



**CHINA MINZHONG FOOD CORPORATION LIMITED**

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

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at M Hotel Singapore (Shenton Room, Basement 1), 81 Anson Road, Singapore 079908 on Friday, 28 October 2011 at 10.00 a.m., for the following purposes:

**AS ROUTINE BUSINESS:**

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the year ended 31 December 2011 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Heng Hock Kiong @ Heng Hang Siong, a Director retiring pursuant to Article 114 of the Company's Articles of Association. [See Explanatory Notes (i)] **(Resolution 2)**
3. To re-elect Mr Lim Yeow Hua @ Lim You Qin, a Director retiring pursuant to Article 114 of the Company's Articles of Association. [See Explanatory Notes (ii)] **(Resolution 3)**
4. To approve the payment of Directors' fees of S\$323,400 for the financial year ending 30 June 2012, to be paid quarterly in arrears. **(Resolution 4)**
5. To re-appoint Messrs Crowe Horwath First Trust LLP and to authorise the Directors to fix their remuneration. **(Resolution 5)**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS:**

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

**7. SHARE ISSUE MANDATE**

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 and notwithstanding the provisions of the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares of the Company shall be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of this Resolution, after adjusting for:

1. new shares arising from the conversion or exercise of any convertible securities;
2. new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
3. any subsequent bonus issue, consolidation or subdivision of shares;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall 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 the earlier. [See Explanatory Notes (iii)] **(Resolution 6)**

**8. CMZ EMPLOYEE SHARE OPTION SCHEME 2010**

That the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the provisions of the CMZ Employee Share Option Scheme 2010 (the "Scheme") and pursuant to Section 161 of the Companies Act, Chapter 50, 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 exercise of the options under the Scheme provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company from time to time.

[See Explanatory Notes (iv)]

**(Resolution 7)**

By Order of the Board

Cheam Heng Haw  
Chan Hooi Tze  
Joint Company Secretaries  
Singapore, 13 October 2011

**Explanatory Notes:**

- (i) Mr Heng Hock Kiong @ Heng Hang Siong will, upon re-election as a Director of the Company, remain as Chairman of Nominating Committee and a member of the Audit Committee and Remuneration Committee respectively and will be considered independent.
- (ii) Mr Lim Yeow Hua @ Lim You Qin will, upon re-election as a Director of the Company, remain as Chairman of Audit Committee and Remuneration Committee respectively and a member of the Nominating Committee and will be considered independent.
- (iii) The Ordinary Resolution 6 proposed in item 7. above, if passed, is to empower the Directors to issued shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company, with a sub-limit of twenty per cent. (20%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution). For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares of the Company at the time of the passing of Resolution 8, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 8, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.
- (iv) The Ordinary Resolution 7 proposed in item 8. above, if passed, is to authorise the Directors to offer and grant options in accordance with the provisions of the CMZ Employee Share Option Scheme 2010 (the "Scheme") and to allot and issue shares under the Scheme up to an amount not exceeding fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company from time to time.

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A member of the Company which is a corporation is entitled to appoint its authorized representatives or proxies to vote on its behalf.
3. The instrument appointing a proxy must be lodged at the registered office of the Company at 9 Battery Road #15-01 Straits Trading Building Singapore 049910 not less than forty-eight (48) hours before the time fixed for the Annual General Meeting.