



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the shareholders ("Shareholders") of SunMoon Food Company Limited ("Company") will be held at 21 Bukit Batok Crescent, #10-75, WCEGA Tower, Singapore 658065 on 30 August 2013 at 1.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions:

Please note that 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 (copies of which have been dispatched to Shareholders) dated 7 August 2013.

Resolution 1: Ordinary Resolution

Proposed Revised New CL Agreement

That subject to and contingent upon the passing of Ordinary Resolutions 2 to 5

approval be and is hereby given for the Company, as an entity at risk, to enter into the proposed Revised New CL Agreement with an Interested Person, FACL, and to accept the S\$18 million Revised Loan on the terms and conditions as set out in the Revised New CL Agreement (the terms of which are summarised in Paragraph 2.5 of the Circular).

Resolution 2: Ordinary Resolution

Proposed issue and allotment of Conversion Shares

That subject to and contingent upon the passing of Ordinary Resolutions 1, 3 to 5

in connection with Resolution 1, approval be and is hereby given to the Directors to do all such acts and things, and sign and execute all such documents and instruments as may be necessary to give effect to, *inter alia*, the terms of the Revised New CL Agreement including without limitation:-

- (i) to issue and allot such number of Conversion Shares at the Conversion Price (priced at a discount of more than 10% to the weighted average price for trades done on the SGX-ST on 15 March 2013 being the preceding market day up to the time the Revised New CL Agreement was signed) as may be required or permitted to be issued and allotted upon each exercise of the Conversion Right to the CL Lenders or such persons designated by the CL Lenders, subject to and otherwise in accordance with the terms and conditions of the Revised New CL Agreement, whereby such Conversion Shares shall rank *pari passu* in all respects with the then existing issued Shares of the Company;
- (ii) to issue and allot such number of Conversion Shares set out in (i) above, to transfer a controlling interest in the Company (i.e. an interest carrying 15% or more of the voting shares in the Company) to FACL (in whose shares, Mr. Gary Loh Hock Chuan, a Director, has an interest of 50%) upon the exercise of its Conversion Rights; and
- (iii) to take such steps and exercise such discretion as the Directors may in the best interests of the Company and in accordance with the articles of association of the Company from time to time deem fit, advisable or necessary in connection with all or any of the above matters.

Resolution 3: Ordinary Resolution

Proposed Revised Settlement Agreement

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2, 4 and 5

approval be and is hereby given for the Company to enter into the Revised Settlement Agreement on the terms and conditions as set out in the Revised Settlement Agreement (the terms of which are summarised in Paragraph 2.8 of the Circular).

Resolution 4: Ordinary Resolution

Proposed issue and allotment of Settlement Shares

That subject to and contingent upon the passing of Ordinary Resolutions 1 to 3, and 5

in connection with Resolution 3, approval be and is hereby given to the Directors to do all such acts and things, and sign and execute all such documents and instruments as may be necessary to give effect to, *inter alia*, the terms of the Revised Settlement Agreement including without limitation:-

- (i) to issue and allot the Settlement Shares at the Issue Price (priced at a discount of more than 10% to the weighted average price for trades done on the SGX-ST on 15 March 2013 being the preceding market day up to the time the Revised Settlement Agreement was signed) to the Lenders (including QAP Capital Pte. Ltd., a corporation wholly owned by the immediate family members of Mr. Tan Ng Kuang, a Substantial Shareholder), subject to and otherwise in accordance with the terms and conditions of the Revised Settlement Agreement, whereby such Settlement Shares shall rank *pari passu* in all respects with the then existing issued Shares of the Company; and
- (ii) to take such steps and exercise such discretion as the Directors may in the best interests of the Company and in accordance with the articles of association of the Company from time to time deem fit, advisable or necessary in connection with all or any of the above matters.

Resolution 5: Ordinary Resolution

Whitewash Resolution

That subject to and contingent upon the passing of Ordinary Resolutions 1 to 4

and the SIC Conditions being fulfilled, approval (on a poll being taken) be and is hereby given by Independent Shareholders to waive their rights to receive a mandatory general offer from FACL and its concert parties, for all the Shares in the Company not already owned or controlled by them in the event the conversion of the Revised Loan into Conversion Shares, results in them incurring a mandatory offer obligation pursuant to Rule 14 of the Take-over Code.

Resolution 6: Special Resolution

Proposed alterations to the existing Memorandum

That approval be and is hereby given for the existing memorandum of association of the Company to be altered in the manner set out in Appendix 5 of the Circular.

Resolution 7: Special Resolution

Proposed adoption of New Articles

That the new articles of association of the Company as set out in Appendix 6 of the Circular, be and are hereby approved and adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association of the Company.

By Order of the Board of Directors

Dr Tan Eng Liang
Chairman & Director
7 August 2013

IMPORTANT: Please read notes below.

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) 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 Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Scotts Road, #21-07/08/09 Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of the shareholders ("Shareholders") of SunMoon Food Company Limited ("Company") will be held at 21 Bukit Batok Crescent, #10-75, WCEGA Tower, Singapore 658065 on 30 August 2013 at 2.00 p.m. (or so soon thereafter as the extraordinary general meeting of the Company convened at the same place at 1.00 p.m. shall have concluded or shall have been adjourned) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

Ordinary Resolution

Proposed Change of Auditors

That approval be and is hereby given to the Directors of the Company:

- (a) to appoint BDO LLP as auditors of the Company in place of Mazars LLP to hold office until the conclusion of the next annual general meeting at a fee to be agreed between the Directors and BDO LLP; and
- (b) to take such steps and exercise such discretion and do all such acts and things as any Director may deem desirable, necessary, advisable or expedient to give effect to the matters set out in (a) above.

By Order of the Board

Dr Tan Eng Liang
Chairman & Director
7 August 2013

IMPORTANT: Please read notes below.

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) 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 Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Scotts Road, #21-07/08/09 Shaw Centre, Singapore 228208 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.