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KONDA 康大

CHINA KANGDA FOOD COMPANY LIMITED

中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Company Registration Number: 38299)

(Hong Kong Stock Code: 834)

(Singapore Stock Code: P74)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of the shareholders (the “**Shareholders**”) of China Kangda Food Company Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 12 January 2017 at Tanglin 2, 1st Level RELC International Hotel, 30 Orange Grove Road, Singapore 258352 for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary and special resolutions.

*Unless otherwise defined herein, all capitalised terms herein shall bear the same meanings as those used in the circular of the Company dated Monday, 19 December 2016 (the “**Circular**”).*

ORDINARY RESOLUTION – THE PROPOSED CONVERSION OF THE COMPANY’S LISTING STATUS FROM A PRIMARY LISTING TO A SECONDARY LISTING ON THE MAIN BOARD OF THE SGX-ST

That:

- (a) with effect from a date to be determined by the Directors, approval be and is hereby given for the conversion of the Company’s listing status from a primary listing to a secondary listing on the Main Board of the SGX-ST; and

- (b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he may consider expedient, necessary, appropriate or desirable to give effect to this resolution.

SPECIAL RESOLUTION – THE PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY IN CONNECTION WITH THE PROPOSED CONVERSION

That subject to and contingent upon the passing of the above-mentioned Ordinary Resolution:

- (c) the amended Bye-laws of the Company, as contained in Appendix 3 to the Circular (which incorporates the proposed amendments to the Bye-laws of the Company as contained in Appendix 2 to the Circular) and submitted to this SGM, be approved and adopted as the new Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company with effect from the date of completion of the Proposed Conversion; and
- (b) any Director and/or officer of the Company be and is/are hereby authorised to complete and do all such acts and things (including but not limited to executing or amending all such documents as may be required) as he may consider expedient, necessary, appropriate or desirable to give effect to this resolution.

By Order of the Board
China Kangda Food Company Limited
William Fong
Company Secretary

19 December 2016

Notes:

- (1) A member entitled to attend and vote at the meeting who is a holder of two or more shares may appoint not more than two proxies to attend and vote on his/her behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company.
- (2) A member who wishes to appoint a proxy should complete the attached Shareholder Proxy Form. Thereafter, the proxy form must be lodged at the office of the Company's branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 (for Singapore Shareholders), not less than forty-eight (48) hours before the time appointed for the meeting.
- (3) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the Shares shall be accepted to the exclusion of the votes of the other registered holders.
- (4) If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- (5) A Depositor (as defined in the SFA) whose name appears in the Depository Register of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorised officer or attorney and lodge the same at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 8 Robinson Road #03-00, ASO Building, Singapore 048544 not later than forty-eight (48) hours before the time appointed for the meeting.
- (6) The register of members of the Company will be closed from Wednesday, 11 January 2017 to Thursday, 12 January 2017, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the SGM, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 10 January 2017 (for Hong Kong Shareholders), or with the Company's share registrar in Singapore, B.A.C.S. Private Limited, at 8 Robinson Road, #03-00 ASO Building, Singapore 048544 for registration no later than 5:00 p.m., Tuesday, 10 January, 2017 (for Singapore Shareholders).

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM 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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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, "**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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

As at the date of this notice, the executive directors of the Company are Mr. An Fengjun (Chief Executive Officer) and Mr. Gao Yanxu; the non-executive directors of the Company are Mr. Gao Sishi (Chairman), Mr. Zhang Qi and Mr. Naoki Yamada; and the independent non-executive directors of the Company are Mr. Chong Soo Hoon, Sean, Mr. Lau Choon Hoong and Mr. Yu Chung Leung.