



KENCANA AGRI LIMITED

Registration No: 200717793E
(Incorporated in the Republic of Singapore)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN That the 2022 Annual General Meeting of the Company will be held by way of electronic means on 29 April 2022 at 2.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2021 together with the Auditors' Report thereon. **Resolution 1**
2. To re-elect the following director retiring pursuant to the Company's Constitution:
Ms Ratna Maknawi (Article 91) **Resolution 2**
3. To re-elect the following director retiring pursuant to the Company's Constitution:
Mr Darwin Indigo (Article 91) **Resolution 3**
4. To approve the Directors' fees of SGD207,900 for the year ended 31 December 2021. **Resolution 4**
5. To re-appoint RSM Chio Lim LLP as the Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

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

6. **Proposed Share Issue Mandate** **Resolution 6**

"That pursuant to Section 161 of the Companies Act, Cap 1967 and the listing rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorized and empowered to:

- (a) (i) allot and issue shares in 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) options, warrants, debentures or other instruments convertible 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 Instrument made or granted by the Directors of the Company while this Resolution was in force,

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provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) 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 and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) 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);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company 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 exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the listing rules of the SGX-ST; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

and, in sub-paragraph (1) above and this sub-paragraph (2), “**subsidiary holdings**” has the meaning given to it in the listing rules of the SGX-ST;

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 listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority 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 whichever is earlier.”

[See Explanatory Note (i)]

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7. To transact any other business which may be properly transacted at an Annual General Meeting.

Explanatory Notes :

- (i) The proposed Resolution 6 above, if passed, will empower the Directors of the Company, effective 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 a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

By Order Of the Board

LEE YING YING
Company Secretary

Date: 6 April 2022

Notes :

- (a) A shareholder of the Company (including a relevant intermediary*) entitled to vote at the Annual General Meeting (the "AGM") must appoint the Chairman of the AGM to act as proxy and direct the vote at the AGM.
- (b) The instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
- (c) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
- (d) In the case of joint shareholders, all holders must sign the form of proxy.

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IMPORTANT NOTICE TO SHAREHOLDERS ON ALTERNATIVE ARRANGEMENTS FOR THE AGM

In view of the measures in place due to the COVID-19 pandemic, the Company will conduct its AGM by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of AGM (“**Notice of AGM**”), the Proxy Form and the Appendix will not be sent to Shareholders. Instead, the documents will be made available to Shareholders via the Company’s corporate website (<http://www.kencanaagri.com>) and on the SGX website (<https://www.sgx.com/securities/company-announcements>).

Alternative arrangements relating to, among others, attendance at the AGM by way of electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of the AGM, addressing of substantial and relevant questions prior to, or at the AGM and/ or voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below.

Shareholders (including relevant intermediaries*) will not be able to attend the AGM in person. A Shareholder (whether individual or corporate) must appoint the Chairman of the AGM as proxy to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise voting rights at the AGM.

* Pursuant to Section 181 of the Companies Act, any Shareholder who is a relevant intermediary is required to appoint the Chairman of the AGM to attend and vote at the AGM. A relevant intermediary is:

- i. a banking corporation licensed under the Banking Act 1970 (Singapore) or its wholly-owned subsidiary that provides nominee services and holds shares in that capacity;
- ii. a capital market services license holder that provides custodial services for securities under the Securities and Futures Act 2001 (Singapore) and holds securities in that capacity; or
- iii. the Central Provident Fund (“**CPF**”) Board established by the Central Provident Fund Act 1953 (Singapore), in respect of shares purchased on behalf of CPF Investors.

Shareholders may participate at the AGM by following the steps below.

1. **Registration for Live Webcast**

A Shareholder will be able to follow the proceedings of the AGM through a live audio-visual webcast or live audio-only stream (collectively, “**Live Webcast**”) via mobile phone, tablet, computer and other electronic devices.

In order to do so, Shareholders, including the CPF/ SRS Investors, who wish to attend the Live Webcast must pre-register no later than 2.30 p.m. on 27 April 2022 (the “**Live Webcast Registration Deadline**”), at the following URL <http://KAL.avail easemgdwebinar.com/>, for authentication of status as a Shareholder.

Shareholders who have been authenticated will receive email instructions to access the Live Webcast of the proceedings of the AGM by 2.30 p.m. on 28 April 2022. Shareholders who have registered by the Live Webcast Registration Deadline but did not receive email instructions by 2.30 p.m. on 28 April 2022 may contact the Company by email at AGM.TeamE@boardroomlimited.com for assistance.

Shareholders must not forward the email instructions or other correspondence with the Company or the Company’s representatives to persons who are not Shareholders and/or not entitled to attend the AGM to, inter alia, avoid technical disruptions and/or overload of the Live Webcast.

Investors other than CPF/ SRS Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act and wish to participate in the AGM should approach their respective agents as soon as possible so that the necessary arrangements can be made by the agents for participation in the Live Webcast.

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2. Shareholders' Queries

Shareholders will not be able to speak or ask questions during the Live Webcast. Shareholders may ask questions relating to the resolutions to be tabled for approval at the AGM by submitting questions in advance of the AGM.

Submission of questions

All questions must be submitted no later than 2.30 p.m. on 14 April 2022 to the Company ("**Questions Deadline**"):

- (1) via the pre-registration website at the following URL <http://KAL.availeasemgdwebinar.com/>;
- (2) via post, at the office of the Share Registrar of the Company, at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (opening hours: 9am to 5.30pm, Mondays to Fridays (excluding public holidays)); or
- (3) via email to AGM.TeamE@boardroomlimited.com.

For verification purposes, when submitting any questions via the pre-registration website, post or email, Shareholders must provide the Company with the following particulars: full name (for individuals)/ company name (for corporates), email address, contact number, NRIC/ passport number/ company registration number, shareholding type and number of shares held.

The Company will endeavour to address the substantial and relevant queries from Shareholders no later than 72 hours prior to the closing date and time for the lodgment of the proxy forms and publish the Company's responses on the SGX website. The minutes of the AGM, will also be published on the SGX website, within one (1) month from the conclusion of the AGM.

3. Proxy Voting

If a Shareholder (whether individual or corporate) wishes to exercise voting rights at the AGM, such Shareholder must appoint the Chairman of the AGM as proxy to attend, speak and vote on his/her/its behalf at the AGM. The Proxy Form has been uploaded together with this Appendix on the SGX website.

Shareholders (whether individual or corporate) appointing the Chairman of the AGM as proxy must give specific instructions as to the manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.

The Proxy Form, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

- (1) if submitted by post, be lodged at the office of the Share Registrar of the Company, at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (opening hours: 9am to 5.30pm, Mondays to Fridays (excluding public holidays)); or
- (2) if submitted by email, be sent to AGM.TeamE@boardroomlimited.com,

in either case, not less than 48 hours before the time appointed for holding the AGM and any adjournment thereof.

A Shareholder who wishes to submit an instrument of proxy must download the Proxy Form, which is available on the SGX website at the following URL <https://www.sgx.com/securities/company-announcements>, complete and sign the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above. In view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

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Investors who hold shares through relevant intermediaries as defined in Section 181(1C) of the Companies Act, including CPF and SRS Investors, and wish to appoint the Chairman of the AGM as proxy, should approach their agents to submit their votes at least seven (7) working days before the AGM (i.e. by 2.30 p.m. on 19 April 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cutoff date.

The Company shall be entitled to reject the instrument appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the AGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by the CDP as at 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to appoint the Chairman of the AGM as proxy.

IMPORTANT NOTICE: Due to the evolving COVID-19 situation in Singapore, the Company may change the AGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the AGM via the SGX website. Shareholders are advised to check the SGX website regularly for updates on the AGM.

Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the AGM as proxy to attend and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via Live Webcast, or (c) submitting any question prior to the AGM in accordance with this Notice, a Shareholder consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of Proxy Forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to Shareholders (or their corporate representatives in the case of Shareholders which are legal entities) to the Live Webcast to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the AGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.