proxy shall in the case of an individual, be signed by the appointor or his attorney, failing which the instrument of proxy may be treated as invalid. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed under its Common Seal or signed by its attorney or a duly authorised officer on behalf of the corporation, failing which the instrument of proxy may be treated as invalid.

   Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument appointing the Chairman of the EGM as proxy is submitted by post, be lodged with the instrument of proxy or, if the instrument appointing the Chairman of the EGM as proxy is submitted electronically via email, be emailed with the instrument of proxy, failing which the instrument may be treated as invalid.

7. **CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 22 April 2022, 3.00 p.m.) in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.**

8. In the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or by attending the EGM, a member of the Company (i) consents to the collection, use and disclosure of the 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 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 (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. In addition, by attending the EGM and/or adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.

PROXY FORM

CHINA STAR FOOD GROUP LIMITED
(Company Registration No. 200718683N)
(Incorporated in the Republic of Singapore)

I/We* _____ (full name in capital letters),

NRIC / Passport / Company Registration No. _____

of _____ (full address),
being a *member/members of **CHINA STAR FOOD GROUP LIMITED** (the "**Company**"), hereby appoint the Chairman of the Extraordinary General Meeting of the Company (the "**EGM**") as *my/our proxy to attend and vote for *me/us on *my/our behalf at the EGM to be held by way of **electronic means on 5 May 2022 at 3.00 p.m.** and at any adjournment thereof. *I/We direct the Chairman of the EGM to vote for, or against, or abstain from voting the Resolution to be proposed at the EGM as indicated hereunder. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman as your proxy for that resolution will be treated as invalid.**

The resolutions put to the vote at the EGM shall be conducted by poll.

(Please indicate your vote "For" or "Against" or "Abstain", with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate.)

No.	Ordinary Resolution:	For	Against	Abstain
	To approve:			
1	the proposed removal of RT LLP as the auditors of the Company;			
	Special Resolutions:			
2	the proposed appointment of UHY Lee Seng Chan & Co. as the auditors of the Company; and			
3	the proposed change of the name of the Company from "China Star Food Group Limited" to "Zixin Group Holdings Limited".			

Dated this _____ day of _____ 2022

_____
*Signature of Member(s)**
*or, Common Seal of Corporate Member**

* Delete accordingly

Total number of Shares in:	No. of Shares
CDP Register	
Register of Members	

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

IMPORTANT:

The Extraordinary General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the EGM, are set out in the accompanying Company's announcement dated 5 April 2022 (the "**Alternative Arrangements Announcement**"), which has been uploaded together with the Notice of EGM dated 5 April 2022 on SGXNET on the same day. The Alternative Arrangements Announcement may be accessed on the SGXNET at the URL: https://www.sgx.com/securities/company-announcements and the Company's website at the URL: https://www.zixingroup.com.sg/.

Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Extraordinary General Meeting in person. A member (including a Relevant Intermediary) must appoint the Chairman of the EGM as his/her/their proxy to vote on his/her/their behalf at the EGM if such member wishes to exercise his/her/their voting rights at the EGM. In appointing the Chairman of the EGM as proxy, a member of the Company (including a Relevant Intermediary) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

CPF/SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares registered in your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.

2. **Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the EGM in person. A member will also not be able to vote online on the resolutions to be tabled for approval at the EGM.** If a member of the Company (whether individual or corporate) wishes to exercise his/her/their voting rights at the EGM, he/she/it must appoint the Chairman of the EGM as his/her/it proxy to vote on his/her/it behalf at the EGM. The proxy form for the EGM will be published on the SGXNET at the URL: https://www.sgx.com/securities/company-announcements and the Company's website at the URL: https://www.zixingroup.com.sg/. In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

   CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes **at least seven (7) working days before the EGM (i.e. by 3.00 p.m. on 22 April 2022)** in order to allow sufficient time for their respective CPF Agent Banks or SRS Operators to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

3. The Chairman of the EGM, as proxy, need not be a member of the Company.

4. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:

   (a) if submitted by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Habourfront Avenue, Keppel Bay Tower #14-07 Singapore 098632; or

   (b) if submitted electronically, be submitted via email to srs.teamd@boardroomlimited.com,

   in either case, **not less than 48 hours before the time appointed for holding the EGM (i.e. by 3.00 p.m. on 3 May 2022)**.

A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures, which may make it difficult for members of the Company to submit completed proxy forms by hand or post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email so as to reach the Company not less than 48 hours before the time appointed for holding the EGM.

5. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman as proxy is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. The dispensation of the use of common seal pursuant to Sections 41A, 41B and 41C of the Companies Act 1967 of Singapore effective from 31 March 2017 is applicable at the EGM.

6. Where an instrument appointing the Chairman of the EGM as proxy is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy; failing which the instrument may be treated as invalid.

7. **The Company shall be entitled to reject a 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. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form lodged if the member, being the appointor, is not shown to have shares entered against his/her/their name in the Depository Register as at 72 hours before the time appointed for holding the EGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.**

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM.