

DUKANG DISTILLERS HOLDINGS LIMITED

杜康控股有限公司
(Incorporated in Bermuda)
(註冊於百慕達)

MINUTES OF SPECIAL GENERAL MEETING

特別股東大會會議記錄
(“SGM” OR THE “MEETING”)
(“SGM 或 “大會”)

PLACE 地點	:	Minto Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 (“ Physical Meeting ”) and by way of electronic means (“ Live Webcast ”) pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020 and last updated on 1 October 2020 (“ Joint Issued Checklist ”), which is based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 Minto Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 (“現場會議”) 及透過電子方式 (“線上直播”), 根據COVID-19 (暫行辦法) (公司、可變動資本公司、商業信託、單位信託和債券持有人會議的替代方案) 2020 命令, 會計及企業管理局、新加坡金融管理局和新加坡交易所於2020年4月13日聯合發佈及2020年10月1日最後更新版之提升安全距離期間舉行股東大會新增指南及清單 (“聯合發布清單”)
DATE 日期	:	Thursday, 6 May 2021 2021年5月6日, 星期四
TIME 時間	:	2.30 p.m. 下午2點30分
PRESENT 出席	:	Per the attendance list maintained by the Company. 根據公司保存的出席名單
IN ATTENDANCE 列席	:	Per the attendance list maintained by the Company. 根據公司保存的出席名單
CHAIRMAN 主席	:	Mr Zhou Tao 周濤先生
CHAIRMAN OF THE SGM SGM會議主席	:	Mr Tan Siok Sing 陳續臣先生

INTRODUCTION AND QUORUM

簡介和法定人數

Pursuant to the Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period and checklist jointly issued by the Accounting and Corporate Regulatory Authority (“ACRA”), the Monetary Authority of Singapore (“MAS”) and Singapore Exchange Regulation on 13 April 2020 and last updated on 1 October 2020 (“**Joint Issued Checklist**”), which was based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies,

Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, Shareholders and investors holding Shares in the Company through the Supplementary Retirement Scheme (“SRS”) (“SRS investors”) may physically attend the Meeting subject to a limit of attendees (“Physical Meeting”). Due to the current COVID-19 restriction orders in Singapore, the Company was not permitted to accommodate more than 20 attendees at the Physical Meeting.

根據會計及企業管理局 (“ACRA”)、新加坡金融管理局 (“MAS”) 和新加坡交易所監管機構於 2020年4月13日聯合發佈，2020年10月1日最近一次更新，根據COVID-19 (暫行辦法) (公司、可變動資本公司、商業信託、單位信託和債券持有人會議替代方案) 2020 年命令，提升安全距離期間舉行股東大會新增指南和清單 (“聯合發布清單”)，股東和透過補充退休計劃 (“SRS”) 持有公司股份的投資者 (“SRS投資者”) 可在出席人數限制範圍內出席現場會議 (“現場會議”)。由於目前新加坡的 COVID-19 限制令，本公司不被允許容納超過 20 名出席者參加現場會議。

It was noted that arrangements were put in place to allow Shareholders and SRS investors who had pre-registered to participate in the SGM via the live audio-visual webcast and live audio-only stream of such proceedings (“Live Webcast”) and raise questions via an online chat box function during the Live Webcast.

大會指出，公司已作出安排，允許已完成預先登記的股東和SRS投資者透過大會議程現場視聽網路直播和現場音訊直播 (“線上直播”) 參加SGM及在直播期間通過線上聊天對話框提問。

Arrangements were also put in place to permit Shareholders and SRS investors to submit their questions ahead of the SGM.

另大會也特別安排允許股東和 SRS 投資者在 SGM 之前提交問題。

As stated in the Circular to Shareholders dated 31 March 2021 (“Circular”), the Board of Directors had chosen Mr Tan Siok Sing, the Company’s Lead Independent Director, to chair the SGM.

如2021年3月31日寄送給各位股東的通告(以下簡稱“通告”)中所述，董事會已選定公司首席獨立董事譚續臣先生擔任本次特別股東大會主席。

It was noted that the share transfer agent of the Company, Boardroom Corporate & Advisory Services Pte Ltd, had verified that at least 2 shareholders of the Company were present at the meeting. As a quorum of at least 2 shareholders were present at the Meeting, the Chairman of the SGM declared the Meeting open and introduced the Directors present.

大會指出，本何時公司股務代理，Boardroom Corporate & Advisory Services Pte Ltd，已核實至少有2名股東出席本次會議。由於會議至少2名股東出席已達法定人數，SGM主席宣佈大會開始，並介紹出席董事。

NOTICE

備註

The Notice convening the SGM dated 31 March 2021 (“Notice”) and Circular had been circulated to the shareholders and the Notice was taken as read.

特別股東大會開會通知書(簡稱“通知書”)及通告已於2021年3月31日寄發給股東，開會通知書視為已閱讀。

VOTING BY WAY OF POLL

投票表決

It was noted that there was no real-time remote electronic voting at the Physical Meeting and all Shareholders and SRS Investors attending the Physical Meeting in person, or participating in the SGM via the Live Webcast, were required to appoint the Chairman of the SGM as their proxy to cast their votes on their behalf and voting was by way of poll.

據指出，現場會議中沒有即時遠端電子投票，所有親自出席現場會議或透過線上直播參加 SGM 的所有股東和 SRS 投資者都必須任命 SGM 主席作為他們的代理人，代表他們投票，並透過投票表決方式投票。

A member (whether individual or corporate) who wishes to exercise his/her/its voting rights at the Meeting should have submitted his/her/its proxy form appointing the Chairman of the SGM as his/her/its proxy to vote on his/her/its behalf at the SGM if such member had wished to exercise his/her/its voting rights at the SGM at least 48 hours before this Meeting. The Chairman of the SGM, as proxy, need not be a member of the Company.

凡希望在本次會議上行使他/她/它的表決權的股東（無論是個人還是公司），如該股東有意行使他/她/它的表決權，則需在會議至少48小時前提交他/她/它的代理表格，指定SGM主席作為其代理人，代表他/她/它在股東大會上投票。SGM 主席作為代理人不必是公司的股東。

It was noted that in the absence of specific voting directions for any resolutions set out in the Shareholder Proxy Form and Depositor Proxy Form (as the case may be), the appointment of the Chairman as proxy for that resolution would be treated as invalid.

據指出，若股東代理表格及存託代理表格（視情況而定）中沒有對決議案作出具體的投票指示，則任命主席作為該決議案的代理人亦將被視為無效。

The Chairman of SGM had been appointed as a proxy by the shareholders and would be voting in accordance with their instructions. All resolutions at this meeting would be voted by way of poll which also complies with the requirement of the listing manual of Singapore Exchange Securities Trading Limited ("**SGX-ST Listing Manual**") that all listed companies will have to conduct voting by poll for all general meetings.

特別股東大會主席已被股東委任為代理人，將按照股東指示進行投票。本次大會中所有決議案將透過投票表決方式票，以符合新加坡證券交易所上市手冊（"**SGX-ST**上市手冊"）要求所有上市公司股東大會必須採行投票表決的規定。

The Chairman of the SGM informed the shareholders that Boardroom Corporate & Advisory Services Pte Ltd and DrewCorp Services Pte Ltd had been appointed as Polling Agent and Scrutineer respectively. The Scrutineer had checked the validity of the proxy forms received and prepared a report on the poll results which would be announced after each motion has been formally proposed at the Meeting.

特別股東大會主席告知股東，已分別委任Boardroom Corporate & Advisory Services Pte Ltd 及 DrewCorp Services Pte Ltd為投票代理及監票員。監票員已完成檢查收到代理表格的有效性，並準備了一份投票結果報告，將於大會每一議案正式提案後公佈。

QUESTION & ANSWERS

問題與回答

The Company did not receive any questions from shareholders prior to 2.30 p.m. on 3 May 2021. 2021年5月3日下午2時30分之前，公司未收到來自股東提交的任何問題。

Shareholders were allowed to submit any questions which are substantial and relevant to the agenda of the Meeting at the SGM via the Q&A icon in the Live Webcast. These questions, if any, would be answered towards the end of the SGM.

股東也可以通過現場網路直播中的問答圖示提交實質性且與特別股東大會議程相關的任何問題。這些問題（如果有）將在特別股東大會近尾聲時給予答覆。

The Chairman of the SGM then proceeded with the agenda of the Meeting.

SGM 大會主席接著進行大會議程。

EXPLANATION OF ORDINARY RESOLUTIONS AND SPECIAL RESOLUTIONS

解釋普通決議案和特別決議案

It was noted that:

股東應注意：

- Each of Ordinary Resolutions 1 and 2 are inter-conditional upon each other ("**Key Resolutions**");
普通決議1和2互為條件（「**關鍵決議**」）：

- Ordinary Resolutions 3, 4, 11 and Special Resolutions 1 and 2 are conditional upon the passing of the Key Resolutions (“**Conditional Resolutions**”); and
普通決議3、4、11和特別決議1和2均以關鍵決議（「附條件決議」）通過為前提條件；和
- Ordinary Resolution 11 is conditional upon the passing of Special Resolution 2.
普通決議11以通過特別決議2為前提。

If any of the Key Resolutions is not passed, the other Key Resolution would not be passed, and if any of the Key Resolutions is not passed, the Conditional Resolutions would not be passed. If Special Resolution 2 is not passed, Ordinary Resolution 11 would not be passed. For the avoidance of doubt, the Key Resolutions are not subject to Special Resolution 2, and in the event that the Key Resolutions are passed and Special Resolution 2 is not passed, the Company will nonetheless proceed to complete the Xingnong Acquisition and the Dukang Disposal, and will continue to be listed on the Main Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the Company will appoint ZICO Capital Pte. Ltd. as its compliance adviser for a period of 3 years following Completion. It was pointed out that there is no assurance that the Company will be successful in exiting the watch-list of the SGX-ST. Shareholders were referred to Section 3.6 entitled “Rule 1015(2) of the Main Board Rules” and Section 14.2(a) entitled “Watch-List Requirements” of the Circular for further information.

如果任一關鍵決議未獲得通過，則其他關鍵決議也將不會獲得通過，且如果任一關鍵決議未獲得通過，則有條件的決議也將不會獲得通過。如果特別決議2未獲得通過，則普通決議11將不會獲得通過。為避免疑問，關鍵決議不受特別決議2的約束，如果關鍵決議獲得通過，特別決議2未獲得通過，公司將繼續完成興農收購和杜康出售，並將繼續在新加坡交易所 (“SGX-ST”) 主板上市，且公司將任命ZICO Capital Pte. Ltd.在完成後擔任為期3年的合規顧問。公司指出，公司不能保證會成功退出SGX-ST觀察名單。股東請參考主板規則1015（2）的第3.6節和通告14.2（a）節，標題為“觀察名單要求”以獲取進一步資訊。

ORDINARY RESOLUTIONS:

普通決議案：

PROPOSED ACQUISITION (“XINGNONG ACQUISITION”) BY THE COMPANY OF ALL THE ISSUED AND FULLY-PAID SHARES IN GREAT RESOLUTE LIMITED 宏堅有限公司 (“GR”) FROM KEEN WIND LIMITED (靈風有限公司) (“KEEN WIND”) AT THE PURCHASE CONSIDERATION OF RMB1,111,000,000 (EQUIVALENT TO APPROXIMATELY S\$228,755,000) – ORDINARY RESOLUTION 1

本公司擬議收購 (“興農收購”)，以人民幣11.11億元（約合新幣228,755,000）的收購價，收購靈風有限公司 (“KEEN WIND”) 手中所有已發行和實收的宏堅有限公司 (“GR”) 股份——普通決議1

Ordinary Resolution 1, as set out in the Notice of the Meeting on pages N-1 and N-2 of the Circular, was to seek shareholders’ approval for Proposed Xingnong Acquisition.

普通決議1，如通告中N-1和N-2頁開會通知所列，是為了徵求股東對興農收購提案的批准。

Treasure Winner Holdings Limited (Associate of Mr. Wang Peng, an Interested Person) holding 23,551,551 ordinary shares was required to abstain from voting on Ordinary Resolution 1 relating to Xingnong Acquisition (as defined in the Circular).

Treasure Winner Holdings Limited (王鵬先生之助理，利害關係人) 持有23,551,551股普通股，必須對與興農收購有關的普通決議1投棄權票（如通告中所定義）。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	35,435,814	98.07%
No. of shares against: 反對票數:	699,100	1.93%

PROPOSED DISPOSAL ("DUKANG DISPOSAL") BY THE COMPANY OF ALL THE ISSUED AND FULLY-PAID SHARES IN SEA WILL INTERNATIONAL LIMITED ("SEA WILL") TO KEEN WIND, AT THE PURCHASE CONSIDERATION OF RMB1,111,000,000 (EQUIVALENT TO APPROXIMATELY S\$228,755,000) – ORDINARY RESOLUTION 2

本公司擬議出售（"杜康出售"），將手中所有宏堅有限公司（"GR"）已發行和實收股份以人民幣11.11億元（約合新幣228,755,000）的購買價，出售給SEA WILL INTERNATIONAL LIMITED（"SEA WILL"）——普通決議2

Ordinary Resolution 2, as set out in the Notice of the Meeting on page N-2 of the Circular, was to seek shareholders' approval for the Proposed Dukang Disposal.

普通決議2,如通告中N-2頁中開會通知所列,是為了徵求股東對杜康出售提案的批准。

Treasure Winner Holdings Limited (Associate of Mr. Wang Peng, an Interested Person) holding 23,551,551 ordinary shares was required to abstain from voting on Ordinary Resolution 2 relating to Dukang Disposal (as defined in the Circular).

Treasure Winner Holdings Limited（王鵬先生之助理,利害關係人）持有23,551,551股普通股，必須對與杜康出售有關的普通決議2投棄權票（如通告中所定義）。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	35,427,314	98.04%
No. of shares against: 反對票數:	707,600	1.96%

Based on the results of the poll for Ordinary Resolution 1 and Ordinary Resolution 2, the Chairman of the SGM declared Ordinary Resolution 1 and Ordinary Resolution 2 carried and the following were RESOLVED:

根據普通決議案1及普通決議案2投票結果，特別股東大會主席宣布通決議案1及普通決議案2表決通過：

Ordinary Resolution 1

普通決議案1:

“THAT:-

“茲決定：-

- (a) subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given for the proposed acquisition (“**Xingnong Acquisition**”) by the Company of all the issued and fully-paid shares in Great Resolute Limited 宏堅有限公司 (“**GR**”), representing 100% of the equity interest in GR (as described in the circular dated 31 March 2021 issued by the Company in relation to the Xingnong Acquisition), from Keen Wind Limited (靈風有限公司) (“**Keen Wind**”), at the purchase consideration of RMB1,111,000,000 (equivalent to approximately S\$228,755,000) (“**Xingnong Acquisition Consideration**”) to be satisfied by the Netting-Off, on the terms and conditions set out in the acquisition and disposal agreement dated 17 November 2018 entered into between the Company and Keen Wind (as amended by the side letters entered between the Company and Keen Wind dated 15 November 2019 and 30 June 2020, and supplemental agreements dated 9 December 2020 and 30 March 2021) (the “**Agreement**”); and

在關鍵決議獲得通過的前提下，批准公司擬議收購案（以下簡稱“興農收購”），即按照公司與Keen Wind於2018年11月17日達成簽訂的收購和出售協議（及公司與靈風公司於2019年11月5日2020年6月30日及2020年12月9日與2021年3月31日簽訂補充協議）（簡稱“協議”）中規定的條款和條件，採取淨額抵銷方式，以人民幣11.11億元（約合新幣228,755,000）的購買對價（“興農收購對價”），從靈風有限公司手中收購公司在宏堅有限公司（“宏堅”）持有的所有已發行且已繳足并代表GR100%股權的股份（如本公司於2021年3月31日就興農收購事項發出的通告所述）；並

- (b) authority be and is hereby given to the Directors to:

特此授權董事：

- (i) to carry out and implement the Xingnong Acquisition in accordance with the Agreement; and

按照協議執行並落實興農收購;及

- (ii) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 1.”

完成并開展所有此類行爲和事務，包括但不限于簽署所有此類文件，并批准對任何文件做出其認爲的任何必要、可取或合乎權宜的修訂、變更或修改，以便實施本普通決議1。

Ordinary Resolution 2

普通決議案2:

“THAT:-

“茲決定：-

- (a) subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby given for the proposed disposal (“**Dukang Disposal**”) by the Company of all the issued and fully-paid shares in Sea Will International Limited (“**Sea Will**”) (as described in the circular dated 31 March 2021 issued by the Company in relation to the Dukang Disposal), to Keen Wind, at the purchase consideration of RMB1,111,000,000 (equivalent to approximately S\$228,755,000) (“**Dukang Disposal Consideration**”) to be satisfied by the Netting-Off, on the terms and conditions set out in the Agreement; and

在關鍵決議獲得通過的前提下，批准公司擬議出售案（以下簡稱“杜康出售”），按照協議規定

的條款和條件，採取淨額抵銷方式，以人民幣11.11億元（約合新幣228,755,000）的出售對價（“杜康出售對價”），向靈風有限公司出售公司在Sea Will International Limited（“Sea Will”）持有的所有已發行且已繳足的股份（如本公司于2021年3月31日就出售杜康事項發出的通告所述）；并

(b) authority be and is hereby given to the Directors to:

特此授權董事：

(i) to carry out and implement the Dukang Disposal in accordance with the Agreement; and
按照協議執行並落實杜康出售;及

(ii) to complete and do all such acts and things, including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give effect to this Ordinary Resolution 2.”

完成并開展所有此類行為和事務，包括但不限于簽署所有此類文件，并批准對任何文件做出其認為的任何必要、可取或合乎權宜的修訂、變更或修改，以便實施本普通決議2。

APPOINTMENT OF MR HU CHAO AS A DIRECTOR – ORDINARY RESOLUTION 3

任命胡超先生為董事 – 普通決議3

As the Key Resolutions were passed, Ordinary Resolution 3 was to seek for shareholders' approval for appointment of Mr Hu Chao as a Director of the Company.

在關鍵決議通過之後，普通決議3是尋求股東批准任命胡超先生為公司董事。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,157,365	99.11%
No. of shares against: 反對票數:	529,100	0.89%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was RESOLVED:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT subject to and contingent upon the passing of the Key Resolutions and Completion taking place, Mr Hu Chao be and is hereby appointed as a director of the Company with effect from Completion, to hold office in accordance with the Bye-laws of the Company.”

“在關鍵決議獲得通過且完成的前提下，任命胡超先生為公司董事，自完成之日起生效，按照公司章程任職。”

APPOINTMENT OF MR ZHAO CHICHUN AS A DIRECTOR – ORDINARY RESOLUTION 4

任命趙池春先生為董事-普通決議4

As the Key Resolutions were passed, Ordinary Resolution 4 was to seek for shareholders' approval for appointment of Mr Zhao Chichun as a Director of the Company.

在關鍵決議通過之後，普通決議4是徵求股東批准任命趙池春先生為公司董事。

The following results of the poll verified by the Scrutineer was shown on the screen:
螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,157,365	99.11%
No. of shares against: 反對票數:	529,100	0.89%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED**:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT subject to and contingent upon the passing of the Key Resolutions and Completion taking place, Mr Zhao Chichun be and is hereby appointed as a director of the Company with effect from Completion, to hold office in accordance with the Bye-laws of the Company.”

“即在關鍵決議獲得通過且完成的前提下，任命趙池春先生為公司董事，自完成之日起生效，按照公司章程任職。”

RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTIONS 5 TO 10 重新選舉陳續臣先生擔任董事 – 普通決議5-10

The meeting was informed that Ordinary Resolutions 5, 6, 7, 8, 9 and 10 were to seek approval from the shareholders via a two-tier voting process for each of Mr Tan Siok Sing, Mr Ho Teck Cheong and Mr Chia Seng Hee to continue in office as a director of the Company for a three-year term, with effect from the passing of these resolutions proposed at the SGM, until the conclusion of the third annual general meeting of the Company following the passing of these resolutions.

大會告知，第5、6、7、8、9及10號決議，將透過兩階段式投票程序，徵求股東分別批准，陳續臣、何德昌及張承熹續任公司董事，任期三年，自特別股東大會決議案通過後開始生效，直到本次決議案通過後本公司第三年年股東大會結束。

Pursuant to Rule 210(5)(d)(iii) of the Listing Manual (which will take effect on 1 January 2022), a director will not be independent if he has been a director for an aggregate period of more than nine (9) years (whether before or after listing) and his continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the issuer, and associates of such directors and chief executive officer. For the purpose of the resolution referred to in (B), the directors and the chief executive officer of the issuer, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given. Such resolutions may remain in force until the earlier of the following:- (X) the retirement or resignation of the director; or (Y) the conclusion of the third annual general meeting of the issuer following the passing of the resolutions. In accordance with Rule 210(5)(d)(iii), the Directors and the Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual) will not vote on Ordinary Resolutions 6, 8 and 10 and will not accept appointment as proxies to vote on such resolutions unless specific instructions as to voting are given.

根據上市手冊第210(5)(d)(iii)條（將於2022年1月1日生效），董事累計擔任董事超過9年（9年）（不管上市前或上市後）且其連任獨立董事未分別徵求(A)全體股東 (B) 股東，不包括發行公司的董事和首席執行官，及這些董事和首席執行官的親屬及決議通過，則視為不獨立董事。就決議(B) 所述，發行公司的董事和首席執行官及其各自的親屬不得接受任命為代理人，除非有收到具體的投票指示。此類決議案可一直有效直到下述時間較早者為準：- (X) 董事退休或辭職；或(Y)決議通過後發行公司第三次年度股東大會結束。根據第210(5)(d)(iii)條，公司董事和首席執行官及其各自的親屬（如上市手冊所定義）不能對普通決議6、8和10進行投票，也不能接受委任為代理人，除非有收到具體的投票指示。

The Board seeks to strike an appropriate balance between tenure of service, continuity of experience and refreshment of the Board. Such refreshment process of the Board would take some time in order to maintain the stability of the Board, and the Board expects to replace two (2) incumbent Independent Directors with new Independent Directors within five (5) months from completion.

董事會力求在服務年金、經驗的連續性和董事會的更新之間取得適當的平衡。為了維持董事會的穩定，董事會的更新過程需要一些時間，董事會期望在完成後五(5)個月內用聘任新的獨立董事取代兩名(2)名現任獨立董事。

The Nominating Committee of the Board of Directors of the Company and the Board had determined that each of Mr Tan Siok Sing, Mr Ho Teck Cheong and Mr Chia Seng Hee remain objective and independent minded in Board deliberations. Their vast experience enable them to provide the Board and the various committees of the Board of Directors of the Company on which they serve, with pertinent experience and competence to facilitate sound decision-making and that their length of service do not in any way interfere with their exercise of independent judgment nor hinder their ability to act in the best interests of the Company. Additionally, each of Mr Tan Siok Sing, Mr Ho Teck Cheong and Mr Chia Seng Hee fulfilled the definition of independent directors of the Listing Manual and the Code of Corporate Governance 2018. More importantly, the Board trusts that each of Mr Tan Siok Sing, Mr Ho Teck Cheong and Mr Chia Seng Hee is able to continue to discharge his duties independently with integrity and competence and that it would be most effective to draw on the appropriate competencies and diversity of experience from the longer serving directors while concurrently taking progressive steps to review and consider opportunities to refresh the Board as and when deemed required.

公司董事會提名委員會及董事會已決定，陳續臣先生、何德昌先生及張承熹先生均在董事會審議中保持客觀和獨立的態度。他們豐富的經驗使他們能夠向所服務的公司董事會和董事會的各委員會提供相關經驗和能力，以促進健全的決策，而且他們的服務年限不會以任何方式干擾他們行使獨立判斷權，也不會妨礙他們為公司最佳利益行事的能力。此外，陳續臣先生、何德昌先生及張承熹先生均符合上市手冊及2018年公司治理守則的獨立董事定義。更重要的是，董事會相信陳續臣先生、何德昌先生和張承熹先生能夠繼續以正直和能力獨立履行職責，且最有效的是從長期服務的董事那裡汲取適當的能力和經驗，同時採取漸進的步驟來審查和考慮必要時更新董事會的機會。

Mr Tan Siok Sing would, upon re-election as a Director of the Company, also be appointed as the Non-Executive Chairman, and would remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee of the Board of Directors of the Company and would be considered independent for the purposes of Rule 704(8) and Rule 210(5)(d)(iii) (which will take effect on 1 January 2022) of the SGX-ST Listing Manual.

陳續臣先生重選為公司董事後，將同時獲委任為非執行主席，並將繼續擔任公司董事會審計委員會、提名委員會及薪酬委員會的委員，且將被視為上市手冊第704(8)條規則、第210條第(5)(d)(iii)條（于2022年1月1日生效）所規定的獨立董事。

Mr Ho Teck Cheong would, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee of the Board of Directors of the Company and would be considered independent for the purposes of Rule 704(8) and Rule 210(5)(d)(iii) (which will take effect on 1 January 2022) of the SGX-ST Listing Manual.

何德昌先生重選為公司董事後，將同時獲委任為非執行主席，並將繼續擔任公司董事會審計委員會主席、提名委員會及薪酬委員會委員，且將被視為上市手冊第704(8)條規則、第210條第(5)(d)(iii)條（于2022年1月1日生效）所規定的獨立董事。

Mr Chia Seng Hee would, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee and the Remuneration Committee, and a member of the Audit Committee of the Board of Directors of the Company and would be considered independent for the purposes of Rule 704(8) and Rule 210(5)(d)(iii) (which will take effect on 1 January 2022) of the SGX-ST Listing Manual.

謝承熹先生重選為公司董事後，將同時獲公司董事會委任為提名委員會及薪酬委員會主席及審計委員會委員，且將被視為上市手冊第704(8)條規則、第210條第(5)(d)(iii)條（于2022年1月1日生效）

所規定的獨立董事。

RE-ELECTION OF MR TAN SIOK SING AS A DIRECTOR – ORDINARY RESOLUTION 5
重新選舉陳續臣先生擔任董事 – 普通決議5

Ordinary Resolution 5 was in relation to the re-election of Mr Tan Siok Sing as a Director of the Company.

普通決議5是重新選舉陳續臣先生擔任公司董事。

Mr Tan Siok Sing, who was retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the SGX-ST Listing Manual and who, being eligible, had offered himself for re-election.

陳續臣先生根據公司章程細則第86 條第(1)款及新交所上市手冊第720條規則第(5)條(上市手冊)退休，他有資格並提出競選連任。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,157,365	99.11%
No. of shares against: 反對票數:	529,100	0.89%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED**:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT, subject to and contingent upon the passing of Ordinary Resolution 6, Mr Tan Siok Sing, who is retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual of the SGX-ST and who, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

“即，在決議案6獲得通過的前提下，陳續臣先生根據公司章程細則第86 條第(1)款及新交所上市手冊第720條規則第(5)條退休，他有資格並提出競選連任。”

RE-ELECTION AND CONTINUED APPOINTMENT OF MR. TAN SIOK SING AS A DIRECTOR FOR A PERIOD ENDING ON THE EARLIER OF THE FOLLOWING: (A) THE RETIREMENT OR RESIGNATION OF MR. TAN SIOK SING AS A DIRECTOR; OR (B) THE CONCLUSION OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY FOLLOWING THE PASSING OF THIS RESOLUTION – ORDINARY RESOLUTION 6

重選及繼續委任陳續臣先生為董事，任期以下述時間較早者為準：(A)陳續臣先生董事退休或辭職；或(B)本決議-普通決議6通過後公司第三次年度股東大會結束。

As Ordinary Resolution 5 was passed, Ordinary Resolution 6 was to seek shareholders' approval on the re-election and continued appointment of Mr Tan Siok Sing as a director of the Company, who, being eligible, had offered himself for re-election, for a period ending on the earlier of the following: (a) Mr Tan Siok Sing's retirement or resignation as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 6.

普通決議5通過後，普通決議6是尋求股東對陳續臣先生重選及連任公司董事的批准，他有資格並提出競選連任，任期至下述時間較早者為準：(a)陳續臣先生董事退休或辭職；或(b)本普通決議6通過後公司第三次年度股東大會結束。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,157,365	99.11%
No. of shares against: 反對票數:	529,100	0.89%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED**:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT, subject to and contingent upon the passing of Ordinary Resolution 5, the re-election and continued appointment of Mr Tan Siok Sing as a director of the Company, who, being eligible, offers himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr Tan Siok Sing as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 6, be and is hereby approved.”

“茲通過，在決議5通過的前提下，重新選舉陳續臣先生連任公司董事，他有資格並提出競選連任，任期至下述時間較早者為準：(a)陳續臣先生董事退休或辭職；或(b)本普通決議6通過後公司第三次年度股東大會結束。”

RE-ELECTION OF MR HO TECK CHEONG AS A DIRECTOR – ORDINARY RESOLUTION 7 **重新選舉何德昌先生擔任董事 - 普通決議7**

Ordinary Resolution 7 was in relation to the re-election of Mr Ho Teck Cheong as a Director of the Company.

普通決議7是重新選舉何德昌先生擔任公司董事。

Mr Ho Teck Cheong, who was retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual, and who, being eligible, had offered himself for re-election.

何德昌先生根據公司章程細則第86 條第(1)款及新交所上市手冊第720條規則第(5)條(上市手冊)退休，他有資格並提出競選連任。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,157,365	99.11%
No. of shares against: 反對票數:	529,100	0.89%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED**:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT, subject to and contingent upon the passing of Ordinary Resolution 8, Mr Ho Teck Cheong, who is retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual, and who, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

“茲通過，在決議案8獲得通過的前提下，何德昌先生根據公司章程細則第86 條第(1)款及新交所上市

手冊第720條規則第(5)條退休，他有資格並提出競選連任，且順利當選為公司董事。”

RE-ELECTION AND CONTINUED APPOINTMENT OF MR. HO TECK CHEONG AS A DIRECTOR FOR A PERIOD ENDING ON THE EARLIER OF THE FOLLOWING: (A) THE RETIREMENT OR RESIGNATION OF MR. HO TECK CHEONG AS A DIRECTOR; OR (B) THE CONCLUSION OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY FOLLOWING THE PASSING OF THIS RESOLUTION – ORDINARY RESOLUTION 8

重選及繼續委任何德昌先生為董事，任期以下述時間較早者為準：(A)何德昌先生董事退休或辭職；或(B)本決議8通過後公司第三次年度股東大會結束。

As Ordinary Resolution 7 was passed, Ordinary Resolution 8 was to seek shareholders' approval on the re-election and continued appointment of Mr Ho Teck Cheong as a director of the Company, who, being eligible, had offered himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr. Ho Teck Cheong as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 8.

普通決議7通過後，普通決議8是尋求股東對何德昌先生重選及連任公司董事，他有資格並提出競選連任，任期至下述時間較早者為準：(a)何德昌先生董事退休或辭職；或(b)本決議-普通決議8通過後公司第三次年度股東大會結束。

The following results of the poll verified by the Scrutineer was shown on the screen:
螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,157,365	99.11%
No. of shares against: 反對票數:	529,100	0.89%

Based on the results of the poll, Mr Ho Teck Cheong declared the motion carried and it was **RESOLVED**:

根據投票結果，何德昌先生通過該項動議表決：

“THAT, subject to and contingent upon the passing of Ordinary Resolution 7 the re-election and continued appointment of Mr Ho Teck Cheong as a director of the Company, who, being eligible, offers himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr Ho Teck Cheong as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 8, be and is hereby approved.”

“茲通過，在決議案7獲得通過的前提下，何德昌先生重選及連任公司董事，他有資格並提出競選連任，任期至下述時間較早者為準：(a)何德昌先生董事退休或辭職；或(b)本決議-普通決議8通過後公司第三次年度股東大會結束。”

RE-ELECTION OF MR CHIA SENG HEE AS A DIRECTOR – ORDINARY RESOLUTION 9
重新選舉謝承熹先生擔任董事 – 普通決議9

Ordinary Resolution 9 was in relation to the re-election of Mr Chia Seng Hee as a Director of the Company.

普通決議9是重新選舉謝承熹先生擔任公司董事。

Mr Chia Seng Hee, who was retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual, and who, being eligible, had offered himself for re-election.

謝承熹先生根據公司章程細則第86 條第(1)款及新交所上市手冊第720條規則第(5)條(上市手冊)退休，他有資格並提出競選連任。

The following results of the poll verified by the Scrutineer was shown on the screen:
螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	58,868,065	98.63%
No. of shares against: 反對票數:	818,400	1.37%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED**:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT, subject to and contingent upon the passing of Ordinary Resolution 10, Mr Chia Seng Hee, who is retiring from office under Bye-Law 86(1) of the Bye-Laws of the Company and Rule 720(5) of the Listing Manual, and who, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

“茲通過，在決議案10獲得通過的前提下，謝承熹先生根據公司章程細則第86 條第(1)款及新交所上市手冊第720條規則第(5)條退休，他有資格並提出競選連任，且順利當選為公司董事。

RE-ELECTION AND CONTINUED APPOINTMENT OF MR. CHIA SENG HEE AS A DIRECTOR FOR A PERIOD ENDING ON THE EARLIER OF THE FOLLOWING: (A) THE RETIREMENT OR RESIGNATION OF MR. CHIA SENG HEE AS A DIRECTOR; OR (B) THE CONCLUSION OF THE THIRD ANNUAL GENERAL MEETING OF THE COMPANY FOLLOWING THE PASSING OF THIS RESOLUTION – ORDINARY RESOLUTION 10

重選及繼續委任謝承熹先生為董事，任期以下述時間較早者為準：(A) 謝承熹先生董事退休或辭職；或(B)本決議案-普通決議10通過後公司第三次年度股東大會結束。

As Ordinary Resolution 9 was passed, Ordinary Resolution 10 was to seek shareholders' approval on the re-election and continued appointment of Mr Chia Seng Hee as a director of the Company, who, being eligible, had offered himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr Chia Seng Hee as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 10.

普通決議9通過後，普通決議10是尋求股東對謝承熹先生重選及連任公司董事，他有資格並主動參加公司董事重新選舉，任期至下述時間較早者為準：(a) 謝承熹先生董事退休或辭職；或(b)本決議-普通決議10通過後公司第三次年度股東大會結束。

The following results of the poll verified by the Scrutineer was shown on the screen:
螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	59,101,565	99.02%
No. of shares against: 反對票數:	584,900	0.98%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED:**

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT, subject to and contingent upon the passing of Ordinary Resolution 9 the re-election and continued appointment of Mr Chia Seng Hee as a director of the Company, who, being eligible, offers himself for re-election, for a period ending on the earlier of the following: (a) the retirement or resignation of Mr Chia Seng Hee as a director; or (b) the conclusion of the third annual general meeting of the Company following the passing of this Ordinary Resolution 10, be and is hereby approved.”

“茲通過，在決議案9獲得通過的前提下，謝承熹先生重選及連任公司董事，他有資格並提出競選連任，任期至下述時間較早者為準：(a) 謝承熹先生董事退休或辭職；或(b)本決議-普通決議10通過後公司第三次年度股東大會結束。”

COMPANY'S AUTHORITY TO ALLOT AND ISSUE SHARES – ORDINARY RESOLUTION 11
公司配售和發行股票的權利-普通決議11

As the Key Resolutions were passed, Resolution 11 was to authorise the Directors to allot and issue shares pursuant to the Bye-Laws of the Company and Rule 806 of the Catalist Rules of the SGX-ST.

通過關鍵決議後，決議11授權董事根據公司章程和新交所凱利板806條規則配售和發行股份。

The text of the resolution set out in the Notice of the Meeting on pages N-4 and N-5 of the Circular. 決議案內容列在通告的 N-4 和第 N-5 頁的開會通知中。

The following results of the poll verified by the Scrutineer was shown on the screen:
螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	58,868,065	98.63%
No. of shares against: 反對票數:	818,400	1.37%

The Meeting noted that Ordinary Resolution 11 was conditional upon the passing of Special Resolution 2.

大會指出，決議11的通過視特別決議2為前提條件。

SPECIAL RESOLUTIONS:
特別決議:

CHANGE OF NAME OF THE COMPANY FROM “DUKANG DISTILLERS HOLDINGS LIMITED” TO “CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD.” AND ADOPTION OF “中国神山果农控股有限公司” AS THE SECONDARY NAME OF THE COMPANY – SPECIAL RESOLUTION 1

公司名稱由“DUKANG DISTILLERS HOLDINGS LIMITED”變更為“CHINA SHENSHAN ORCHARD HOLDINGS CO. LTD.”，並採用「中國神山果農控股有限公司」作為公司次要名稱-特別決議 1

As the Key Resolutions were passed, the meeting proceeded to seek for shareholders' approval for the change of name of the Company from “Dukang Distillers Holdings Limited” to “China Shenshan Orchard Holdings Co. Ltd.” and adoption of “中国神山果农控股有限公司” as the

secondary name of the Company as set out under Special Resolution 1 of the Notice of the Meeting on page N-5 of the Circular.

大會在通過關鍵決議後，繼續徵求股東對公司名稱由“Dukang Distillers Holdings Limited”變更為“China Shenshan Orchard Holdings Co. Ltd.”的批准，並採用通告 N-5 頁特別決議 1 所列以“中國神山果農控股有限公司”為公司第二名稱的批准。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	58,987,365	98.83%
No. of shares against: 反對票數:	699,100	1.17%

Based on the results of the poll, the Chairman of the SGM declared the motion carried and it was **RESOLVED**:

根據投票結果，特別股東大會主席宣布通該項動議表決通過：

“THAT subject to and contingent upon the passing of the Key Resolutions and subject to Completion taking place and the Company having obtained the approval of the Registrar of Companies in Bermuda:

“茲通過，在關鍵決議案通過並完成的前提下，公司須經百慕達公司註冊單位批准：

- (a) the name of the Company be changed from “Dukang Distillers Holdings Limited” to “China Shenshan Orchard Holdings Co. Ltd.” and, in connection therewith, the Chinese name of “中國神山果農控股有限公司” be adopted and registered in Bermuda as the new secondary name of the Company (“**Name Change**”); and
公司名稱由“Dukang Distillers Holdings Limited”變更為“China Shenshan Orchard Holdings Co. Ltd.”，且與此相關的，在百慕達採用並登記「同名」“中國神山果農控股有限公司”為中文名稱（「更名」）；及
- (b) the Directors or any one of them be and is hereby authorised to complete and do all such acts and things (including to execute such documents and to make such filings with the Registrar of Companies in Bermuda to effect the Name Change) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Special Resolution 1.”
授權全體董事或其中任何一人完成及開展所有合乎權宜、必要、可取、附帶或符合公司利益的行為及事務（包括簽署文件及向百慕大公司註冊單位提交公司更名生效文件），以便落實本特別決議1所計劃及/或授權的交易。

THE PROPOSED TRANSFER OF THE COMPANY'S LISTING FROM MAIN BOARD TO CATALIST – SPECIAL RESOLUTION 2

將公司上市掛牌從主板移轉至凱利板 – 特別決議2

As the Key Resolutions were passed, the meeting proceeded to seek for shareholders' approval for the proposed transfer of the Company's listing from Main Board to Catalist as set out under Special Resolution 2 of the Notice of the Meeting on page N-5 of the Circular.

由於關鍵決議已獲通過，根據通知告第 N-5 頁開會通知上特別決議決議 2，大會尋求股東批准公司上市掛牌從主板移轉至凱利版提案。

The following results of the poll verified by the Scrutineer was shown on the screen:

螢幕上顯示監票人員驗票後之投票結果如下：

	Votes 投票數	% 百分比
No. of shares for: 贊成票數:	461,901	1.28%
No. of shares against: 反對票數:	35,673,013	98.72%

Based on the results of the poll, the Chairman of the SGM declared the motion not carried. As Ordinary Resolution 11 was conditional upon the passing of Special Resolution 2, the Chairman of the SGM further declared the motion for Ordinary Resolution 11 not carried.

根據投票結果，SGM 主席宣佈該動議未通過。由於普通決議 11 以通過特別決議 2 為先決條件，SGM 主席進一步宣佈普通決議 11 動議未通過。

QUESTION & ANSWERS BEFORE CONCLUSION OF SGM

特別股東大會結束前現場問答

The Company had addressed the substantial and relevant questions raised by shareholders during the meeting (“**Q&A Summary**”), a copy of the Q&A Summary is annexed to these minutes as Appendix 1.

公司已處理股東在會議期間提出的實質性和相關問題（“問答摘要”），問答摘要副本已作為附錄 1 附於本會議紀錄之後。

CONCLUSION

會議結束

There being no other business to transact, the Chairman of the SGM declared the SGM of the Company closed at 3.35 p.m. and thanked everyone for their attendance.

由於沒有其他待處理議案，SGM大會主席宣佈本公司本次特別股東大會於下午3時35分結束，並感謝大家的出席。

Confirmed as True Record of Proceedings Held

會議議程確認為真實記錄

Tan Siok Sing

陳續臣

Chairman of the SGM

SGM會議主席