



CHINA MINZHONG FOOD CORPORATION LIMITED

(Incorporated in Singapore)
(Registration No. 200402715N)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of China Minzhong Food Corporation Limited (the "**Company**") will be held at Grand Copthorne Waterfront Hotel Singapore (Level 4, Kingfisher Room), 392 Havelock Road, Singapore 169663, on 25 October 2012 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without any modifications, the following resolution which will be proposed as an Ordinary Resolution:

Unless otherwise defined, all terms defined in this Notice of Extraordinary General Meeting shall have the same meanings as those defined or construed in the circular dated 10 October 2012 (the "**Circular**") issued by the Company to Shareholders.

ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 ("**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"); and/or
 - (ii) off-market purchase(s) (each an "**Off-Market Purchase**") 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, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**");
- (b) the authority conferred on the Directors pursuant to the Share Purchase 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:
- (i) the conclusion of the next annual general meeting of the Company or the date by which such annual general meeting is required to be held;
 - (ii) the date on which Share purchases or acquisitions have been carried out to the full extent of the Share Purchase Mandate; or
 - (iii) the date on which the authority contained in the Share Purchase Mandate is varied or revoked by an ordinary resolution of Shareholders in general meeting;
- (c) in this Resolution:
- "**Maximum Limit**" means such number equal to 10% of the issued ordinary share capital of the Company (excluding treasury shares) as at the date of the passing of this Resolution; and
- "**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
- (i) in the case of a Market Purchase : 105% of the Average Closing Price; and
 - (ii) in the case of an Off-Market Purchase pursuant to an : 120% of the Average Closing Price, equal access scheme

Where:

"**Average Closing Price**" is the average of the closing market prices of a Share over the last 5 Market Days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period;

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from 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; and

"**Market Day**" means a day on which the SGX-ST (or, as the case may be, the Other Exchange) is open for trading in securities; and

- (d) any Director be and is hereby authorised and empowered to complete and do all such acts and things (including executing such documents, agreements, deeds and arrangements and signing, filing and/or submitting any forms, returns and documents with the relevant regulatory authorities and agencies) as he/she may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

BY ORDER OF THE BOARD

CHINA MINZHONG FOOD CORPORATION LIMITED

Cheam Heng Haw
Chan Hooi Tze
Joint Company Secretaries
Singapore, 10 October 2012

Notes:

- (1) Save as provided in the Articles, a Shareholder (other than CDP) is entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) If a Shareholder wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building Singapore 049910 not less than 48 hours before the time of the EGM.
- (3) If a Depositor (who is not a natural person) whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) wishes to attend and vote at the EGM, then it should complete the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building Singapore 049910, not less than 48 hours before the time of the EGM. A Depositor who is a natural person need not complete the Depositor Proxy Form if he/she intends to attend the EGM in person.