



## 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 Conference Room 1, 55 Market Street #03-01 Singapore 048941 on 11 January 2018 at 2:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as Ordinary Resolutions: *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 22 December 2017 (the "Circular").*

#### ORDINARY RESOLUTION 1

##### (1) THE PROPOSED SHARE BUYBACK MANDATE

THAT:

- for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 of Singapore (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Maximum Limit, at such prices as may be determined by the Directors of the Company from time to time up to the Maximum Price, whether by way of:
  - market purchase(s) (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited (the "SGX-ST"); and/or
  - off-market purchase(s) (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws and regulations and the Listing Manual of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Proposed Share Buyback Mandate");
- any Share that is purchased or otherwise acquired by the Company pursuant to the Proposed Share Buyback Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Proposed Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution and expiring on the earliest of:
  - the date on which the next annual general meeting of the Company is held or is required by law to be held;
  - the date on which the share buybacks are carried out to the full extent mandated; or
  - the date on which the authority contained in the Proposed Share Buyback Mandate is varied or revoked;
- in this resolution:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) consecutive Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant (5) Market Days;

"date of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from the Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Market Day" means a day on which the SGX-ST is open for trading in securities;

"Maximum Limit" means 10% of the issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the date of passing of this resolution, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares and subsidiary holdings that may be held by the Company from time to time);

"Maximum Price" in relation to the Shares to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax, clearance fees and other related expenses) to be paid by the Company for the Shares as determined by the Directors, not exceeding:

- in the case of a Market Purchase, 105% of the Average Closing Price; or
- in the case of an Off-Market Purchase, 120% of the Average Closing Price,

in either case, excluding related expenses of the purchase or acquisition; and

"Relevant Period" means the period commencing from the date on which this resolution is passed and expiring on the date the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and

- any of the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including without limitation, to execute all such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they or he/she may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution.

#### ORDINARY RESOLUTION 2

##### (2) THE PROPOSED CHANGE OF AUDITORS

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

- to appoint Ernst & Young LLP as auditors of the Company in place of RT LLP to hold office until the conclusion of the next annual general meeting at a remuneration and on such terms to be agreed between the Directors and Ernst & Young LLP; and
- to take such steps and exercise such discretion and do all such acts and things (including, without limitation, executing all such documents as may be required) as any Director of the Company may deem desirable, necessary, advisable or expedient to give effect to the matters set out in (a) above.

#### Explanatory Notes to Ordinary Resolution 2:

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

- RT LLP has confirmed by way of a letter to Ernst & Young LLP dated 20 September 2017 that it is not aware of any professional reasons why Ernst & Young LLP should not accept appointment as new auditors of the Company;
- the Company confirms that there were no disagreements with RT LLP on accounting treatments within the last 12 months;
- the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;
- the Company confirms that the specific reasons for the Proposed Change of Auditors are disclosed in Section 3.1 of the Circular; and
- the Company confirms that it is in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Ernst & Young LLP.

By Order of the Board of Directors

Mdm Chia Lay Beng  
Company Secretary

22 December 2017

**IMPORTANT: PLEASE READ NOTES**

### 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 Conference Room 1, 55 Market Street #03-01, Singapore 049091 on 11 January 2018 at 2:30 p.m. (or soon thereafter as the extraordinary general meeting of the Company on the same day and at the same place at 2:00 p.m. shall have concluded or shall have been adjourned) for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions which will be proposed as Ordinary Resolutions: *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 22 December 2017 (the "Circular").*

#### ORDINARY RESOLUTION 1 – THE PROPOSED SHAREHOLDERS' RATIFICATION AND APPROVAL OF RECURRENT INTERESTED PERSONS TRANSACTIONS

THAT:-

- the Recurrent IPTs entered and to be entered into between the Group and the Yiguo Group (as set out in the Company's circular to shareholders dated 22 December 2017 (the "Circular")) from the conclusion of the Company's Annual General Meeting ("AGM") held on 28 July 2017 up to and including the conclusion of this EGM, being interested person transactions for the purposes of Chapter 9 of the listing manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited ("SGX-ST") (the "Listing Manual") be and are hereby ratified and approved; and
- the Directors of the Company and any other them be and are hereby authorised to complete and do all such acts and things (including without limitation, execution of all such documents as may be required) as they and/or he may consider desirable, expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

#### ORDINARY RESOLUTION 2 – THE PROPOSED REINSTATEMENT OF THE 2017 IPT GENERAL MANDATE

THAT:-

- 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 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 "Reinstated IPT Mandate");
- the Reinstated 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;
- 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
- 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 Reinstated 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 of Directors

Mdm Chia Lay Beng  
Company Secretary

22 December 2017

**IMPORTANT: PLEASE READ NOTES**

**Notes:**

- A Shareholder entitled to attend and vote at the EGM is entitled to appoint any number of proxies to attend and vote on his/her behalf. A proxy need not be a Shareholder.
- 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 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.
- 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.
- The instrument appointing a proxy or proxies must be signed by the appointor 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.
- 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.