
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in China Kangda Food Company Limited, you should at once hand this circular and the forms of proxy accompanying the Annual Report to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee immediately.

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KONDE 康大

CHINA KANGDA FOOD COMPANY LIMITED

中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 834)

(Singapore Stock Code: P74)

**PROPOSALS FOR RE-ELECTION OF DIRECTORS AND
GENERAL MANDATE TO ISSUE SHARES**

The notice convening the AGM of China Kangda Food Company Limited to be held at Tanglin2, 1st Level, RELC International Hotel, 30 Orange Grove Road Singapore 258352 on Wednesday, 30 April 2014 at 9:30 a.m. is set out on pages 111 to 113 of the Annual Report. Whether or not you are able to attend the AGM, you are requested to complete and return the forms of proxy accompanying the Annual Report in accordance with the instructions printed thereon to the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014 (for Hong Kong Shareholders), or to the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 (for Singapore Shareholders) as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

25 March 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter to Shareholders	5
APPENDIX I – Details of Directors Proposed to be Re-elected	10

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	:	the annual general meeting of the Company to be held at Tanglin2, 1st Level, RELC International Hotel, 30 Orange Grove Road Singapore 258352 Singapore on Wednesday, 30 April 2014 at 9:30 a.m., notice of which is set out in the Annual Report
“Annual Report”	:	the annual report of the Company for the financial year ended 31 December 2013
“Associated Company”	:	a company defined as an “associated company” in the Listing Manual
“Board”	:	the board of Directors
“Bye-Laws”	:	the bye-laws of the Company adopted on 30 October 2008, as amended or modified from time to time
“CDP”	:	the Central Depository (Pte) Limited
“CEO”	:	the chief executive officer of the Company
“Company”	:	China Kangda Food Company Limited, a company incorporated in Bermuda, the Shares of which are listed on the Main Board of the SGX-ST and the SEHK
“Director(s)”	:	the director(s) of the Company for the time being
“Group”	:	the Company, its subsidiaries, and its Associated Companies
“Hong Kong”	:	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Listing Rules”	:	the Rules Governing the Listing of Securities on SEHK
“Issue Mandate”	:	the proposed general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to allot and issue Shares subject to and in accordance with the terms of the mandate

DEFINITIONS

“KD Trading Company”	:	Qingdao Kangda Foreign Trade Group Co., Ltd. (青島康大外貿集團有限公司) (formerly known as Qingdao City Jiao Nan Kangda Trading Company Limited (青島市膠南康大外貿有限公司)), a company established in the PRC on 1 January 2000
“Latest Practicable Date”	:	25 March 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Manual”	:	the listing manual of the SGX-ST, including any amendments made thereto up to the date of this circular
“PRC”	:	the People’s Republic of China
“Securities Accounts”	:	securities accounts maintained by Depositors with CDP, but not including securities accounts maintained with a Depository Agent
“SEHK”	:	The Stock Exchange of Hong Kong Limited
“SFO”	:	The Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share(s)”	:	ordinary share(s) with nominal value of HK\$0.25 each in the share capital of the Company
“Shareholder(s)”	:	the registered holder(s) for the time being of Shares. Where the registered holder is the CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, refer to the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
“Singapore Companies Act”	:	the Companies Act (Chapter 50 of Singapore), as amended or modified from time to time
“Singapore Listing Rules”	:	the listing rules of the SGX-ST as set out in the Listing Manual

DEFINITIONS

“HK\$”	:	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	:	Renminbi, the lawful currency of PRC
“S\$”	:	Singapore dollar(s), the lawful currency of the Republic of Singapore
“%” or “per cent.”	:	per centum or percentage

DEFINITIONS

The expressions “**Depositor(s)**”, “**Depository Register**” and “**Depository Agent**” shall have the respective meanings ascribed to them in Section 130A of the Singapore Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and the neuter genders and vice versa. Words importing persons shall include corporations.

The headings in this circular are inserted for convenience only and shall be ignored in construing this circular.

Any reference in this circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Singapore Companies Act, the Singapore Listing Rules, the Hong Kong Listing Rules, the SFO, or any modification thereof and used in this circular shall, where applicable, have the meaning assigned to it under the Singapore Companies Act, the Singapore Listing Rules, the Hong Kong Listing Rules, the SFO or any modification thereof, as the case may be.

Any reference to a time of day in this circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancy with the tables in this circular between the listed amounts and the totals thereof is due to rounding.

Unless otherwise stated, the following exchange rate has been used in this circular:

S\$1 : RMB5.00

The exchange rate as set out above are used for illustration purpose only and should not be construed as a representation that the relevant amounts have been or could be converted at the rate above or at any other rate.

LETTER TO SHAREHOLDERS

KONDE 康大

CHINA KANGDA FOOD COMPANY LIMITED

中國康大食品有限公司

(Incorporated in Bermuda with limited liability)

(Hong Kong Stock Code: 834)

(Singapore Stock Code: P74)

Directors:

Gao Sishi, *Non-executive Chairman and*

Non-executive Director

An Fengjun, *CEO and Executive Director*

Gao Yanxu, *Executive Director*

Zhang Qi, *Non-executive Director*

Naoki Yamada, *Non-executive Director*

Lau Choon Hoong, *Independent non-executive Director*

He Dingding, *Independent non-executive Director*

Yu Chung Leung, *Independent non-executive Director*

Registered Office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

Principal office in Hong Kong:

Room 4215, Office Tower,

Convention Plaza,

No. 1 Harbour Road,

Wanchai,

Hong Kong

25 March 2014

To: *The Shareholders*

Dear Sirs/Madams,

PROPOSALS FOR RE-ELECTION OF DIRECTORS AND GENERAL MANDATE TO ISSUE SHARES

1 INTRODUCTION

- 1.1 The Singapore Listing Rules and the Hong Kong Listing Rules contain provisions to regulate, inter alia, issue of securities by companies with primary listings on the SGX-ST and the SEHK respectively. The purpose of this circular is to provide you with the information on ordinary resolution no. 8 to be proposed at the AGM to grant the Directors the Issue Mandate, subject to the Singapore Listing Rules, the Hong Kong Listing Rules and all applicable laws and regulations.
- 1.2 This circular also serves to provide you with information of the resolutions to be proposed at the AGM for the approval of re-election of the retiring Directors.

LETTER TO SHAREHOLDERS

2 RE-ELECTION OF RETIRING DIRECTORS

- 2.1 In accordance with Bye-Law 86(1) of the Bye-Laws, Mr. Gao Sishi and Mr. Gao Yanxu and in accordance with Bye-Law 85(6) Mr. An Fengjun shall retire at the AGM and, being eligible, offer themselves for re-election at the AGM. The information required to be disclosed under the Hong Kong Listing Rules in relation to the retiring Directors proposed for re-election are set out in Appendix I to this circular.

3 GENERAL MANDATE TO ISSUE SHARES

- 3.1 An ordinary resolution as set out in ordinary resolution no. 8 in the notice of the AGM (which is set out in the Annual Report) will be proposed at the AGM to seek the approval of the Shareholders to grant the Directors the Issue Mandate to allot and issue Shares whether by way of rights, bonus or otherwise, and/or 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 into Shares, at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to the resolution) does not exceed 50% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company at the time of the passing of this resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all the Shareholders shall not exceed 20% of the total number of issued Shares (excluding treasury shares) in the capital of the Company.
- 3.2 Unless revoked or varied by the Company in a general meeting, the Issue Mandate shall continue in force (i) until the conclusion of the Company’s next annual general meeting, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier; or (ii) in the case of Shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to ordinary resolution no. 8, until the issuance of such Shares in accordance with the terms of such convertible securities.

LETTER TO SHAREHOLDERS

- 3.3 As at the Latest Practicable Date, the number of Shares in issue was 432,948,000. Accordingly, the exercise of the Issue Mandate in full (other than on a pro rata basis) would enable the Company to issue a maximum of 86,589,600 new Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution). The grant of the Issue Mandate will provide flexibility to the Directors to issue Shares when it is in the interest of the Company.

With respect to the Issue Mandate, the Directors, as at the date hereof, wish to state that they have no immediate plans to issue any new Shares of the Company pursuant to the Issue Mandate.

- 3.4 Notwithstanding the grant of the Issue Mandate, the Company shall from time to time comply with the relevant requirements in relation to issuance of securities under the Hong Kong Listing Rules, in particular Rules 7.19(6) and 13.36(5) thereof, and under the Singapore Listing Rules.**

4 AGM AND PROXY

- 4.1 A notice convening the AGM is set out in pages 111 to 113 of the Annual Report. At the AGM, ordinary resolutions will be proposed to approve, among other things, the proposed re-election of the retiring Directors and the grant of the Issue Mandate. Pursuant to the Hong Kong Listing Rules, the voting on the proposed ordinary resolutions at the AGM will be taken by way of poll.
- 4.2 A form of proxy for use at the AGM is also enclosed with the Annual Report. Such form is also published on the designated website of the SEHK (www.hkexnews.hk) and the website of the Company (www.kangdafood.com). Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014 (for Hong Kong Shareholders), or to the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 (for Singapore Shareholders) as soon as possible and in any event not less than 48 hours before the time of the AGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the AGM should you so desire.

LETTER TO SHAREHOLDERS

4.3 Depositors who wish to attend and vote at the AGM, and whose names are shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the AGM supplied by CDP to the Company, may attend as CDP's proxies. Such Depositors who are individuals and who wish to attend the AGM in person need not take any further action and can attend and vote at the AGM without the lodgement of any proxy form. Such Depositors who are unable to attend personally and wish to appoint nominees to attend and vote on their behalf, and such Depositors who are not individuals, will find enclosed with the Annual Report a Depositor Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and in any event, so as to reach the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758, not later than 48 hours before the time fixed for the AGM or any adjournment thereof. The completion and return of a Depositor Proxy Form by a Depositor who is an individual does not preclude him from attending and voting in person at the AGM in place of his nominee if he finds he is able to do so.

5 CLOSURE OF REGISTER OF MEMBERS

5.1 The register of members of the Company will be closed from Tuesday, 23 April 2013 to Tuesday, 30 April 2013, 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 AGM, all Share transfers, accompanied by the relevant Share certificates, must be lodged with the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) (for Hong Kong Shareholders) no later than 4:00 p.m. on Monday, 22 April 2013, or with the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 (for Singapore Shareholders) no later than 5:00 p.m. on Monday, 22 April 2013.

6 RECOMMENDATIONS

Save for each retiring Director who does not make any recommendations in respect of his own re-election:

- 6.1 the Board is pleased to recommend the retiring Directors, details of whom are set out in Appendix I to this circular, for re-election at the AGM; and
- 6.2 the Board considers that the proposals for re-election of the retiring Directors and the Issue Mandate are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the AGM.

LETTER TO SHAREHOLDERS

7 RESPONSIBILITY STATEMENT

- 7.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this circular constitutes full and true disclosure of all material facts about the proposed re-election of the retiring Directors and the Issue Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement herein or this circular misleading. Where information in the circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the circular in its proper form and context.
- 7.2 SGX-ST assumes no responsibility for the correctness of any of the statements made or opinions in this circular.
- 7.3 Shareholders who are in doubt as to the action they should take, should consult their stockbrokers or other professional advisers immediately.

8 INSPECTION OF DOCUMENTS

- 8.1 Copies of the following documents may be inspected at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong (which address will be changed to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), and the Company's Singapore Share Transfer Agent, B.A.C.S Private Limited at 63 Cantonment Road, Singapore 089758, during normal business hours from the date of this circular to the date of the AGM:
- (i) the Bye-Laws; and
 - (ii) the Annual Report.

9 GENERAL INFORMATION

- 9.1 Your attention is drawn to the additional information set out in Appendix I to this circular.

Yours faithfully,
For and on behalf of the Board of
CHINA KANGDA FOOD COMPANY LIMITED
Gao Sishi
Non-Executive Chairman

The biographical details of the retiring Directors proposed to be re-elected at the AGM are as follows:

1. Gao Sishi

Gao Sishi (高思詩), aged 56, is a non-executive chairman and non-executive Director. He was appointed as a Director on 12 May 2006 and was last re-elected on 29 April 2011. Mr. Gao has more than 20 years of experience in the food export and production industry. He is the founder and currently the chairman and general manager of KD Trading Company, comprising a group of companies engaging in various business activities in the PRC such as property development, transport, animal feeds production and import and export business. As at the Latest Practicable Date, Mr. Gao held 40% of the equity interest in KD Trading Company.

During the period from March 1995 to December 1999, Mr. Gao worked as the chairman and general manager of KD Trading Company. From January 1992 to March 1995, Mr. Gao was the general manager of Qingdao Jiaonan City Import and Export Company (青島市膠南進出口公司). Mr. Gao was the vice factory head of Jiao Nan City Foreign Trading Cold Storage Factory (膠南市外貿冷藏廠) from July 1989 to December 1991, and was the vice factory head of Qingdao Jiao Nan Import and Export Company Integrated Processing Factory (青島市膠南進出口公司綜合加工廠) from September 1985 to June 1989. In addition, Mr. Gao served the Qingdao Private Enterprises Committee (青島市民營企業協會) as vice president and is the founder of the Jiaonan City General Charity Committee (膠南市慈善總會). Mr. Gao completed the degree course of Master of Business Administration at the graduate school of Renmin University of China (中國人民大學研究生院) in March 2004. He is the uncle of Mr. Gao Yanxu, an executive Director of the Company.

As at the Latest Practicable Date, Mr. Gao is interested and deemed to be interested in an aggregate of 166,740,000 Shares, representing approximately 38.5% of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Mr. Gao has signed an appointment letter with the Company commenced from 26 August 2013 to 25 August 2014, which may be terminated by not less than one month's notice in writing served by either party to the other or in accordance with the terms of the appointment letter. As a Director, he is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Gao is not entitled to any director's fee under the appointment letter. All the expenses properly and reasonably incurred by him in discharging his duties to the Company as a Director shall be borne by the Company.

Save as disclosed herein, Mr. Gao has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. Gao does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. Gao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

2. Gao Yanxu

Gao Yanxu (高岩緒), aged 48, is an executive Director. He was appointed as a Director on 10 May 2006 and was last re-elected on 29 April 2011. He was appointed as the acting chief executive officer (“CEO”) of the Company on 22 May 2013 and relinquished as the acting CEO on 11 March 2014. Mr. Gao has more than 10 years of experience in the food production industry.

From 1996 to 1999, Mr. Gao worked as the manager of Qingdao City Jiaonan Kangda Feed Co., Ltd. (“KD Feed Company”). He then worked in Shandong Province Qingdao Kanghong Poultry & Egg Co., Ltd. (山東省青島康宏肉食蛋品有限公司) in 1999 as a manager. On 1 January 2001, Mr. Gao founded KD Trading Company with Mr. Gao Sishi, Mr. An Fengjun, Mr. Zhang Qi and other independent third parties. As at the Latest Practicable Date, Mr. Gao held 5.3% of the equity interest in KD Trading Company. Mr. Gao obtained a Bachelor’s Degree in Business and Economic Management from Renmin University of China (中國人民大學) in June 1997. On 28 February 2000, he completed the course of Master’s degree in Management in Business Administration in the graduate school of Renmin University of China (中國人民大學研究生院).

Mr. Gao has entered into a service agreement with the Company appointing him as an executive Director commenced from 26 August 2013 to 25 August 2014, which may be terminated by not less than one month’s notice in writing served by either party to the other or in accordance with the terms of the service agreement. He is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. Gao is entitled to a director’s fee of RMB72,000 per annum. All the expenses properly and reasonably incurred by him in discharging his duties to the Company shall be borne by the Company.

As at the Latest Practicable Date, Mr. Gao is interested and deemed to be interested in an aggregate of 14,310,000 Shares, representing approximately 3.3% of the existing issued share capital of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Gao has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. Gao does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. Gao that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.

3. An Fengjun

An Fengjun (安豐軍), aged 41, is the Group's CEO and an executive Director. He was appointed as a Director on 11 March 2014. He has more than 10 years of experience in the food production industry and is primarily responsible for food production and business operation of the Group.

Mr. An joined Kangda Foods in July 1993, and was initially responsible for finance matters. In April 1996, he worked in KD Feed Company as both finance manager and an assistant to manager. He was a Finance Manager of KD Trading Company from 1999 to 2001 and became its Vice General Manager and Sales Manager of Qingdao Kangda Property Development Co., Ltd. in 2002. Mr. An held the position as an executive Director of the Company from 25 August 2006 to 28 November 2012. After his resignation, Mr. An worked as a general manager of Qingdao Liyumen Catering Co. Ltd. (青島鯉魚門餐飲有限公司), one of the subsidiaries of the KD Trading Company. As at the Latest Practicable Date, Mr. An held 1.3% of the equity interest in KD Trading Company.

Mr. An graduated from Jiaonan City Middle Special Vocational School (膠南市職業中等專業學校) majored in Accounting in June 1993. He also completed a post-graduate course in business management in Tianjin University (天津大學) in August 2005.

Mr. An has entered into a service agreement with the Company appointing him as an executive Director commenced from 11 March 2014 to 10 March 2017, which may be terminated by not less than one month's notice in writing served by either party to the other or in accordance with the terms of the service agreement. He is subject to retirement by rotation at least once every three years in accordance with the Bye-Laws. Mr. An is entitled to a director's fee of RMB400,000 per annum. All the expenses properly and reasonably incurred by him in discharging his duties to the Company shall be borne by the Company.

As at the Latest Practicable Date, Mr. An did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. An has not held directorships in any other listed public companies in the last three years and has not held any other position with the Company and other members of the Group. Mr. An does not have any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined in the Hong Kong Listing Rules) of the Company.

Save as aforesaid, there is no information in relation to Mr. An that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Hong Kong Listing Rules or any other matter that needs to be brought to the attention of the Shareholders in relation to his re-election.