
NOTICE OF EXTRAORDINARY GENERAL MEETING

KENCANA AGRI LIMITED

(Incorporated in Singapore)

(Company Registration No. 200717793E)

All capitalised terms in this Notice of EGM and defined in the circular dated 1 December 2015 (the "Circular") shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the "EGM") of Kencana Agri Limited (the "Company") will be held at Coleman Room, Level 1, Grand Park City Hall, 10 Coleman Street, Singapore 179809 on 17 December 2015 at 10.00 a.m. and at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolution:-

ORDINARY RESOLUTION: PROPOSED SHARE CONSOLIDATION

That with effect from the date to be determined by the directors of the Company ("Directors") and pursuant to the Articles of Association of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every four (4) existing issued ordinary shares (the "Shares") in the capital of the Company (the "Existing Shares") held by shareholders of the Company (the "Shareholders") as at a books closure date to be determined by the Directors (the "Books Closure Date") into one (1) consolidated ordinary share in the capital of the Company (the "Consolidated Shares") in the manner set out in the circular to the Shareholders ("Proposed Share Consolidation");
- (b) for the Directors to disregard any fraction of the Consolidated Shares which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above, and for all fractions of the Consolidated Shares to which the holders of the Existing Shares would otherwise be entitled to, to be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company, including aggregating and cancelling any such fractional entitlements in accordance with the Memorandum and Articles of the Company;
- (c) for the Directors to be authorised to fix the Books Closure Date and the date on which the Shares will trade on the Mainboard of the Singapore Exchange Securities Trading Limited ("SGX-ST") in board lots of 100 Consolidated Shares in their absolute discretion as they deem fit; and
- (d) for the Directors and each of them to be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this ordinary resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.

BY ORDER OF THE BOARD

Phillip Lim Lian Teng
Company Secretary

Singapore, 1 December 2015

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Notes:-

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one (1) or two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof at the Registered Office of the Company at 36 Armenian Street, #03-02, Singapore 179934 not less than 48 hours before the time for holding the EGM.

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 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 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (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.