ZIXIN GROUP HOLDINGS
紫心集团控股
(formerly known as China Star Food Group)
(Incorporated in the Republic of Singapore with Unique Entity No.: 200718683N)
Website: www.zixingroup.com.sg
SGX stock code: 42W

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 08 SEPTEMBER 2023

DATE	:	Friday, 08 September 2023	
PLACE	:	YMCA @ One Orchard, Tan Chin Tuan Function Room Level 4, 1 Orchard Road, Singapore 238824	
TIME	:	10.00 a.m. (Singapore Time)	
PRESENT	:	Mr Liang Chengwang	- Executive Chairman and Chief Executive Officer ("**CEO**")
		Mr Ng Poh Khoon	- Non-Executive and Lead Independent Director
		Mr Xue Congyan (Attended Virtually)	- Non-Executive and Independent Director
		Mr Lawrence Chen Tse Chau (Chen Shichao)	- Non-Executive and Independent Director
IN ATTENDANCE	:	Mr Yi Ming	- Chief Financial Officer ("**CFO**")
		Mr Jee Meng Kwang ("**Mr Jee**" and/ or "**Josh**")	- Group Financial Controller ("**GFC**")
		Mr Lim Kok Meng	- Company Secretary
		Mr Tan Yan Liang	- Representative from the Company Secretary's Office
		Ms Joys Beh	- Representative from the Company Secretary's Office
		Mr Melvin Teo	- Representative from the Company's Sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**")**
		Ms Chloe Wang	- Representative from the Sponsor's Office
		Ms Joey Teo	- Representative from the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Polling Agent**" and "**Share Registrar**")
		Ms Tan Zi Ling	- Representative from the Share Registrar's Office
		Ms Ong Sui Mou	- Representative from the Share Registrar's Office
		Mr Kinjal	- Representative from the Scrutineer, Drewcorp Services Pte Ltd (the "**Scrutineer**")
		Ms Sharmali	- Representative from the Scrutineer's Office
		Ms Janice Peh	- Representative from the Scrutineer's Office
		Mr Kenneth Ng	- Representative from the Company's auditors, RT LLP (the "**Auditors**")

	Ms Kathery	- Representative from Auditors' Office
	Shareholders	- As per the attendance list maintained by the Company

CHAIRMAN OF THE MEETING : Mr Ng Poh Khoon

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1. WELCOME ADDRESS

1.1. The Chairman of the Meeting (the "**Chairman**"), Mr Ng Poh Khoon ("**Mr Ng**") welcomed the Shareholders to participate Zixin Group Holdings' (the "**Company**") Annual General Meeting (the "**AGM**" or "**Meeting**").

2. INTRODUCTION

2.1 The Chairman thanked Shareholders for their physically attending the AGM of the Company.

2.2 The Chairman proceeded to introduce the Company Directors and the Company Secretary present at the AGM. The Chairman also informed the Meeting that representatives from the Auditors, Sponsor, Polling Agent, Secretary's office and the Scrutineer were also in attendance at the AGM.

3. QUORUM

3.1 The Chairman called the Meeting to order as he had confirmation from the Company Secretary that the requisite quorum had been met.

4. NOTICE OF MEETING OR AGM

4.1 The Chairman noted that the Notice of the Meeting, Annual Report for the Financial Year Ended 31 March 2023 ("**FY2023**"), the Proxy Form and the Notice of Electronic Communication had been published on SGXNET on 24 August 2023 and that Shareholders had been informed of the form of the Meeting.

5. QUESTIONS FROM SHAREHOLDERS

5.1 The Chairman informed the Meeting that as at 31 August 2023 at 6:00 p.m. (Singapore Time), the Company has not received any questions from the Shareholders relating to the agenda of this Meeting.

5.2 The Chairman also informed Shareholders that in the event where Shareholders have any questions outside the scope of the Agenda, they may, after the conclusion of the Meeting, may submit any additional the questions in writing to the Company's Share Registrar or electronically via email to the Company's designated email address.

6. OVERVIEW OF THE COMPANY

6.1 The Chairman invited the CEO, Mr Liang Chengwang (the "**Mr Liang**") to present an overview of the Company's business and operations at the Meeting, the details of which are attached hereto as **Appendix 1**.

6.2 Mr Liang noted that the Company was unable to hold physical meetings due to the pandemic and is glad that they are now able to do so and meet the Shareholders in person at a physical AGM. Mr Liang proceeded to present the corporation's highlights to the Shareholders during the AGM.

6.3 Mr. Liang presented a brief overview information of Zixin Group, including an explanation of the following Integrated Circular Economy Business Model,

i) Cultivation and distribution of high-quality sweet potato varieties;

ii) Product Innovation and Food Production, such as the production of healthy meal replacement condiments, snacks, etc.;

iii) Branding and Distribution via an entrenched distribution platform comprised of conventional and e-commerce channels; and

Iv) Recovery and Recycling of waste materials such as sweet potato stems, skins, and leaves into main ingredient (poultry and pig feeds).

7. POLLING PROCESS

7.1 The Chairman then informed the meeting that the Meeting will be conducted by way of poll in accordance with the Listing Manual Section B of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**"), and that in accordance with the various regulatory guidelines, voting in this meeting shall be carried out by way of polling by the Shareholders or their duly appointed proxy representatives. The Chairman noted that prior to the AGM, voting instructions have been sent to the Shareholders whose proxies have been duly appointed and who have selected the "Live Voting" option, instructions on the voting process and procedure have been sent to them via email.

7.2 Before proceeding with the Agenda of the Meeting, the Chairman informed the Meeting that the results of the poll on all Resolutions will be tabulated by the Polling Agent and confirmed by the Scrutineer after all the Resolutions have been tabled.

7.3 The Chairman noted that Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as the Polling Agent and Drewcorp Services Pte. Ltd. had been appointed to act as the independent Scrutineer for the Meeting.

AS ORDINARY BUSINESS

8. ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 TOGETHER WITH THE AUDITORS' REPORT THEREON

8.1 The Chairman informed the Meeting that Ordinary Resolution 1 on the Agenda was to receive and adopt the Directors' Statement and Audited Financial Statements for FY2023 together with the Auditors' Report thereon. In this regard, as the Audited Financial Statements for FY2023 together with the Directors' Statement and the Auditors' Report of the Company had been in the hands of the Shareholders for the prescribed period of not less than 14 days, the Chairman proposed, with the Shareholders' permission, that the documents be taken as read.

8.2 The Chairman proposed and tabled Ordinary Resolution 1 which was seconded by Mr Jee Meng Kwang:

"To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for FY2023 together with the Auditors' Report thereon."

9. ORDINARY RESOLUTION 2 – TO RE-ELECT MR XUE CONGYAN PURSUANT TO REGULATION 99 OF THE COMPANY'S CONSTITUTION

9.1 The Chairman informed the Meeting that Ordinary Resolution 2 was to re-elect Mr Xue Congyan ("**Mr Xue**") as a Director of the Company pursuant to Regulation 99 of the Company's Constitution. Mr Xue further informed the Meeting that Mr Xue retires as a director by rotation and being eligible, had offered himself for re-election. Upon, re-election, he would remain as Chairman of the Nominating Committee and a member of the Renumeration and Audit Committees of the Company.

9.2 The Chairman then inquired whether the Shareholders wish to raise any questions regarding this resolution.

9.2.1 A shareholder raised a question whereby he inquired as to the Company's plans moving forward and the financial impact of such plans on the Company.

9.2.2 In response, Mr Liang made reference to his presentation earlier and informed the inquiring shareholder that, barring unforeseen circumstances, these future plans will result in the Company becoming profitable, the results of which should be reflected by the next financial year end (**"FYE"**) in 2024.

9.2.3 The shareholder noted Mr Liang's response and further inquired on the methods and processes employed in planting sweet potatoes, to which Mr. Liang explained the intended process to be implemented in planting the sweet potatoes, including the estimated period of time for growth, the optimal temperatures for growth efficiency and the time of harvest.

9.3 The Chairman proposed and tabled Ordinary Resolution 2 on the Agenda which was seconded by Mr Jee Meng Kwang:

"To re-elect Mr Xue as a Director of the Company pursuant to Regulation 99 of the Company's Constitution."

10. ORDINARY RESOLUTION 3 – TO RE-ELECT MR. LAWRENCE CHEN TSE CHAU (CHEN SHICHAO) PURSUANT TO REGULATION 99 OF THE COMPANY'S CONSTITUTION

10.1 The Chairman informed the Meeting that Ordinary Resolution 3 was to re-elect Mr. Lawrence Chen Tse Chau (Chen Shichao) ("**Mr Chen**") as a Director of the Company pursuant to Regulation 99 of the Company's Constitution. Mr Chen further informed the Meeting that Mr Chen retires as a director by rotation and being eligible, had offered himself for re-election. Upon, re-election, he would remain as Chairman of the Audit Committee and a member of the Renumeration and Nominating Committees of the Company.

10.2 The Chairman proposed and tabled Ordinary Resolution 3 which was seconded by Mr Jee Meng Kwang:

"To re-elect Mr Chen as a Director of the Company pursuant to Regulation 99 of the Company's Constitution."

11. ORDINARY RESOLUTION 4: TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF S$110,000 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2024, PAYABLE HALF YEARLY IN ARREARS. (FY2023: S$110,000)

11.1 The Chairman informed the Meeting that Ordinary Resolution 4 was to approve the payment of Directors' fees to independent Directors up to S$110,000 for the financial year ending 31 March 2024, payable half yearly in arrears. Subject to the Shareholders' approval, the Board of Directors had recommended the payment of Directors' fees of up to S$110,000 to the Independent Directors for the financial year ending 31 January 2024.

11.2 The Chairman proposed and tabled Ordinary Resolution 4 which was seconded by Mr Jee Meng Kwang:

"To approve the payment of Directors' fees of S$110,000 for the financial year ending 31 March 2024, payable half yearly in arrears. (FY2023: S$110,000)."

12. ORDINARY RESOLUTION 5: TO RE-APPOINT MESSRS RT LLP AS THE AUDITORS AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

12.1 The Chairman informed the Meeting that Ordinary Resolution 5 was to re-appoint Messrs RT LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

12.2 The Chairman proposed and tabled Ordinary Resolution 5 on the Agenda which was seconded by Mr Jee Meng Kwang:

"To re-appoint Messrs RT LLP as Auditors and to authorise the Directors to fix their remuneration."

13 ANY OTHER ORDINARY BUSINESS

13.1 The Chairman stated that no notice of any other business had been received by him, the Company or the Company Secretary's office.

AS SPECIAL BUSINESS

14. ORDINARY RESOLUTION 6 – AUTHORITY TO ISSUE SHARES IN THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 OF SINGAPORE (THE "COMPANIES ACT") AND RULE 806 OF THE LISTING MANUAL – SECTION B: RULES OF THE CATALIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST") ("CATALIST RULES")

14.1. The Chairman informed the Meeting that Ordinary Resolution 6 was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806(2) of the Catalist Rules, the details of which had been set out in the text of the resolution in item 6 of the Notice of Meeting.

14.2 The Chairman proposed and tabled Ordinary Resolution 6 which was seconded by Mr Jee Meng Kwang:

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Catalist Rules, 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:

(1) 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);

(2) (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:

i. new shares arising from the conversion or exercise of any convertible securities;

ii. new shares arising from exercising share options or vesting of share awards 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

iii. any subsequent bonus issue, consolidation or subdivision of shares;

(3) 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

(4) 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."

15. ORDINARY RESOLUTION 7: AUTHORITY TO ISSUE AND ALLOT SHARES UNDER THE ZIXIN EMPLOYEE SHARE OPTION SCHEME

15.1. The Chairman informed the Meeting that Ordinary Resolution 7 was to grant authority to the Directors of the Company to issue shares under the Zixin Employee Share Option Scheme (Formerly known as the China Star Employee Share Option Scheme) (the "**Zixin ESOS**"), the details of which were set out in the text of the resolution in the Notice of AGM.

15.2 The Chairman proposed and tabled Ordinary Resolution 7 on the Agenda which was seconded by Mr Jee Meng Kwang:

"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 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 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."

16. ORDINARY RESOLUTION 8: AUTHORITY TO ISSUE SHARES UNDER THE ZIXIN PERFORMANCE SHARE PLAN

16.1 The Chairman informed the Meeting that Ordinary Resolution 8 was to grant authority to the Directors of the Company to issue shares under the Zixin Performance Share Plan (formerly known as China Star Performance Share Plan) (the "**Zixin PSP**"), the details of which were set out in the text of Ordinary Resolution 8 in the Notice of AGM.

16.2 The Chairman proposed and tabled Ordinary Resolution 8 which was seconded by Mr Jee Meng Kwang:

"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 rule of (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."

17. ANY OTHER SPECIAL BUSINESS

The Chairman stated that the Company Secretary had informed him that no notice was received for transacting of any other special business at the Meeting.

18. POLLING

18.1 The Chairman noted there were no additional questions to be addressed and directed that pursuant to the Company's Constitution, a poll be taken on each of the resolutions proposed and seconded.

18.2 The poll on the motion for the resolutions was duly conducted. The Chairman then closed the "live" voting session and informed Shareholders that there would be a short break while the Scrutineers verified the votes.

19. ANNOUNCEMENT OF POLLING RESULTS

19.1 The Chairman thanked the shareholders for their votes and announced that the proposed resolutions have all been duly voted on by the Shareholders through the submission of proxy forms and "live" voting, which were counted by the Polling Agent and verified by the Scrutineers. The poll results were presented to shareholders and are included as **Appendix 2** herewith.

20. CONCLUSION

20.1 Based on the results of the valid proxy votes, the Chairman declared that al Resolutions proposed and seconded at the Meeting had been carried.

20.2 There being no other business to transact, the Chairman noted that the business of the Meeting had concluded and declared the Meeting closed. The Chairman also noted that the Company would announce the detailed results of the voting by poll via the SGXNET. The Chairman thanked the shareholders for attending the Meeting and wished everyone good health and safety.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD



Ng Poh Khoon
Chairman of the Meeting

Appendix 1

ZIXIN GROUP HOLDINGS
紫心集团控股

(Incorporated in the Republic of Singapore with Unique Entity No.: 200718683N)
Website: **www.zixingroup.com.sg**
SGX stock code: **42W**



CORPORATE PRESENTATION
企业简报

8 SEPTEMBER 2023

An Overview of Zixin Group
紫心集团简介

- **Zixin Group is a leading sweet potato biotech-focused integrated circular economy industrial value chain operator in China**
  紫心集团是中国领先的以甘薯生物技术为核心的综合循环经济产业价值链运营商
- **Zixin Group harnesses biotechnology capabilities to strengthen and complement core business areas:**
  紫心集团利用生物技术能力来加强和辅助核心业务领域
  - ➔ **cultivation and supply**
    栽培与供应
  - ➔ **product innovation and food production**
    产品创新及食品生产
  - ➔ **brand building, marketing and distribution**
    品牌建设、营销和分销
  - ➔ **recovery and recycling**
    回收与再循环

Integrated Circular Economy Business Model
循环经济综合业务模式



- Provide R&D on high-quality sweet potato varieties
  提供优质甘薯品种研发
- Provide high-quality patented sweet potato seedlings
  提供优质专利甘薯种苗
- Provide farming solutions and techniques
  提供耕作解决方案和技术指导
- Supply of organic fertilizers and agricultural materials
  有机肥料及农资供应

- Extraction of nutritional contents from sweet potato peels before disposal (eg: purple sweet potato powder)
  处理前从甘薯皮中提取营养成分(例:紫薯粉)
- Converted waste materials such as sweet potato stems, skins and leaves into main ingredients of animal feeds through fermentation (eg: poultry and pig feeds)
  通过发酵将甘薯茎、皮和叶等废料转化为动物饲料的主要成分(例:家禽和猪饲料)

- Snack food and beverages production with minimal processing to lock-in nutritional content of sweet potatoes
  以最少的加工工艺生食品和饮料,以锁住甘薯的营养成分
- To establish third-party testing and inspection, and industry standard certification centre for new product R&D and introduction of advanced equipment
  成立第三方检测检验及行业标准认证中心新产品研发和先进设备引进
- In-depth R&D on nutrient-rich functional foods including healthy meal replacement, condiments, snacks and beverages
  深入研发营养丰富的功能性食品,包括健康代餐、调味品、休闲零食和饮料

- Proprietary brands of healthier snack products
  打造更健康休闲食品的自有品牌
- Strengthen brand presence and targeted marketing campaigns
  加强品牌影响力和营销
- Strengthen sales through entrenched distribution platforms comprising conventional and e-commerce channels
  通过由传统和电子商务渠道组成的稳固分销平台加强销售

Supporting Industries
配套产业

- The construction of the **first phase of cold storage warehouses and factory buildings for sweet potato waste materials recycling** initiated by the Liancheng County Government has been completed, in a bid to **drive sustainable growth for the agricultural industry** in Liancheng County, Fujian Province, China

  由连城县政府启动的冷藏仓库和甘薯废料循环厂房的一期工程已竣工，以推动中国福建省连城县农业产业的可持续增长



➔ the cold storage warehouses will **potentially improve sales revenue as well as costs savings through the management of perishability and disposal**

冷藏库有可能提高销售收入，并通过易腐烂物品的管理和处理节约成本



➔ the **conversion of sweet potato waste materials into nutritional and cost-efficient base ingredients of animal feed**, **resolving concerns on waste disposal and pollution**, as well as **promoting sustainable growth** for animal feed manufacturers

将甘薯废料转化为营养丰富、成本低廉的动物饲料基础成分，解决废料处理和污染问题，并促进动物饲料生产商的可持续发展

Strategic Investments
战略投资

- **To date, Zixin Group's wholly-owned subsidiary, Fujian Zixin Biotechnological Potato Co., Ltd. ("Zixin Biotech"), has achieved the following milestones:**

  迄今为止，紫心集团的全资子公司福建紫心生物薯业有限公司（简称「**紫心生物科技**」）取得了以下里程碑：

  - Together with **CITIC Construction Co., Ltd., Huiteng Xile Tourism and Culture Co., Ltd. and Liao Ecological Technology Group Co., Ltd.** (collectively, the "**Joint Venture Partners**") had **on 6 April 2023, entered into official agreement with the Língāo People's Government to commence work on the rural revitalization project in Língāo County, Hainan Province.**

    与中信建设有限责任公司、内蒙古辉腾锡勒旅游文化股份有限公司和利奥生态科技集团有限公司（统称 「**合资伙伴**」）一起，已于2023年4月6日与海南省临高县人民政府正式签订协议，启动海南省临高县乡村振兴项目。

  - On 26 June 2023, Zixin Biotech **incorporated a joint venture company, Hainan Xinwei Land Development Co., Ltd.** with the Joint Venture Partners and **invested RMB 3.6 million for a 3.0%** stake.

    2023年6月26日，紫心生物科技与合资伙伴成立了合资公司「**海南省信维全域土地投资开发有限公司**」，并投资360万元人民币获得3%的股权。

Strategic Investments
战略投资

- On 29 June 2023 **entered into a strategic collaboration agreement with the Agricultural Genomics Institute at Shenzhen("AGIS")** which is a government-supported scientific research organisation held by the **Chinese Academy of Agricultural Sciences ("CAAS")**

  已于2023年6月29日与中国农业科学院深圳农业基因组研究所（简称「基因所」）达成战略合作协议

  - Expansion into data and analytics to unlock valuable insights to enhance genomics of sweet potato varieties and cultivation solutions

    向数据和分析领域拓展，以获得有价值的见解，从而提高甘薯品种基因组学和种植解决方案的水平

- Zixin Biotech executed the articles of association with regards to the formation of a joint venture company, **Shenzhen Zixin Provenance Biotechnology Co., Ltd**, which was incorporated on 12 July 2023 with **Fujian Good Villa Agroecological Technology Co., Ltd** and **AgSino China Digital Nutrition Technology (Shenzhen) Co., Ltd.**, and **invested RMB 2.0 million for a 20.0%** stake.

  紫心生物科技与福建鼓龙农业生态科技有限公司和中农数字营养科技（深圳）有限公司于2023年7月12日签署了关于成立合资公司「深圳紫心种源生物科技有限公司」的公司章程，并出资200万元人民币，占20%的股份。

  - To drive R&D in agroecological technology and digital agriculture to amalgamate the core biotech competencies on the genetic resources database, and transform science and technology into functional cultivation of seedlings and sweet potato crops

    合资企业旨在推动农业生态技术和数字农业的研发，将核心生物技术能力整合到基因资源数据库中，并将科学技术转化为种苗和甘薯作物的功能性栽培。

Strategic Investments
战略投资

- On 19 July 2023, Zixin Biotech entered into a **strategic collaboration agreement with the People's Government of Lánkǎo County, Hénán Province for a rural revitalisation initiative in Lánkǎo County**, Kāifēng City, Hénán Province **to drive economic developments and enhance the level of agricultural modernisation**

  紫心生物科技与河南省兰考县人民政府签订战略合作协议，在河南省开封市兰考县实施乡村振兴计划，以推动经济发展，提高农业现代化水平

  - Zixin Group possesses a replicable template for the construction of its integrated circular economy business model, focusing on technological escalation for each business areas to improve quality, technology enhancement, productivity and generate accretive economic value across the industrial value chain sustainably for the long term

    紫心集团在构建循环经济一体化商业模式方面拥有可复制的模板，专注于各业务领域的技术升级，以提高质量、技术提升和生产力，并在整个产业价值链中长期可持续地产生经济增值。

Pressing Concerns
迫切的问题



Industry Trends
行业的发展趋势

- **2023 China Agriculture and Rural Development Trend Report: Accelerate the construction of an agricultural power**

  2023中国农业农村发展趋势报告：加快建设农业强国

  ➔ **China's 14th Five-Year Plan emphasised on food security** and is determined to **expand agricultural sector to safeguard against the declining global food supply and high food prices** in the international markets

  中国的第十四个五年计划强调了粮食安全，并决心扩大农业，以应对全球粮食供应下降和国际市场粮价高企的局面

  (source: International Poverty Reduction Center in China https://www.iprcc.org.cn/article/4BdUtWxl32D)

  ❖ Sweet potato is one of the key staples in China

  甘薯是中国的主要主食之一



Industry Trends
行业的发展趋势

- **China's agriculture ministry issued a three-year action plan in April 2023 aimed at reducing the use of soymeal in animal feed to reduce its heavy reliance on soybean imports**

  中国农业部于2023年4月发布了一项为期三年的行动计划，旨在减少动物饲料中的豆粕用量，从而降低对大豆进口的严重依赖

  - ➔ new plan proposes that the **soymeal ratio in animal feed** should be reduced to **less than 13% by 2025**, from 14.5% in 2022

    新计划提出，到2025年，动物饲料中的豆粕比例应从2022年的14.5%降至13%以下

  - ➔ China **buys more than 60% of the world's traded soybeans**, well over 90 million tonnes a year, largely from the United States and Brazil. It is **estimated that soybean imports may reach 95 million tonnes in 2023**

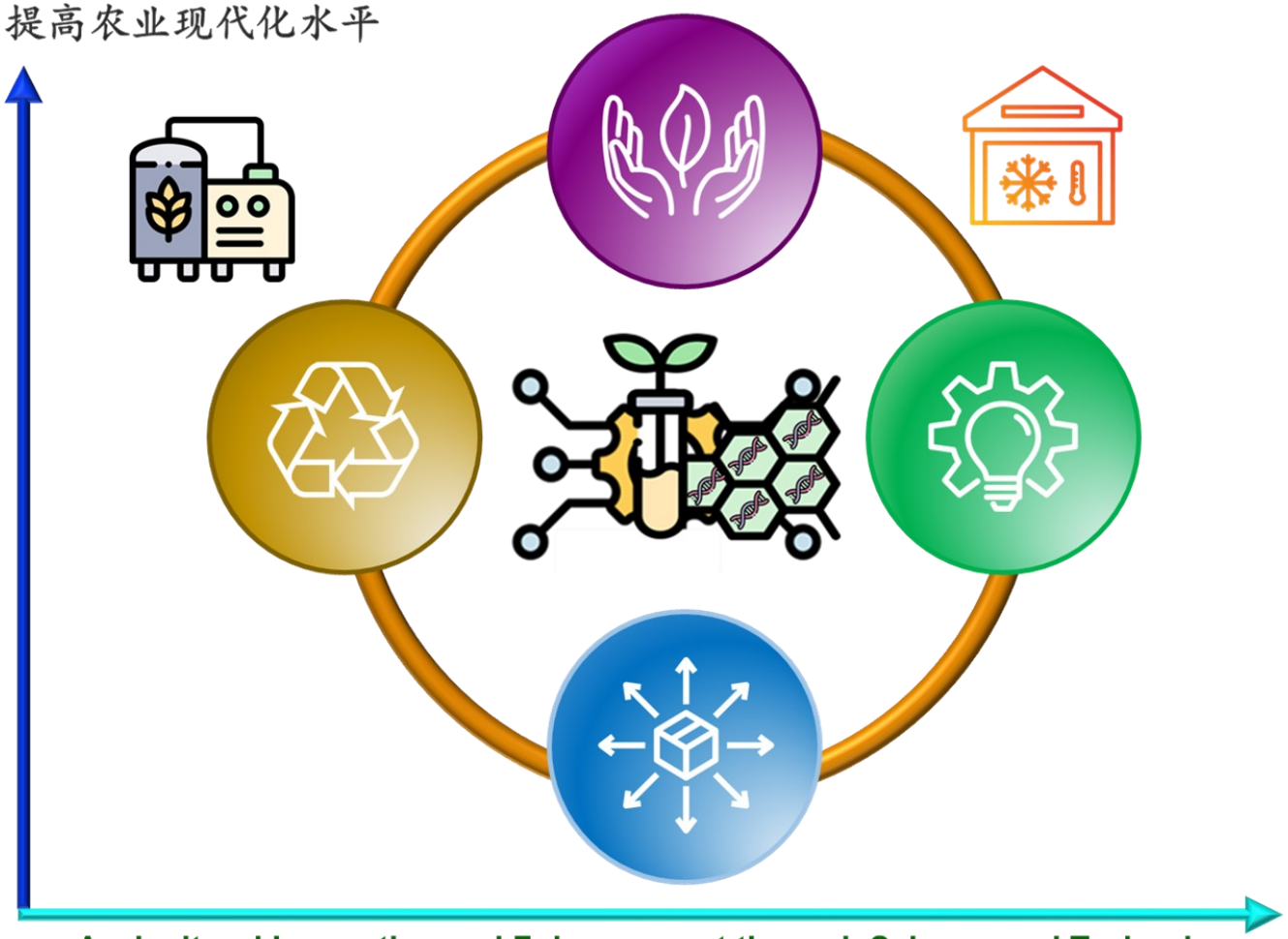
    中国每年购买的大豆占全球贸易量的60%以上，远远超过9000万吨，主要来自美国和巴西。据估计，2023年的大豆进口量可能达到9500万吨

  (source: https://www.reuters.com/world/china/food-security-drives-china-cut-soymeal-use-animal-feed-2023-04-14/)

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Drives Economic Developments and Raises Level of Agricultural Modernisation

推动经济发展，提高农业现代化水平



Agricultural Innovation and Enhancement through Science and Technology

通过科技实现农业创新与发展

ZIXIN GROUP HOLDINGS
紫心集团控股

Growth Prospects
增长展望

1. **Expect to return to profitability for the financial year ending 31 March 2024**

   预计截至2024年3月31日的财政年恢复盈利

2. **Supporting industries to bolster growth potential and broaden earnings**

   配套产业将增强增长潜力和扩大收益

3. **Replicate the Group's integrated circular economy industrial value chain with supporting industries in the rural revitalisation projects to enhance economies of scale**

   复制集团的综合循环经济产业价值链，与乡村振兴项目的配套产业相结合，以增强规模经济

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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.

Appendix 2

Appendix 2

ANNUAL GENERAL MEETING OF ZIXIN GROUP HOLDINGS LIMITED FOR THE FINANCIAL YEAR ENDED 31 MARCH 2023 HELD AT YMCS @ ONE ORCHARD, TAN CHIN TUAN FUNCTION ROOM LEVEL 4, 1 ORCHARD ROAD, SINGAPORE 238824 ON 8 SEPTEMBER 2023, FRIDAY AT 10:00A.M. (SINGAPORE TIME)

ANNOUNCEMENT OF POLLING RESULTS

RESOLUTIONS NO. *(Ordinary and Special)*	FOR		AGAINST		PRESENT AND VOTING	
	No. of shares Voted	Percentage (%)	No. of shares Voted	Percentage (%)	No. of shares Voted	Percentage (%)
ORDINARY BUSINESS						
RESOLUTION 1 To Receive and Adopt the Directors' Statement and Audited Financial Statements for The Financial Year Ended 31 March 2023 Together With The Auditors' Report Thereon	230,726,525	99.99	29,600	0.01	230,756,125	100.00
RESOLUTION 2 To Re-Elect Mr Xue Congyan Pursuant to Regulation 99 of the Company's Constitution	230,726,525	99.99	29,600	0.01	230,756,125	100.00
RESOLUTION 3 To Re-Elect Mr. Lawrence Chen Tse Chau (Chen Shichao) Pursuant to Regulation 99 Of the Company's Constitution	230,726,525	99.99	29,600	0.01	230,756,125	100.00
RESOLUTION 4 To Approve the Payment of Directors' Fees Of S$110,000 For the Financial Year Ending 31 March	230,726,525	99.99	29,600	0.01	230,756,125	100.00

2024, Payable Half Yearly In Arrears. (Fy2023: S$110,000)						
RESOLUTION 5 To Re-Appoint Messrs RT LLP as The Auditors and to Authorise The Directors Of The Company To Fix Their Remuneration	230,726,525	99.99	29,600	0.01	230,756,125	100.00
SPECIAL BUSINESS						
RESOLUTION 6 Authority To Issue Shares in The Company Pursuant to Section 161 Of The Companies Act 1967 Of Singapore (The "**Companies Act**") And Rule 806 Of The Listing Manual – Section B: Rules Of The Catalist Of The Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**")	224,496,525	99.29	6,259,600	2.71	230,756,125	100.00
RESOLUTION 7 Authority To Issue and Allot Shares Under the Zixin Employee Share Option Scheme	224,496,525	97.30	6,259,600	2.70	230,756,125	100.00
RESOLUTION 8 Authority To Issue Shares Under the Zixin Performance Share Plan	224,496,525	97.30	6,259,600	2.70	230,756,125	100.00