



SUNMOON FOOD COMPANY LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **SUNMOON FOOD COMPANY LIMITED** (the "Company") will be held at 137 Cecil Street #03-01 Singapore 069537 (Room Tokyo 2) on 16 June 2017 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, the following resolutions.

Unless otherwise defined herein, defined terms used herein shall have the same meaning ascribed thereto in the Company's Circular to Shareholders dated 30 May 2017 in respect of the resolutions herein.

Shareholders should note that each of Ordinary Resolutions 1, 2 and 3, as set out in this Notice, are inter-conditional on each other. This means that if any one of Ordinary Resolutions 1, 2 and 3 is not approved, the other resolutions will not be passed.

ORDINARY RESOLUTION 1: THE PROPOSED PLACEMENT

Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 2 and 3:

(A) THE PROPOSED ISSUE OF PLACEMENT SHARES

That the Proposed Issue of Placement Shares be and is hereby approved and that:

- (i) approval be and is hereby given for the allotment and issue of 333,333,333 Placement Shares to the Placee at a placement price of S\$0.045 per Placement Share pursuant to the Placement Agreement, whereby such Placement Shares shall rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares of the Company, except that they will not rank for any dividend, right, allotment or other distribution, the record date for which falls on or before the date of allotment and issue of the Placement Shares; and
- (ii) the Directors and each of them be and are hereby authorised to implement, effect and complete, and to do all such acts and things (including executing all such documents as may be required in connection with this Resolution 1(A)) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this Resolution 1(A) as they or he may think fit.

(B) THE PROPOSED ISSUE OF WARRANTS

That the Proposed Issue of Warrants be and is hereby approved and that:

- (i) approval be and is hereby given for the creation, allotment and issue of 166,666,667 free unlisted warrants to the Placee, each carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("**Warrant Shares**") at an exercise price of S\$0.054 for each Warrant Share, pursuant to the Placement Agreement (which shall be subject to adjustment under such circumstances as may be provided in the terms and conditions of the Warrants), such Warrants to be exercised during the Exercise Period and on such other terms and conditions as the Directors may in their absolute discretion and from time to time deem fit;
- (ii) approval be and is hereby given for the creation, allotment and issue of such additional warrants as may be required or permitted to be issued in accordance with the terms and conditions of the Warrants (any such further warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as may otherwise be provided in the terms and conditions of the Warrants);
- (iii) approval be and is hereby given for the allotment and issue (notwithstanding that the issue thereof may take place after the next or ensuing annual or other general meeting of the Company):
 - (A) upon exercise of the Warrants, such number of Warrant Shares as may be required or permitted to be allotted and issued on the exercise of the Warrants, subject to and in accordance with the terms and conditions of the Warrants;
 - (B) on the same basis as sub-paragraph (A) above, such further Warrant Shares as may be required to be allotted and issued on the exercise of any additional warrants referred to in paragraph (ii) above;in each case, such Warrant Shares to be credited as fully paid when issued and to rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares, except that they will not rank for any dividend, right, allotment or other distribution, the record date for which falls on or before the relevant date of exercise of the Warrants, unless otherwise provided in the terms and conditions of the Warrants; and
- (iv) the Directors and each of them be and are hereby authorised to implement, effect and complete, and to do all such acts and things (including executing all such documents as may be required in connection with this Resolution 1(B)) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this Resolution 1(B) as they or he may think fit.

(C) THE PROPOSED ISSUE OF ADJUSTMENT SHARES

That the Proposed Issue of Adjustment Shares be and is hereby approved and that:

- (i) approval be and is hereby given for the allotment and issue of such number of Adjustment Shares to the Placee as may be required or permitted to be allotted or issued pursuant to the Placement Agreement, whereby such Adjustment Shares shall rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares of the Company, except that they will not rank for any dividend, right, allotment or other distribution, the record date for which falls on or before the relevant date of allotment and issue of the Adjustment Shares; and
- (ii) the Directors and each of them be and are hereby authorised to implement, effect and complete, and to do all such acts and things (including executing all such documents as may be required in connection with this Resolution 1(C)) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this Resolution 1(C) as they or he may think fit.

(D) THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO THE PLACEE UNDER RULE 803 OF THE LISTING MANUAL

That:

- (i) approval be and is hereby given for the transfer of a controlling interest in the Company to the Placee under Rule 803 of the Listing Manual pursuant to the Proposed Placement; and
- (ii) the Directors and each of them be and are hereby authorised to implement, effect and complete, and to do all such acts and things (including executing all such documents as may be required in connection with this Resolution 1(D)) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this Resolution 1(D) as they or he may think fit.

ORDINARY RESOLUTION 2: THE PROPOSED WHITEWASH RESOLUTION

Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3, and the conditions in the letter from the Securities Industry Council dated 19 May 2017 being fulfilled, the Shareholders do hereby (on a poll taken), unconditionally and irrevocably waive their rights to receive a general offer from the Actual Placee and the parties acting in concert with it in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned or agreed to be acquired by the Actual Placee and parties acting in concert with it, as a result of the Proposed Placement at the highest price per Share paid or agreed to be paid by the Actual Placee and parties acting in concert with it in the six (6) months preceding the commencement of the Proposed Placement.

ORDINARY RESOLUTION 3: THE PROPOSED IPT MANDATE

Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2:

- (a) approval be and is hereby given 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 Company's circular to shareholders dated 30 May 2017 (the "**Circular**"), with any party who is of the class or classes of interested persons described in the Circular, provided that such transaction is made on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders, and is 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 "**IPT Mandate**");
- (b) the IPT 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 each of them be and are hereby authorised, empowered to complete and do and execute all such things and acts as they or he may consider necessary or appropriate to give effect to these resolutions and the IPT Mandate, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

By Order of the Board

Gary Loh Hock Chuan
Executive Chairman

30 May 2017

NOTES:

1. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her behalf at the EGM. A proxy need not be a member of the Company.
2. A member who is a relevant intermediary[#] is entitled to appoint more than two proxies to attend and vote at the EGM. A proxy need not be a member of the Company.

[#] *Relevant intermediary means:*

- (a) a banking corporation licensed under the Banking Act (Cap. 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; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 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. 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 EGM in accordance with Section 179 of the Companies Act.
4. The instrument appointing a proxy or proxies (together with the power of attorney (if any) under which it is signed or a copy thereof), duly executed, must be deposited at the registered office of the Company at 1 Scotts Road #21-07/08 Shaw Centre Singapore 228208, not less than 48 hours before the time appointed for holding the EGM or any postponement or adjournment thereof.
5. The instrument appointing a proxy or proxies must be signed by the appointer or his/her attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. A Depositor's name must appear on the Depository Register maintained by the CDP at least 72 hours before the time appointed for holding the EGM in order for the Depositor to be entitled to attend and vote at the EGM.

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.