

JIUTIAN CHEMICAL GROUP LIMITED

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

MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING

Minutes of the Eighteenth Annual General Meeting (“AGM” or the “Meeting”) of the Company held at Royal Plaza on Scotts, Balmoral Hall, Level 5, 25 Scotts Road, Singapore 228220 on Wednesday, 26 April 2023 at 9:30 a.m.

PRESENT

Board of Directors

1. Mr. Han Lianguo – Non-Executive and Non-Independent Chairman
2. Mr. Lee Chee Seng – Executive Director
3. Mr. Wu Yu Liang – Non-Executive and Lead Independent Director
4. Mr. Chan Kam Loon – Non-Executive and Independent Director
5. Mr. Gao Guoan – Non-Executive and Independent Director
6. Mr. Wang Gang – Non-Executive and Non-Independent Director
7. Mr. Koh Eng Kheng Victor – Non-Executive and Independent Director
8. Mr. Song Fudong – Non-Executive and Non-Independent Director

IN ATTENDANCE

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

ABSENT WITH APOLOGIES

Board of Directors

1. Mr. Chen Mingjin – Non-Executive and Independent Director
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CHAIRMAN

It was noted that Mr. Lee Chee Seng (“Mr Lee”), the Executive Director of the Company, was requested to conduct this Meeting.

Mr. Lee (the “Chairman”) welcomed all the shareholders to the AGM of the Company.

Mr. Lee introduced all the Directors and Management of the Company as well as the Auditors, Sponsors, Company Secretary and Independent Scrutineer present to the shareholders.

QUORUM

The Secretary confirmed that a quorum was present. The Chairman then called the Meeting to order at 9:30 a.m..

NOTICE

The Notice convening the Meeting dated 11 April 2023, having been circulated to shareholders for the requisite statutory period was, with the concurrence of the shareholders, taken as read.

Chairman gave a presentation on the Company’s key financial highlights for the past three (3) financial years (“FY”), from FY2020 to FY2022.

POLL VOTING PROCEDURES

As the Chairman of the Meeting, Mr. Lee highlighted to the shareholders that all the proposed resolutions at this Meeting were conducted by way of a poll. Tricor Evatthouse Corporate Services had been appointed as the Poll Counting Agent and Entrust Advisory Pte. Ltd. had been appointed as the Independent Scrutineers to check on the validity of the proxy forms and verify the voting results taken at the Meeting.

In order to facilitate the conduct of the Meeting, the poll had been conducted after all the proposed resolutions at this Meeting had been proposed and seconded.

The Chairman then invited the shareholders to raise any question that they might have. The summary of questions raised by shareholders and the replies provided by the Chairman are recorded in Appendix A.

The Chairman proceeded with the agenda of the Meeting.

The motions were then duly proposed by the Chairman and seconded by the respective shareholders. An explanation on the procedures for completion of the polling slips was given at the Meeting. Voting by poll on all resolutions proposed in this Meeting were taken.

After the poll voting slips were handed over to the Poll Counting Agent, the Meeting was adjourned while the Poll Counting Agent counted the votes at 10.32 a.m.

The Meeting was resumed at 10.55 a.m., the Chairman received the duly verified poll results from the Scrutineers and presented to the shareholders the results of the poll as follows:-

RESULTS OF THE POLL

ORDINARY BUSINESS:

		<u>No. of Shares</u>	<u>Percentage</u>
RESOLUTION 1	FOR	730,609,100	99.8269%
	AGAINST	1,267,200	0.1731%
	TOTAL NO. OF VALID VOTES	731,876,300	100.00%
RESOLUTION 2	FOR	730,608,100	99.8267%
	AGAINST	1,268,200	0.1733%
	TOTAL NO. OF VALID VOTES	731,876,300	100.00%
RESOLUTION 3	FOR	730,727,200	99.8430%
	AGAINST	1,149,100	0.1570%
	TOTAL NO. OF VALID VOTES	731,876,300	100.00%
RESOLUTION 4	FOR	669,582,200	91.5278%
	AGAINST	61,979,100	8.4722%
	TOTAL NO. OF VALID VOTES	731,561,300	100.00%
RESOLUTION 5	FOR	723,142,200	98.8086%
	AGAINST	8,719,100	1.1914%
	TOTAL NO. OF VALID VOTES	731,861,300	100.00%
RESOLUTION 6	FOR	634,888,200	86.7498%
	AGAINST	96,973,100	13.2502%
	TOTAL NO. OF VALID VOTES	731,861,300	100.00%

		<u>No. of Shares</u>	<u>Percentage</u>
RESOLUTION 7	FOR	721,896,000	98.6384%
	AGAINST	9,965,300	1.3616%
	TOTAL NO. OF VALID VOTES	<u>731,861,300</u>	<u>100.00%</u>

		<u>No. of Shares</u>	<u>Percentage</u>
RESOLUTION 8	FOR	730,624,100	99.8289%
	AGAINST	1,252,200	0.1711%
	TOTAL NO. OF VALID VOTES	<u>731,876,300</u>	<u>100.00%</u>

SPECIAL BUSINESS:

		<u>No. of Shares</u>	<u>Percentage</u>
RESOLUTION 9	FOR	557,468,800	76.1748%
	AGAINST	174,359,500	23.8252%
	TOTAL NO. OF VALID VOTES	<u>731,828,300</u>	<u>100.00%</u>

		<u>No. of Shares</u>	<u>Percentage</u>
RESOLUTION 10	FOR	228,179,200	99.4542%
	AGAINST	1,252,200	0.5458%
	TOTAL NO. OF VALID VOTES	<u>229,431,400</u>	<u>100.00%</u>

		<u>No. of Shares</u>	<u>Percentage</u>
RESOLUTION 11	FOR	730,727,200	99.8430%
	AGAINST	1,149,100	0.1570%
	TOTAL NO. OF VALID VOTES	<u>731,876,300</u>	<u>100.00%</u>

Based on the results of the poll, the Chairman declared that the following ordinary resolutions were carried by majority votes:-

ORDINARY BUSINESS:

ORDINARY RESOLUTION 1

- **ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022, THE DIRECTORS' STATEMENT AND THE REPORT OF THE AUDITORS THEREON**

RESOLVED THAT:

The Audited Financial Statements of the Company for the financial year ended 31 December 2022, the Directors' Statement and the Report of the Auditors thereon, be and are hereby received and adopted.

ORDINARY RESOLUTION 2

- **APPROVAL OF PAYMENT OF DIRECTORS' FEE OF S\$209,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023**

RESOLVED THAT:

The payment of Directors' fee of S\$209,000 for the financial year ending 31 December 2023 (FY2022: S\$199,600), to be paid quarterly in arrears be hereby approved.

ORDINARY RESOLUTION 3

- **APPROVAL OF THE DECLARATION OF A TAX-EXEMPT (1-TIER) FINAL DIVIDEND OF SGD0.0015 PER SHARE FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

RESOLVED THAT:

The payment of the tax-exempt (1-tier) final dividend of SGD0.0015 per share in respect of the financial year ended 31 December 2022 be hereby approved.

ORDINARY RESOLUTION 4

- **RE-ELECTION OF MR WU YU LIANG, A DIRECTOR RETIRING UNDER REGULATION 91 OF THE CONSTITUTION OF THE COMPANY**

IT WAS NOTED THAT:

The Meeting was informed that of Mr Wu Yu Liang would, upon re-election as a Director of the Company, continue to serve as a Non-Executive and Lead Independent Director, the Chairman of Remuneration Committee and member of Audit Committee. He is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

RESOLVED THAT:

Mr Wu Yu Liang who retired as a Director pursuant to Regulation 91 of the Company's Constitution be hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 5

- **RE-ELECTION OF MR CHEN MINGJIN, A DIRECTOR RETIRING PURSUANT TO REGULATION 91 OF THE CONSTITUTION OF THE COMPANY**

IT WAS NOTED THAT:

The Meeting was informed that of Mr Chen Mingjin ("Mr Chen") would, upon re-election as a Director of the Company, continue to serve as Non-Executive and Independent Director. Mr Chen is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

RESOLVED THAT:

Mr Chen Mingjin who retired as a Director pursuant to Regulation 91 of the Company's Constitution be hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 6

- **RE-ELECTION OF MR HAN LIANGUO, A DIRECTOR RETIRING PURSUANT TO REGULATION 91 OF THE CONSTITUTION OF THE COMPANY**

IT WAS NOTED THAT:

The Meeting was informed that of Mr Han Lianguo would, upon re-election as a Director of the Company, continue to serve as the Non-Executive and Non-Independent Chairman and a member of the Nominating Committee.

RESOLVED THAT:

Mr Han Lianguo who retired as a Director pursuant to Regulation 91 of the Company's Constitution be hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 7

– RE-ELECTION OF MR SONG FUDONG, A DIRECTOR RETIRING UNDER REGULATION 97 OF THE CONSTITUTION OF THE COMPANY

IT WAS NOTED THAT:

The Meeting was informed that Mr Song Fudong would, upon re-election as a Director of the Company, continue to serve as a Non-Executive and Non-Independent Director.

RESOLVED THAT:

Mr Song Fudong who retired as a Director pursuant to Regulation 97 of the Company's Constitution be hereby re-elected as a Director of the Company.

ORDINARY RESOLUTION 8

– RE-APPOINTMENT OF MESSRS BAKER TILLY TFW LLP AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023 AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

IT WAS NOTED THAT:

The Auditors, Messrs Baker Tilly TFW LLP have expressed their willingness to continue in office.

RESOLVED THAT:

Messrs Baker Tilly TFW LLP is re-appointed as Auditors of the Company for the financial year ending 31 December 2023 and the Directors be authorised to fix their remuneration.

SPECIAL BUSINESS:

ORDINARY RESOLUTION 9

- AUTHORITY TO ALLOT AND ISSUE SHARES

RESOLVED THAT:

Pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Companies Act") and Rule 806 of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of 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 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 the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

- (1) the aggregate number of Shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed one hundred per cent (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 (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation 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 (1) above, 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 this Resolution is passed, after adjusting for:
 - (i) new Shares arising from the conversion or exercise of Instruments or any convertible securities;
 - (ii) new Shares arising from exercising share options or vesting of share awards, provided that the options or 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.

Adjustments in accordance with Catalist Rule 806(3)(a) or Catalist Rule 806(3)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

- (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 all applicable legal requirements under the Companies Act, and otherwise, the Company's Constitution for the time being; and
- (4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution 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.

ORDINARY RESOLUTION 10

- PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

RESOLVED THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules, for the Entities at Risk (as defined in Appendix I to the Company's Annual Report for its financial year ended 31 December 2022 dated 11 April 2023 (the "Appendix I")), or any of them, to enter into any of the transactions falling within the types of Recurrent IPTs (as defined in Appendix I) with any Interested Person (as defined in Appendix I), provided that such transactions are made on normal commercial terms, will not be prejudicial to the interests of

the Company and its minority shareholders and are in accordance with the guidelines and review procedures for such Recurrent IPTs (the "IPT Mandate");

- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalyst Rules which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors or any one of them be and are hereby authorised to complete and do all such acts and things as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to the transactions contemplated and/or authorised by the IPT Mandate and/or this Resolution (including but not limited to the execution of other ancillary documents, procurement of third party consents and making of amendments to the Recurrent IPTs) as they or he shall think fit and in the interests of the Company.

ORDINARY RESOLUTION 11

- PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

RESOLVED THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act and Catalyst Rules, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares fully paid in the capital of the Company not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) (each a "Market Purchase") on the SGX-ST; and/or
 - (ii) off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalyst Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");

- (b) unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked;

(c) in this Resolution:

“Maximum Limit” means that number of issued Shares representing ten per cent (10%) of the total number of issued Shares as at the date of the passing of this Resolution unless the Company has effected a reduction of the total number of issued Shares of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period (as hereafter defined), in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered. Any Shares which are held as treasury shares and subsidiary holdings will be disregarded for purposes of computing the 10% limit; and

“Relevant Period” means the period commencing from the date of the annual general meeting at which the renewal of the Share Buyback Mandate is approved and thereafter, expiring on the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier, after the date of this Resolution is passed; and

“Maximum Price”, in relation to a share to be purchased or acquired pursuant to the Share Buyback Mandate means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Purchase, one hundred and twenty per cent (120%) of the Average Closing Price (as hereinafter defined),

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer (as hereinafter defined) pursuant to Off-Market Purchase, and deemed to be adjusted for any corporate action which occurs after the relevant five (5) market day period and the day on which the purchases are made; and

“date of the making of the offer” means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- (d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Buyback Mandate, in any manner as they think fit, which is permissible under the Companies Act; and
- (e) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient and necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

ANY OTHER BUSINESS

It was noted that the Company Secretary did not receive any notice of any other ordinary business for the Meeting.

CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 11.00 a.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings Held

LEE CHEE SENG
Chairman of the Meeting

JIUTIAN CHEMICAL GROUP LIMITED

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

ANNUAL GENERAL MEETING HELD ON 26 APRIL 2023**SUMMARY OF QUESTIONS AND ANSWERS**

Below is the summary of questions raised by the shareholders during the AGM and the replies provided by the Executive Director - Lee Chee Seng (“Mr Lee”)

Questions on Ordinary Resolution 1 – Audited Financial Statements for the financial year ended 31 December 2022, the Directors’ Statement and the Report of the Auditors thereon

1. **How did the Group increase its production capacity over the past 2 years to meet the strong market demand?**

Mr Lee:

The increase in revenue was not mainly due to the increase in production capacity as it had remained largely the same over the past 2 years. The reason for increasing in revenue was mainly due to increase in average selling prices of the Group’s main products. The Group produced its main products at a high level of utilisation rate because of the strong demand from the Group’s downstream customers as most of their business competitors in various countries had ceased their productions during the COVID-19 pandemic.

2. **Do the local competitors in China run at full utilisation capacity over the past 2 years?**

Mr Lee:

Yes, they also performed well and enjoyed good prices of their products over the past 2 years due to strong demand in the market.

3. **What is the impact of the re-opening of borders of the world in 2022?**

Mr Lee:

We are expecting a delay industry effect in the China domestic market. The average prices of the Group’s main products have dropped due to softening of demand as most of the downstream customers of the Group faced intense competitions, which arose from the re-opening of their competitors at various countries. The business environment will remain challenging and uncertainties for the coming financial year and we will continue to capitalise on our competitive strengths to navigate through the challenges ahead.

4. **What is the break-even prices for the main product of the Company, DMF?**

Mr Lee:

The sale of DMF has been very profitable for the past 2 years and the break-even price depends on the production cost (mainly raw materials cost). We have adopted the balancing strategy of the production mix to maximise profits or minimise losses in managing the profit margin of the Group over the years.

5. **How does the Group optimise the product mix of the Group?**

Mr Lee:

At the beginning of every year, we will gather relevant information from sales and production department to prepare the Group’s annual forecast budget and it will be reviewed by the Management on a quarterly basis. We will review carefully and change product mix to suit market conditions if necessary.

6. **How would that affect the Company's sales, revenue and production in light of the re-opening of China's border recently?**

Mr Lee:

It is good for most of the industries in various countries as a result of the re-opening of international borders. As mentioned, the Group's downstream customers faced intense competitions from their business competitors in other countries and the business environment will remain challenging and uncertain. We do not expect the price of chemical products to stay high all the time which is expected to fluctuate in cycles. The Group should be prepared to grab the opportunities to maximise its production and profit margin when the time is good.

7. **Please explain more regarding new markets outside domestic markets?**

Mr Lee:

Our client profiles have changed dramatically during COVID-19 pandemic. We have found new users of the Group's products in electric vehicle batteries, electronics, fertilisers and pharmaceutical related industries. We will constantly look for new business opportunities for the benefit of the Group.

8. **Who is the major competitor of DMF producer in China?**

Mr Lee:

The Group is the third largest DMF producer in China, with market share of approximately 10% while the largest DMF producer in China, namely Shandong Hualu Hengsheng Chemical Co Ltd and Jiangxi Xinlianxin Chemical Industry Co., Ltd.; produces approximately 20% each of the DMF products in the market.

9. **Please explain more on the utilisation of cash flow of the Company?**

Mr Lee:

The cash flow of the Group is used to pay the operating costs and distribution of cash dividends to the shareholders. In addition, the Group is exploring other new business opportunities to make it more competitive in the market.