

**SUNMOON FOOD COMPANY LIMITED**

(Incorporated in Singapore)

Company Registration No. 198304656K

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of SUNMOON FOOD COMPANY LIMITED will be held at **Vine II Ballroom (Level 2), Metropolitan YMCA Singapore, 60 Stevens Road, Singapore 257854** on 25 April 2014 at 2.30 p.m. to transact the following business:

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the year ended 31 December 2013.
2. To approve the payment of Directors' Fees in respect of the year ended 31 December 2013.
3. To re-elect Mr Gary Loh Hock Chuan, a Director who is retiring by rotation in accordance with Article 102 of the Company's Articles of Association and who, being eligible, offer himself for re-election.
4. To consider and, if thought fit, to pass the following as an ordinary resolution:

"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Dr Tan Eng Liang be and is hereby re-appointed Director of the Company, to hold office until the next Annual General Meeting."

5. To re-appoint Messrs BDO LLP, Public Accountants and Certified Public Accountants, Singapore as Auditors of the Company and to authorise the Directors to fix their remuneration.
6. **As Special Business**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- 6.1 That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:
  - a) the aggregate number of Shares (including Shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the Company;

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- b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares of the Company (excluding treasury shares) as at the date of the passing of this Resolution, after adjusting for:
  - i) new shares arising from the conversion or exercise of convertible securities;
  - ii) new shares arising from exercising share options or vesting of Share awards outstanding or subsisting at the time this Resolution is passed; and
  - iii) any subsequent bonus issue, consolidation or subdivision of shares;
- c) And that such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities. [See Explanatory Note (ii)]

6.2 That approval be and is hereby given to the Directors to grant awards in accordance with the provision of the SunMoon Share Option Scheme and/or SunMoon Share Plan and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the SunMoon Share Option Scheme and/or SunMoon Share Plan, provided that:

- a) the aggregate number of new ordinary shares which may be issued pursuant to the SunMoon Share Option Scheme and SunMoon Share Plan on any date, shall not exceed 15% or such other per centum as may be determined by the committee and permitted under the Listing Manual, of the total number of issued shares of the Company, excluding Treasury Shares, on the day immediately preceding the relevant date of grant; and
- b) such approval shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

7. To transact any other business that may be transacted at an Annual General Meeting.

By Order of the Board

Chia Lay Beng  
Secretary

Date: 9 April 2014

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**Explanatory Notes**

- (i) Dr Tan Eng Liang, if re-appointed, will remain as an Audit and Risk Committee member, and is considered independent for the purposes of Rule 704 (8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
  
- (ii)(a) The Ordinary Resolution 6.1 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis.
  
- (ii)(b) For the purpose of this resolution, the total number of issued shares (excluding treasury shares) is based on the Company's total number of issued shares (excluding treasury shares) at the time this proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this proposed Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

**Notes:**

1. A Member entitled to attend and vote at the AGM is entitled to appoint any number of proxies to attend and vote on his/her behalf. A proxy need not be a Member.
  
2. Where a Member 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. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorized officer or attorney.
  
4. 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 forty-eight (48) hours before the time appointed for holding the Meeting.