



The Shareholders of Don Agro International Limited (the "**Company**") should consider the following proposed resolutions to be tabled at the upcoming Company's Annual General Meeting ("**AGM**") for the financial year ended 31 December 2019 when reading the Annual Report. Shareholders should note that the proposed resolutions set out below are indicative only and the final form of the resolutions will be included in the notice of AGM and proxy form to be issued at a later date when the AGM date is finalized. Shareholders should note that the proposed resolutions below may be subject to change due to unforeseen circumstances.

The Notice of AGM and Proxy Form will be sent to Shareholders at a later date separately.

As Ordinary Business

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019, together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect Mr Edwin Tham Soong Meng, retiring by rotation under regulation 94 of the Company's Constitution. **(Resolution 2)**
3. To re-elect Mr Tan Han Beng, retiring by rotation under regulation 94 of the Company's Constitution. **(Resolution 3)**
4. To approve Directors' fees of S\$180,000 for the financial year ending 31 December 2020, payable by the Company in arrears not later than 31 December 2020. **(Resolution 4)**
5. To declare a final tax exempt one-tier dividend of 0.693406 Singapore cents per ordinary share for the financial year ended 31 December 2019. **(Resolution 5)**
6. To re-appoint KPMG LLP as auditors of the Company for the financial year ending 31 December 2020 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**
7. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

As Special Business

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:

8. Authority to allot and issue shares

"THAT, pursuant to section 161 of the Companies Act, Chapter 50 ("**Companies Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- (a)
 - (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or
 - (ii) 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 or exchangeable into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation and adjustments as may be prescribed by SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares.

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all legal requirements under the Companies Act and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is the earlier."

(See Explanatory Notes)

(Resolution 7)

9. Authority to grant options and issue Shares under the Don Agro Employee Share Option Scheme

"THAT pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options, and to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the Don Agro Employee Share Option Scheme ("ESOS") provided always that the aggregate number of Shares in respect of which such options may be granted and which may be issued pursuant to the ESOS, when added to the aggregate number of Shares issued and issuable pursuant to all other share schemes of the Company, shall not exceed fifteen per cent. (15%) of the issued share capital of the Company from time to time, and in this resolution, "subsidiary holdings" has the same meaning ascribed to it in the Catalist Rules."

(See Explanatory Notes)

(Resolution 8)

Explanatory Notes:

Proposed Ordinary Resolution 2

If re-elected, Mr Edwin Tham Soong Meng will remain as member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company and will also remain as Chairman of the Remuneration Committee of the Company. He is considered an independent director pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

Proposed Ordinary Resolution 3

If re-elected, Mr Tan Han Beng will remain as member of the Audit Committee, the Nominating Committee and the Remuneration Committee of the Company and will also remain as the Chairman of the Audit Committee of the Company. He is considered an independent director pursuant to Rule 704(7) of the Catalist Rules of the SGX-ST.

Proposed Ordinary Resolution 7

The proposed Ordinary Resolution 7, if passed, will empower the Directors, from the date of the Annual General Meeting until the next Annual General Meeting of the Company, to issue Shares and/or Instruments up to an aggregate number not exceeding 100% of the total number of issued Shares excluding treasury shares and subsidiary holdings if any, with a sub-limit of 50% for Shares other than on a pro rata basis to shareholders.

Proposed Ordinary Resolution 8

The proposed Ordinary Resolution 8, if passed, will empower the Directors of the Company, to grant options and to allot and issue Shares upon the exercise of such options in accordance with the ESOS.