

JIUTIAN CHEMICAL GROUP LIMITED

(“Jiutian” or the “Company”)
(Company Registration No. 200415416H)
(Incorporated in the Republic of Singapore)

Minutes of the Seventeenth Annual General Meeting (“AGM” or the “Meeting”) of the Company held on Thursday, 28 April 2022 at 10.30 a.m. by way of electronic means

PRESENT

Board of Directors

1. Mr. Lee Chee Seng – Executive Director
2. Mr. Wu Yu Liang – Non-Executive and Lead Independent Director
3. Mr. Chan Kam Loon – Non-Executive and Independent Director
4. Mr. Koh Eng Kheng Victor – Non-Executive and Independent Director

BY LIVE WEBCAST

Board of Directors

1. Mr. Han Lianguo – Non-Executive and Non-Independent Chairman
2. Mr. Gao Guoan – Non-Executive and Independent Director
3. Mr. Wang Gang – Non-Executive and Non-Independent Director
4. Mr. Chen Mingjin – Non-Executive and Independent Director

IN ATTENDANCE

As set out in the attendance list maintained by the Company.

ABSENT WITH APOLOGIES

Board of Directors

1. Mr. Zhang Hongtao – Non-Executive and Non-Independent Director
-

CHAIRMAN

The Executive Director, Mr. Lee Chee Seng (the “Chairman”) welcomed all the shareholders to the AGM of the Company who had pre-registered for the live audit-visual webcast and live audio-only stream for observation of the AGM and attended the AGM by electronic means.

Mr. Lee informed the Meeting that the Non-Executive and Non-Independent Chairman, Mr. Han Lianguo had requested him to conduct the Meeting.

Mr. Lee informed that pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the AGM was conducted and held by way of electronic means and shareholders are allowed to join the AGM via live audio-visual webcast or live audio-only stream.

The Chairman further informed that any form of digital recording, visual or audio, is not permitted throughout the AGM.

Mr. Lee then introduced all the Directors present to the shareholders as well as the Auditors, Sponsors, Company Secretary representative and independent scrutineer who had joined the AGM via live webcast.

QUORUM

The Secretary representative confirmed that a quorum was present. The Chairman called the meeting to order.

NOTICE

The Notice convening the Meeting, having been circulated to shareholders in the requisite statutory period was, with the concurrence of the shareholders, taken as read.

POLL VOTING PROCEDURES

Mr. Lee informed the shareholders that in accordance with the SGX guidelines and the COVID-19 (Temporary Measures) Act 2020 and related Order on the conduct of general meetings, only the Chairman of the Meeting may be appointed as proxy.

As the Chairman of the Meeting, he would vote in accordance with the instructions of the shareholders who had appointed him to vote for or against or abstain from voting on all of the resolutions to be voted on at the AGM.

The Chairman informed that the Company has appointed Entrust Advisory Pte. Ltd. as the Company's independent scrutineer for the poll at the AGM. The scrutineer had checked the validity of the proxy forms received and verified the voting results.

The Chairman informed that shareholders had submitted their questions prior to the Meeting and the Company had on 21 April 2022 announced the responses to the questions on SGXNet.

ORDINARY BUSINESS**RESOLUTION 1 - ADOPTION OF DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 TOGETHER WITH THE AUDITORS' REPORT THEREON**

The Meeting proceeded to receive and consider the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021 ("FY2021") and the Auditors' Report thereon.

The Chairman announced the results of Resolution 1 as below:

Resolution 1:	FOR	AGAINST	TOTAL
Vote	599,790,200	228,400	600,018,600
Percentage	99.96%	0.04%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 1 carried.

RESOLUTION 2 - DIRECTORS' FEE FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2022

The Directors had recommended the payment of directors' fee of S\$199,600 for the financial year ending 31 December 2022, to be paid quarterly in arrears.

The Chairman announced the results of Resolution 2 as follows:

Resolution 2:	FOR	AGAINST	TOTAL
Vote	599,790,200	228,400	600,018,600
Percentage	99.96%	0.04%	100.00%

Based on the result of the poll, the Chairman declared that the Ordinary Resolution 2 carried.

RESOLUTION 3 – DECLARATION OF A TAX-EXEMPT (1-TIER) FINAL DIVIDEND OF SGD0.0012 PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Directors had recommended the declaration of a tax-exempt (1-tier) final dividend of SGD0.0012 per share for the financial year ended 31 December 2021.

The Chairman announced the results of Resolution 3 as follows:

Resolution 3:	FOR	AGAINST	TOTAL
Vote	600,015,200	228,400	600,243,600
Percentage	99.96%	0.04%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 3 carried.

RESOLUTION 4 - RE-ELECTION OF MR. LEE CHEE SENG AS A DIRECTOR

As Resolution 4 involved the re-election of Mr. Lee Chee Seng (“Mr. Lee”) as a Director of the Company, the Chairman handed over the Chair to Mr. Wu Yu Liang (“Mr. Wu”), Non-Executive and Lead Independent Director to conduct this motion.

The Meeting was informed that Resolution 4 was to re-elect Mr. Lee as a Director of the Company. Pursuant to Regulation 91 of the Constitution of the Company, Mr. Lee will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Mr. Lee would remain as an Executive Director.

Mr. Wu announced the result of Resolution 4 as follows:

Resolution 4:	FOR	AGAINST	TOTAL
Vote	598,895,400	1,123,200	600,018,600
Percentage	99.81%	0.19%	100.00%

Based on the results of the poll, Mr. Wu declared that the Ordinary Resolution 4 carried.

Mr. Wu had invited Mr. Lee to resume the Chair.

RESOLUTION 5 - RE-ELECTION OF MR. WANG GANG AS A DIRECTOR

The Meeting was informed that Resolution 5 was to re-elect Mr. Wang Gang (“Mr. Wang”) as a Director of the Company. Pursuant to Regulation 91 of the Constitution of the Company, Mr. Wang will retire from office at this Meeting and being eligible, he had offered himself for re-election.

Upon re-election, Mr. Wang would remain as a Non-Executive and Non-Independent Director.

The Chairman announced the results of Resolution 5 as follows:

Resolution 5:	FOR	AGAINST	TOTAL
Vote	571,309,200	28,709,400	600,018,600
Percentage	95.22%	4.78%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 5 carried.

RESOLUTION 6 - RE-ELECTION OF MR. GAO GUOAN AS A DIRECTOR

Resolution 6 was to re-elect Mr. Gao Guoan (“Mr. Gao”) as a Director of the Company. Pursuant to Regulation 91 of the Constitution of the Company, Mr. Gao will retire from office at this Meeting and being eligible, he had offered himself for re-election.

JIUTIAN CHEMICAL GROUP LIMITED

Minutes of the Seventeenth Annual General Meeting held on 28 April 2022

The Chairman announced the results of Resolution 6 as follows:

Resolution 6:	FOR	AGAINST	TOTAL
Vote	561,321,800	38,696,800	600,018,600
Percentage	93.55%	6.45%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 6 carried.

The item 5 on the Agenda is to note Mr. Zhang Hongtao's ("Mr. Zhang") retirement. In accordance with Regulation 91 of the Company's Constitution, Mr. Zhang is retiring from office as a Director of the Company at this AGM.

On behalf of the Board of Directors, the Chairman has expressed the appreciation to Mr. Zhang for his dedicated service and valuable contributions during his tenure of service.

RESOLUTION 7 - RE-APPOINTMENT OF AUDITORS

Resolution 7 was to re-appoint Messrs Baker Tilly TFW LLP as the Company's Auditors and to authorise the Directors to fix their remuneration.

Messrs Baker Tilly TFW LLP had expressed their willingness to accept re-appointment as auditors.

The Chairman announced the results of Resolution 7 as below:

Resolution 7:	FOR	AGAINST	TOTAL
Vote	599,790,200	228,400	600,018,600
Percentage	99.96%	0.04%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 7 carried.

SPECIAL BUSINESS

RESOLUTION 8 - AUTHORITY TO ALLOT AND ISSUE SHARES

This resolution was to seek shareholders' approval for granting authority to the Directors to allot and issue shares in the capital of the Company pursuant to the provisions of Section 161 of the Companies Act 1967 of Singapore and Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited ("Catalist Rules").

The full text of the resolution was set out in the Notice of AGM dated 6 April 2022.

The Chairman announced the results of Resolution 8 as below:

Resolution 8:	FOR	AGAINST	TOTAL
Vote	537,868,300	62,150,300	600,018,600
Percentage	89.64%	10.36%	100%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 8 carried.

RESOLUTION 9 - PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

This resolution was to seek shareholders' approval for the proposed renewal of the general mandate for Interested Person Transactions.

The full text of the resolution was set out in the Notice of AGM dated 6 April 2022.

JIUTIAN CHEMICAL GROUP LIMITED

Minutes of the Seventeenth Annual General Meeting held on 28 April 2022

The Chairman announced the results of Resolution 9 as below:

Resolution 9:	FOR	AGAINST	TOTAL
Vote	97,585,300	228,400	97,813,700
Percentage	99.77%	0.23%	100%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 9 carried.

RESOLUTION 10 - PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

This resolution was to seek shareholders' approval for the proposed renewal of the Share Buyback Mandate.

The full text of the resolution was set out in the Notice of AGM dated 6 April 2022.

The Chairman announced the results of Resolution 10 as below:

Resolution 10:	FOR	AGAINST	TOTAL
Vote	97,360,300	228,400	97,588,700
Percentage	99.77%	0.23%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 10 carried.

At this juncture, the Chairman explained that Ordinary Resolutions 11 to 12 were to seek approval from the shareholders via a Two-Tier Voting process for Mr. Gao Guoan to continue in office as an Independent Director for a three-year term, effective from the passing of these resolutions at the AGM, until the earlier of his retirement or resignation, or the conclusion of the third AGM of the Company following the passing of these resolutions pursuant to Rule 406(3)(d)(iii) of the Catalist Rules, which took effect from 1 January 2022.

In compliance with Rule 406(3)(d)(iii) of the Catalist Rules, the Directors and Chief Executive Officer ("CEO") of the Company, and their respective associates had abstained from voting on Ordinary Resolution 12.

RESOLUTION 11 – CONTINUED APPOINTMENT OF MR. GAO GUOAN AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR BY SHAREHOLDERS

The Meeting was informed that Resolution 11 on the agenda was to approve the continued appointment of Mr. Gao Guoan as a Non-Executive and Independent Director by shareholders, for purposes of Rule 406(3)(d)(iii)(A) of the Catalist Rules, which took effect from 1 January 2022.

The Chairman announced the results of Resolution 11 as follows:

Resolution 11:	FOR	AGAINST	TOTAL
Vote	598,895,400	1,123,200	600,018,600
Percentage	99.81%	0.19%	100.00%

Based on the results of the poll, the Chairman declared that the Ordinary Resolution 11 carried.

RESOLUTION 12 – CONTINUED APPOINTMENT OF MR. GAO GUOAN AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR BY SHAREHOLDERS (EXCLUDING THE DIRECTORS AND CEO AND THEIR RESPECTIVE ASSOCIATES)

The Chairman informed that Resolution 12 on the agenda was to approve the continued appointment of Mr. Gao Guoan as a Non-Executive and Independent Director by shareholders (excluding the directors, CEO and their associates), for purposes of Rule 406(3)(d)(iii)(B) of the Catalist Rules.

JIUTIAN CHEMICAL GROUP LIMITED

Minutes of the Seventeenth Annual General Meeting held on 28 April 2022

Upon re-appointment as an Independent Director, Mr Gao Guoan will continue to serve as a Non-Executive and Independent Director of the Company and the Chairman of the Nominating Committee and a member of the Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.

The Chairman announced the results of Resolution 12 as follows:

Resolution 12:	FOR	AGAINST	TOTAL
Vote	568,226,400	1,123,200	569,349,600
Percentage	99.80%	0.20%	100%

Based on the result of the poll, the Chairman declared that the Ordinary Resolution 12 carried.

CONCLUSION

There being no other business, the Chairman declared the Meeting closed at 10.45 a.m.. He thanked all who attended the Meeting via live audio-visual webcast and live audio-only stream.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

MR. LEE CHEE SENG
CHAIRMAN OF THE MEETING