



## SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Company Registration Number: 200706801H)  
(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 12 December 2014 issued by Sino Grandness Food Industry Group Limited (the "**Circular**").

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Sino Grandness Food Industry Group Limited (the "**Company**") will be held at 6 Battery Road #10-01 Singapore 049909 on 30 December 2014 at 9.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution:

#### AS ORDINARY RESOLUTION

#### THE PROPOSED PLACEMENT OF THE PLACEMENT SHARES

That:

- (i) approval be and is hereby given, for the purpose of Rule 811(3) of the Listing Manual, for the Company to allot and issue to the Subscribers 86,000,000 Placement Shares at:
  - (a) S\$0.50 per Placement Share; or
  - (b) the volume weighted average price per Share traded on the SGX-ST on the last market day immediately preceding the date of Completion,whichever is the lower ("**Issue Price**") in accordance with the terms and conditions of the Subscription Agreements dated 1 October 2014 (as amended by the Supplemental Deeds dated 29 October 2014) between the Company and the Subscribers; and
- (ii) the Directors of the Company and each of them be and is hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including executing such documents as may be required) as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete the Proposed Placement and to give effect to this Ordinary Resolution.

#### BY ORDER OF THE BOARD

Huang Yupeng  
Chairman and Chief Executive Officer

Date : 12 December 2014

#### Notes:

- 1 A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- 2 The instrument appointing a proxy shall, in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under its common seal or signed by its attorney or a duly authorised officer on behalf of the corporation.
- 3 The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #02-00 Singapore 068898 not less than forty eight (48) hours before the time appointed for the meeting.