ZIXIN GROUP HOLDINGS
紫心集团控股

ZIXIN GROUP HOLDINGS LIMITED
(Company Registration No. 200718683N)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of Zixin Group Holdings Limited (the "**Company**") will be held on 31 March 2023 at 3.00 p.m. by way of electronic means to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Auditors' Report thereon. **Resolution 1**

2. To re-elect Mr Ng Poh Khoon as a Director of the Company pursuant to Regulation 99 of the Company's Constitution. **Resolution 2**

   [See Explanatory Note (i)]

3. To note the retirement of Ms Duanmu Xiaoyi as a Director of the Company pursuant to Regulation 99 of the Company's Constitution, who has decided not to seek re-election.

   [See Explanatory Note (ii)]

4. To approve the payment of Directors' fees of S$110,000 for the financial year ending 31 March 2023, payable half-yearly in arrears. (FY2022: S$110,000). **Resolution 3**

5. To re-appoint RT LLP as the auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **Resolution 4**

6. To transact any other ordinary business which may properly be transacted at an AGM.

SPECIAL BUSINESS

7. **Authority to allot and issue shares** **Resolution 5**

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

   "That pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Directors of the Company be authorised and empowered to:

   (a) (i) allot and issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

   (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided always that:

(i) the aggregate number of shares (including shares to be issued pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

(c) in exercising the authority conferred by this 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 the Constitution of the Company; and

(d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (iii)]

8. **Authority to allot and issue shares under the Zixin Employee Share Option Scheme (formerly known as the China Star Employee Share Option Scheme)** **Resolution 6**

"That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to:

(i) offer and grant options ("**Options**") from time to time in accordance with the rules of the Zixin Employee Share Option Scheme (formerly known as the China Star Employee Share Option Scheme) (the "**Zixin ESOS**"); and

(ii) allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of options granted under the Zixin ESOS,

provided always that the aggregate number of Shares to be issued and issuable pursuant to the Zixin ESOS, Zixin Performance Share Plan (formerly known as the China Star Performance Share Plan) and any other share based incentive schemes of the Company, shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), on the day immediately preceding the date on which an offer to grant an Option is made and that the grant of Options can be made at any time and from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier."

[See Explanatory Note (iv)]

9. **Authority to allot and issue shares under the Zixin Performance Share Plan (formerly known as the China Star Performance Share Plan)** **Resolution 7**

"That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors of the Company to:

(i) offer and grant awards ("**Awards**") from time to time in accordance with the rules of the Zixin Performance Share Plan (formerly known as China Star Performance Share Plan) (the "**Zixin PSP**"); and

(ii) allot and issue from time to time such number of shares as may be required to be issued pursuant to the vesting of Awards granted under the Zixin PSP,

provided always that aggregate number of shares to be issued and issuable pursuant to the Zixin ESOS, Zixin PSP and any other share based incentive schemes of the Company, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier."

[See Explanatory Note (iv)]

By Order of the Board

Lim Kok Meng
Company Secretary
Singapore, 16 March 2023

Explanatory Notes:

(i) Mr Ng Poh Khoon will upon re-election as Director of the Company, remain as a Non-Executive and Lead Independent Director of the Company, the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee. The Board considers Mr Ng Poh Khoon to be independent for the purposes of Rule 704(7) of the Catalist Rules.

(il) Ms Duanmu Xiaoyi will retire as a Director of the Company at the conclusion of the AGM. Please see the Company's announcement dated 16 March 2023 for further details.

(iii) Ordinary Resolution 5 above, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 50% may be issued other than on a pro rata basis to Shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this resolution is passed and any subsequent consolidation or subdivision of shares.

(iv) Ordinary Resolutions 6 and 7, if passed, will empower the Directors of the Company from the date of this AGM until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares pursuant to the exercise of Options and vesting of Awards under the Zixin ESOS and Zixin PSP respectively, provided that the aggregate number of shares to be issued pursuant to the Zixin ESOS and Zixin PSP, when aggregated with the number of shares issued and issuable or transferred and to be transferred under any other share based incentive schemes of the Company shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

The names of the China Star Employee Share Option Scheme and the China Star Performance Share Plan had been amended to the Zixin Employee Share Option Scheme and the Zixin Performance Share Plan respectively following the approval by the Shareholders of the change of the Company's name from China Star Food Group Limited to Zixin Group Holdings Limited on 9 November 2022. For the avoidance of doubt, the change of the aforementioned names have no effect on the functions of the relevant share option scheme and plan of the Company.

Important Notice from the Company on COVID-19:

Alternative Arrangements

1. The AGM 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.

2. The Company will not be arranging for a physical meeting, and members of the Company will not be able to attend the AGM in person. Printed copies of this Annual Report, Notice of AGM and the Proxy Form will NOT be sent to members. Instead, the Annual Report, Notice of AGM and the Proxy Form will be made available to members by electronic means via publication on SGXNET and the Company's corporate website at the URL https://www.zixingroup.com.sg/.

3. The Company is arranging for a live webcast and live audio feed of the AGM proceedings (the "**Live Webcast**" and "**Live Audio Stream**") which will take place on 31 March 2023 at 3.00 p.m. in place of a physical AGM. Members will be able to watch or listen to the AGM proceedings through the Live Webcast or the Live Audio Stream. Alternative arrangements have been put in place to allow members to participate in the AGM by:

   (a) observing the proceedings of the AGM via Live Webcast or Live Audio Stream;

   (b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;

   (c) submitting text-based questions during the Live Webcast;

   (d) appointing proxy(ies) to attend and vote on their behalf at the AGM; and

   (e) participating in the live voting during the Live Webcast.

Registration for attendance at the AGM

4. Members may watch or listen to the AGM proceedings through the Live Webcast or the Live Audio Stream. To do so, members will need to pre-register at https://registration.ryt-poll.com/home/index/zixin-agm (the "**Registration Link**") by 3.00 p.m. on 29 March 2023 (the "**Registration Deadline**") to enable the Company to verify their status. Following verification, authenticated members will receive an email by 3.00 p.m. on 30 March 2023 and will be able to access the Live Webcast or the Live Audio Stream on the day of the meeting via the Registration Link using their login credentials created during the pre-registration process. Members must not share their login credentials to other persons who are not members of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast or the Live Audio Stream. Members who have registered by the Registration Deadline but did not receive an email response by 3.00 p.m. on 30 March 2023 may contact the Company by email to zixin-agm@ryt-poll.com.

Asking questions prior to and during the AGM

5. All members may, prior to the AGM, submit questions relating to the business of the AGM no later than 11.59 p.m. on 23 March 2023 via either of the following:

   (a) the Registration Link; or

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

6. For verification purposes, members who wish to submit their questions by email are required to indicate their full name (for individuals) / company name (for corporate), NRIC/passport number/Company registration number, email address, contact number, shareholding type and number of shares held together with their submission of questions, to the email(s) provided.

7. The Company will endeavour to address questions on SGXNET and the Company's corporate website which are substantial and relevant on or before 3.00 p.m. on 27 March 2023 (being not less than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.

8. Members who registered and are verified to attend the AGM will be able to ask questions relating to the business of the AGM during the AGM by submitting text-based questions via the Live Webcast under the "Q&A" window/tab and then clicking "Ask a Question" to input queries in the questions text box. For the avoidance of doubt, members will not be able to do so via the Live Audio Stream. Where there are substantially similar questions, the Company will consolidate such questions. Consequently, not all questions may be individually addressed. The Company will endeavour to respond to such queries during the AGM as far as reasonably practicable.

9. Shareholders who wish to appoint a proxy(ies) (other than the chairman of the AGM (the "**Chairman**")) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the Registration Link that will be sent to the appointed proxy(ies) by the Company upon verification of the Proxy Form(s).

10. Shareholders (including CPF/SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the Live Webcast in order to ask questions "live" at the AGM, and will not be able to do so via the Live Audio Stream.

11. The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's corporate website, and the minutes will include the responses to any clarifications or follow-up questions raised prior to or at the AGM in respect of substantial and relevant matters as referred to above.

Voting at the AGM

12. A member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights, the member may do so by:

   (a) casting the vote remotely in real time via electronic means when attending the AGM by way of the Live Webcast ("**Live-Voting**");

   (b) appointing a proxy or proxies to vote on the member's behalf at the AGM by Live-Voting when attending the AGM by way of the Live Webcast; or

   (c) by appointing the Chairman as proxy to vote on his/her/its behalf at the AGM.

13. A member entitled to attend and vote at the AGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act) is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her/its stead. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

14. A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one (1) proxy to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/passport number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank or SRS Operator who intends to appoint CPF/SRS Investors as its proxies shall comply with this note to the Notice of AGM. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

15. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including CPF/SRS Investors may:

    (a) vote live via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have questions regarding their appointment as proxies; or

    (b) appoint the Chairman as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators no later than 5.00 p.m. on 22 March 2023 (being at least seven (7) working days before the AGM) 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 to vote on their behalf by the cut-off date.

    Such investors (including CPF/SRS Investors) who wish to participate in the AGM should contact the relevant intermediary through which they hold such Shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

16. In appointing the Chairman as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

17. The instrument appointing a proxy or proxies, duly completed and signed, must be submitted:

    (a) if by email, in PDF form to zixin-agm@ryt-poll.com; or

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

    in either case, by no later than 3.00 p.m. on 29 March 2023, being not less than 48 hours before the time appointed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

    A member who wishes to submit an instrument of proxy 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. Members are strongly encouraged to submit completed proxy forms electronically via email. The accompanying proxy form for the AGM may be accessed on the SGXNET at the URL https://www.sgx.com/securities/companyannouncements and at the Company's website via this URL: https://www.zixingroup.com.sg/.

18. A proxy need not be a member of the Company. The Chairman, as proxy, need not be a member of the Company. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.

19. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

20. 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 AGM as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders:

Due to the constantly evolving situation relating to COVID-19, the Company may be required to change its AGM arrangements at short notice. Members are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, or by attending the AGM, a member of the Company:

1. 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");

2. 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

3. 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 AGM 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.