



KENCANA AGRI LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200717793E)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Kencana Agri Limited (the “**Company**”) will be held by way of electronic means on 29 April 2022 at 2.30 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the 2022 AGM held on the same day) for the purpose of considering and, if thought fit, passing (with or without any modifications) the resolutions as set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company’s Appendix to Shareholders dated 6 April 2022 (the “**Appendix**”) (including supplements and modifications thereto).*

ORDINARY RESOLUTION

1. The Proposed Renewal of the 2021 IPT Mandate

“THAT:-

- (a) approval be and is hereby given for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of interested person transactions set out in Section 2.2.2 of the Appendix, with any party who is of the class or classes of interested persons described in Section 2.3 of the Appendix, provided that such transactions are made on normal commercial terms (or, in the absence of other similar comparable transactions, commercially reasonable) and are not prejudicial to the interests of the Company and its minority Shareholders, in accordance with the review procedures for interested person transactions as set out in Section 2.6 of the Appendix (the “**2022 IPT Mandate**”);
- (b) the 2022 IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit & Risk Management Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to 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 SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised and empowered to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they, he or she may consider necessary, desirable or expedient to give effect to the abovementioned resolutions.”

(Resolution 1)

SPECIAL RESOLUTION

2. The Proposed Adoption of a New Constitution

“THAT:-

- (a) the regulations contained in the New Constitution of the Company as set out in Annex A of the Appendix, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution, comprising the Memorandum and Articles of Association of the Company; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised and empowered to complete and do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they and/or he may consider necessary, desirable or expedient to give effect to the abovementioned resolution.”

[See Explanatory Note below] (*Resolution 2*)

By Order of the Board

LEE YING YING
Company Secretary

Date: 6 April 2022

Explanatory Note:

Resolution 2 is for the Company to adopt a new Constitution following the changes to the Companies Act 1967 (Singapore) (“**Companies Act**”) introduced by the Companies (Amendment) Act 2014 and the Companies (Amendment) Act 2017. The Constitution will also be updated for consistency with the prevailing listing rules under the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in compliance with Rule 730(2) of the Listing Manual of the SGX-ST and to address other regulatory changes, such as the personal data protection regime in Singapore. The Company is also taking the opportunity to update, streamline and rationalise certain other provisions in the New Constitution. The information relating to Resolution 2 is set out in the Appendix.

Notes:

- (a) A shareholder of the Company (“**Shareholder**”) (including a relevant intermediary*) entitled to vote at the Extraordinary General Meeting (the “**EGM**”) must appoint the Chairman of the EGM to act as proxy and direct the vote at the EGM.
- (b) The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
- (c) A corporation which is a member 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.
- (d) In the case of joint shareholders, all holders must sign the form of proxy (the “**Proxy Form**”).

IMPORTANT NOTICE TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE EGM

In view of the measures in place due to the COVID-19 pandemic, the Company will conduct its EGM by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of EGM (“**Notice of EGM**”), the Proxy Form and the Appendix will not be sent to Shareholders. Instead, the documents will be made available to Shareholders via the Company’s corporate website (<http://www.kencanaagri.com>) and on the SGX website (<https://www.sgx.com/securities/company-announcements>).

Alternative arrangements relating to, among others, attendance at the EGM by way of electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the EGM, addressing of substantial and relevant questions prior to, or at the EGM, and/or at the Company’s virtual information session (“**VIS**”) (where applicable), and/or voting by appointing the Chairman of the EGM as proxy at the EGM, are set out below.

Shareholders (including relevant intermediaries*) will not be able to attend the EGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the EGM as proxy to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise voting rights at the EGM.

* Pursuant to Section 181 of the Companies Act, any Shareholder who is a relevant intermediary is required to appoint the Chairman of the EGM to attend and vote at the EGM. A relevant intermediary is:

- i. a banking corporation licensed under the Banking Act 1970 (Singapore) or its wholly-owned subsidiary that provides nominee services and holds shares in that capacity;
- ii. a capital market services license holder that provides custodial services for securities under the Securities and Futures Act 2001 (Singapore) and holds securities in that capacity; or
- iii. the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953 (Singapore), in respect of shares purchased on behalf of CPF Investors.

Shareholders may attend the EGM by following the steps below.

1. Registration for Live Webcast

A Shareholder will be able to follow the proceedings of the EGM through a live audio-visual webcast or live audio-only stream (collectively, "**Live Webcast**") via mobile phone, tablet, computer and other electronic devices.

In order to do so, Shareholders, including the CPF/ SRS Investors, who wish to attend the Live Webcast of the EGM must pre-register no later than 2.30 p.m. on 27 April 2022 (the "**Live Webcast Registration Deadline**"), at the following URL <http://KAL.availeasemgdwebinar.com/>, for authentication of status as a Shareholder.

Shareholders who have been authenticated will receive email instructions to access the Live Webcast of the EGM by 2.30 p.m. on 28 April 2022. Shareholders who have registered by the Live Webcast Registration Deadline but did not receive email instructions by 2.30 p.m. on 28 April 2022 may contact the Company by email at AGM.TeamE@boardroomlimited.com for assistance.

Shareholders must not forward the email instructions or other correspondence with the Company or the Company's representatives to persons who are not Shareholders and/or not entitled to attend the Live Webcast of the EGM to, *inter alia*, avoid technical disruptions and/or overload of the Live Webcast of the EGM.

Investors other than CPF/ SRS Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act and wish to attend the Live Webcast of the EGM should approach their respective agents as soon as possible so that the necessary arrangements can be made by the agents for attendance at the EGM.

2. Shareholders' Queries

Shareholders will not be able to speak or ask questions during the Live Webcast of the EGM. Shareholders may ask questions relating to the resolutions to be tabled for approval at the EGM by submitting questions in advance and/or at the VIS (where applicable).

Submission of questions

All questions must be submitted no later than 2.30 p.m. on 14 April 2022 to the Company ("**Questions Deadline**"):

- (1) via the pre-registration website at the following URL <http://KAL.availeasemgdwebinar.com/>;
- (2) via post, at the office of the Share Registrar of the Company, at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (opening hours: 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding public holidays)); or
- (3) via email to AGM.TeamE@boardroomlimited.com.

For verification purposes, when submitting any questions via the pre-registration website, post or email, Shareholders must provide the Company with the following particulars: full name (for individuals)/ company name (for corporates), email address, contact number, NRIC/ passport number/ company registration number, shareholding type and number of shares held.

The Company will endeavour to address all substantial and relevant queries from Shareholders prior to, or at the EGM, and/or during the VIS (where applicable). The Company will upload its responses on the SGX website. The Company will also publish the minutes of the VIS, and/or provide a link for Shareholders to access a recording of the VIS (where applicable), which will include the responses to the queries from Shareholders raised during the VIS, no later than 72 hours prior to the closing date and time for the lodgment of the proxy forms. The minutes of the EGM, which will also include the responses to substantial and relevant queries from Shareholders referred to above and/or which are addressed during the EGM, will thereafter be published on the SGX website, within one (1) month from the conclusion of the EGM.

Registration for VIS

Subject to the Company having received registration(s) on or prior to the VIS Registration Deadline, a VIS will be held for Shareholders prior to the EGM, at 2.30 p.m. on 18 April 2022 where the Company will endeavour to address all substantial and relevant questions received.

Shareholders, including the CPF/ SRS Investors, who wish to participate in the VIS, must pre-register no later than 2.30 p.m. on 14 April 2022 ("**VIS Registration Deadline**") at the following URL <http://KAL-VIS.avaleasemgdwebinar.com>. As the VIS is only for Shareholders, it is compulsory for Shareholders to pre-register for the VIS to enable the Company to verify their status as Shareholders, and accordingly, for the VIS to be held. Any registration received after the VIS Registration Deadline will not be accepted.

Where applicable, Shareholders who have been authenticated will receive email instructions to access the VIS by 2.30 p.m. on 17 April 2022. Shareholders who have registered by the VIS Registration Deadline but did not receive email instructions by 2.30 p.m. on 17 April 2022 may contact the Company by email at AGM.TeamE@boardroomlimited.com for assistance.

Shareholders must not forward the email instructions or other correspondence with the Company or the Company's representatives to persons who are not Shareholders and/or not entitled to attend the VIS to, *inter alia*, avoid technical disruptions and/or overload of the VIS.

Investors, other than CPF/ SRS Investors, who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act who wish to submit questions and/or pre-register to attend the VIS will need to approach their respective agents as soon as possible so that the necessary arrangements can be made by the relevant agents.

3. Proxy Voting

If a Shareholder (whether individual or corporate) wishes to exercise voting rights at the EGM, such Shareholder must appoint the Chairman of the EGM as proxy to attend, speak and vote on his/her/its behalf at the EGM. The Proxy Form has been uploaded together with this Appendix on the SGX website.

Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to the manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

The Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- (1) if submitted by post, be lodged at the office of the Share Registrar of the Company, at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (opening hours: 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding public holidays)); or
- (2) if submitted by email, be sent to AGM.TeamE@boardroomlimited.com,

in either case, not less than 48 hours before the time appointed for holding the EGM and any adjournment thereof.

A Shareholder who wishes to submit an instrument of proxy must download the Proxy Form, which is available on the SGX website at the following URL <https://www.sgx.com/securities/company-announcements>, complete and sign the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, and wish to appoint the Chairman of the EGM as proxy, should approach their agents to submit their votes at least seven (7) working days before the EGM (i.e. by 2.30 p.m. on 19 April 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cutoff date.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by the CDP as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to appoint the Chairman of the EGM as proxy.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGX website. Shareholders are advised to check the SGX website regularly for updates on the EGM.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via Live Webcast, or (c) submitting any question prior to the EGM in accordance with this Notice, or (d) submitting details for registration for the VIS, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of Proxy Forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast of the EGM and/or the VIS (where applicable) to observe the proceedings of the EGM and/or participate in the VIS (where applicable) and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof) and/or the VIS (where applicable); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the EGM and/or the VIS (where applicable) may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM and/or the VIS (where applicable). Accordingly, the personal data of a Shareholder (such as his name, his presence at the EGM and/or the VIS (where applicable) and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.