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 30 JULY 2024

DATE	:	Tuesday, 30 July 2024	
PLACE	:	60 Cecil Street, the Institute of Singapore Chartered Accountants House, Room 4-3, Singapore 049709	
TIME	:	10.00 a.m. (Singapore Time)	
PRESENT	:	Mr Liang Chengwang	- Executive Chairman and Chief Executive Officer ("**CEO**")
		Mr Lawrence Chen Tse Chau (Chen Shichao)	- Non-Executive and Lead Independent Director
		Mr Ng Poh Khoon	- Non-Executive and Independent Director
		Mr Xue Congyan (Attended Virtually)	- Non-Executive and Independent Director
IN ATTENDANCE	:	Mr Yi Ming	- Chief Financial Officer ("**CFO**")
		Mr Jee Meng Kwang	- Group Financial Controller ("**FC**")
		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
		Ms Soon Jia Yi	- Representative from the Company Secretary's Office
		Ms Lien I Ping	- Representative from the Company's Sponsor, RHB Bank Berhad (the "**Sponsor**")
		Mr Ivan Khew	- Representative from the Sponsor's Office
		Ms Tan Jia Qi	- Representative from the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Polling Agent**" and "**Share Registrar**")
		Mr Teo Kian Siong	- Representative from the Share Registrar's Office
		Mr Johnson Lee	- Representative from the Scrutineer, CNP Business Advisory Pte. Ltd. (the "**Scrutineer**")
		Mr Jerry Goh	- Representative from the Scrutineer's Office
		Mr Kenneth Ng	- Representative from the Company's auditors, RT LLP (the "**Auditors**")
		Mr Elton Man	- Representative from the Auditor's Office
		Mr Alexander Tan	- Representative from the Auditor's Office
		Shareholders and Observers	- As per the Attendance List of Shareholders and Observers maintained by the Company
CHAIRMAN OF THE MEETING	:	Mr Lawrence Chen Tse Chau (Chen Shichao)	

1. INTRODUCTION

1.1 The Chairman of the Annual General Meeting ("**AGM**"), Mr Lawrence Chen Tse Chau (Chen Shichao), welcomed the shareholders of the Company ("**Shareholders**") to the AGM.

1.2 The Chairman introduced the Board, the CFO and FC to the Shareholders. The Chairman also informed Shareholders that representatives from the Sponsor, Company Secretary, Auditors, Share Registrar, Polling Agent and Scrutineer are in attendance at the AGM.

2. QUORUM

The Chairman called the AGM to order at 10.00 a.m. after receiving confirmation that the requisite quorum was present.

3. QUESTIONS FROM SHAREHOLDERS

3.1 The Chairman informed the Shareholders that the Company had received questions from the Shareholders relating to the agenda of the AGM (the "**Agenda**"), and that the Company had provided its response via SGXNET on 26 July 2024 at 8.10 a.m.

3.2 The Chairman also invited Shareholders to ask questions at the AGM. In the interest of facilitating smooth proceedings, the Chairman informed Shareholders that they should keep to questions relating to the Agenda, and that any questions outside of the Agenda will be dealt with after the Agenda has been completed.

4. OVERVIEW OF THE COMPANY'S BUSINESS AND OPERATIONS

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

4.2 With reference to the Corporate Presentation, Mr Liang provided an overview of the business of the Company and its subsidiaries (the "**Group**"), presented the operational highlights of the Group for the financial year ended 31 March 2024 ("**FY2024**"), and highlighted the status of the Group's investments in its business.

5. NOTICE OF AGM

The Chairman noted that the Notice of AGM had been published on SGXNET and the Company's corporate website on 15 July 2024, with hard copies of the Notice of AGM having been despatched to the Shareholders on the same day. With the consent of Shareholders, the Notice of AGM was taken as read.

6. POLLING PROCESS

6.1 The Chairman informed Shareholders that the AGM will be conducted by way of poll in accordance with the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") of the Singapore Exchange Securities Trading Limited. The Chairman also noted that Shareholders have appointed the Chairman as their proxy, and that the Chairman will be voting in accordance with the wishes of the relevant Shareholders.

6.2 The Chairman noted that Boardroom Corporate & Advisory Services Pte. Ltd. has been appointed as the Polling Agent and CNP Business Advisory Pte. Ltd. has been appointed as the Scrutineer, in which the results of the poll on all resolutions shall be tabulated by the Polling Agent, and thereafter confirmed by the Scrutineer.

6.3 The Scrutineer proceeded to give Shareholders a brief on the poll voting procedures of the AGM.

ORDINARY BUSINESS

7. **ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2024 TOGETHER WITH THE AUDITORS' REPORT THEREON**

7.1 The Chairman informed Shareholders that Ordinary Resolution 1 is to receive and adopt the Directors' Statement and Audited Financial Statements for FY2024 together with the Auditors' Report thereon. As the Audited Financial Statements for FY2024 together with the Directors' Statement and the Auditors' Report of the Company had been in the hands of the Shareholders for the prescribed period, the said documents were proposed to be taken as read with the Shareholders' consent.

7.2 In connection with Ordinary Resolution 1, a Shareholder inquired about the progress of the Group's project in the Hainan province. In response, Mr Liang highlighted that the development of its business in the Hainan province is underway, and that the Shareholders will be kept apprised of such developments via the announcements on SGXNET and the Company's corporate website.

7.3 As there were no further questions raised, 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 FY2024 together with the Auditors' Report thereon*."

8. ORDINARY RESOLUTION 2: TO RE-ELECT MR LIANG CHENGWANG AS A DIRECTOR PURSUANT TO REGULATION 99 OF THE COMPANY'S CONSTITUTION

8.1 The Chairman informed Shareholders that Ordinary Resolution 2 is to re-elect Mr Liang Chengwang as a Director of the Company pursuant to Regulation 99 of the Company's Constitution. The Chairman noted that Mr Liang Chengwang is eligible for re-election upon retiring, and that Mr Liang Chengwang had offered himself for re-election. Mr Liang Chengwang shall remain as the Executive Chairman and Chief Executive Officer of the Company upon re-election.

8.2 The Chairman proposed and tabled Ordinary Resolution 2, which was seconded by Mr Jee Meng Kwang:

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

9. ORDINARY RESOLUTION 3 – TO RE-ELECT MR NG POH KHOON AS A DIRECTOR PURSUANT TO REGULATION 99 OF THE COMPANY'S CONSTITUTION

9.1 The Chairman informed Shareholders that Ordinary Resolution 3 is to re-elect Mr Ng Poh Khoon as a Director of the Company pursuant to Regulation 99 of the Company's Constitution. The Chairman noted that Mr Ng Poh Khoon is eligible for re-election upon retiring, and that Mr Ng Poh Khoon had offered himself for re-election. The Chairman further noted that Mr Ng Poh Khoon shall remain as a Non-Executive and Independent Director of the Company, the Chairman of the Remuneration Committee, a member of the Audit Committee and a member of the Nominating Committee, and that Mr Ng Poh Khoon is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.

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

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

10. ORDINARY RESOLUTION 4: TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF UP TO S$110,000.00 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2025, PAYABLE HALF-YEARLY IN ARREARS. (FY2024: S$110,000)

10.1 The Chairman informed Shareholders that Ordinary Resolution 4 is to approve the payment of Directors' fees of up to S$110,000 for the financial year ending 31 March 2025, payable half-yearly in arrears.

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

"*To approve the payment of Directors' fees of up to S$110,000 for the financial year ending 31 March 2025, payable half yearly in arrears. (FY2024: S$ 110,000)."*

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

11.1 The Chairman informed Shareholders that Ordinary Resolution 5 is to re-appoint RT LLP as auditors of the Company and to authorise the Directors to fix their remuneration.

11.2 The Chairman proposed and tabled Ordinary Resolution 5, which was seconded by Mr Jee Meng Kwang:

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

12. ANY OTHER ORDINARY BUSINESS

12.1 The Chairman informed the Shareholders that no notice had been received by the Company Secretary on any other matters that may properly be transacted at the AGM.

12.2 The Chairman proceeded with the Special Business to be transacted at the AGM.

SPECIAL BUSINESS

13. ORDINARY RESOLUTION 6: AUTHORITY TO ALLOT AND 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 ("CATALIST RULES") OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST")

13.1 The Chairman informed Shareholders that Ordinary Resolution 6 is 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, details of which had been set out in the text of the resolution in item 7 of the Notice of AGM.

13.2 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 (the "**Companies Act**") and subject to Rule 806 of the Listing Manual Section B: Rules of Catalist ("**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 capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise);*

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

(iii) 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

(iv) 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."

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

14.1 The Chairman informed Shareholders that Ordinary Resolution 7 is to grant authority to the Directors of the Company to issue shares under the Zixin Employee Share Option Scheme, details of which had been set out in the text of the resolution in item 8 of the Notice of AGM.

14.2 The Chairman proposed and tabled Ordinary Resolution 7, 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:

(a) *offer and grant options ("**Options**") from time to time in accordance with the rules of the Zixin Employee Share Option Scheme (the "**Zixin ESOS**"); and*

(b) *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 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."

15. ORDINARY RESOLUTION 8: AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE ZIXIN PERFORMANCE SHARE PLAN

15.1 The Chairman informed Shareholders that Ordinary Resolution 8 is to grant authority to the Directors of the Company to issue shares under the Zixin Performance Share Plan, details of which had been set out in the text of the resolution in item 9 of the Notice of AGM.

15.2 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 rules of the Zixin 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."

16. POLLING

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

16.2 The poll on the resolutions were duly conducted, in which the Chairman thereafter informed Shareholders that there would be a short break while the Scrutineer verified the votes.

17. ANNOUNCEMENT OF POLLING RESULTS

The Chairman read the poll results which had been verified by the Scrutineer and declared that all resolutions tabled at the AGM have been carried.

Resolutions number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
ORDINARY BUSINESS					
Ordinary Resolution 1 To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2024 together with the Auditors' Report thereon.	692,758,360	692,728,760	100.00	29,600	0.00
Ordinary Resolution 2 To re-elect Mr Liang Chengwang as a Director pursuant to Regulation 99 of the Company's Constitution.	692,758,360	692,728,760	100.00	29,600	0.00
Ordinary Resolution 3 To re-elect Mr Ng Poh Khoon as a Director pursuant to Regulation 99 of the Company's Constitution.	692,758,360	685,784,760	98.99	6,973,600	1.01
Ordinary Resolution 4 To approve the payment of Directors' Fees of up to S$110,000.00 for the financial year ending 31 March 2025, payable half-yearly in arrears (FY2024: S$110,000).	692,758,360	692,728,760	100.00	29,600	0.00

Ordinary Resolution 5 To re-appoint RT LLP as auditors of the Company and to authorise the Directors to fix their remuneration.	692,758,360	692,728,760	100.00	29,600	0.00
SPECIAL BUSINESS					
Ordinary Resolution 6 Authority to allot and issue shares.	692,758,360	572,542,760	82.65	120,215,600	17.35
Ordinary Resolution 7 Authority to allot and issue shares under the Zixin Employee Share Option Scheme.	692,758,360	572,542,760	82.65	120,215,600	17.35
Ordinary Resolution 8 Authority to allot and issue shares under the Zixin Performance Share Plan.	692,758,360	572,542,760	82.65	120,215,600	17.35

18. QUESTION AND ANSWER

18.1 A shareholder asked the CEO, Mr Liang Chengwang to elaborate on the contracts entered into by the Company's wholly owned subsidiary, Liancheng Dizhongbao Modern Agriculture Development Co., Ltd ("**Liancheng Dizhongbao**") for the supply of sweet potatoes. The shareholder also asked how Liancheng Dizhongbao controls the quality of these sweet potatoes, and whether there is any fixed proportion of orange and purple sweet potatoes for such supply.

18.2 In response, Mr Liang Chengwang elaborated that these are long-term contracts entered into by Liancheng Dizhongbao to secure the advance supply of sweet potatoes at a discounted price, and that the sweet potatoes are monitored by professionals during the course of its cultivation. As for proportion, Mr Liang Chengwang stated that the proportion varies from time to time depending on projected demand, although the Group is receiving more orange sweet potatoes at this juncture.

19. CONCLUSION

There being no other business to transact, the Chairman noted that the business of the AGM had concluded and declared the AGM closed at 10.50 a.m.. The Chairman also thanked the Shareholders for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

Mr Lawrence Chen Tse Chau (Chen Shichao)
Chairman of the AGM

APPENDIX
CORPORATE PRESENTATION



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 Update
企业简报

30 July 2024

2024年7月30日

Overview of Zixin Group
紫心集团概况

- **Zixin Group is a leading biotech-focused sweet potato integrated circular economy industrial value chain operator in China**
  紫心集团是中国一家领先的以生物科技为核心的甘薯综合产业价值链运营商
- **Zixin Group harnesses its biotechnology capabilities to strengthen and support its core business areas**:
  紫心集团利用生物科技能力和支持其核心业务领域

  - ➔ 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 channel building
    品牌建设、营销和分销渠道建设
  - ➔ R&D on recovery and recycling
    回收与再循环

Operational Highlights
运营亮点

- **Zixin Group returned to profitability in 2H FY2024 and FY2024**
  紫心集团于2024财年下半年和2024财年回复盈利

- **Zixin Group is fine-tuning our integrated circular economy industrial value chain with the outsourced support of complementary industries such as smart warehousing and agricultural waste fermentation**
  紫心集团通过智能仓储、农业废料发酵等互补产业的外包支持，完善我们的综合循环经济产业价值链

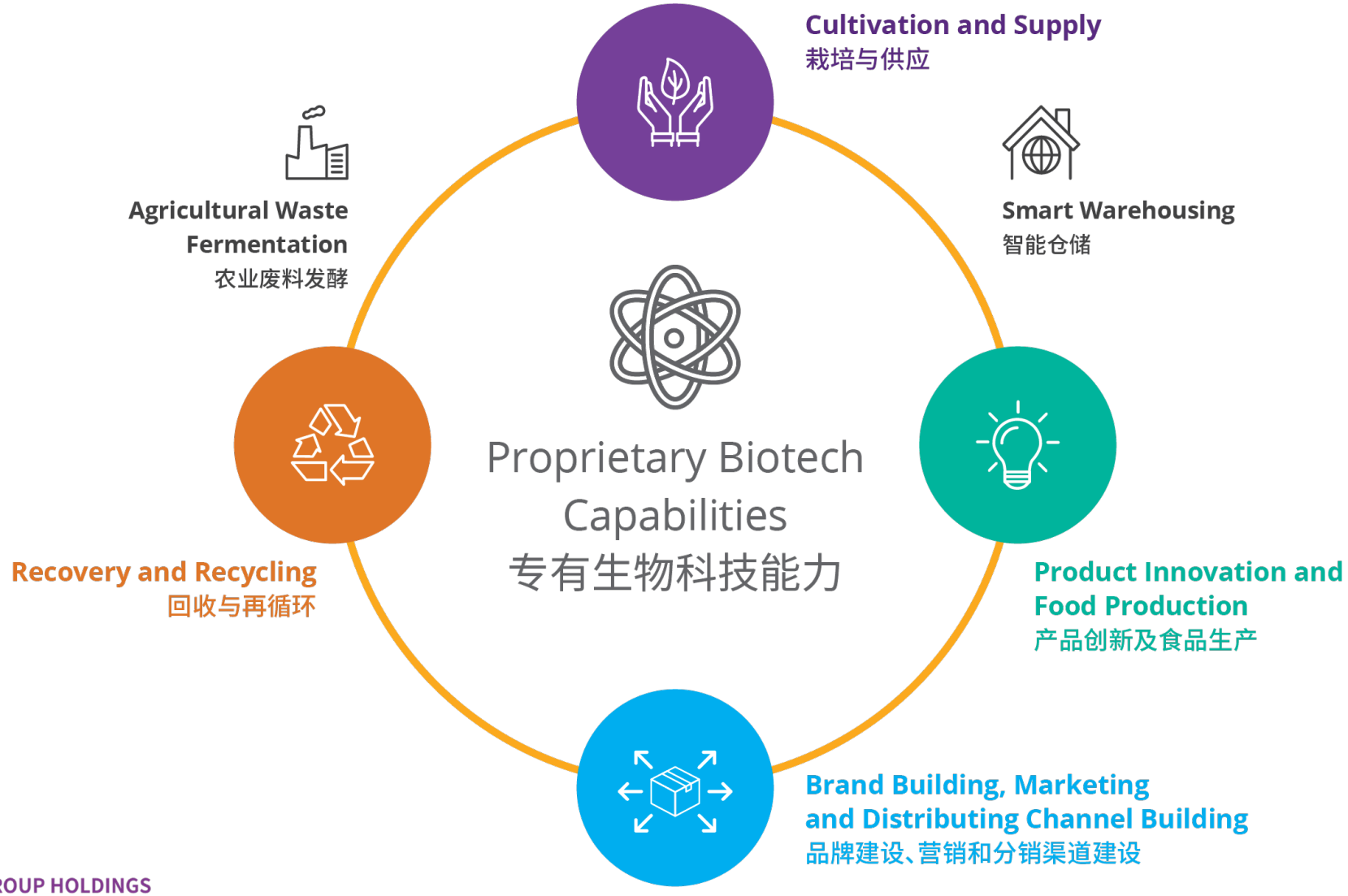
- **Looking forward to monetise our innovation initiatives:**
  期待将我们的创新举措货币化

  - ➔ the high-tech manufacturing facility to commence production of functional food product using proprietary extraction and production techniques in phases starting at the end of September 2024
    该高科技制造工厂将从2024年9月底开始分阶段开始使用专有的提取和生产技术生产功能性食品

  - ➔ tests and feed trials are being conducted by feed manufacturers who use sweet potato probiotic-infused feed ingredients for poultry and livestock
    使用甘薯益生菌饲料配料饲养家禽和牲畜的饲料生产商正在进行测试和饲料试验

Zixin Group's Biotech-focused Sweet Potato Integrated Circular Economy Industrial Value Chain Business Model

紫心集团以生物科技为核心的甘薯综合循环经济产业价值链商业模式



Investment Merits
投资优势

1. **Smart warehousing to improve Zixin Group's front-end operational efficiency and reduce sweet potato spoilage**
   智能仓储提高紫心集团前端运营效率，减少甘薯变质

2. **Proprietary probiotic fermentation formulation for sweet potato agricultural waste materials is expected to provide an alternative choice for feed manufacturers(1)**
   紫心集团专有的甘薯农业废料益生菌发酵配方为饲料生产商提供了另一种选择

3. **Replicability of Zixin Group's biotech-focused sweet potato integrated circular economy industrial value chain business model in rural revitalization projects would be a major long-term growth driver**
   紫心集团以生物科技为核心的甘薯综合循环经济产业价值链商业模式在乡村振兴项目中的可复制性，成为长期增长的主要驱动力

Zixin Group's business model addresses agricultural challenges and reduces risks. We believe our sweet potato integrated industrial value chain is able to address concerns about food safety, food security, and feed security.
紫心集团的商业模式解决了农业挑战并降低了风险。我们相信，我们的甘薯综合产业价值链能够解决人们对食品安全、粮食安全和饲料安全的担忧。

Note:
(1) To the best of directors' knowledge third-party feed manufacturer will seek necessary accreditation/approvals for such animal feeds, which will take some time to complete.

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*This presentation has been reviewed by the Company's sponsor, RHB Bank Berhad, through its Singapore branch ("**Sponsor**") in compliance with Rule 226(2)(b) of the Catalist Rules.*

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The contact person for the Sponsor is Mr Alvin Soh, Head, Corporate Finance, RHB Bank Berhad, Singapore branch, at 90 Cecil Street, #03-00 Singapore 069531, Telephone (65) 6320 0627.