NOTICE OF ANNUAL GENERAL MEETING (AGM)

NOTICE IS HEREBY GIVEN that an AGM of Don Agro International Limited ("**Company**") will be held at 1 North Bridge Road, #13-06, High Street Centre, Singapore 179094 and by way of electronic means on 30 April 2025 at 3:00 p.m. (Singapore time) for the following purposes:

As Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2024, together with the Auditors' Report thereon.

   (Resolution 1)

2. To re-elect Mr Marat Devlet-Kildeyev, retiring by rotation under regulation 94 of the Company's Constitution.

   (See Explanatory Notes) **(Resolution 2)**

3. To re-appoint Mr Tan Poh Chye Allan, retiring by rotation under regulation 100 of the Company's Constitution.

   (See Explanatory Notes) **(Resolution 3)**

4. To approve Directors' fees of $180,000 for the financial year ending 31 December 2025, payable by the Company in arrears not later than 31 December 2025.

   (Resolution 4)

5. To re-appoint Foo Kon Tan LLP as auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors of the Company to fix their remuneration.

   (Resolution 5)

6. To transact any other ordinary business that may properly be transacted at an AGM.

As Special Business

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

7. **Authority to allot and issue shares**

   "THAT, pursuant to section 161 of the Companies Act 1967 ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

   (a) (i) allot and issue shares in the capital of 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) warrants, debentures or other instruments convertible or exchangeable into Shares.

   (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 of the Company while this Resolution was in force, provided that:

   (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued 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 50% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);

(2) (subject to such manner of calculation and adjustments as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:

(a) new Shares arising from the conversion or exercise of any convertible securities;

(b) new Shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution for the time being of the Company; and

(4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier."

(See Explanatory Notes) **(Resolution 6)**

8. **Authority to grant options and issue Shares under the Don Agro Employee Share Option Scheme**

"THAT pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Don Agro Employee Share Option Scheme ("**ESOS**") provided always that the aggregate number of Shares in respect of which such options may be granted and which may be issued pursuant to the ESOS, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per cent (15%) of the issued share capital of the Company from time to time, and in this resolution, "subsidiary holdings" has the same meaning ascribed to it in the Catalist Rules."

(See Explanatory Notes) **(Resolution 7)**

BY ORDER OF THE BOARD

CHEN CHUANJIAN, JASON
TAN CHING CHING
Company Secretaries

Singapore

14 April 2025

NOTICE OF ANNUAL GENERAL MEETING (AGM)

Explanatory Notes:

Resolution 2

If re-elected, Mr Marat Devlet-Kildeyev will remain as the Chief Executive Officer and Executive Director of the Company.

Resolution 3

If re-appointed, Mr Tan Poh Chye Allan will remain as the Chairman of the Nominating Committee and the member of the Audit and Risk Committee and the Remuneration Committee of the Company. He is considered an Independent Director pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

Detailed information of these Directors (including information as set out in Appendix 7F of the Catalist Rules of the SGX-ST) can be found in the Section "Additional Information on Directors Seeking Re-election" of the Company's Annual Report 2024.

Resolution 6

The proposed Resolution 6, if passed, will empower the Directors, from the date of the AGM until the next AGM of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings if any, with a sub-limit of 50% for Shares other than on a pro rata basis to shareholders.

Resolution 7

The proposed Resolution 7, if passed, will empower the Directors of the Company, to grant options and to allot and issue Shares upon the exercise of such options in accordance with the ESOS.

IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE COMPANY'S AGM ON 30 APRIL 2025 AT 3:00 P.M. (SINGAPORE TIME)

The AGM is being convened, and will be held, physically in Singapore and concurrently via electronic means, to facilitate shareholders of the Company ("**Shareholders**") to attend the AGM at either one option (either physically or virtually) at their preference.

Shareholders should take note of the following arrangements for the conduct of the AGM on 30 April 2025.

(a) **Attendance**:

Virtual Meeting	**Physical Meeting**
Pre-registration Proceedings of the AGM will be broadcasted through live audio-visual and audio-only feeds ("**Live Webcast**"). Shareholders who opt to attend the Virtual Meeting must pre-register online at the URL: https://conveneagm.sg/donagrointernationalagm2025 for verification purposes latest by 3:00 p.m. on 27 April 2025. Following verification, the Company will provide authenticated Shareholders and Proxyholders with a confirmation email by 28 April 2025 ("**Confirmation Email for Virtual Meeting**") via the e-mail address provided during pre-registration or as indicated in the Proxy Form to access the Live Webcast to: (i) Watch the live feed of the AGM proceedings via the login credentials created during pre-registration or login with their SingPass account; or (ii) Cast vote ("live") in real time for the resolutions to be tabled at the AGM via the login credentials created during pre-registration or via their SingPass account. Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above-mentioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.	Pre-registration The AGM will be held at 1 North Bridge Road, #13-06, High Street Centre, Singapore 179094. Shareholders who opt to attend the Physical Meeting must pre-register online at the URL: https://conveneagm.sg/donagrointernationalagm2025 for verification purposes latest by 3:00 p.m. on 27 April 2025. Due to limited number of attendees at the AGM venue, the Company reserves the right to select verified Shareholders for attendance at the AGM venue based on pre-registration by Shareholders who have indicated interest to attend the AGM physically. Authenticated Shareholders and Proxyholders who are successful in the pre-registration to attend the Physical Meeting will receive an email by 28 April 2025 ("**Confirmation Email for Physical Meeting**") via the e-mail address provided during pre-registration or as indicated in the Proxy Form. Authenticated Shareholders who are unsuccessful in the pre-registration to attend the Physical Meeting will receive Confirmation Email for Virtual Meeting by 28 April 2025 to attend the Virtual Meeting to access the Live Webcast to: (i) Watch the live feed of the AGM proceedings via the login credentials created during pre-registration or login with their SingPass account; or

Shareholders who have registered by 3:00 p.m. on 27 April 2025 but have not received the Confirmation Email for Virtual Meeting by 28 April 2025, please email to: vnovikov@donagroint.com. If you have any queries on the Live Webcast, please email to: vnovikov@donagroint.com.	(ii) Cast vote ("live") in real time for the resolutions to be tabled at the AGM via the login credentials created during pre-registration or via their SingPass account. Shareholders and Proxyholders must bring their own web-browser enabled device for voting at the Physical Meeting. Shareholders who have registered by 3:00 p.m. on 27 April 2025 but have not received the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting by 28 April 2025, please email to: vnovikov@donagroint.com. If you have any queries on the attendance at the AGM venue, please email to: vnovikov@donagroint.com.

(b) **Appointment of Proxies**

Duly completed Proxy Forms must be submitted in the following manner:

(i) if submitted by post, be deposited at the registered office of the Company's Share Registrar at:

Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

or

(ii) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.proxy@boardroomlimited.com,

in each case, not less than 72 hours before the time appointed for holding the AGM, i.e. no later than 3:00 p.m. on 27 April 2025.

A Shareholder who wishes to submit an instrument of proxy must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Shareholders are encouraged to submit completed Proxy Forms electronically via email.

A printed copy of the Proxy Form has been despatched to Shareholders together with this Notice of AGM, and also published on the SGXNet and the Company's corporate website at the URL: http://www.donagroint.com. In completing the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against or abstain from voting on the resolutions to be tabled at the AGM.

(c) **Questions Relating to the Agenda of the AGM**:

Shareholders can submit questions in advance of the AGM, ask questions at the Physical Meeting during the AGM or submit questions at the Virtual Meeting during the AGM. Shareholders are encouraged to submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM.

(i) Submitting questions in advance of the AGM

Shareholders can submit questions relating to the agenda of the AGM in advance of the AGM either via:

(A) electronic mail to: anazaryan@donagroint.com; or

(B) pre-registration website at the URL: https://conveneagm.sg/donagrointernationalagm2025.

All questions submitted in advance of the AGM via any of the above must be received by 3:00 p.m. on 22 April 2025.

Shareholders (including CPF Investors and SRS Investors) and, where applicable, appointed proxy(ies) who have pre-registered to the Virtual Meeting and Physical Meeting can also ask "live" during the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, by submitting text-based questions through typing their questions via the online platform hosting the audio-visual webcast and audio-only stream or in person at the AGM venue.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the AGM by 3:00 p.m. on 23 April 2025 and/or during the AGM proceedings. Such questions from Shareholders and responses from the Company will be published on the Company's corporate website and the website of the SGX-ST.

(ii) Submitting questions during the AGM

Virtual Meeting	**Physical Meeting**
Shareholders and Proxyholders who pre-registered and are verified to attend the Virtual Meeting will be able to ask questions relating to the agenda of the AGM during the AGM by submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.	Successfully authenticated Shareholders and Proxyholders attending the Physical Meeting will be able to ask questions relating to the agenda of the AGM in person at the AGM venue.

(iii) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

(d) **Voting**:

Live voting will be conducted during the AGM for Shareholders and Proxyholders attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxyholders to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting. For optimal experience, users should update their devices' operating system and browsers to the latest available versions.

Shareholders and Proxyholders will be required to log-in via the e-mail address (or unique QR code provided at the physical meeting) provided during pre-registration or as indicated in the Proxy Form.

(i) **Live Voting**: Shareholders and Proxyholders may cast their votes in real time for the resolutions to be tabled at the AGM via the login credentials created during pre-registration or via their SingPass account. Shareholders and Proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxyholders must bring a web-browser enabled device in order to cast their vote.

As specified in paragraph (e) below, CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's share should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

(ii) **Voting via appointing Chairman as Proxy**: As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman as proxy to vote on their behalf.

(e) **CPF/SRS Investors**: CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible if they wish to attend the AGM in person or if they wish to appoint the Chairman of the AGM to vote on their behalf. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e. by 3:00 p.m. on 18 April 2025), in order to allow sufficient time for their respective CPF Agent Bank/SRS Operator to in turn submit the Proxy Forms no later than the Proxy Deadline.

(f) **Access to documents or information relating to the AGM:**

All the documents (including the Annual Report 2024, the Proxy Form and the Notice of AGM) or information relating to the business of the AGM have been published and available for download or online viewing by the Shareholders at the Company's corporate website at the URL: http://www.donagroint.com and the SGX-ST's website at the URL: https://www.sgx.com/securities/company-announcements.

A printed copy of the Annual Report 2024 will not be mailed to the Shareholders.

For Shareholders who wish to receive a printed copy of the Annual Report 2024, please complete the Request Form and submit via email to the Company's Share Registrar at srs.requestform@boardroomlimited.com by 5:00 p.m. on 23 April 2025.

Notwithstanding the above, printed copies of the following documents will be despatched to Shareholders:

(i) Notice of AGM;

(ii) Proxy Form for the AGM; and

(iii) Request Form.

(g) **Filming and Photography**

When a Shareholder or Proxyholder attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her videos and/or photographs being taken for the purpose of publication on the Company's corporate website and publicity materials without further notification.

Notes:

1. A Shareholder being a Depositor whose name appears in the Depository Register wishes to attend and vote at the AGM, should complete the Proxy Form and deposit the duly completed Proxy Form in the manner set out under the section titled "IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE AGM".

   A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

2. A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.

3. A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act.

4. A proxy need not be a member of the Company.

5. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy 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. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member'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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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 discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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.

The member of the Company agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its breach of such warranty.

The member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes and retained for such period as may be necessary for the Company's verification and record purpose.