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 31 MARCH 2023

DATE	:	Friday, 31 March 2023	
PLACE	:	Held via live audio-visual webcast and live audio-only stream	
TIME	:	3.00 p.m.	
PRESENT	:	Mr. Liang Chengwang	- Executive Chairman and Chief Executive Officer
		Ms. Duanmu Xiaoyi	- Executive Director (retired at this AGM)
		Mr. Ng Poh Khoon	- Non-Executive and Lead Independent Director
		Mr. Xue Congyan	- 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
		Mr. Jee Meng Kwang	- Group Financial Controller
		Mr. Lim Kok Meng	- Company Secretary
		Ms. Jessy Heng	- Representative from the Company's auditors, RT LLP
		Mr. Melvin Teo	- Representative from the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**")
		Ms. Chloe Wang	- Representative from the Sponsor
		Ms. Joey Teo	- Representative from the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**")
		Mr. Chee Kok Seng	- Representative from the Polling Agent, Complete Corporate Services Pte Ltd
		Ms. Chan Rouh Ting	- Representative from the independent scrutineer, Moore Stephens LLP (the "**Scrutineer**")
		Shareholders	- As per the attendance list maintained by the Company
CHAIRMAN OF THE MEETING	:	Mr. Ng Poh Khoon	

1. WELCOME ADDRESS

1.1. Mr Ng Poh Khoon, the Chairman of the Meeting (the "**Chairman**"), thanked shareholders for their participation in the annual general meeting (the "**AGM**") held by way of live audio-visual webcast and live audio-only stream (the "**Meeting**") and apologised for any inconvenience caused in holding the AGM virtually.

1.2. The Chairman proceeded to introduce the Directors of the Company present at the AGM. In addition, the Chairman informed the Meeting that the Chief Financial Officer, the Group Financial Controller, the Company Secretary, as well as representatives from the Company's auditors, sponsor, share registrar and scrutineer were in attendance at the AGM.

2. QUORUM

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

3. NOTICE OF MEETING

The Chairman noted that the Notice of the Meeting, Annual Report, and the Proxy Form had been published on SGXNET on 16 March 2023 and that shareholders had been informed of the form of the Meeting.

4. QUESTIONS FROM SHAREHOLDERS

4.1. The Chairman informed the Meeting that the Company had prior to the Meeting received questions from the Securities Investors Association (Singapore), and no questions from shareholders. The Company had published its responses to the substantial and relevant questions on the SGXNET on 27 March 2023.

4.2. The Chairman further informed the Meeting that Shareholders would be able to submit questions "live" at the Meeting, and requested that Shareholders only submit questions that are substantial and relevant to the agenda of the Meeting.

5. POLLING PROCESS

5.1. The Chairman next informed the Meeting that voting at the Meeting would be conducted by way of poll in accordance with the rules of the Catalist 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 "live" by the shareholders themselves, or by their duly appointed proxies via electronic means, or by appointing the Chairman as proxy to vote on their behalf at the Meeting.

5.2. The Chairman proposed that the results of the poll on all Resolutions be tabulated by the Polling Agent and confirmed by the Scrutineers after each Resolution had been tabled.

5.3. The Chairman noted that Complete Corporate Services Pte Ltd had been appointed as the Polling Agent and Moore Stephens LLP had been appointed to act as the independent Scrutineer for the Meeting.

AS ORDINARY BUSINESS

6. ORDINARY RESOLUTION 1: TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 TOGETHER WITH THE AUDITORS' REPORT THEREON

6.1 The Chairman informed the Meeting that Ordinary Resolution 1 was to receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 ("**FY2022**") together with the Auditors' Report thereon. In this regard, as the Audited Financial Statements for FY2022 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.

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

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

7. ORDINARY RESOLUTION 2: TO RE-ELECT MR. NG POH KHOON PURSUANT TO REGULATION 99 OF THE COMPANY'S CONSTITUTION

7.1. The Chairman informed the Meeting that as Ordinary Resolution 2 concerned himself, he would pass conduct of the Meeting to the Company Secretary, Mr. Lim Kok Meng.

7.1. The Company Secretary informed the Meeting that Ordinary Resolution 2 was to re-elect Mr. Ng Poh Khoon pursuant to Regulation 99 of the Company's Constitution.

7.2. The Company Secretary proposed and tabled Ordinary Resolution 2 which was seconded by Mr. Jee Meng Kwang:

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

8. UPDATE ON THE RETIREMENT OF MS. DUANMU XIAOYI

8.1. At this juncture, the Company Secretary passed conduct of the meeting back to the Chairman.

8.2. Prior to moving on to the next Resolution on the agenda, the Chairman noted that Ms. Duanmu Xiaoyi would at this Meeting be retiring as a Director of the Company pursuant to Regulation 99 of the Company's Constitution, and that she had informed the Company that she would not be standing for re-election. Accordingly, Ms Duanmu would cease to be a Director of the Company from the conclusion of the Meeting.

8.3. On behalf of the Company, the Chairman thanked Ms. Duanmu Xiaoyi for her commitment and contributions to the Zixin Group, and wished her all the best in her future endeavours.

9. ORDINARY RESOLUTION 3: 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)

9.1. The Chairman informed the Meeting that Ordinary Resolution 3 was to approve the payment of Directors' fees of S$110,000 for the financial year ending 31 March 2023, payable half yearly in arrears.

9.2. The Chairman proposed and tabled Ordinary Resolution 3 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 2023, payable half yearly in arrears. (FY2022: S$ 110,000)."

10. ORDINARY RESOLUTION 4: TO RE-APPOINT RT LLP AS THE AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION

10.1. The Chairman informed the Meeting that Ordinary Resolution 4 was to re-appoint RT LLP as the auditors of the Company for the financial year ending 31 March 2023 and to authorise the Directors of the Company to fix their remuneration.

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

"To re-appoint RT LLP as the auditors of the Company for the financial year ending 31 March 2023 and to authorise the Directors of the Company to fix their remuneration."

11. ANY OTHER ORDINARY BUSINESS

The Chairman stated that the Company Secretary had informed him that no notice was received for transacting of any other ordinary business at the Meeting. The Chairman then proceeded to deal with the Special Business to be transacted at the Meeting.

AS SPECIAL BUSINESS

12. ORDINARY RESOLUTION 5 – AUTHORITY TO ISSUE SHARES IN THE COMPANY PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 OF SINGPAORE (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")

12.1. The Chairman informed the Meeting that Ordinary Resolution 5 was to authorise the Directors of the Company to issue shares pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules of the SGX-ST, the details of which were set out in the text of the resolution in Ordinary Resolution 5 in the Notice of AGM.

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

"That pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules of 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."

13. ORDINARY RESOLUTION 6: AUTHORITY TO ISSUE AND ALLOT SHARES UNDER THE ZIXIN EMPLOYEE SHARE OPTION SCHEME

13.1. The Chairman informed the Meeting that Ordinary Resolution 6 was to grant authority to the Directors of the Company to issue shares under the Zixin Employee Share Option Scheme, the details of which were set out in the text of the resolution in Ordinary Resolution 6 in 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, 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 rule of Zixin Employee Share Option Scheme ("**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 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."

14. ORDINARY RESOLUTION 7: AUTHORITY TO ISSUE SHARES UNDER THE ZIXIN PERFORMANCE SHARE PLAN

14.1. 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 Performance Share Plan, the details of which were set out in the text of Ordinary Resolution 7 in 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:

(i) offer and grant awards ("**Awards**") from time to time in accordance with the rule of Zixin Performance Share Plan ("**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."

15. 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.

16. QUESTIONS FROM SHAREHOLDERS

16.1. The Chairman noted that the Company had received additional questions from the Shareholders. At this juncture, the Chairman invited the Company Secretary to respond to the relevant and substantial questions on behalf of the Board in the following manner. The questions raised by the Shareholders were summarised and responded to in the following manner:

(a) **Question:**

The compensation of Mr Liang Chengwang ("**Mr Liang**"), the Company's Chairman and Chief Executive Officer, consists entirely of a salary component and has no performance-based component. Will this be re-assessed by the Board and the Remuneration Committee?

Board's Response:

Prior to the COVID-19 pandemic, there were discussions for Mr Liang to have both salary and performance-based components in his remuneration package.

However, in view of the weak economic conditions during the COVID-19 pandemic, Mr Liang decided to temporarily forgo his performance-based component during the COVID-19 pandemic until such time when the economic conditions have stabilised and is agreeable to receiving only his basic salary component.

As the COVID-19 situation has begun to stabilise and economic conditions are improving the Company's Remuneration Committee will be looking into incorporating a performance-based component to Mr Liang's remuneration package. If there is any change to Mr Liang's remuneration package, this will be disclosed in the next annual report of the Company.

(b) **Question:**

Will Mr Liang and other key management be keen to have a bulk of his (or their) remuneration packages be paid out through the Company's Performance Share Plan?

Board's Response:

The Remuneration Committee will deliberate on the feasibility of this remuneration structure, and will be discussing the same with Mr Liang and any relevant employees of the Company.

(c) **Question:**

How will the Company ensure the value of shares of its shareholders with the issuance of new shares?

Board's Response:

In making all decisions for and on behalf of the Company, the Board of Directors will always act in the best interests of the Company. For example, if it is in the best interests of the Company to raise funds by way of a private placement exercise to ensure that it has working capital to further its growth or to strengthen its financial conditions, the Board of Directors will do so.

The Directors believe that as long as they continue to act in the best interest of the Company, and if the Shareholders are aligned with the Company's values and believe in the Board of Directors' business direction, it is hopeful that the value of the shares will be reflected in its share price.

For the avoidance of doubt, the Company and the Board are in no position to 'control' the share price.

(d) **Question:**

Following from Question (c), will there be any dividends paid?

Board's Response:

The Company's position on dividends is as set out in its annual report. While the Company endeavours to declare dividends, this is always subject to the existing financial conditions of the Company during that financial year, including earnings, results of operations, capital requirements, cash flow, general business conditions, development plans and other factors.

16.2. At this juncture, the Company Secretary handed conduct of the Meeting back to the Chairman.

17. POLLING

17.1. The Chairman noted that all relevant questions had been addressed and directed that pursuant to the Company's Constitution, a poll be taken on each of the Resolutions proposed and seconded.

17.2. The Chairman directed the shareholders to cast their vote for each Resolution proposed and seconded at the Meeting.

18. ANNOUNCEMENT OF POLLING RESULTS

18.1. The Chairman thanked the shareholders for their votes, and noted that the votes had been counted by the Polling Agent and verified by the Scrutineer.

18.2. The Chairman informed shareholders that the results of the valid votes, which had been counted by the polling agent and verified by the Scrutineer, were as follows:

Resolution	**Total number of shares represented by votes for and against the relevant resolution**	**FOR**		**AGAINST**		**Result of Poll**
		No. of Shares	**As a percentage of total number of votes for and against the resolution (%)**	**No. of Shares**	**As a percentage of total number of votes for and against the resolution (%)**	
Ordinary Resolution 1	226,575,300	226,545,700	99.99	29,600	0.01	Passed
Ordinary Resolution 2	226,575,300	226,545,700	99.99	29,600	0.01	Passed
Ordinary Resolution 3	226,575,300	226,545,700	99.99	29,600	0.01	Passed
Ordinary Resolution 4	226,575,300	226,545,700	99.99	29,600	0.01	Passed
Ordinary Resolution 5	226,575,300	220,766,000	97.44	5,809,300	2.56	Passed
Ordinary Resolution 6	226,575,300	220,766,000	97.44	5,809,300	2.56	Passed
Ordinary Resolution 7	226,575,300	220,766,000	97.44	5,809,300	2.56	Passed

19. CONCLUSION

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

There being no other business to transact, the Chairman noted that the business of the Meeting had concluded and declared the Meeting closed at 3.33 p.m. 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