
NOTICE OF EXTRAORDINARY GENERAL MEETING



九天化工集团有限公司

JIUTIAN CHEMICAL GROUP LIMITED

Incorporated in the Republic of Singapore)
(Company Registration No.: 200415416H)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 5 March 2024 (the “Circular”) issued by Jiutian Chemical Group Limited (the “Company”).

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of the Company will be held at Ballroom 1, Orchard Hotel Singapore, 442 Orchard Road, Singapore 238879 on Wednesday, 20 March 2024 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolutions.

ORDINARY RESOLUTION 1 – THE PROPOSED DIVERSIFICATION INTO THE NEW BUSINESS

THAT:

- (a) Approval be and is hereby granted for the proposed diversification of the business activities of the Company and its subsidiaries into the following businesses, as and when appropriate opportunities arise (the “**Proposed Diversification**”):
- (i) the manufacture, production and/or sale of synthetic ammonia and/or urea; and
 - (ii) the investment, purchase, lease or otherwise acquisition and/or disposal of assets, investments, shares and/or other interests in any entity or business that is in the business of manufacturing, production and/or sale of synthetic ammonia and/or urea,
- (the “**New Business**”),
- (b) the Company be authorised to invest in, purchase, lease or otherwise acquire or dispose of, from time to time any such assets, investments and shares/interests in any entity that is in the New Business on such terms and conditions as the Directors deem fit, and such Directors be authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, lease, acquisition or disposal;
- (c) the Directors of the Company and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents and ancillary agreements and making all such amendments thereto as may be required in connection with the Proposed Diversification) as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Diversification; and
- (d) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the Proposed Diversification and this Resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2 – THE PROPOSED INVESTMENT

THAT subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3:

- (a) the Proposed Investment be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Investment;

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (b) the Directors of the Company and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents and ancillary agreements and making all such amendments thereto as may be required in connection with the Proposed Investment) as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed Investment; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any one Director in connection with the Proposed Investment and this Resolution be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3 – THE PROPOSED IPTs

THAT subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 2:

- (i) the Proposed IPTs be and are hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed IPTs;
- (ii) the Directors of the Company and each of them be and are/is hereby authorised to perform, complete and do all such acts and things (including approving, amending, modifying, supplementing and executing all such documents and ancillary agreements and making all such amendments thereto as may be required in connection with the Proposed IPTs) as they and/or he may consider necessary, desirable or expedient or in the interests of the Company to give effect to the Proposed IPTs; and
- (iii) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by any one Director in connection with the Proposed IPTs and this Resolution be and are hereby approved, confirmed and ratified.

Shareholders should note that:

- (A) the passing of Ordinary Resolution 1 is **not conditional** on either the passing of Ordinary Resolution 2 or Ordinary Resolution 3;
- (B) the passing of both **Ordinary Resolution 2 and Ordinary Resolution 3 are conditional on the passing of Ordinary Resolution 1**. Accordingly, if Ordinary Resolution 1 is not approved, Ordinary Resolution 2 and Ordinary Resolution 3 will not be duly passed; and
- (C) **Ordinary Resolution 2 and Ordinary Resolution 3 are inter-conditional**, meaning that Ordinary Resolution 2 is conditional on the passing of Ordinary Resolution 3, and *vice versa*.

In accordance with Rule 919 of the Catalist Rules, Anhua and its associates will abstain from voting on (a) Ordinary Resolution 2, which relates to the Proposed Investment and (b) Ordinary Resolution 3, which relates to the Proposed IPTs, nor accept appointments as proxies unless specific instructions as to voting are given.

BY ORDER OF THE BOARD

JIUTIAN CHEMICAL GROUP LIMITED

Xu Aijun

Non-Executive and Non-Independent Chairman

5 March 2024

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTES:

Access to Documents for the EGM

1. The Company has opted for electronic dissemination of the Circular and printed copies of the Circular will not be sent to Shareholders. Instead, the Circular will be sent to Shareholders by electronic means via publication on SGXNet and the Company's corporate website at the URL <http://www.jiutianchemical.com.sg>.
2. Printed copies of this Notice of EGM and the accompanying Proxy Form will be sent by post to Shareholders and have also been published on SGXNet and the Company's website (together with the Circular) at the URL <http://www.jiutianchemical.com.sg>.
3. Shareholders may access the Circular, this Notice of EGM and the accompanying Proxy Form at the Company's website at the URL <http://www.jiutianchemical.com.sg>. Any Shareholder who wishes to request for a printed copy of the Circular should email their request to nghankiat@jiutianchemical.com no later than 13 March 2024 and provide their particulars as follows:
 - (a) Full name (for individuals)/company name (for corporates);
 - (b) NRIC or Passport Number (for individuals)/Company Registration Number (for corporates); and
 - (c) Mailing address.

Submission of Proxy Forms to Vote

4.
 - (a) A member of the Company who is not a relevant intermediary is entitled to appoint not more than two proxies to attend physically, speak and vote at the EGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy (expressed as a percentage as a whole) shall be specified in the proxy form. If no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of the shareholdings and the second named proxy shall be deemed to be an alternate to the first named proxy.
 - (b) A member of the Company who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the proxy form. In relation to a relevant intermediary who wishes to appoint more than two proxies, it should annex to the proxy form the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of Shares, class of Shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank who intends to appoint CPF/SRS investors as its proxies shall comply with this Note.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy or proxies must be deposited with the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619 by no later than 10.00 a.m. on 17 March 2024, being not less than 72 hours before the time appointed for the EGM. Completion and return of the instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.
7. The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and vote thereat unless his name appears on the Depository Register 72 hours before the time appointed for the EGM.

Submission of Questions

8. Shareholders can submit substantial and relevant questions relating to the resolution to be tabled for approval at the EGM, in advance of the EGM, to the Company in the following manner:
 - (a) Shareholders may submit their questions by post, to be deposited at the registered office of the Company at 9 Raffles Place, #26-01, Republic Plaza, Singapore 048619; or
 - (b) Shareholders may submit their questions electronically via email to nghankiat@jiutianchemical.com,

in each case, by 5.00 p.m. on 12 March 2024 (the "Cut-Off Time").

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

9. When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/CPF/SRS/Scrip-based records); (c) NRIC/FIN/Passport number/ Registration number; (d) email address; and (e) contact number (optional).

NOTICE OF EXTRAORDINARY GENERAL MEETING

10. Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) (other than CPF/SRS investors) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
11. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on SGXNet and the Company's corporate website at the URL <http://www.jiutianchemical.com.sg/> before 10.00 a.m. on 15 March 2024, being at least forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolution to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Other Information

12. We will publish the minutes of the EGM on our corporate website and SGXNet within one month after EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.
13. The voting at the EGM will be conducted by poll manually.

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 (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.