

CIRCULAR DATED 14 JULY 2025

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your Shares, you should forward this Circular, the Notice of Extraordinary General Meeting and the enclosed Proxy Form immediately to the purchaser or transferee or to the stockbroker, bank or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular. Approval by the SGX-ST is not to be taken as an indication of the merits of the Proposed Further Expanded IPT General Mandate (as defined herein), the Company, its subsidiaries and/or its securities.

The legal advisers appointed by the Company for the purpose of the corporate actions set out in this Circular is David Lim & Partners LLP.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section entitled “**Definitions**”.



SUNMOON FOOD COMPANY LIMITED

(Incorporated in the Republic of Singapore on 29 September 1983)

(Company Registration Number: 198304656K)

CIRCULAR TO SHAREHOLDERS

in relation to

**THE PROPOSED FURTHER EXPANDED INTERESTED PERSON TRANSACTIONS
GENERAL MANDATE**

**Independent Financial Adviser in relation to
The Proposed Further Expanded IPT General Mandate**



Evolve Capital Advisory
晋化资本

Evolve Capital Advisory Private Limited

(Company Registration Number: 201718400R)

(Incorporated in the Republic of Singapore)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	: 26 July 2025 at 2:30 p.m.
Date and time of Extraordinary General Meeting	: 29 July 2025 at 2:30 p.m. (or immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2:00 p.m. on the same day)
Place of Extraordinary General Meeting	: Dorsett Changi City, Meeting Room Pod 2, 3 Changi Business Park Central 1, Singapore 486037.

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

“2024 AGM”	: The Company’s annual general meeting held on 30 July 2024
“IPT General Mandate (2017)”	: The general mandate obtained at the Company’s extraordinary general meeting held on 16 June 2017, the details of which are set out under Section 3.2 of this Circular
“Expanded IPT Mandate (2021)”	: The general mandate obtained at the Company’s extraordinary general meeting held on 29 September 2021, the details of which are set out under Section 3.2 of this Circular
“Expanded IPT Mandate (2024)”	: The general mandate obtained at the 2024 AGM, the details of which are set out under Section 3.2 of this Circular
“aqua-food”	: includes all aquatic food and/or its by-products (processed or otherwise) which are derived or obtained from aquaculture which includes fish, shrimp and shellfish farming
“Approval Threshold”	: Means each relevant approval threshold as set out in Section 3.7.1(b) of this Circular.
“agri-food”	: includes food which are produced agriculturally and/or products (processed or otherwise), for commercial purposes
“Audit and Risk Committee”	: The Audit and Risk Committee of the Company, comprising Ms Ng Bie Tjin @ Djuniarti Intan, Mr James Prideaux, Mr Yuen Pei Lur, Perry and Mr Wang Bo, as at the date of this Circular
“Audited FY2023/24 NTA”	: Means the Group’s audited NTA as at 31 March 2024 of approximately S\$7,956,000
“Board of Directors” or “Board”	: Means the board of Directors of the Company as at the Latest Practicable Date
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 14 July 2025
“Company”	: SunMoon Food Company Limited
“Companies Act”	: The Companies Act 1967 of Singapore as amended, supplemented or modified from time to time
“Director”	: A director of the Company for the time being
“EGM”	: The extraordinary general meeting of the Company, notice of which is set out on pages B-1 to B-3 of this Circular
“FY2022/23”	: Financial year ended 31 March 2023

DEFINITIONS

"FY2023/24"	: Financial year ended 31 March 2024
"FY2024/25"	: Financial year ended 31 March 2025
"Group"	: The Company and its subsidiaries
"IFA" or "Independent Financial Adviser"	: Evolve Capital Advisory Private Limited, being the independent financial adviser in connection with the Proposed Further Expanded IPT General Mandate
"IFA Letter"	: The letter dated 14 July 2025 from the IFA to the IPT Recommending Directors as set out in Appendix A , to this Circular
"Interested Persons"	: Has the meaning ascribed to it in Section 3.4 of this Circular
"Interested Persons Transactions" or "IPTs"	: Means the (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products and their by-products including any other ancillary products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; (b) transactions relating to the purchase and sale of non-hazardous non-food related chemical products including any other ancillary products and their by-products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; and (c) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services between the YiGuo Group
"IPT 2024 Addendum"	: The addendum to Shareholders dated 15 July 2024 in relation to, <i>inter alia</i> , the Expanded IPT Mandate (2024)
"IPT Independent Shareholders"	: Shareholders who are deemed independent for the Proposed Further Expanded IPT General Mandate
"IPT Recommending Directors"	: The Directors who are regarded as independent for the purpose of the Listing Manual and the Proposed Further Expanded IPT General Mandate, namely Mr James Prideaux, Ms Ng Bie Tjin @Djuniarti Intan, Mr Yuen Pei Lur, Perry and Mr Song Xiao Jun
"Latest Practicable Date"	: 11 July 2025, being the Latest Practicable Date prior to the printing of this Circular
"Listing Manual"	: The listing manual of the SGX-ST, as amended, supplemented or modified from time to time
"non-food"	: refers to bulk commodities including but not limited to non-hazardous chemical products (such as polyethylene, polypropylene, polyvinylchloride...etc)

DEFINITIONS

“Notice of EGM”	: The notice of the EGM which is set out on pages B-1 to B-3 of this Circular
“NTA”	: Net tangible assets
“PRC”	: The People’s Republic of China
“Proposed Further Expanded IPT General Mandate”	: The proposed general mandate pursuant to Chapter 9 of the Listing Manual for the Group to enter into the Interested Person Transactions with the Interested Persons
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: The registered holders of the Shares, except where the registered depositor is CDP, the term “Shareholders” shall, in relation to such shareholders, means the persons to whose securities accounts maintained with CDP are credited with the Shares
“Shares”	: Ordinary shares in the capital of the Company
“YiGuo”	: Shanghai YIGUO E-Commerce Co., Ltd
“YiGuo Group”	: Means Shanghai YIGUO E-Commerce Co., Ltd, its subsidiaries, its associated companies and its associates (as defined in the Listing Manual)
“%” or “per cent.”	: Percentage or per centum

The expressions **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term **“subsidiary”** has the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA, the Listing Manual or any relevant laws of the Republic of Singapore or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Listing Manual or any relevant laws of the Republic of Singapore or any statutory modification thereof as the case may be, unless the context requires otherwise.

Any reference to a time of day in this Circular shall be a reference to Singapore time, unless otherwise stated.

Any discrepancies in the tables included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.

LETTER TO SHAREHOLDERS

SUNMOON FOOD COMPANY LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198304656K)

Directors:

Mr James Prideaux (Non-Executive Chairman and Lead Independent Director)
Mr Zhang Ye (Executive Director and Chief Executive Officer)
Mr Cen Jian (Executive Director)
Mr Liu YuanYuan (Executive Director and Strategy Director)
Ms Ng Bie Tjin @Djuniarti Intan (Independent Non-Executive Director)
Mr Yuen Pei Lur, Perry (Independent Non-Executive Director)
Mr Wang Bo (Non-Independent Non-Executive Director)
Mr Song XiaoJun (Non-Independent Non-Executive Director)

Registered Office:

1 Scotts Road
#21-07, Shaw Centre
Singapore 228202

Date: 14 July 2025

To: The Shareholders of SunMoon Food Company Limited

Dear Sir/Madam

THE PROPOSED ADOPTION OF A SHAREHOLDERS' MANDATE FOR INTERESTED PERSONS TRANSACTIONS

1. INTRODUCTION

1.1 The Directors proposed to convene an EGM to be held on 29 July 2025 to seek Shareholders' approval for the Proposed Further Expanded IPT General Mandate, the details of which are set out in Section 3.5 of this Circular.

1.2 The purpose of this Circular is to provide Shareholders with information in respect of the **Proposed Further Expanded IPT General Mandate**, and to seek approval of Shareholders at the EGM for the matters set out in the Notice of EGM on pages B-1 to B-3 of this Circular.

In relation to the **Proposed Further Expanded IPT General Mandate**, the Board wishes to explain to Shareholders that the Company is now seeking to obtain Shareholders' approval for a new **Proposed Further Expanded IPT General Mandate** as the nature and scope of the **Expanded IPT Mandate (2024)** as described (which was last approved by Shareholders at the 2024 AGM) is narrower than the IPTs proposed to be undertaken between the Group and the YiGuo Group. For more details, please refer to Section 3 of this Circular.

The SGX-ST assumes no responsibility for the accuracy of any statements made, reports contained or opinions expressed in this Circular.

1.3 Legal Adviser

David Lim & Partners LLP has been appointed as the legal adviser to the Company in relation to the matters stated in this Circular.

2. REQUIREMENTS OF CHAPTER 9 OF THE LISTING MANUAL FOR INTERESTED PERSONS TRANSACTIONS

2.1 Chapter 9 of the Listing Manual applies to transactions which a company listed on the SGX-ST or any of its subsidiaries or associated companies, which is considered to be an "*entity at risk*"

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within the meaning of Rule 904(2) of the Listing Manual, proposes to enter into with a counterparty who is an interested person of the listed corporation within the meaning of Rule 904(4) of the Listing Manual.

2.1.1 Definitions under Chapter 9 of the Listing Manual

The following definitions are contained in the Listing Manual:

- (a) An “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles in Chapter 9 of the Listing Manual.
- (b) An “**associate**” in relation to any director, chief executive officer, substantial shareholder or controlling shareholder means (i) his immediate family (that is, his spouse, child, adopted child, step-child, sibling or parent), (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more, and, in relation to a substantial shareholder or a controlling shareholder which is a company, means its subsidiary or holding company or a subsidiary of such holding company or a company in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
- (c) An “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or the group.
- (d) A “**controlling shareholder**” means a person who holds (directly or indirectly) 15% or more of the total number of issued shares excluding treasury shares and subsidiary holdings in the company or one who in fact exercises control over the company.
- (e) An “**entity at risk**” means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
 - (iii) an associated company of the listed group that is not listed on the SGX-ST or an approved exchange, provided that the listed group, or the listed group and its interested person(s), has control over the associated company;
- (f) An “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.
- (g) An “**interested person transaction**” means a transaction between an entity at risk and an interested person.

Pursuant to Rule 904(4A) of the Listing Manual, the SGX-ST may deem any person or entity to be an interested person if the person or entity has entered into, or proposes to enter into: (i) a transaction with an entity at risk; and (ii) an agreement or arrangement with an interested person in connection with that transaction.

Sunmoon Global Pte. Ltd. owns 465,850,989 Shares of the Company, representing approximately 51.57% of the total issued share capital of the Company. As Sunmoon Global Pte. Ltd. is YiGuo’s indirect wholly-owned company, YiGuo is an “*interested person*” under Rule 904(4)(a) of the Listing Manual.

2.1.2 General Requirements - Materiality Thresholds, Disclosure Requirements and Shareholders’ Approval

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An immediate announcement and/or Shareholders' approval would be required in respect of transactions with interested persons if the value of the transaction is equal to or exceeds certain financial thresholds.

Rule 905 of the Listing Manual states that a listed company must make an immediate announcement of any interested person transaction of a value equal to, or more than, 3% of the group's latest audited consolidated net tangible assets, or if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the group's latest audited consolidated net tangible assets, the listed company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.

Rule 906 of the Listing Manual states that a listed company must also obtain shareholder approval for any interested person transaction of a value equal to, or more than (i) 5% of the group's latest audited consolidated net tangible assets; or (ii) 5% of the group's latest audited consolidated net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

Further, Rule 908 of the Listing Manual provides that in interpreting the term "*same interested person*" for the purpose of aggregation in Rules 905, 906 and 907, the following applies:—

- (1) Transactions between (a) an entity at risk and a primary interested person; and (b) an entity at risk and an associate of that primary interested person, are deemed to be transactions between an entity at risk with the same interested person.

Transactions between (i) an entity at risk and a primary interested person; and (ii) an entity at risk and another primary interested person, are deemed to be transactions between an entity at risk with the same interested person if the primary interested person is also an associate of the other primary interested person.

- (2) Transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person.

If an interested person (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested person and have audit committees whose members are completely different.

Rule 920 of the Listing Manual also permits a listed company to seek a mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials, but not in respect of the purchase or sale of assets, undertakings or businesses, that may be carried out with the interested persons. Transactions conducted under such a mandate are not subject to Rules 905 and 906 of the Listing Manual. The general mandate is subject to annual renewal.

2.1.3 Excluded transactions

It is provided under the Listing Manual that Rules 905 and 906 does not apply to any transaction below S\$100,000. However, while transactions below S\$100,000 are not normally aggregated, the SGX-ST may aggregate any such transaction entered into during the same financial year and treat them as if they were one transaction having regard to the objective of Chapter 9 of

LETTER TO SHAREHOLDERS

the Listing Manual and the economic and commercial substance of the interested person transaction, instead of legal form and technicality.

2.1.4 Circular requirements

Pursuant to Rule 920(1)(b) of the Listing Manual, a circular to shareholders seeking a general mandate must include:

- (a) unless the Exchange requires otherwise, the names of the interested persons with whom the entity at risk will be transacting;
- (b) the nature of the transactions contemplated under the mandate;
- (c) the rationale for, and benefit to, the entity at risk;
- (d) the methods or procedures for determining transaction prices;
- (e) the independent financial adviser's opinion on whether the methods or procedures in (iv) are sufficient to ensure that the transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the issuer and its minority shareholders;;
- (f) an opinion from the audit committee if it takes a different view to the independent financial adviser;
- (g) a statement from the issuer that it will obtain a fresh mandate from shareholders if the methods or procedures in Section 2.1.4(d) of this Circular become inappropriate; and
- (h) a statement that the interested person will abstain, and has undertaken to ensure that its associates will abstain, from voting on the resolution approving the transaction.

2.1.5 Illustration

For illustration purposes, based on the Group's latest audited accounts for the financial year ended 31 March 2024, the Group's latest Audited FY2023/24 NTA is approximately S\$7,956,000. Accordingly, in relation to the Group, for the purposes of Chapter 9 in the current financial year, Shareholders' approval would be required where:

- (a) an IPT which is of a value equal to, or more than, approximately S\$397,800, being five per cent. (5.0%) of the Group's latest Audited FY2023/24 NTA; or
- (b) an interested person transaction, when aggregated with other interested person transactions entered into with the same interested person during the same financial year, is of a value equal to, or more than, approximately S\$397,800. The aggregation will exclude any IPT(s) that has been approved by Shareholders previously, or is the subject of aggregation with another IPT that has been approved by Shareholders.

For FY2024/25, total sales value to the YiGuo Group was approximately S\$97,000 which represents approximately 1.22% of the Group's Audited FY2023/24 NTA and the total purchases from YiGuo Group was S\$8,000 for FY2024/25 which represents approximately 0.1% of the Group's Audited FY2023/24 NTA. As of the Latest Practicable Date, there are no aggregate monthly IPTs which exceeds 3% of the Group's latest Audited FY2024/25 NTA.

3. THE PROPOSED FURTHER EXPANDED IPT GENERAL MANDATE

3.1 Background of the Group's business and operations

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- 3.1.1 Since year 2015, the Group, a global distributor and marketer of fresh fruits, vegetables and fruit-derived products, began transforming its global supply chain platform. As at the date of this Circular, the Group is now leveraging on the strengths of its dual headquarter operations in Singapore and Shanghai, and focus on cross-border trading business between different regions by leveraging on its comprehensive operational capabilities in branding, supply chain, sales channels and logistics accumulated over a long period of time in China and Southeast Asia markets, so as to enhance sales and profitability of its main business.
- 3.1.2 In year 2017, the Company undertook a placement exercise to Shanghai YIGUO E-Commerce Co., Ltd (“**YiGuo**”) (and YiGuo became a controlling shareholder of the Company as a result). The main purpose of the placement exercise was to raise funds for working capital as well as the Company’s belief in the synergy between the businesses of both the Company and YiGuo (which is set out in more details below).

Information on YiGuo and its business

YiGuo is a company incorporated in Shanghai, the PRC. YiGuo Group is principally involved in the business of providing delivery of high quality fresh food to household and business consumers. It was established in 2005 as a pure online fruit retailer, and has since expanded its business to over 3,200 products in seven (7) categories of fresh food, namely, fruit, vegetable, seafood, meat, poultry and eggs, pantry and beverage, and dessert. In addition to the fresh food business, YiGuo, through its associates, is also engaged in the business of bulk trading of non-hazardous non-food related chemical products including any other ancillary products (the fresh food and non-hazardous non-food related chemical products businesses shall collectively, be referred to as the “**YiGuo’s Business**”). YiGuo has an extensive geographic presence within the PRC covering 18 provinces and 144 cities, with logistics centers in Shanghai, Beijing, Guangzhou, Wuhan, Chengdu, Qingdao, Shenyang and Xi’an. In addition to households, its corporate customers include Fortune 500 companies, and government enterprises. In respect of the trading of non-hazardous non-food related chemical products, the main operation area is in PRC, and the business model is to purchase chemical products from suppliers and sell them to customers, and to provide customers with services such as merchandising, storage and distribution according to customers’ needs.

- 3.1.3 In view of YiGuo’s well-established presence in the PRC (as described above), the Company believed in the synergy between the business of the Company and YiGuo and accordingly sought Shareholders’ approval at a general meeting dated 16 June 2017 for, *inter alia*, a general mandate for interested person transactions with the YiGuo Group. For more details, Shareholders can refer to the shareholders’ circular dated 30 May 2017 and the information as set out in Section 3.2.4 below.

Synergies with the Company

- 3.1.4 Complementary to the Group’s traditional offerings of fruits and vegetables related products, the Group has been working to rapidly expand its digital sales network and enable the Group to establish and secure the SunMoon brand within the mindshare of the new sophisticated consumer when it comes to health, freshness and natural goodness. In order to do so, the Group has been working to provide a wider range of product offerings from farm to fork, including but not limited to seafood, meat, fruits, vegetables, beverages (both alcoholic and non-alcoholic), aqua-food and agri-food related products and other related products and services.
- 3.1.5 As announced by the Company on 6 September 2024, it had intended to expand its current distribution offerings to include, non-food related products. This includes distribution and/or trading of bulk commodities including but not limited to non-hazardous chemical products (such as polyethylene, polypropylene, polyvinylchloride (“**PVC**”)...etc) (“**New Distribution Product Strategy**”). For example, PVC is a common raw material in the production of building materials (such as water pipes, door and window frames, and flooring), packaging materials (such as bottles), and toys). The Company will undertake the New Distribution Product Strategy through

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an indirect wholly-owned subsidiary, Shanghai Shanyan International Trading Co., Ltd. (“Shanyan”).

- 3.1.6 With respect to **food related products** - as described above, the Group’s business’ direction, objectives and intention has consistently been to, provide a wider range of product offerings and the Company believes that this can be achieved by tapping on YiGuo’s expertise in YiGuo’s Business, cold chain and supply chain network and contacts in the PRC.
- 3.1.7 With respect to **non-food related products** – the Company believes that by expanding its product offering to include non-hazardous non-food related chemical products, it similarly aligns with the Group’s business’ directions and objectives to provide a wider range of product offerings. The Company will tap on YiGuo’s expertise on the sales network and distribution method of non-hazardous non-food related chemical products which includes direct delivery of such commodities to the warehouse(s) and/or engaging third-party logistic provider(s) to deliver to the customer’s designated location in accordance with customer’s requirements. The Company intends and expects to grow its customer base and as at the date of this Circular, the target customers’ profile includes a leading chemical commodity trading service expert in China, with operations covering major cities across China mainland. As compared with food-related products, such non-hazardous non-food related chemical products presents lesser risks as they are more resistant to storage and easier to transport.

The Company is of the view that the expansion of product offering (to include non-food related product) is in line with the Group’s current business objectives and does not change the risk profile of the Company.

The Company confirms that as at the Latest Practicable Date, the Company does not have any transactions with non-interested persons or the YiGuo Group in respect of non-food related products.

3.2 Background of the Company’s existing Expanded IPT Mandate (2024)

- 3.2.1 The Company’s existing Expanded IPT Mandate (2024) was first approved by Shareholders at a general meeting dated 16 June 2017 (“**IPT General Mandate (2017)**”). Due to an inadvertent omission to renew the IPT General Mandate (2017), a general meeting was held on 11 January 2018 and shareholders’ approval was obtained to reinstate the 2017 IPT General Mandate. The scope was expanded subsequently in an extraordinary general meeting of the Company that was held on 29 September 2021 (“**Expanded IPT Mandate (2021)**”). The Expanded IPT Mandate (2021) has been renewed yearly since and was last renewed at the 2024 AGM (defined as the **Expanded IPT Mandate (2024)**). Please refer to Section 3.2.4 below for more details.
- 3.2.2 In relation to the nature and scope of prior IPT general mandates, please refer to Section 3.2.4 below. The nature and scope of the new Proposed Further Expanded IPT General Mandate is set out in Section 3.5 below.

The Audit and Risk Committee (and collectively, the Board) has taken the view that the IPTs (as set out in Section 3.5) are a natural business progression that a growing Company ought to have and are in-line with the Group’s business (as set out in Section 3.1 above). For the avoidance of doubt, the Company has decided that it will expand the nature and scope of the Expanded IPT Mandate (2024) so as to align with the Group’s business strategy going forward, as well as to ensure for the avoidance of doubt that the scope of future IPT general mandates will unequivocally include all non-food related transactions with YiGuo Group. Some examples of non-food related products that the Company may, moving forward, purchase/sell from the YiGuo Group are, polyethylene, polypropylene, polyvinyl chloride (which are chemical products that has a wide range of commercial applications). The Company believes that such purchases and/or sales will increase the Company’s product offerings. For more details, Shareholders can refer to Section 3.5 for the proposed nature and scope of the Proposed Further Expanded IPT General Mandate.

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3.2.3 Details of the past IPT mandates

	Circular dated 30 May 2017 (extraordinary general meeting held on 16 June 2017)	Circular dated 22 December 2017 (extraordinary general meeting held on 11 January 2018)	Circular dated 14 September 2021 (extraordinary general meeting held on 29 September 2021)
Transaction	IPT Mandate	Reinstatement IPT General Mandate	Expanded Interested Person Transactions General Mandate
Definition of Interested Person Transaction	<p><i>"The Proposed IPT Mandate will cover transactions relating to the purchase and sale of fruits, vegetables and related products between the Interested Persons and the Group in the ordinary course of the Group's business and on a recurrent basis (collectively, the "Interested Person Transactions")." </i></p> <p>Above as extracted from section 5.4.3 of the Company's circular dated 30 May 2017</p>	<p><i>"The Proposed Reinstatement IPT General Mandate will cover transactions relating to the purchase and sale of fruits, vegetables and related products between the Yiguo Group and the Group in the ordinary course of the Group's business and on a recurrent basis (collectively, the "Interested Person Transactions" or "IPTs")." </i></p> <p>Above as extracted from section 4.3 of the Company's circular dated 22 December 2017</p>	<p><i>"Interested Persons Transactions" or "IPTs": Means the (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products, proceeds or otherwise, and their by-products including any other ancillary products bought or sold between the Yiguo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; and (b) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services"</i></p> <p>Above as extracted from definition section of the Company's circular dated 14 September 2021</p>
Rationale	<p><i>"The Interested Person Transactions as set out in paragraph 5.4.3 of this Circular are transactions which the Group has entered into or will enter into in the ordinary course of business. They are recurring transactions which are likely to occur with some degree of frequency or arise at any time and from time to time. The Proposed IPT Mandate and any subsequent renewal on an annual basis will eliminate the need for the Company to convene separate general meetings from time to time to seek Shareholders' approval as and when</i></p>	<p>In addition to the reasons relating to the inadvertent omission to renew at the Company's prior annual general meeting, the rationale provided to Shareholders in the Company's circular dated 22 December 2017 remains consistent with the rationale set out in section 5.5 of the Company's circular dated 30 May 2017.</p>	<p><i>"The IPTs as described in Section 3.5 of this Circular (see also Relevant IPTs as set out in Section 3.1.7 above) are transactions which the Group has entered into or will enter into. They are recurring transactions which are likely to occur with some degree of frequency or arise at any time and from time to time. The Proposed Expanded IPT General Mandate and any subsequent renewal on an annual basis will eliminate the need for the Company to convene separate general meetings from time to time to seek Shareholders' approval as and when potential interested person transactions arise, thereby reducing substantially the administrative time and expenses in</i></p>

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	<p><i>potential interested person transactions arise, thereby reducing substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.</i></p> <p><i>The Proposed IPT Mandate is intended to facilitate these transactions, provided that they are carried out on normal commercial terms and are not prejudicial to the Company and its minority Shareholders. The Board is of the view that the Group will be able to benefit from such transactions with the Interested Persons. The Group will benefit from having access to competitive quotes from, or transacting with, the Interested Persons in respect of services and products procured. The Proposed IPT Mandate will also allow the Group to enjoy economies of scale in the procurement of services and products as the Company would be able to procure services and products from the Placee on a larger scale without the restrictive thresholds in terms of values imposed by Chapter 9 of the Listing Manual. By acquiring products and services on a larger scale, it would be able to achieve better terms including better and more competitive pricing through economies of scale."</i></p> <p>Above as extracted from section 5.5 of the Company's circular dated 30 May 2017</p>		<p><i>convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.</i></p> <p><i>The Proposed Expanded IPT General Mandate is intended to facilitate these transactions, provided that they are carried out on normal commercial terms and are not prejudicial to the Company and its minority Shareholders. The Board is of the view that the Group will be able to benefit from such transactions with the Interested Persons. The Group will benefit from having access to competitive quotes from, or transacting with, the Interested Persons in respect of services and products procured. The Proposed Expanded IPT General Mandate will also allow the Group to enjoy economies of scale in the procurement of services and products as the Company would be able to procure services and products from the Yiguo Group on a larger scale without the restrictive thresholds in terms of values imposed by Chapter 9 of the Listing Manual. By acquiring products and services on a larger scale, it would be able to achieve better terms including better and more competitive pricing through economies of scale.</i></p> <p><i>In terms of the support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services, by having access to such support services, the Group will derive operational leverage in dealing with customers and third parties which are necessary for the Company to leverage on Yiguo Group's expertise in shipping and logistics."</i></p> <p>Above as extracted from section 3.6 of the Company's circular dated 14 September 2021</p>
Nature and Scope	<p><i>"The Proposed IPT Mandate will cover only such recurrent transactions of a revenue or trading nature or those necessary for the</i></p>	<p>The nature and scope provided to Shareholders in the Company's circular dated 22 December 2017 remains consistent with</p>	<p><i>"As set out in Section 3.2.3 above, the Company has, inter alia, decided to obtain Shareholders' approval for the Proposed Expanded IPT General Mandate so that</i></p>

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	<p><i>Group's day-to-day operations, which are entered into in the ordinary course of business. For the avoidance of doubt, any purchase or sale of any assets, undertakings or businesses will not be covered under the Proposed IPT Mandate.</i></p> <p><i>The Proposed IPT Mandate will also not cover any transaction, by any member of the Group, with the Interested Persons, where such transaction is below S\$100,000 in value, as the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual would not apply to such transactions."</i></p> <p>Above as extracted from section 5.4.3 of the Company's circular dated 30 May 2017</p>	<p>the rationale set out in section 4.3 of the Company's circular dated 30 May 2017.</p>	<p><i>the the scope of future IPT general mandates will unequivocally include all agri-food and aqua-food related transactions and will cover (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products, processed or otherwise, and their by-products including any other ancillary products bought or sold between the Yiguo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; and (b) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services between the Yiguo Group (collectively, the "Interested Person Transactions" or "IPTs"). For the avoidance of doubt, the receipt of support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services from the Yiguo Group are services required by the Group and such support services may or may not be related to the transactions relating to the purchase and sale of products under the Proposed Expanded IPT General Mandate.</i></p> <p><i>The Proposed Expanded IPT General Mandate will cover only such recurrent transactions of a revenue or trading nature or those necessary for the Group's day-to-day operations, which are entered into in the ordinary course of business. For the avoidance of doubt, any purchase or sale of any assets, undertakings or businesses will not be covered under the Proposed Expanded IPT General Mandate."</i></p> <p>Above as extracted from section 3.5 of the Company's circular dated 14 September 2021</p>
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3.3 Entity at risk

For the purposes of the Proposed Further Expanded IPT General Mandate, an “**entity at risk**” means:

- (a) the Company;
- (b) each of the companies in the Group, being the Company and its subsidiaries; or
- (c) an associated company of the Company, provided that the Group, or the Group and its interested person(s), has control over the associated company.

3.4 Classes of interested persons

The Proposed Further Expanded IPT General Mandate will apply to the transactions that are proposed to be carried out between the *entities at risk* and the *Interested Persons* (as defined below).

Under the Expanded IPT Mandate (2024)	Under this Proposed Further Expanded IPT General Mandate
<p><i>“The “Interested Persons” are Shanghai YIGUO E-Commerce Co., Ltd, its subsidiaries, its associated companies and its associates (as defined in the Listing Manual) (“Yiguo Group”) set out below:</i></p> <ul style="list-style-type: none"> (i) Shanghai Yiguo E-Commerce Co., Ltd; (ii) Shanghai Win-Chain Supply Chain Management Co., Ltd; (iii) Shanghai Win-Chain Business Management Co., Ltd; (iv) Shanghai Win-Chain Future Food and Beverage Co., Ltd; (v) Shanghai Yiguo Food Technology Co., Ltd; (vi) Shanghai Exfresh Logistic Technology Co., Ltd; (vii) Nanjing Exfresh Logistic Technology Co., Ltd; (viii) My Kitchen Shanghai Technology Co., Ltd; (ix) Win-chain Agribusiness Holdings Limited; (x) Win-chain (Hongkong) Co., Ltd; (xi) Shanghai Muniu Supply Chain Co., Ltd; (xii) Nanjing Zhi Guo Yun Technologies Co., Ltd; 	<p>The “Interested Persons” are Shanghai YIGUO E-Commerce Co., Ltd, its subsidiaries, its associated companies and its associates (as defined in the Listing Manual) (“YiGuo Group”) set out below:</p> <ul style="list-style-type: none"> (i) Shanghai Yiguo E-Commerce Co., Ltd; (ii) Shanghai Win-Chain Supply Chain Management Co., Ltd; (iii) Shanghai Win-Chain Business Management Co., Ltd; (iv) Shanghai Exfresh Logistic Technology Co., Ltd; (v) Win-chain Agribusiness Holdings Limited; (vi) Win-chain (Hongkong) Co., Ltd; (vii) Shanghai Muniu Supply Chain Co., Ltd; (viii) Shanghai Exfresh Logistic Service Co. Ltd; (ix) Shanghai Yiguo Retail Food Co., Ltd; (x) Shanghai Xian Tu Technology Co., Ltd; (xi) Shanghai Enmore Investment Group Co., Ltd. (上海易贸投资集团有限公司); (xii) Shanghai Chemical Products Trading Market Operation & Management Co., Ltd. (上海化工品交易市场经营管理有限公司);

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<p>(xiii) <i>Shanghai YiGu International Trading Co., Limited;</i></p> <p>(xiv) <i>Shanghai Exfresh Supply Chain Management Co. Ltd;</i></p> <p>(xv) <i>Shanghai Yiguo Retail Food Co., Ltd;</i></p> <p>(xvi) <i>Shanghai Xian Tu Technology Co., Ltd;</i> and (xvii) <i>Shanghai Win-Chain Daily Fresh Supply Chain Management Co., Ltd."</i></p> <p>Above as extracted from section 3.4 of the Company's circular dated 14 September 2021</p>	<p>(xiii) Shanghai Xiangchao Chemical Trading Co., Ltd. (上海翔超化工贸易有限公司);</p> <p>(xiv) Shanghai Enmore Chemical Technology Co., Ltd. (上海易贸化工科技有限公司); and</p> <p>(xv) Shanghai E-tong E-commerce Co., Ltd. (上海易通电子商务有限公司).</p>
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3.5 Expanded nature and scope of interested person transactions

Expanded IPT Mandate (2024)

Shareholders would note that as provided in section 2.3 of the IPT 2024 Addendum, the Expanded IPT Mandate (2024) include all agri-food and aqua-food related transactions and will cover (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products and their by-products including any other ancillary products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; and (b) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services between the YiGuo Group.

Further expanded nature and scope of IPT

The Proposed Further Expanded IPT General Mandate will unequivocally include all agri-food, aqua-food related transactions and non-food related transactions and will cover (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products and their by-products including any other ancillary products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; **(b) transactions relating to the purchase and sale of non-hazardous non-food related chemical products including any other ancillary products and their by-products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products;** and (c) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services between the YiGuo Group (collectively, the **"Interested Person Transactions"** or **"IPTs"**). For the avoidance of doubt, the receipt of support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services from the Yiguo Group are services required by the Group and such support services may or may not be related to the transactions relating to the purchase and sale of products under the Proposed Further Expanded IPT General Mandate. For the avoidance of doubt, the parts highlighted in bold above are the expanded nature and scope as compared against the nature and scope of the Expanded IPT Mandate (2024).

The Further Expanded IPT General Mandate will cover only such recurrent transactions of a revenue or trading nature or those necessary for the Group's day-to-day operations, which are entered into in the ordinary course of business. For the avoidance of doubt, any purchase or

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sale of any assets, undertakings or businesses will not be covered under the Proposed Further Expanded IPT General Mandate.

The Proposed Further Expanded IPT General Mandate will also not cover any transaction, by any member of the Group, with the YiGuo Group, where such transaction is below S\$100,000 in value, as the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual would not apply to such transactions. The Proposed Further Expanded IPT General Mandate would, however, cover IPTs with values below S\$100,000 entered into during the same financial year and which are aggregated by the SGX-ST under Chapter 9 of the Listing Manual and treated as if they were one IPT which has a value of S\$100,000 or more.

The Group had sold fruits and other food related products to the YiGuo Group since October 2015. For the financial year ended 31 December 2016, total sales value to the YiGuo Group was approximately S\$522,500. In comparison, for FY2024/25, total sales value to the YiGuo Group became approximately S\$97,000. Total purchases from YiGuo Group was S\$9,000 for FY2023/24 and in comparison, the total purchases from YiGuo Group was S\$8,000 for FY2024/25. Going forward, the Group also intends to purchase/sell polyethylene, polypropylene, polyvinylchloride and other non-food related products (as described in Section 3.2.3 above) from the Yiguo Group. Such transactions may occur in multiple orders in a month, with each order being below S\$100,000 in value.

In view of this, for good order, the Company will aggregate the sales orders, the purchases orders as well as any support services in each quarter and subject them to the review procedures under the approval matrix as set out in Section 3.7.1(b) below.

Transactions with the YiGuo Group that do not fall within the ambit of the Proposed Further Expanded IPT General Mandate will be subject to the requirements of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

3.6 Rationale for, and benefits for, the recurrent IPTs

- 3.6.1 The IPTs as described in Section 3.5 of this Circular are transactions which the Group has entered into or will enter into. They are recurring transactions which are likely to occur with some degree of frequency or arise at any time and from time to time. The Proposed Further Expanded IPT General Mandate and any subsequent renewal on an annual basis will eliminate the need for the Company to convene separate general meetings from time to time to seek Shareholders' approval as and when potential interested person transactions arise, thereby reducing substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.
- 3.6.2 The Proposed Further Expanded IPT General Mandate is intended to facilitate these transactions, provided that they are carried out on normal commercial terms and are not prejudicial to the Company and its minority Shareholders. The Board is of the view that the Group will be able to benefit from such transactions with the Interested Persons. The Group will benefit from having access to competitive quotes from, or transacting with, the Interested Persons in respect of services and products procured. The Proposed Further Expanded IPT General Mandate will also allow the Group to enjoy economies of scale in the procurement of services and products as the Company would be able to procure services and products from the YiGuo Group on a larger scale without the restrictive thresholds in terms of values imposed by Chapter 9 of the Listing Manual. By acquiring products and services on a larger scale, it would be able to achieve better terms including better and more competitive pricing through economies of scale.
- 3.6.3 In terms of the support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services, by having access to such support services, the Group will derive operational leverage in dealing

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with customers and third parties which are necessary for the Company to leverage on YiGuo Group's expertise in logistics and infrastructure for local operations in China.

3.7 Guidelines and review procedures for the Interested Person Transactions

3.7.1 Review Procedures

To ensure that the IPTs are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, the Company has in place the following guidelines and review procedures for the IPTs under the Proposed Further Expanded IPT General Mandate:

- (a) Any IPTs where, goods are sold by the Group to the YiGuo Group or when services are provided by the Group to the YiGuo Group, shall be on pricing and terms which are no more favourable to the YiGuo Group than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any IPTs where, goods are purchased by the Group from the YiGuo Group, or when services are provided to the Group by the YiGuo Group, shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by unrelated third parties to the Group.

Where possible and practicable, the relevant member of the Group (i.e. the entity that the Company operates the business through) carrying out the IPTs will use its reasonable endeavours to compare the pricing and terms of the IPT with at least two (2) recent contracts or agreements entered into by the Group with unrelated third parties to determine whether the pricing and terms offered to or by the Yiguo Group are in accordance with the Group's usual business practices⁽¹⁾⁽²⁾ and policies, and are not more favourable to the Yiguo Group than those extended to or by unrelated third parties. In the event that two (2) recent contracts or agreements are not available as a basis for comparison, the relevant member of the Group (i.e. the entity that the Company operates the business through) shall review and compare the pricing and terms of the IPT on publicly available websites, for example, *www.alibaba.com*. During the review and comparison, the relevant member of the Group (i.e. the entity that the Company operates the business through) shall also take into account factors such as, but not limited to, value of contract, quality and condition of the goods, nature and perishability of the goods, suitability of delivery schedules, duration of contracts, customer requirements, rebates or discounts accorded for bulk sales and/or other relevant specifications of the contract, where applicable.

Where the prevailing market rates are not available for comparison, the pricing and terms of the IPTs will be reviewed and determined by the Audit and Risk Committee as to whether they are consistent with the Group's usual business practices⁽¹⁾ and whether they are arm's length deals on market terms that are beneficial to and in the best interests of the Group. When considering whether the IPTs shall be beneficial to the interests of the Group, factors that may be taken into account include, but are not limited to, value of the contract, quality and condition of the goods, nature and perishability of the goods, suitability of delivery schedules, duration of contracts, customer requirements, rebates or discounts accorded for bulk sales and/or other relevant specifications of the contract, strategic purposes of the transaction, where applicable.

For both purchases and sales, the relevant member of the Group (i.e. the entity that the Company operates the business through) should also consider the payment terms extended to and from the YiGuo Group and that the payment terms shall be no less favourable than those extended to and by the Group to its other customers or suppliers (as the case may be), in terms of mode of payment and/or credit terms (where applicable), and also factoring the total net receivables or payables position due from or to Yiguo Group to the Group. As disclosed in the Company's addendum dated 15

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July 2024, the Company had previously disclosed that based on the past experiences with the Yiguo Group, there were long outstanding receivables from the Yiguo Group as well as the purchases that were not fulfilled within the expected normal fulfilment dates by the Yiguo Group. Accordingly, the Company confirms that this is no longer the case and as at the Latest Practicable Date, the net trade and other receivables from YiGuo Group are within normal payment terms.

Notes:

- (1) *The Group's usual business practices includes requiring each salesperson to check based on the most recent two (2) contracts/agreements, and in the event that the two (2) recent contracts/agreements are not available as a basis for comparison, the relevant member of the Group (i.e. the entity that the Company operates the business through) shall review and compare the pricing and terms of the relevant IPT on a publicly available websites, for example, www.alibaba.com. Shareholders are to note that the business practice will be continually refined and updated from time to time. The Company further confirms that if, arising from refinement and update from time to time, significant changes to methods or procedures for determining transaction prices are required, the Company would obtain a fresh independent financial adviser's opinion.*
 - (2) *The position of the individual(s) that will be responsible for comparing the pricing and terms of the IPTs to determine whether the pricing and terms offered to or by the YiGuo Group are in accordance with the Group's usual business practices will be done by the sales manager.*
- (b) Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs as set out in the approval matrix below. For comparison, Shareholders may refer to paragraph 3.1(b) Appendix A of the IPT 2024 Addendum in relation to the approval matrix of the Expanded IPT Mandate (2024):

Approval Threshold Limits		
	Value of aggregate quarterly Interested Person Transactions	Approving Authorities (each having no interest, direct or indirect, in the Interested Person Transaction)
1.	Less than 3% of the Group's latest audited NTA	Any two (2) authorised Group personnel from Group A ⁽¹⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
2.	Less than 5% of the Group's latest audited NTA and equal to, or more than 3% of Group's latest audited NTA	Any one (1) authorised Group personnel from Group A ⁽¹⁾ , together with, any one (1) authorised Group personnel from Group B ⁽²⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
3.	Equal to or more than 5% of the Group's latest audited NTA	One (1) authorised Group personnel from Group B ⁽²⁾ , together with, one (1) authorised Group personnel from Group C ⁽³⁾ ; OR Any two (2) authorised Group personnel from Group C ⁽³⁾ .

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		Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
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(each, an “**Approval Threshold**”).

Notes:

- (1) Authorised Group Personnel in Group A consists of: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; (iii) the General Manager; and (iv) the Group Finance Controller and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.
- (2) Authorised Group Personnel in Group B consists of any non-Executive Director of the Group and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.
- (3) Authorised Group Personnel in Group C consists of any Audit and Risk Committee Member of the Group and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.

Based on the Group’s past transactions with the YiGuo Group, transactions with the YiGuo Group may each be below S\$100,000 in value. In which case, pursuant to Chapter 9 of the Listing Manual, these Interested Person Transactions will not be subject to the guideline and review procedures of the Proposed Further Expanded IPT General Mandate.

However, as mentioned in Section 3.5 of this Circular, for good order, the Company will aggregate all sales orders (“**aggregated sales order**”) received in each quarter from the YiGuo Group, and all purchase orders (“**aggregated purchase order**”) sent in each quarter to the YiGuo Group, including those below S\$100,000 each, and subject them to the review procedures under the approval matrix above.

If the aggregated sales order (or aggregated purchase order) during the quarter exceeds the relevant Approval Threshold(s) as illustrated in the table above, subsequent aggregated sales order (or aggregated purchase order) during the same quarter will be subject to the relevant Approving Authorities of the next relevant Approval Threshold. As an illustration, if the aggregated sales order for a particular quarter represents 3% of the Group’s latest audited NTA, it will require the first Approval Threshold as set out in the table above. Assuming the subsequent aggregated sales order for the same quarter represents 1% of the Group’s latest audited NTA, it will be subjected to the second Approval Threshold. For the avoidance of doubt, all orders for the following quarter will restart the aggregation process and be subject to the first Approval Threshold until the aggregated sales order (or aggregated purchase order) reaches the next relevant Approval Threshold(s) as described above.

The Audited FY2023/24 NTA of the Group is approximately S\$7,965,000. As an illustration, the 5% threshold will be approximately S\$397,800.

In the event that the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the next higher Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT). For the avoidance of doubt, all directors with an interest in YiGuo as per Section 7 of the Circular will be abstaining from reviewing and approving the transaction.

Similarly, in the event that the Approving Authority is not available to review and approve the transaction, such transaction shall be reviewed and approved by the next higher Approving Authority in accordance with the approved matrix above (each having no interest, direct or indirect, in the IPT).

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In the event that any member of the Audit and Risk Committee has an interest in the Interested Person Transaction, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit and Risk Committee (each having no interest, direct or indirect, in the Interested Person Transaction) and he/she shall abstain from participating in the review and approval process of the Audit and Risk Committee in relation to that transaction.

The Board of Directors are of the view that the approval thresholds based on the value of the IPTs are reasonable having taken into account the values of past transactions and anticipated values of potential transactions in relation to the sales and purchases of goods with the YiGuo Group.

The Company wishes to further add that the approving authorities (as set out in the table above) will review and approve the aggregated Interested Person Transactions on a quarterly basis. At these quarterly meetings, the approving authorities will receive and approve the details of each Interested Person Transactions prepared by management/salesperson (in particular, the pricing, key terms and conditions will be presented). The Company wishes to inform Shareholders that if there are any concerns noted or highlighted by the relevant approving authorities on the aggregated transactions, subsequent to the completion of these transactions, the review will be conducted on a monthly basis (instead of quarterly basis) until the approving authorities are satisfied.

3.7.2 Additional Guidelines and Review Procedures

(a) **Maintain a register of IPTs**

The Group's finance department will maintain and update a register of all transactions carried out with the YiGuo Group, including those below S\$100,000 in value. The basis for entering into the IPTs will also be recorded in the register (which will include pricing and other key commercial terms).

(b) **Review by Audit and Risk Committee**

Members of the Audit and Risk Committee will review all IPTs on a quarterly basis to ensure that the established guidelines and review procedures for the IPTs have been complied with and the relevant approvals have been obtained.

The Audit and Risk Committee will also review, on a quarterly basis, the established guidelines and review procedures of the IPTs and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the IPTs are conducted on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. If the Audit and Risk Committee is of the view that the guidelines and review procedures have become inappropriate and/or insufficient to meet such objectives, the Company will seek a fresh mandate from Shareholders based on new guidelines and review procedures for the IPTs.

(c) **Review by Internal Audit Function**

The Group will incorporate a review of all IPTs in its internal audit plan. The internal audit function of the Company is outsourced internal audit service providers engaged by the Company, will review the IPTs to check that the relevant approvals have been obtained and the guidelines and review procedures for the mandated transactions have been adhered to. The internal audit function will forward their review reports to the Audit and Risk Committee.

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(d) **Review by External Auditors**

The Group's external auditors will review the IPTs on a sampling basis as part of the Group's annual audit. The external auditors will report any non-compliance issues noted from the audit sample to the Audit and Risk Committee.

3.7.3 **Key additions/changes made in relation to the review procedures from the Expanded IPT Mandate (2024)**

The Company guidelines and review procedures described above in relation to the Proposed Further Expanded Interested Persons Transaction Mandate are largely similar to the guidelines and review procedures under the Expanded IPT Mandate (2024). Save for the change from monthly to quarterly review, the Company confirms that there is no change to the approval threshold limits.

The full text of the guidelines and review procedures of the Proposed Further Expanded Interested Persons Transaction Mandate, with the proposed amendments to the guidelines and review procedures of the Expanded IPT Mandate (2024), as blacklined, are set out below:

Extract of Expanded IPT Mandate (2024)			Company's Comments
(b)	Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs as set out in the approval matrix below. For comparison, Shareholders may refer to paragraph 3.1(b) Appendix A of the IPT 20202024 Addendum in relation to the approval matrix of the <u>Expanded IPT General Mandate (202429-Sep)</u> :		
	Approval Threshold Limits		
		Value of aggregate monthly Interested Person Transactions	Approving Authorities (each having no interest, direct or indirect, in the Interested Person Transaction)
	1.	Less than 3% of the Group's latest audited NTA	Any two (2) authorised Group personnel from Group A ⁽¹⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
	2.	Less than 5% of the Group's latest audited NTA and equal to, or more than 3% of Group's latest audited NTA	Any one (1) authorised Group personnel from Group A ⁽¹⁾ , together with, any one (1) authorised Group personnel from Group B ⁽²⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
3.	Equal to or more than 5% of the Group's latest audited NTA	One (1) authorised Group personnel from Group B ⁽²⁾ , together with, one (1) authorised Group personnel from Group C ⁽³⁾ : OR	
			The amendment from monthly to quarterly was to align with the Company's internal reporting frequency.

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		<p>Any two (2) authorised Group personnel from Group C⁽³⁾.</p> <p>Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.</p>	
<p>(each, an “Approval Threshold”).</p> <p>Notes:</p> <p>(1) Authorised Group Personnel in Group A consists of: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; (iii) the General Manager; and (iv) the Group Finance Controller and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.</p> <p>(2) Authorised Group Personnel in Group B consists of any non-Executive Director of the Group and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.</p> <p>(3) Authorised Group Personnel in Group C consists of any Audit and Risk Committee Member of the Group and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.</p> <p>Based on the Group’s past transactions with the YiGuo Group, transactions with the YiGuo Group may each be below S\$100,000 in value. In which case, pursuant to Chapter 9 of the Listing Manual, these Interested Person Transactions will not be subject to the guideline and review procedures of the Proposed <u>Further Expanded IPT General Mandate</u>.</p> <p>However, as mentioned in Section 3.5 of this Circular, for good order, the Company will aggregate all sales orders (“aggregated sales order”) received in each month <u>quarter</u> from the YiGuo Group, and all purchase orders (“aggregated purchase order”) sent in each month <u>quarter</u> to the YiGuo Group, including those below S\$100,000 each, and subject them to the review procedures under the approval matrix above.</p> <p>If the cumulative <u>aggregated sales order (or aggregated purchase order)</u> during the month <u>quarter</u> exceeds the relevant Approval Threshold(s) as illustrated in the table above, subsequent sales orders <u>aggregated sales order (or aggregated purchase order)</u> during the month <u>same quarter</u> will be subject to the <u>relevant</u> Approving Authorities of the next <u>relevant</u> Approval Threshold. Sales <u>As an illustration, if the aggregated sales order for a particular quarter represents 3% of the Group’s latest audited NTA, it will require the first Approval Threshold as set out in the table above. Assuming the subsequent aggregated sales order for the same quarter represents 1% of the Group’s latest audited NTA, it will be subjected to the second Approval Threshold. For the avoidance of doubt, all orders for the following month quarter will restart the aggregation process and be subject to the first Approval Threshold until the cumulative aggregated sales order (or aggregated purchase order) reaches the next relevant Approval Threshold(s) as described above. The same will apply for purchase orders.</u></p> <p>The Audited FY2020/21 FY2023/24 NTA of the Group is approximately S\$8,722,000 7,965,000. As an illustration, the 5% threshold will be approximately S\$436,000 397,800.</p>			

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In the event that the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the next higher Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT). For the avoidance of doubt, all directors with an interest in YiGuo as per Section 4.2 of the Circular will be abstaining from reviewing and approving the transaction.

Similarly, in the event that the Approving Authority is not available to review and approve the transaction, such transaction shall be reviewed and approved by the next higher Approving Authority in accordance with the approved matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit and Risk Committee has an interest in the Interested Person Transaction, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit and Risk Committee (each having no interest, direct or indirect, in the Interested Person Transaction) and he/she shall abstain from participating in the review and approval process of the Audit and Risk Committee in relation to that transaction.

The Board of Directors are of the view that the approval thresholds based on the value of the IPTs are reasonable having taken into account the values of past transactions and anticipated values of potential transactions in relation to the sales and purchases of goods with the YiGuo Group.

The Company wishes to further add that the approving authorities (as set out in the table above) will review and approve the aggregated Interested Person Transactions on a quarterly basis. At these quarterly meetings, the approving authorities will receive and approve the details of each Interested Person Transactions prepared by management/salesperson (in particular, the pricing, key terms and conditions will be presented). The Company wishes to inform Shareholders that if there are any concerns noted or highlighted by the relevant approving authorities on the aggregated transactions, subsequent to the completion of these transactions, the review will be conducted on a monthly basis (instead of quarterly basis) until the approving authorities are satisfied.

3.8 Validity period of the Proposed Further Expanded IPT General Mandate

If approved by the Shareholders at the EGM, the Proposed Further Expanded IPT General Mandate will take effect from the passing of the ordinary resolution in respect of the Proposed Further Expanded IPT General Mandate, and will (unless revoked or varied by the Company in a general meeting) continue to be in force until the next annual general meeting (“**Next AGM**”), or the expiration of the period within which the Next AGM is required by law to be held, whichever is the earlier. The Company intends to seek the approval of Shareholders for the renewal of the Proposed Further Expanded IPT General Mandate annually. The renewal of such general mandate shall be subject to the satisfactory review by the Audit and Risk Committee of its continued application to any transactions with the Yiguo Group.

3.9 Disclosure to Shareholders

Pursuant to Rule 920(1)(a) of the Listing Manual:

- (a) disclosure will be made in the annual report of the Company, giving details of the aggregate value of the IPTs conducted pursuant to the Proposed Further Expanded IPT General Mandate during the financial year under review and in the annual reports for the subsequent financial years during which the Proposed Further Expanded IPT General Mandate is in force, as required by the provisions of the Listing Manual;

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- (b) announcements will be made with regard to the aggregate value of the IPTs conducted pursuant to the Proposed Further Expanded IPT General Mandate for the financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual within the time required for the announcement of such report; and
- (c) the names of the interested persons, nature of relationship and the corresponding aggregate value of the interested person transactions entered into with the same interested person must be presented in the following format (pursuant to Rule 907 of the Listing Manual):

Name of the Interested Person	Nature relationship of	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 of the Listing Manual (<u>including</u> transactions less than S\$100,000 for the reasons set out below)

For clarity, as many of the interested person transactions are expected to fall below S\$100,000, the disclosures in the annual report will also include transactions each below S\$100,000.

3.10 Opinion of the IFA

Evolve Capital Advisory Private Limited has been appointed by the Company as the IFA pursuant to Rule 920(1)(b)(v) of the Listing Manual as well as to advise the IPT Recommending Directors, on whether the methods and review procedures for determining the terms of the Proposed Further Expanded IPT General Mandate are sufficient to ensure that all Interested Person Transactions pursuant to the Proposed Further Expanded IPT General Mandate will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.

The IFA Letter is appended as **Appendix A** to this Circular. Shareholders are advised to read the IFA Letter carefully.

Shareholders are advised to read the following extract in conjunction with, and in the context of the full text of the IFA Letter. Unless otherwise defined, all terms and expressions used in the extract below shall have the same meanings as those defined in the IFA Letter:

4. OUR OPINION

In arriving at our opinion in respect of the proposed adoption of the Proposed Further Expanded IPT General Mandate pursuant to Rule 920(1)(b)(v) of the Listing Manual, we have considered and evaluated factors which we deem to have significant relevance to our assessment, particularly the key factors which are described in Paragraph 3 of this IFA Letter (which should be read in conjunction with, and in the full context of, the Circular and this IFA Letter), inter alia, the following:

- (a) *Rationale and benefits of the adoption of the Proposed Further Expanded IPT General Mandate;*
- (b) *Entity At Risk and Interested Persons to be covered;*

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- (c) *Nature and scope of the Proposed Further Expanded IPT General Mandate;*
- (d) *Methods and review procedures for Interested Person Transactions with Interested Persons;*
- (e) *Validity Period of the Proposed Further Expanded IPT General Mandate;*
- (f) *Disclosure of Interested Person Transactions; and*
- (g) *Abstention from Voting.*

Having regards to the considerations as set out above and the information available to us as at the Latest Practicable Date, we are of the opinion that the methods and procedures for determining transaction prices of the IPTs of the Proposed Further Expanded IPT General Mandate are sufficient to ensure that all Interested Person Transactions will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.

We wish to highlight that we were neither a party to the negotiations entered into by the Company in relation to the Proposed Further Expanded IPT General Mandate, nor were we involved in the deliberations leading up to the decision on the part of the Directors to enter into the Proposed Further Expanded IPT General Mandate, and we do not warrant the merits of the Proposed Further Expanded IPT General Mandate.

We have prepared this Letter pursuant to Rule 920(1)(b)(v) of the Listing Manual as well as for the use of the Independent Directors in connection with and for the purposes of their consideration of the Proposed Further Expanded IPT General Mandate. The recommendation made by them to the Shareholders in relation to the Proposed Further Expanded IPT General Mandate shall remain the sole responsibility of the Independent Directors.

Whilst a copy of this letter may be reproduced in the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of Evolve Capital Advisory Private Limited in each specific case.

Our opinion is governed by and construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

4.1 Audit and Risk Committee's Statement

The Audit and Risk Committee comprises four (4) Directors. They are Ms Ng Bie Tjin @Djuniarti Intan, Mr James Prideaux, Mr Yuen Pei Lur, Perry and Mr Wang Bo. As set out in Section 7 of this Circular, Mr Wang Bo is considered non-independent for the purposes of the Proposed Further Expanded IPT General Mandate.

The Audit and Risk Committee (excluding Mr Wang Bo) confirms that it does not take a different view to the IFA in relation to the methods or procedures for determining transaction prices as set out under Section 3.7.1 of this Circular and having reviewed, amongst others, the rationale for and the terms and benefits of the Proposed Further Expanded IPT General Mandate as well as the opinion of the IFA as set out in Appendix A to this Circular, is of the view that the guidelines and review procedures for determining the transaction prices of the IPTs as set out in Section 3.7 of this Circular are, if adhered to and applied consistently, sufficient to ensure

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that the IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

If during the periodic reviews by the Audit and Risk Committee (excluding Mr Wang Bo), it is of the view that the established guidelines and procedures (including the methods or procedures for determining transaction prices) for the Proposed Further Expanded IPT General Mandate are no longer appropriate or adequate to ensure that the IPTs will be transacted on an arm's length basis and on normal commercial terms and would be prejudicial to the interests of the Company and its minority shareholders, the Company will seek a fresh mandate from the Shareholders based on new guidelines and procedures.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

5.1 Shareholding Structure of the Company

As at the Latest Practicable Date, the shareholding interests of the Directors and the substantial Shareholders of the Company are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
<u>Directors</u>						
James Prideaux	-	-	-	-	-	-
Zhang Ye	7,201,000	0.8	465,850,989	51.57	473,051,989	52.37
Cen Jian	-	-	-	-	-	-
Liu YuanYuan	-	-	-	-	-	-
Ng Bie Tjin @Djuniarti Intan	120,000	0.013	-	-	120,000	0.013
Yuen Pei Lur, Perry	19,870	0.002	-	-	19,870	0.002
Wang Bo	-	-	465,850,989	51.57	465,850,989	51.57
Song XiaoJun	18,800,000	2.08	125,000,000	13.84	143,800,000	15.92
<u>Substantial Shareholders</u>						
Sunmoon Global Pte. Ltd.	465,850,989	51.57	-	-	465,850,989	51.57
Ji Jiefang ⁽²⁾	-	-	465,850,989	51.57	465,850,989	51.57
Ningbo Meishan Free Trade Port Xilan Enterprise Management Partnership (Limited Partnership) ⁽³⁾	-	-	465,850,989	51.57	465,850,989	51.57
Wang Yingqian ⁽⁴⁾	-	-	465,850,989	51.57	465,850,989	51.57
Wang Bo ⁽⁵⁾	-	-	465,850,989	51.57	465,850,989	51.57

LETTER TO SHAREHOLDERS

Shanghai Jing'an Changyun Enterprise Consulting Partnership (Limited Partnership) ⁽⁶⁾	-	-	465,850,989	51.57	465,850,989	51.57
Zhu Jian ⁽⁷⁾	-	-	465,850,989	51.57	465,850,989	51.57
Jin Yiming ⁽⁸⁾	-	-	465,850,989	51.57	465,850,989	51.57
Shanghai Yuxia Enterprise Consulting Center (Limited Partnership) ⁽⁹⁾	-	-	465,850,989	51.57	465,850,989	51.57
Shanghai GuoWeiYang Enterprise Consulting Center (Limited Partnership) ⁽¹⁰⁾	-	-	465,850,989	51.57	465,850,989	51.57
Shanghai Yinwei Tongdiao Technology Service Center (Limited Partnership) ⁽¹¹⁾	-	-	465,850,989	51.57	465,850,989	51.57
Shanghai Yingming Qiusheng Technology Service Center (Limited Partnership) ⁽¹²⁾	-	-	465,850,989	51.57	465,850,989	51.57
Zhang Ye ⁽¹³⁾	7,201,000	0.8	465,850,989	51.57	473,051,989	52.37
Song XiaoJun ⁽¹⁴⁾	18,800,000	2.08	125,000,000	13.84	143,800,000	15.92
Champion Financial (Hong Kong) Limited	125,000,000	13.84	-	-	125,000,000	13.84

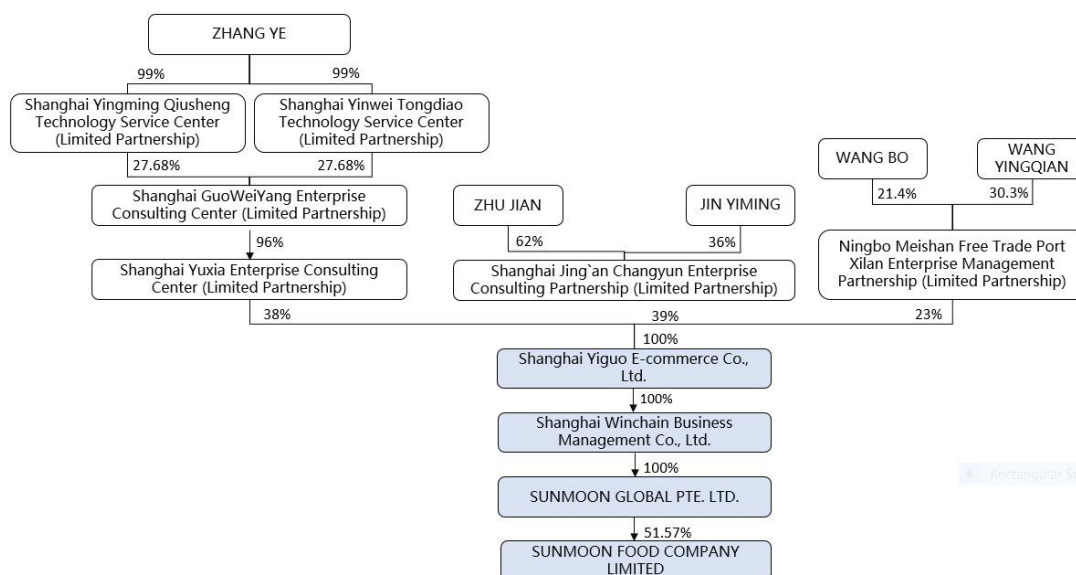
Notes:

- (1) The percentage of issued share capital is calculated based on the current issued share capital of 903,272,573 Shares (excluding treasury shares of 6,362,798) as at the Latest Practicable Date.
- (2) Ji Jiefang is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. In addition, as Ji Jiefang is the wife of Zhang Ye, an executive director of the Company, she is also deemed interested in the Shares held by Zhang Ye.
- (3) Ningbo Meishan Free Trade Port Xilan Enterprise Management Partnership (Limited Partnership)'s deemed interest arises from the interests in Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (4) Wang Yingqian is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (5) Wang Bo is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (6) Shanghai Jing'an Changyun Enterprise Consulting Partnership (Limited Partnership)'s deemed interest arises from the interests in Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.

LETTER TO SHAREHOLDERS

- (7) Zhu Jian is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (8) Jin Yiming is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (9) Shanghai Yuxia Enterprise Consulting Center (Limited Partnership)'s deemed interest arises from the interests in Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (10) Shanghai GuoWeiYang Enterprise Consulting Center (Limited Partnership) is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (11) Shanghai Yinwei Tongdiao Technology Service Center (Limited Partnership) is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (12) Shanghai Yingming Qiusheng Technology Service Center (Limited Partnership) is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (13) Zhang Ye is deemed interested in the 465,850,989 Shares held by Sunmoon Global Pte. Ltd., and through his wife, Ji Jiefang. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.
- (14) Song XiaoJun is deemed interested in the 125,000,000 Shares held by Champion Financial (Hong Kong) Limited. For more details, please refer to organisation chart set out in Section 4.3 of this Circular.

5.2 For Shareholders' information, the YiGuo Group had also provided the Company with the following organisation chart:



6. CONSENT

Evolve Capital Advisory Private Limited, the IFA, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which it appears in this Circular.

LETTER TO SHAREHOLDERS

7. RECOMMENDATION BY THE IPT RECOMMENDING DIRECTORS

Having considered, among others, the terms of the recurrent IPTs and the rationale for the recurrent IPTs, and benefits of the recurrent IPTs and the opinion of the IFA (as set out in the IFA Letter, the IPT Recommending Directors are of the opinion that the entry into of the IPTs (as described in Section 3.5) between the Group and the Interested Persons (as described in Section 3.4), the recurrent IPTs had been entered and will continue to be entered into, are in the best interests of the Company and its minority shareholders. Accordingly, the IPT Recommending Directors recommend that the IPT Independent Shareholders vote in favour of the ordinary resolution relating to the Proposed Further Expanded IPT General Mandate of recurrent IPTs to be proposed at the EGM.

In arriving at the above recommendation/assessment, the IPT Recommending Directors had considered as its basis of assessment, amongst others, the benefits of the Proposed Further Expanded IPT General Mandate which is to further diversify the existing business presences, enhance efficiency of the Group and improve the revenue and profitability.

8. ABSTENTION FROM VOTING

Rule 919 of the Listing Manual requires that Interested Persons and their associates must not vote on any Shareholders' resolutions approving a mandate in respect of any IPTs nor accept appointments as proxies unless specific instructions as to voting are given.

Rule 920(1)(b)(viii) of the Listing Manual states that interested persons shall abstain and undertake to ensure that their associates will abstain from voting on the resolution approving interested person transactions involving themselves and the Group. Such interested persons and their associates also shall not act as proxies in relation to such resolutions unless voting instructions have been given by the relevant Shareholder.

As at the Latest Practicable Date, Sunmoon Global Pte. Ltd. (being YiGuo's indirect wholly-owned company) who owns 465,850,989 Shares of the Company, representing approximately 51.57% of the total issued share capital of the Company, will abstain, and procure that all its other associates will abstain, from voting in relation to the Proposed Further Expanded IPT General Mandate, and will not accept nominations as proxy or otherwise for voting at the EGM in respect of the said Ordinary Resolution 1 as set out in Notice of EGM, unless the Shareholders appointing them as proxies give specific instructions in the relevant proxy form in the manner in which they wish their votes to be cast for Ordinary Resolution 1.

Mr Zhang Ye, Mr Cen Jian, Ms Liu YuanYuan and Mr Wang Bo are non-independent directors (together, the **"non-independent YG directors"**):

- (a) Mr Zhang Ye is the Chairman and Chief Executive Officer of Yiguu;
- (b) Mr Cen Jian is the business head of Sunmoon Fresh food Division;
- (c) Ms Liu Yuanyuan assists Mr Zhang Ye on daily operation, merger and acquisition; and
- (d) Mr Wang Bo is deemed interested in the Company's Shares held by YiGuo (through Sunmoon Global Pte. Ltd.).

Accordingly, due to their respective appointments, the non-independent YG directors will abstain, and procure that YiGuo, Sunmoon Global Pte. Ltd. and all its other associates will abstain, from voting at the EGM in relation to the Proposed Further Expanded IPT General Mandate and will not accept nominations as proxy or otherwise for voting at the EGM in respect of the said Ordinary Resolution 1 as out in Notice of EGM on pages B-1 to B-3 of this Circular unless the IPT Independent Shareholders appointing them as proxies give specific instructions

LETTER TO SHAREHOLDERS

in the relevant proxy form in the manner in which they wish their votes to be cast for Ordinary Resolution 1.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon and as soon as possible and, in any event, so as to arrive at the registered office of the Company at 1 Scotts Road, #21-07 Shaw Centre, Singapore 228208 or by email, be received by main@zicoholdings.com not less than seventy-two (72) hours before the time set for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so, in place of his proxy.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Further Expanded IPT General Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 1 Scotts Road, #21-07 Shaw Centre, Singapore 228208 during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the IFA Letter as set out in **Appendix A** to this Circular; and
- (b) the letter of consent referred to in Section 5 of this Circular.

Yours faithfully

For and on behalf of the Board of Directors of
SunMoon Food Company Limited

Mr James Prideaux
Chairman

APPENDIX A – IFA LETTER

EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

(Company Registration Number: 201718400R)
(Incorporated in the Republic of Singapore)
160 Robinson Road, #20-01/02,
SBF Center, Singapore 068914

14 July 2025

To: The Directors who are considered independent for the purpose of the Proposed Further Expanded IPT General Mandate

Mr James Prideaux	(Non-Executive Chairman and Lead Independent Director)
Ms Ng Bie Tjin @Djuniarti Intan	(Independent Non-Executive Director)
Mr Yuen Pei Lur, Perry	(Independent Non-Executive Director)
Mr Song XiaoJun	(Non-Independent Non-Executive Director)

Dear Sirs/Madam,

INDEPENDENT FINANCIAL ADVICE IN RELATION TO THE PROPOSED FURTHER EXPANDED IPT GENERAL MANDATE

Unless otherwise defined or the context otherwise requires, all terms defined in the circular dated 14 July 2025 (“Circular”) issued by the Company to the shareholders of the Company (“Shareholders”) shall have the same meaning herein.

1. INTRODUCTION

SunMoon Food Company Limited (“**Company**” and together with its subsidiaries and associates, “**Group**”) is a global distributor and marketer of branded fresh produce, aquatics, animal proteins and other food related products, delivered to the health-conscious consumer in the most convenient way. Since 1983, the Group has grown and expanded its product offerings, which includes fresh fruits, vegetables under its own brand. The Group’s product offerings are distributed via supermarkets, convenience stores, online and wholesale channels, food services as well as its franchise outlets in Singapore.

In 2015, the Group began to transform its global supply chain platform and shifted towards an asset-light, consumer-centric and brand-focused business strategy. The Group leverages on the strengths of its dual headquarter operations in Singapore and Shanghai, and focuses on cross-border trading business between different regions by leveraging on its comprehensive operational capabilities in branding, supply chain, sales channels and logistics accumulated over a long period of time in China and Southeast Asia markets, so as to enhance sales and profitability of its main business.

In 2017, the Company undertook a placement exercise to Shanghai YiGuo E-Commerce Co., Ltd. (“**YiGuo**”) and through the placement, YiGuo became the controlling shareholder of the Group. The main purpose of the placement exercise was to raise funds for working capital as well as the Company’s belief in the synergy between the businesses of both the Company and YiGuo. As at the Latest Practicable Date, SunMoon Global Pte. Ltd. (“**SunMoon Global**”), being YiGuo’s indirect wholly-owned company, who owns 465,850,989 Shares of the Company, representing approximately 51.57% of the total issued share capital of the Company.

APPENDIX A – IFA LETTER

YiGuo is a company incorporated in Shanghai, People's Republic in China (“**PRC**”). It is principally involved in the business of providing delivery of high quality fresh food to household and business consumers. It was established in 2005 as a pure online fruit retailer, and has since expanded its business to over 3,200 products in seven (7) categories of fresh food, namely, fruit, vegetable, seafood, meat, poultry and eggs, pantry and beverage, and dessert and further, through YiGuo's associates, it also engaged in the business of bulk trading in relation to non-hazardous non-food related chemical products including any other ancillary products.

YiGuo has an extensive geographic presence within the PRC covering 18 provinces and 144 cities, with logistics centres in Shanghai, Beijing, Guangzhou, Wuhan, Chengdu, Qingdao, Shenyang and Xi'an. In addition to households, its corporate customers include Fortune 500 companies, and government enterprises. In respect of the trading of non-hazardous non-food related chemical products, the main operation area is in PRC, and the business model is to purchase chemical products from suppliers and sell them to customers, and to provide customers with services such as merchandising, storage and distribution according to customers' needs.

Synergies between the Group and YiGuo

Complementary to the Group's traditional offerings of fruits and vegetables related products, the Group has been working to expand its digital sales network and enable the Group to establish and secure the SunMoon brand within the mindshare of the consumer when it comes to health, freshness and natural goodness. In order to do so, the Group has been working to provide a wider range of product offerings from farm to fork, including but not limited to seafood, meat, fruits, vegetables, beverages (both alcoholic and non-alcoholic), aqua-food and agri-food related products and other related products and services.

With respect to food related products – as described above, the Group's business' direction, objectives and intention has consistently been to, provide a wider range of product offerings and the Company believes that this can be achieved by tapping on YiGuo's expertise in YiGuo's products, business operations, cold chain and supply chain network and contacts in the PRC.

As announced by the Company on 6 September 2024, it had intended to expand its current distribution offerings to include, non-food related products. This includes distribution and/or trading of bulk commodities including but not limited to non-hazardous chemical products (such as polyethylene, polypropylene, polyvinylchloride, etc) (“**New Distribution Product Strategy**”). The Company will undertake the New Distribution Product Strategy through an indirect wholly-owned subsidiary, Shanghai Shanyan International Trading Co., Ltd..

With respect to non-food related products – the Company believes that by expanding its product offering to include non-hazardous non-food related chemical products, it similarly aligns with the Group's business' directions and objectives to provide a wider range of product offerings. The Company will tap on YiGuo's expertise on the sales network and distribution method of non-hazardous non-food related chemical products which includes direct delivery of such commodities to the warehouse(s) and/or engaging third-party logistic provider(s) to deliver to the customer's designated location in accordance with customer's requirements. The Company intends and expects to grow its customer base and as at the date of this Circular, the target customers' profile includes a leading chemical commodity trading service expert in China, with operations covering major cities across China mainland. As compared with food-related products, such non-hazardous non-food related chemical products presents lesser risks as they are more resistant to storage and easier to transport.

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Following from the above, and due to YiGuo's presence in the PRC, the Company believed that there are synergies between the business of the Group as well as YiGuo and it is envisaged that in the ordinary course of business, transactions between YiGuo and the Group may likely occur from time to time and accordingly sought Shareholders' approval at a general meeting dated 16 June 2017 for, *inter alia*, a general mandate for interested person transactions with the YiGuo Group. For more details, Shareholders can refer to the shareholders' circular dated 30 May 2017 and the information as set out in Section 3.2.4 of the Circular.

Accordingly, the Company's existing interested person transactions ("IPT") general mandate ("**Existing IPT General Mandate**") was first approved by Shareholders at a general meeting dated 16 June 2017 and was last renewed at the Company's annual general meeting held on 30 July 2024, where approval was obtained to enter into recurrent IPTs with YiGuo Group pursuant to Chapter 9 of the Listing Manual. For more details, Shareholders can refer to the IPT 2024 Addendum.

As set out in paragraph 2.3, Appendix A of the IPT 2024 Addendum, the nature and scope of the Existing IPT General Mandate was described as follows:

"The Expanded IPT General Mandate will unequivocally include all agri-food and aqua-food related transactions and will cover (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products, processed or otherwise, and their by-products including any other ancillary products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; and (b) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services between the YiGuo Group (collectively, the "Interested Person Transactions" or "IPTs"). For the avoidance of doubt, the receipt of support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services from the YiGuo Group are services required by the Group and such support services may or may not be related to the transactions relating to the purchase and sale of products under the Expanded IPT General Mandate."

The Company's Audit and Risk Committee as well as the Board of Directors, had taken the view that the contemplated transactions between the Group and YiGuo are a natural business progression that a growing Company ought to have and are in-line with the Group's business and the Company is of the view that the expansion of product offering (to include non-food related product) is in line with the Group's current business objectives and does not change the risk profile of the Company.

However, the Company has decided that it will expand the nature and scope of the Existing IPT General Mandate so as to align with the Group's business strategy going forward, as well as to ensure for the avoidance of doubt that the scope of future IPT general mandates will unequivocally include all non-food related transactions with YiGuo Group. Some examples of non-food related products that the Company may, moving forward, purchase/sell from the YiGuo Group are, polyethylene, polypropylene, polyvinyl chloride (which are chemical products that have a wide range of commercial applications). The Company believes that such purchases and/or sales will increase the Company's product offerings.

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As the Group would, in the ordinary course of business, enter or continue to enter into these above transactions with the YiGuo as an interested person, including but not limited to those categories of transactions described in Section 3.5 of the Circular, it is likely that such interested person transactions will occur with some degree of frequency and may arise at any time. In view of the time-sensitive nature of commercial transactions, it would be advantageous for the Group to obtain an expanded IPT general mandate (“**Proposed Further Expanded IPT General Mandate**”) from its Shareholders for the Group to enter in the ordinary course of business into any of the Interested Person Transactions with the Interested Persons, provided that such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

Mr Zhang Ye, Mr Cen Jian, Ms Liu YuanYuan and Mr Wang Bo are non-independent directors (“**Non-Independent YG Directors**”) as:

- (a) Mr Zhang Ye is the Chairman and Chief Executive Officer of YiGuo;
- (b) Mr Cen Jian is the business head of SunMoon Fresh food Division;
- (c) Ms Liu Yuanyuan assists Mr Zhang Ye on daily operations, mergers and acquisitions; and
- (d) Mr Wang Bo is deemed interested in the Company’s Shares held by YiGuo.

As they are related to YiGuo, the Non-Independent YG Directors have abstained from participating in the deliberations of the Board in respect of the proposed adoption of the Proposed Further Expanded IPT General Mandate and will abstain from making any recommendations to Shareholders on the proposed adoption of the Proposed Further Expanded IPT General Mandate in their capacities as Directors of the Company.

The remaining Directors who are considered independent in relation to the proposed adoption of the Proposed Further Expanded IPT General Mandate, namely, Mr James Prideaux, Ms Ng Bie Tjin @Djuniarti Intan, Mr Yuen Pei Lur, Perry and Mr Song Xiao Jun (collectively, “**Independent Directors**”), will be making a recommendation on the resolution in relation to the the proposed adoption of the Proposed Further Expanded IPT General Mandate.

In connection with the proposed adoption of the Proposed Further Expanded IPT General Mandate, Evolve Capital Advisory Private Limited (“**ECA**”) has been appointed by the Company as the Independent Financial Adviser (“**IFA**”) pursuant to Rule 920(1)(b)(v) of the Listing Manual to provide an opinion on whether the methods or procedures for determining transaction prices of the Interested Person Transactions as set out in Section 3.5 of the Circular, if adhered to, are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, as well as advise the Independent Directors for the purposes of making recommendations to the Independent Shareholders in respect of the proposed adoption of the Proposed Further Expanded IPT General Mandate. This letter (“**IFA Letter**”) sets out, *inter alia*, our evaluation and opinion on Proposed Further Expanded IPT General Mandate. This IFA Letter forms part of the Circular issued by the Company to its Shareholders.

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2. TERMS OF REFERENCE

ECA has been appointed as the IFA, pursuant to Rule 920(1)(b)(v) of the Listing Manual, to provide an opinion on whether the methods and procedures for determining transaction prices of the IPTs of the Proposed Further Expanded IPT General Mandate as set out in Section 3.5 of the Circular, if adhered to, are sufficient to ensure that all the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

We were neither a party to the negotiations entered into by the Company; not involved in or responsible for the discussions in relation to the proposed adoption of the Proposed Further Expanded IPT General Mandate; nor were we involved in the deliberations leading up to the decision on the part of the Company to enter into the Proposed Further Expanded IPT General Mandate. We do not, by this Letter, warrant the merits of the proposed adoption of the Proposed Further Expanded IPT General Mandate other than to form an opinion on whether the methods and procedures for determining transaction prices of the IPTs of the Proposed Further Expanded IPT General Mandate are sufficient to ensure that all the Interested Person Transactions will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.

We were also not required or authorised to obtain, and we have not obtained, any quotation or transacted prices from third parties for products and/or services similar to those which are proposed to be covered by the Proposed Further Expanded IPT General Mandate, and therefore are not able to and will not compare the transactions covered by the Proposed Further Expanded IPT General Mandate to similar transactions with third parties.

It is not within our terms of reference to evaluate or comment on the legal, strategic, commercial and financial merits and/or risks of the proposed adoption of the Proposed Further Expanded IPT General Mandate or to compare its relative merits vis-à-vis alternative transactions previously considered by the Company (if any) or that may otherwise be available to the Company currently or in the future, and we have not made such evaluation or comment. Such evaluation or comment, if any, remains the sole responsibility of the Directors and/or the management of the Company ("**Management**") although we may draw upon the views of the Directors and/or the Management or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this Letter.

In the course of our evaluation, we have held discussions with Management, and we have relied on and assumed, without independent verification, the accuracy and completeness of published information relating to the Company and/or the Group. We have also relied on information provided and representations made, including relevant financial analyses and estimates, by Management, the Directors, and the Company's advisers, such as solicitors and auditors. We have not independently verified such information or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not make any representation or warranty, expressed or implied, in respect of, and do not accept any responsibility for the accuracy, completeness or adequacy of such information, representation or assurance. We have nevertheless made such enquiries and exercised our judgement as we deemed necessary on the reasonable use of such information and have found no reason to doubt the accuracy or reliability of the information.

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We have relied upon the assurances of the Directors (including those who may have delegated detailed supervision of the Circular), that, upon making all reasonable inquiries and to the best of their respective knowledge, information and belief, all material information in connection with the proposed adoption of the Proposed Further Expanded IPT General Mandate, the Company and/or the Group has been disclosed to us, that such information is true, complete and accurate in all material respects and that there is no other information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the proposed adoption of the Proposed Further Expanded IPT General Mandate, Company and/or the Group stated in the Circular to be inaccurate, incomplete or misleading in any material respect. The Directors jointly and severally accept responsibility accordingly.

For the purposes of assessing the methods and review procedures of the Proposed Further Expanded IPT General Mandate and reaching our conclusions thereon, we have not relied upon any financial projections or forecasts with respect to the Company and/or the Group and we have not conducted a comprehensive review of the business, operations and financial condition of the Group. We will not be required to express, and we have not made any independent appraisal of the assets, liabilities and/or profitability of the Company and the Group and we do not express a view on the financial position, future growth prospects and earning potential of the Company and/or the Group after the proposed adoption of the Proposed Further Expanded IPT General Mandate. As such, we have relied on the disclosures and representations made by the Company on the value of the assets and liabilities and/or profitability of the Group. We have not made an independent evaluation or appraisal of the assets and liabilities of the Company and/or the Group (including without limitation, property, plant and equipment) and we have not been furnished with any such evaluation or appraisal.

Our analysis and opinion, as set out in this Letter, are based upon market, economic, industry, monetary and other conditions in effect on, and the information provided to us as at the Latest Practicable Date. Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should further take note of any announcements relevant to the proposed adoption of the Proposed Further Expanded IPT General Mandate, which the Company may release after the Latest Practicable Date.

In rendering our opinion, we did not have regard for the specific investment objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Shareholder or any specific group of Shareholders. As each Shareholder would have different investment objectives and profiles, we advise any individual Shareholder or group of Shareholders who may require specific advice in relation to his investment objectives or portfolio should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than this Letter set out in the Circular). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than this Letter set out in the Circular).

This Letter sets out, *inter alia*, our opinion on whether the methods and procedures for determining transaction prices of the IPTs of the Proposed Further Expanded IPT General Mandate are sufficient to ensure that all Interested Person Transactions will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders and should be considered in the context of the entirety of this Letter and the Circular.

3. THE PROPOSED FURTHER EXPANDED IPT GENERAL MANDATE

Chapter 9 of the Listing Manual governs transactions which an “entity at risk” enters into or proposes to enter into with a counterparty who is an “interested person” of the issuer. Such transactions are known as “interested person transactions”.

Chapter 9 of the Listing Manual also provides that an issuer may seek a general mandate from its Shareholders to enable the Company, its subsidiaries, and its associated companies which are considered to be “entities at risk” to enter into recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations but not in respect of the purchase or sale of assets, undertakings or businesses. A general mandate is subject to annual renewal.

As set out in Paragraph 1 above, Company’s Existing IPT General Mandate was first approved by Shareholders at a general meeting dated 16 June 2017 and subsequently expanded on 29 September 2021. It was last renewed at the Company’s annual general meeting held on 30 July 2024, where approval was obtained to enter into recurrent IPTs with YiGuo Group pursuant to Chapter 9 of the Listing Manual.

The Company’s Audit and Risk Committee as well as the Board of Directors, had taken the view that the contemplated transactions between the Group and YiGuo are a natural business progression that a growing Company ought to have and are in-line with the Group’s business and the Company is of the view that the expansion of product offering (to include non-food related product) is in line with the Group’s current business objectives and does not change the risk profile of the Company.

The Company has decided that it will expand the nature and scope of the Existing IPT General Mandate so as to align with the Group’s business strategy going forward, as well as to ensure for the avoidance of doubt that the scope of future IPT general mandates will unequivocally include all non-food related transactions with YiGuo Group. The Company believes that such purchases and/or sales will increase the Company’s product offerings.

As the Group would, in the ordinary course of business, enter or continue to enter into these above transactions with the YiGuo as an interested person, including but not limited to those categories of transactions described in Section 3.5 of the Circular, it is likely that such interested person transactions will occur with some degree of frequency and may arise at any time. In view of the time-sensitive nature of commercial transactions, it would be advantageous for the Group to obtain the Proposed Further Expanded IPT General Mandate from its Shareholders for the Group to enter in the ordinary course of business into any of the Interested Person Transactions with the Interested Persons, provided that such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

The key changes between the Existing IPT General Mandate and the currently contemplated Proposed Further Expanded IPT General Mandate are as summarized as follows:

- (i) to expand the nature and scope of the IPTs to include non-food related products, as elaborated in Sections 3.5 of the Circular and Paragraph 3.3 of this Letter; and
- (ii) changing some of the review procedures from monthly to quarterly as elaborated in Section 3.7.3 of the Circular and Paragraph 3.4 of this Letter.

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3.1 Rationale and benefits of the adoption of the Proposed Further Expanded IPT General Mandate

The Proposed Further Expanded IPT General Mandate and its subsequent renewal on an annual basis would eliminate the need to announce, or to announce and convene separate general meetings from time to time to seek Shareholders' prior approval as and when potential Interested Person Transactions with the Interested Person arise, thereby saving substantial administrative time and costs expended in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.

The Proposed Further Expanded IPT General Mandate is intended to facilitate transactions in the normal course of business of the Group which are transacted from time to time with the Interested Person, provided that they are carried out at arm's length and on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders.

It is not within our terms of reference to comment or express an opinion on the merits of the Proposed Further Expanded IPT General Mandate or the future prospects of the Group after adoption of the Proposed Further Expanded IPT General Mandate.

Nevertheless, we have reviewed the rationale for and benefits of adopting the Proposed Further Expanded IPT General Mandate, of which the full text of the rationale for and the benefits of adopting the Proposed Further Expanded IPT General Mandate can be found in Section 3.6 of the Circular, and which are reproduced in italics below:

“3.6 Rationale for, and benefits for, the recurrent IPTs

- 3.6.1 *The IPTs as described in Section 3.5 of this Circular are transactions which the Group has entered into or will enter into. They are recurring transactions which are likely to occur with some degree of frequency or arise at any time and from time to time. The Proposed Further Expanded IPT General Mandate and any subsequent renewal on an annual basis will eliminate the need for the Company to convene separate general meetings from time to time to seek Shareholders' approval as and when potential interested person transactions arise, thereby reducing substantially the administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the Group.*
- 3.6.2 *The Proposed Further Expanded IPT General Mandate is intended to facilitate these transactions, provided that they are carried out on normal commercial terms and are not prejudicial to the Company and its minority Shareholders. The Board is of the view that the Group will be able to benefit from such transactions with the Interested Persons. The Group will benefit from having access to competitive quotes from, or transacting with, the Interested Persons in respect of services and products procured. The Proposed Further Expanded IPT General Mandate will also allow the Group to enjoy economies of scale in the procurement of services and products as the Company would be able to procure services and products from the YiGuo Group on a larger scale without the restrictive thresholds in terms of values imposed by Chapter 9 of the Listing Manual. By acquiring products and services on a larger scale, it would be able to achieve better terms including better and more competitive pricing through economies of scale.*

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3.6.3 *In terms of the support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services, by having access to such support services, the Group will derive operational leverage in dealing with customers and third parties which are necessary for the Company to leverage on YiGuo Group's expertise in logistics and infrastructure for local operations in China."*

3.2 Entity At Risk and Interested Persons to be covered

For the purposes of the Proposed Further Expanded IPT General Mandate, an "Entity At Risk" means:

- (a) the Company;
- (b) each of the companies in the Group, being the Company and its subsidiaries; or
- (c) an associated company of the Company, provided that the Group, or the Group and its interested person(s), has control over the associated company.

The Proposed Further Expanded IPT General Mandate will apply to the transactions that are carried out between any Entity At Risk and Shanghai YiGuo E-Commerce Co., Ltd ("**YiGuo**"), its subsidiaries, its associated companies and its associates (as defined in the Listing Manual) (collectively, "**Interested Persons**" and each an "**Interested Person**", all being "**interested persons**" as defined in the Listing Manual). The Interested Persons are as listed below:

- (i) Shanghai YiGuo E-Commerce Co., Ltd;
- (ii) Shanghai Win-Chain Supply Chain Management Co., Ltd;
- (iii) Shanghai Win-Chain Business Management Co., Ltd;
- (iv) Shanghai Exfresh Logistic Technology Co., Ltd;
- (v) Win-chain Agribusiness Holdings Limited;
- (vi) Win-chain (Hongkong) Co., Ltd;
- (vii) Shanghai Muniu Supply Chain Co., Ltd;
- (viii) Shanghai Exfresh Logistic Service Co. Ltd;
- (ix) Shanghai YiGuo Retail Food Co., Ltd;
- (x) Shanghai Xian Tu Technology Co., Ltd;
- (xi) Shanghai Enmore Investment Group Co., Ltd (上海易贸投资集团有限公司);
- (xii) Shanghai Chemical Products Trading Market Operation & Management Co., Ltd (上海化工品交易市场经营管理有限公司);
- (xiii) Shanghai Xiangchao Chemical Trading Co., Ltd (上海翔超化工贸易有限公司);
- (xiv) Shanghai Enmore Chemical Technology Co., Ltd (上海易贸化工科技有限公司); and
- (xv) Shanghai E-tong E-commerce Co., Ltd (上海易通电子商务有限公司).

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The purpose of the IFA assessing the Entity At Risk and the Interested Persons to be covered is to make sure counterparties that are interested persons are properly defined, named and demarcated. Should there be other entities that may be related but not named above, these entities cannot rely on the Proposed Further Expanded IPT General Mandate.

3.3 Nature and scope of the Proposed Further Expanded IPT General Mandate

The Proposed Further Expanded IPT General Mandate will unequivocally include all agri-food, aqua-food related transactions and non-food related transactions, and will cover:

- (a) transactions relating to the purchase and sale of seafood, meat, poultry, fruits, vegetables, aqua-food, pastry, beverages and desserts (both alcoholic and non-alcoholic) and agri-food related products and their by-products including any other ancillary products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products;
- (b) transactions relating to the purchase and sale of non-hazardous non-food related chemical products including any other ancillary products and their by-products bought or sold between the YiGuo Group and the Group which aids or is relevant in the purchase and sale of the aforementioned products; and
- (c) the provision of support services relating to, obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services between the YiGuo Group,

(collectively, the “**Interested Person Transactions**”).

For the avoidance of doubt, the receipt of support services in relation to the obtaining of leases or subleases of warehouse space, office space, logistics and transportation as well as any related ancillary services from the YiGuo Group are services required by the Group and such support services may or may not be related to the transactions relating to the purchase and sale of products under the Proposed Further Expanded IPT General Mandate.

The Further Expanded IPT General Mandate will cover only such recurrent transactions of a revenue or trading nature or those necessary for the Group’s day-to-day operations, which are entered into in the ordinary course of business. For the avoidance of doubt, any purchase or sale of any assets, undertakings or businesses will not be covered under the Proposed Further Expanded IPT General Mandate.

The Proposed Further Expanded IPT General Mandate will also not cover any transaction, by any member of the Group, with the YiGuo Group, where such transaction is below S\$100,000 in value, as the threshold and aggregation requirements contained in Chapter 9 of the Listing Manual would not apply to such transactions. The Proposed Further Expanded IPT General Mandate would, however, cover IPTs with values below S\$100,000 entered into during the same financial year and which are aggregated by the SGX-ST under Chapter 9 of the Listing Manual and treated as if they were one IPT which has a value of S\$100,000 or more.

The Group had sold fruits and other food related products to the YiGuo Group since October 2015. For the financial year ended 31 December 2016, total sales value to the YiGuo Group was approximately S\$522,500. In comparison, for FY2024/25, total sales value to the YiGuo Group became approximately S\$97,000. Total purchases from YiGuo Group was S\$9,000 for FY2023/24 and in comparison, the total purchases from YiGuo Group was S\$8,000 for FY2024/25. Going forward, the Group also intends to purchase/sell polyethylene, polypropylene, polyvinylchloride and other non-food related products (as described in Section 3.2.3 above) from the YiGuo Group. Such transactions may occur in multiple orders in a month, with each order being below S\$100,000 in value.

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In view of this, for good order, the Company will aggregate the sales orders, the purchases orders as well as any support services in each quarter and subject them to the review procedures under the approval matrix as set out in Section 3.7.1(b) of the Circular.

Transactions with the YiGuo Group that do not fall within the ambit of the Proposed Further Expanded IPT General Mandate will be subject to the requirements of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

The purpose of the IFA assessing the nature and scope of the mandate is to define and demarcate the nature and scope of the activities clearly and in writing. Should the other activities fall out of scope, these activities cannot rely on the Proposed Further Expanded IPT General Mandate.

3.4 Methods and review procedures for Interested Person Transactions with Interested Persons

The Group has established review procedures to ensure that Interested Person Transactions with the Interested Persons are undertaken on an arm's length basis, and on normal commercial terms consistent with the Group's usual business practices and on terms and prices which are generally not more favourable than those extended to unrelated third parties; or in any event on terms and prices no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Company and its minority Shareholders. The Company has established the following procedures for the review and approval of any Interested Person Transactions with the Interested Persons under the proposed adoption of the Proposed Further Expanded IPT General Mandate.

The full text of the review procedures for all Interested Person Transactions are set out in Section 3.7 of the Circular and reproduced in italics below:

“3.7 Guidelines and review procedures for the Interested Person Transactions

3.7.1 Review Procedures

To ensure that the IPTs are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders, the Company has in place the following guidelines and review procedures for the IPTs under the Proposed Further Expanded IPT General Mandate:

- (a) Any IPTs where, goods are sold by the Group to the YiGuo Group or when services are provided by the Group to the YiGuo Group, shall be on pricing and terms which are no more favourable to the YiGuo Group than the usual commercial terms and prevailing market rates extended to unrelated third parties. Likewise, any IPTs where, goods are purchased by the Group from the YiGuo Group, or when services are provided to the Group by the YiGuo Group, shall be on pricing and terms which are no less favourable than the usual commercial terms and prevailing market rates extended by unrelated third parties to the Group.*

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Where possible and practicable, the relevant member of the Group (i.e. the entity that the Company operates the business through) carrying out the IPTs will use its reasonable endeavours to compare the pricing and terms of the IPT with at least two (2) recent contracts or agreements entered into by the Group with unrelated third parties to determine whether the pricing and terms offered to or by the YiGuo Group are in accordance with the Group's usual business practices⁽¹⁾ and policies, and are not more favourable to the YiGuo Group than those extended to or by unrelated third parties. In the event that two (2) recent contracts or agreements are not available as a basis for comparison, the relevant member of the Group (i.e. the entity that the Company operates the business through) shall review and compare the pricing and terms of the IPT on publicly available websites, for example, www.alibaba.com. During the review and comparison, the relevant member of the Group (i.e. the entity that the Company operates the business through) shall also take into account factors such as, but not limited to, value of contract, quality and condition of the goods, nature and perishability of the goods, suitability of delivery schedules, duration of contracts, customer requirements, rebates or discounts accorded for bulk sales and/or other relevant specifications of the contract, where applicable.

Where the prevailing market rates are not available for comparison, the pricing and terms of the IPTs will be reviewed and determined by the Audit and Risk Committee as to whether they are consistent with the Group's usual business practices⁽¹⁾ and whether they are arm's length deals on market terms that are beneficial to and in the best interests of the Group. When considering whether the IPTs shall be beneficial to the interests of the Group, factors that may be taken into account include, but are not limited to, value of the contract, quality and condition of the goods, nature and perishability of the goods, suitability of delivery schedules, duration of contracts, customer requirements, rebates or discounts accorded for bulk sales and/or other relevant specifications of the contract, strategic purposes of the transaction, where applicable.

For both purchases and sales, the relevant member of the Group (i.e. the entity that the Company operates the business through) should also consider the payment terms extended to and from the YiGuo Group and that the payment terms shall be no less favourable than those extended to and by the Group to its other customers or suppliers (as the case may be), in terms of mode of payment and / or credit terms (where applicable), and also factoring the total net receivables or payables position due from or to YiGuo Group to the Group. The Company confirms that as at the Latest Practicable Date, the net trade and other receivables from YiGuo Group are within normal payment terms.

Note:

- (1) The Group's usual business practices includes requiring each salesperson to check based on the most recent two (2) contracts/agreements, and in the event that the two (2) recent contracts/agreements are not available as a basis for comparison, the relevant member of the Group (i.e. the entity that the Company operates the business through) shall review and compare the pricing and terms of the relevant IPT on a publicly available websites, for example, www.alibaba.com. Shareholders are to note that the business practice will be continually refined and updated from time to time.*

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- (b) *Before entering into any IPTs, all such transactions will be subject to review and the pre-approval by the relevant approving authorities according to the value of the IPTs as set out in the approval matrix below. For comparison, Shareholders may refer to paragraph 3.1(b) Appendix A of the IPT 2024 Addendum in relation to the approval matrix of the Expanded IPT Mandate (2024):*

Approval Threshold Limits		
	Value of aggregate quarterly Interested Person Transactions	Approving Authorities (each having no interest, direct or indirect, in the Interested Person Transaction)
1.	Less than 3% of the Group's latest audited NTA	Any two (2) authorised Group personnel from Group A ⁽¹⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
2.	Less than 5% of the Group's latest audited NTA and equal to, or more than 3% of Group's latest audited NTA	Any one (1) authorised Group personnel from Group A ⁽¹⁾ , together with, any one (1) authorised Group personnel from Group B ⁽²⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.
3.	Equal to or more than 5% of the Group's latest audited NTA	One (1) authorised Group personnel from Group B ⁽²⁾ , together with, one (1) authorised Group personnel from Group C ⁽³⁾ ; OR Any two (2) authorised Group personnel from Group C ⁽³⁾ . Such transactions are also reviewed by the Audit and Risk Committee at least once every quarter.

(each, an “**Approval Threshold**”).

Notes:

- (1) Authorised Group Personnel in Group A consists of: (i) the Chief Executive Officer; (ii) the Chief Financial Officer; (iii) the General Manager; and (iv) the Group Finance Controller and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.
- (2) Authorised Group Personnel in Group B consists of any non-Executive Director of the Group and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.
- (3) Authorised Group Personnel in Group C consists of any Audit and Risk Committee Member of the Group and the above personnel having no interest, direct or indirect, in the Interested Person Transaction.

Based on the Group's past transactions with the YiGuo Group, transactions with the YiGuo Group may each be below S\$100,000 in value. In which case, pursuant to Chapter 9 of the Listing Manual, these Interested Person Transactions will not be subject to the guideline and review procedures of the Proposed Further Expanded IPT General Mandate.

APPENDIX A – IFA LETTER

However, as mentioned in Section 3.5 of this Circular, for good order, the Company will aggregate all sales orders (“aggregated sales order”) received in each quarter from the YiGuo Group, and all purchase orders (“aggregated purchase order”) sent in each quarter to the YiGuo Group, including those below S\$100,000 each, and subject them to the review procedures under the approval matrix above.

If the aggregated sales order (or aggregated purchase order) during the quarter exceeds the relevant Approval Threshold(s) as illustrated in the table above, subsequent aggregated sales order (or aggregated purchase order) during the same quarter will be subject to the Approving Authorities of the next Approval Threshold. As an illustration, if the aggregated sales order for a particular quarter represents 3% of the Group’s latest audited NTA, it will require the first Approval Threshold as set out in the table above. Assuming the subsequent aggregated sales order for the same quarter represents 1% of the Group’s latest audited NTA, it will be subjected to the second Approval Threshold. For the avoidance of doubt, all orders for the following quarter will restart the aggregation process and be subject to the first Approval Threshold until the aggregated sales order (or aggregated purchase order) reaches the next relevant Approval Threshold(s) as described above.

The Audited FY2023/24 NTA of the Group is approximately S\$7,965,000. As an illustration, the 5% threshold will be approximately S\$397,800.

In the event that the Approving Authority has an interest in the IPT under consideration for approval, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the next higher Approving Authority in accordance with the approval matrix above (each having no interest, direct or indirect, in the IPT). For the avoidance of doubt, all directors with an interest in YiGuo as per Section 7 of the Circular will be abstaining from reviewing and approving the transaction.

Similarly, in the event that the Approving Authority is not available to review and approve the transaction, such transaction shall be reviewed and approved by the next higher Approving Authority in accordance with the approved matrix above (each having no interest, direct or indirect, in the IPT).

In the event that any member of the Audit and Risk Committee has an interest in the Interested Person Transaction, he shall abstain from reviewing and approving the transaction. Such transaction will be reviewed and approved by the remaining members of the Audit and Risk Committee (each having no interest, direct or indirect, in the Interested Person Transaction) and he/she shall abstain from participating in the review and approval process of the Audit and Risk Committee in relation to that transaction.

The Board of Directors are of the view that the approval thresholds based on the value of the IPTs are reasonable having taken into account the values of past transactions and anticipated values of potential transactions in relation to the sales and purchases of goods with the YiGuo Group.

APPENDIX A – IFA LETTER

The Company wishes to further add that the approving authorities (as set out in the table above) will review and approve the aggregated Interested Person Transactions on a quarterly basis. At these quarterly meetings, the approving authorities will receive and approve the details of each Interested Person Transactions prepared by management/salesperson (in particular, the pricing, key terms and conditions will be presented). The Company wishes to inform Shareholders that if there are any concerns noted or highlighted by the relevant approving authorities on the aggregated transactions, subsequent to the completion of these transactions, the review will be conducted on a monthly basis (instead of quarterly basis) until the approving authorities are satisfied.

3.7.2 Additional Guidelines and Review Procedures

(a) **Maintain a register of IPTs**

The Group's finance department will maintain and update a register of all transactions carried out with the YiGuo Group, including those below S\$100,000 in value. The basis for entering into the IPTs will also be recorded in the register (which will include pricing and other key commercial terms).

(b) **Review by Audit and Risk Committee**

Members of the Audit and Risk Committee will review all IPTs on a quarterly basis to ensure that the established guidelines and review procedures for the IPTs have been complied with and the relevant approvals have been obtained.

The Audit and Risk Committee will also review, on a quarterly basis, the established guidelines and review procedures of the IPTs and determine if such guidelines and review procedures continue to be adequate and/or are commercially practicable in ensuring that the IPTs are conducted on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. If the Audit and Risk Committee is of the view that the guidelines and review procedures have become inappropriate and/or insufficient to meet such objectives, the Company will seek a fresh mandate from Shareholders based on new guidelines and review procedures for the IPTs.

(c) **Review by Internal Audit Function**

The Group will incorporate a review of all IPTs in its internal audit plan. The internal audit function of the Company, is outsourced internal audit service providers engaged by the Company, will review the IPTs to check that the relevant approvals have been obtained and the guidelines and review procedures for the mandated transactions have been adhered to. The internal audit function will forward their review reports to the Audit and Risk Committee.

(d) **Review by External Auditors**

The Group's external auditors will review the IPTs on a sampling basis as part of the Group's annual audit. The external auditors will report any non-compliance issues noted from the audit sample to the Audit and Risk Committee."

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We have assessed the change in frequency of review from monthly review to quarterly review. Taking into account the current yearly transaction volume between YiGuo and the Group is less than S\$100,000 and that the monthly and quarterly transaction volume is consequentially less than S\$100,000, our view is that the change in frequency has no changes on our opinion that the methods and procedures for determining transaction prices remain sufficient.

3.5 Validity Period of the Proposed Further Expanded IPT General Mandate

If the proposed adoption of the Proposed Further IPT General Mandate is approved at the EGM, the Proposed Further IPT General Mandate will take effect from the date of the passing of such ordinary resolution, and will, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next annual general meeting of the Company is held or required by law to be held, whichever is the earlier date. Accordingly, it is proposed that the Proposed Further IPT General Mandate be adopted at the EGM, to take effect until the conclusion of the next annual general meeting of the Company.

The Company intends to seek the approval of Shareholders for the renewal of the Proposed Further Expanded IPT General Mandate annually. Accordingly, approval from Shareholders will be sought for the renewal of the Proposed Further IPT General Mandate at the next annual general meeting (or extraordinary general meeting following such annual general meeting) and each subsequent annual general meeting (or extraordinary general meeting following such annual general meeting) of the Company, subject to satisfactory review by the Audit Committee of its continued application to the Interested Person Transactions.

3.6 Disclosure of Interested Person Transactions

The Company will announce the aggregate value of all interested person transactions (including Interested Person Transactions pursuant to the proposed Further Expanded IPT General Mandate) for each financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual and within the time required for the announcement of such reports. Pursuant to Rule 920(1)(a) of the Listing Manual:

- (a) disclosure will be made in the annual report of the Company, giving details of the aggregate value of the IPTs conducted pursuant to the Proposed Further Expanded IPT General Mandate during the financial year under review and in the annual reports for the subsequent financial years during which the Proposed Further Expanded IPT General Mandate is in force, as required by the provisions of the Listing Manual;
- (b) announcements will be made with regard to the aggregate value of the IPTs conducted pursuant to the Proposed Further Expanded IPT General Mandate for the financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual within the time required for the announcement of such report; and

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- (c) the names of the interested persons, nature of relationship and the corresponding aggregate value of the interested person transactions entered into with the same interested person must be presented in the following format (pursuant to Rule 907 of the Listing Manual):

Name of the Interested Person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 of the Listing Manual (including transactions less than S\$100,000 for the reasons set out below)

For clarity, as many of the interested person transactions are expected to fall below S\$100,000, the disclosures in the annual report will also include transactions each below S\$100,000.

The purpose of the IFA assessing disclosures of the Interested Person Transactions is to ensure that minority shareholders can be made aware of how the Interested Person Transactions are disclosed on the annual report to ensure consistency and ease of locating the required information. It is also to ensure that the disclosure format is also in line with the Interested Person Transactions rules pursuant to Chapter 9 of the Listing Manual.

3.7 Abstention from Voting

As set out in Section 7 of the Circular, pursuant to Rule 919 of the Listing Manual, it requires that Interested Persons and their associates must not vote on any Shareholders' resolutions approving a mandate in respect of any IPTs nor accept appointments as proxies unless specific instructions as to voting are given.

Rule 920(1)(b)(viii) of the Listing Manual states that interested persons shall abstain and undertake to ensure that their associates will abstain from voting on the resolution approving interested person transactions involving themselves and the Group. Such interested persons and their associates also shall not act as proxies in relation to such resolutions unless voting instructions have been given by the relevant Shareholder.

As at the Latest Practicable Date, Sunmoon Global who owns 465,850,989 Shares of the Company, representing approximately 51.57% of the total issued share capital of the Company, will abstain, and procure that all its other associates will abstain, from voting in relation to the Proposed Further Expanded IPT General Mandate, and will not accept nominations as proxy or otherwise for voting at the EGM in respect of the said Ordinary Resolution 1 as set out in Notice of EGM, unless the Shareholders appointing them as proxies give specific instructions in the relevant proxy form in the manner in which they wish their votes to be cast for Ordinary Resolution 1.

Mr Zhang Ye, Mr Cen Jian, Ms Liu Yuan Yuan and Mr Wang Bo, being the Non-Independent YG Directors will, due to their respective appointments, abstain, and procure that YiGuo, Sunmoon Global and all its other associates will abstain, from voting at the EGM in relation to the Proposed Further Expanded IPT General Mandate and will not accept nominations as proxy or otherwise for voting at the EGM in respect of the said Ordinary Resolution 1 unless the IPT Independent Shareholders appointing them as proxies give specific instructions in the relevant proxy form in the manner in which they wish their votes to be cast for Ordinary Resolution 1.

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4. OUR OPINION

In arriving at our opinion in respect of the proposed adoption of the Proposed Further Expanded IPT General Mandate pursuant to Rule 920(1)(b)(v) of the Listing Manual, we have considered and evaluated factors which we deem to have significant relevance to our assessment, particularly the key factors which are described in Paragraph 3 of this IFA Letter (which should be read in conjunction with, and in the full context of, the Circular and this IFA Letter), *inter alia*, the following:

- (a) Rationale and benefits of the adoption of the Proposed Further Expanded IPT General Mandate;
- (b) Entity At Risk and Interested Persons to be covered;
- (c) Nature and scope of the Proposed Further Expanded IPT General Mandate;
- (d) Methods and review procedures for Interested Person Transactions with Interested Persons;
- (e) Validity Period of the Proposed Further Expanded IPT General Mandate;
- (f) Disclosure of Interested Person Transactions; and
- (g) Abstention from Voting.

Having regards to the considerations as set out above and the information available to us as at the Latest Practicable Date, we are of the opinion that the methods and procedures for determining transaction prices of the IPTs of the Proposed Further Expanded IPT General Mandate are sufficient to ensure that all Interested Person Transactions will be carried out on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.

We wish to highlight that we were neither a party to the negotiations entered into by the Company in relation to the Proposed Further Expanded IPT General Mandate, nor were we involved in the deliberations leading up to the decision on the part of the Directors to enter into the Proposed Further Expanded IPT General Mandate, and we do not warrant the merits of the Proposed Further Expanded IPT General Mandate.

We have prepared this Letter pursuant to Rule 920(1)(b)(v) of the Listing Manual as well as for the use of the Independent Directors in connection with and for the purposes of their consideration of the Proposed Further Expanded IPT General Mandate. The recommendation made by them to the Shareholders in relation to the Proposed Further Expanded IPT General Mandate shall remain the sole responsibility of the Independent Directors.

Whilst a copy of this letter may be reproduced in the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of Evolve Capital Advisory Private Limited in each specific case.

APPENDIX A – IFA LETTER

Our opinion is governed by and construed in accordance with the laws of Singapore and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
EVOLVE CAPITAL ADVISORY PRIVATE LIMITED

Chua Hiang Hwee
Chief Executive Officer and Managing Partner

Lay Shi Wei
Vice President

NOTICE OF EXTRAORDINARY GENERAL MEETING

SUNMOON FOOD COMPANY LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 198304656K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of SunMoon Food Company Limited (the “**Company**”) will be held at Dorsett Changi City, Meeting Room Pod 2, 3 Changi Business Park Central 1, Singapore 486037 on Tuesday, 29 July 2025 at 2:30 p.m. (or immediately after the conclusion of the annual general meeting to be held at 2:00 p.m., on the same day), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution:-

*Unless otherwise defined, all capitalised terms used in this Notice bear the same meanings as ascribed to them in the Company’s circular to Shareholders dated 14 July 2025 (the “**Circular**”).*

ORDINARY RESOLUTION

THE PROPOSED FURTHER EXPANDED IPT GENERAL MANDATE

THAT:-

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and associated companies (if any) which fall within the definition of “*entities at risk*” under Chapter 9 of the Listing Manual or any of them to enter into any transaction falling within the categories of interested person transactions set out in the Circular, with any party who is of the class or classes of interested persons described in the Circular, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders, and are entered into in accordance with the review procedures for interested person transactions as set out in the Circular (such Shareholders’ general mandate hereinafter called the “**Further Expanded IPT General Mandate**”);
- (b) the Further Expanded IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, 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 earlier;
- (c) the Audit and Risk Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of the procedures and/or modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual, which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised, empowered to complete and do and execute all such things and acts (including executing such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to these resolutions and the Further Expanded IPT General Mandate.

By Order of the Board

Mr Zhang Ye
Executive Director and Chief Executive Officer
14 July 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT: PLEASE READ NOTES

NOTES:

1. Participation

The EGM is being convened, and will be held, in a wholly physical format, at Dorsett Changi City, Meeting room Pod 2, 3 Changi Business Park Central 1, Singapore 486037 on Tuesday, 29 July 2025 at 2.30 p.m. (Singapore time). There will be no option for shareholders to participate virtually. Printed copies of this Notice of EGM, the Circular and Proxy Form will not be dispatched to members. Instead, this Notice of EGM, the Circular and Proxy Form will be made available via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at the URL <https://www.sunmoonfood.com/>.

Each of the resolutions to be put to the vote of members at the EGM (and at any adjournment thereof) will be voted on by way of a poll.

Shareholders are encouraged to submit questions in advance to the Company via main@zicoholdings.com. When sending in your questions, please provide the following details for verification purpose:

- (i) Your full name;
- (ii) Your full NRIC/Passport/Company Number;
- (iii) Your contact number and email address; and
- (iv) The manner in which you hold shares in the Company (e.g. via CDP, CPF and/or SRS).

The Company will respond to questions at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

2. Appointment of Proxy(ies)

A Shareholder entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where a Shareholder appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second/other named proxy/proxies shall be deemed to be an alternate to the first named. A proxy need not be a Shareholder.

The instrument appointing a proxy(ies) must be under the hand of the appointor or by his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorized.

The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

- a) if in hard copy by post, be lodged at the registered office of the Company, at 1 Scotts Road, #21-07 Shaw Centre, Singapore 228208; or
- b) if by email, be received by main@zicoholdings.com.

in either case, no later than 2.30 p.m. on 26 July 2025 seventy-two (72) hours before the time appointed for holding the EGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.

Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

Investors who hold shares through Relevant Intermediaries*, including under the Central Provident Fund Investment Scheme ("CPF Investors") or the Supplementary Retirement Scheme ("SRS Investors"), and who wish to appoint the Chairman of the Meeting as their proxy should approach their respective Relevant Intermediaries*, including CPF Agent Banks or SRS Operators, to submit their votes by 2.30 p.m. on 18 July 2025 being not less than seven (7) working days before the time appointed for holding the EGM.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

3. Documents for the EGM

The Notice of EGM and accompanying proxy form will be sent to shareholders solely by electronic means via (i) the SGX's website at <https://www.sgx.com/securities/company-announcements>; and (ii) the Company's URL <https://www.sunmoonfood.com/>. There will NOT be printed copies of these documents sent to shareholders.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company or a Depositor, as the case may be (i) consents to the collection, use and disclosure of the member or Depositor's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member or a Depositor discloses the personal data of the member or Depositor's proxy(ies) and/or representative(s) to the Company (or its agents), the member or Depositor has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member or Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member or Depositor's breach of warranty.

PROXY FORM

PROXY FORM

SUNMOON FOOD COMPANY LIMITED
(Company Registration Number: 198304656K)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. The Extraordinary General Meeting ("EGM") is being convened, and will be held at Dorsett Changi City, Meeting Room Pod 2, 3 Changi Business Park Central 1, Singapore 486037.
2. The Notice of EGM is also accessible via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. CPF or SRS investors who wish to appoint the Chairman of the meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.
4. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 14 July 2025.
5. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the EGM.

EXTRAORDINARY GENERAL MEETING

I/We, _____ (Name) _____ (NRIC/Passport/Company Registration Number) of _____ (Address) being member/members* of **SUNMOON FOOD COMPANY LIMITED** (the "Company"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			Number of Shares (Ordinary Shares)	%

and/or* (please delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			Number of Shares (Ordinary Shares)	%

or failing which, the Chairman of the Extraordinary General Meeting ("EGM") as my/our* proxy/proxies* to attend, speak and vote for me/us* on my/our* behalf at the EGM to be convened and held at Dorsett Changi City, Meeting Room Pod 2, 3 Changi Business Park Central 1, Singapore 486037 on Tuesday, 29 July 2025 at 2.30 p.m. (or as soon as practicable after the conclusion or adjournment of the Annual General Meeting of the Company held earlier on the same day) and at any adjournment thereof. I/We direct *my/our *proxy/proxies to vote for or against, or abstain from voting on the resolutions proposed at the EGM as indicated hereunder:

	Ordinary Resolution relating to:	For	Against	Abstain
1	Approval for the Proposed Further Expanded IPT General Mandate			

If you wish to appoint proxy(ies) (other than the Chairman of the Meeting), or appoint the Chairman of the Meeting as your proxy to cast all your votes For or Against a resolution, please tick with "X" in the "For" or "Against" box in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box in respect of that resolution. If you wish to appoint proxy(ies) (other than the Chairman of the Meeting), or appoint the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please tick with "X" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting, as your proxy, is directed to abstain from voting in the "Abstain" box in respect of that resolution. In the absence of specific directions in respect of a resolution, the proxy(ies) will vote or abstain from voting at his/her/their discretion.

Voting will be conducted by poll

Dated this _____ day of _____ 2025

Total Number of Shares	Number of Shares
CDP Register	
Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

IMPORTANT: PLEASE READ NOTES

NOTES:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A shareholder who is not a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where a shareholder appoints more than one proxy, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or percentage is specified, the first named proxy shall be deemed to represent 100% of the shareholding and the second/other named proxy/proxies shall be deemed to be an alternate to the first named.
3. A shareholder who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not be a member of the Company. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. A shareholder can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory. A proxy need not be a shareholder.
5. The instrument appointing a proxy(ies) must be deposited at the registered office of the Company at 1 Scotts Road, #21-07 Shaw Centre Singapore 228208 by mail or email to main@zicoholdings.com in either case, by 2.30 p.m. on 26 July 2025 being not less than seventy-two (72) hours before the time appointed for holding the EGM.

A shareholder of the Company who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Shareholders are strongly encouraged to submit completed Proxy Forms via email to the email address provided above.

6. The instrument appointing a proxy(ies) must be under the hand of the appointor or of his/her attorney duly authorised in writing and where the instrument is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy(ies) is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
7. A corporation which is a shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it was an individual.
8. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investor") (as may be applicable) and wishes to appoint the Chairman of the Meeting as their proxy should approach their respective CPF and/or SRS Approved Nominees to submit their votes at least seven (7) working days before the Meeting (i.e. by 2.30 p.m. on 18 July 2025).

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

General:

The Company shall be entitled to reject the instrument appointing a proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the Shareholder and/or Depositor(s) (as defined in Section 130A of the Companies Act) accept(s) and agree(s) to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 14 July 2025.