



NUTRYFARM INTERNATIONAL LIMITED

(Incorporated in Bermuda)

Company Registration Number: 32308

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of NUTRYFARM INTERNATIONAL LIMITED (the “Company”) will be held by way of electronic means on Thursday, 12 August 2021 at 10 a.m. (Singapore time) for the purpose of considering, and if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1 - PROPOSED DIVERSIFICATION OF THE BUSINESS OF THE COMPANY AND ITS SUBSIDIARIES (COLLECTIVELY, THE “GROUP”) TO INCLUDE THE NEW BUSINESS

That:

- (a) approval be and is hereby given for the Group to diversify its business and expand its core business to include fruit trading, including the principal activities of Global Agricapital Holdings Pte. Ltd. being that of (i) the wholesale, distribution and/or retail of fruits and vegetables (fresh, frozen, freeze-dried, canned, preserved and/or handled through any other means) as well as its related and/or derived products; and (ii) the production of fruits and vegetables as well as its related and/or derived products, including but not limited to, vegetables and/or fruit juices, juice concentrates, purees, compotes, jams, ciders, other fruit-derived or vegetable-derived products, and other fruit-flavoured or vegetable-flavoured products (the “New Business”) (the “Proposed Diversification”);
- (b) approval be and is hereby given to the Company and the Group to invest in, purchase or otherwise acquire or dispose of, from time to time, any such assets, investments and shares/interests in any entity that is in the New Business on such investment, purchase, acquisition or disposal on such terms and conditions as the Directors deem fit, and approval be and is hereby given to such Directors to take such steps and exercise such discretion and do all acts or things as they deem desirable, necessary or expedient or to give effect to any such investment, purchase, acquisition or disposal; and
- (c) approval be and is hereby given to the Directors and any one of them to enter into all such transactions, arrangements and agreements and approve, execute and deliver all documents and do all such acts and things as they or any one of them deem desirable, necessary or expedient to give effect to the approvals given in this Ordinary Resolution or the transactions contemplated by the Proposed Diversification as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

By Order of the Board

Cheng Meng
CEO

21 July 2021

Important notes:

1. **Pre-Registration:** The EGM is being convened, and will be held, by way of electronic means. Alternative arrangements relating to, among others, attendance, submission of questions in advance and or/voting by proxy at the EGM are set out in this notice of EGM. This notice of EGM may be accessed at the URL <https://www.sgx.com/securities/company-announcements>.

Members will not be able to attend the EGM physically. Members who wish to participate at the EGM may watch the EGM proceedings via a live audio-visual webcast or live audio-only stream ("Live Webcast"). To do so, members must pre-register their details including full name (as per CDP/Script-based records), identification number (e.g. NRIC/Passport Number/FIN), shareholding type(s) (e.g. CDP/Script-based), email address and contact number (to enable the Company and/or its agents and service providers to authenticate their status as member) on the Company's EGM pre-registration website at the URL <https://septusasia.com/nutryfarm-egm-registration> before 10 a.m. on Tuesday, 10 August 2021 ("Registration Deadline") for the Company to verify their status as members.

Verified members will receive an email by 5 p.m. on Wednesday, 11 August 2021 containing instructions to access the Live Webcast. Members must not forward the link or their log-in details to third persons who are not members or who are not entitled to attend the EGM proceedings.

Members who do not receive an email by 5 p.m. on Wednesday, 11 August 2021 but have registered before the Registration Deadline should contact the Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. by email at srs.teamc@boardroomlimited.com or call the general telephone number at +65 6536 5355 during office hours.

2. **Submission of Questions:** The Company will not be addressing any questions raised by the members during the EGM. Members who have any substantial and relevant questions in relation to any agenda item of this notice must submit their questions in writing to the Company in advance in the following manner:

- a) If submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
- b) If submitted electronically, be submitted via the Company's EGM pre-registration website at the URL <https://septusasia.com/nutryfarm-egm-registration>,

in either case, by the Registration Deadline, 10 August 2021, 10 a.m..

The Company will endeavour to upload the Company's responses to substantial and relevant questions from members on the SGXNet website before the closing date for the lodgement of the Proxy Form.

3. **Submission of Proxy Form:** Relevant Proxy Form(s) must be submitted to the Company in the following manner:

- a) If submitted by post, be lodged at the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
- b) If submitted electronically, be submitted via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com,

in either case, by the Registration Deadline, 10 August 2021, 10 a.m..

4. A Depositor who is not an individual can only be represented at the EGM if its nominee(s) is/are appointed as CDP's proxy(ies). To appoint its nominee(s) as proxy(ies) of CDP and to enable its nominee(s) to attend and vote at the EGM, such Depositor should complete, execute and deposit the Depositor Proxy Form in accordance with the instructions set out in paragraph 3 above and the applicable proxy form.
5. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its corporate representative at the EGM.
6. To be valid, the Shareholder Proxy Form or the Depositor Proxy Form, together with the power of attorney or other authority, if any, under which it is signed, or a notarised copy of such power or authority, must be posted to the office of Singapore Share Transfer Agent, Boardroom Corporate & Advisory Service Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623 or submitted electronically via email to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com by the Registration Deadline or not less than forty-eight (48) hours before any adjournment thereof. Detailed instructions can be found on the Shareholder Proxy Form and Depositor Proxy Form.
7. **Personal Data Privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.