



# SINO GRANDNESS FOOD INDUSTRY GROUP LIMITED

(Company Registration Number: 200706801H)  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 24 May 2017 issued by Sino Grandness Food Industry Group Limited (the "**Circular**").

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Sino Grandness Food Industry Group Limited (the "**Company**") will be held at Room 333, Level 3 Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Thursday, 8 June 2017 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolution:

### AS ORDINARY RESOLUTION

**THE PROPOSED ISSUANCE OF THE NEW SHARES AT THE ADJUSTED MAXIMUM CONVERSION PRICE OF S\$0.444 PURSUANT TO THE CONVERSION OPTION IN ACCORDANCE WITH THE CONVERTIBLE LOAN AGREEMENT BETWEEN SOLEADO HOLDINGS PTE. LTD. AND THE COMPANY WHICH CONSTITUTES AN INTERESTED PERSON TRANSACTION**

IT IS RESOLVED THAT:

- (A) approval be and is hereby given, for the purpose of Rule 803, Rule 804, Rule 811(3), Rule 811(4), Rule 812 and Rule 906(1)(a) of the Listing Manual, for the Company to allot and issue to Soleado and/or its nominee up to 72,727,272 New Shares priced at S\$0.444 (Singapore Cents Forty Four point Four) per New Share or at the 20% discount to the volume weighted average price ("**VWAP**") per Share traded on the SGX-ST during the last 60 market days immediately preceding the date of the Conversion Notice, whichever is the lower (the "**Conversion Price**") in accordance with the terms and conditions of the Loan Agreement dated 13 April 2016 between the Company and Soleado; and
- (B) the Directors of the Company and each of them be and is hereby authorised to implement, execute, perfect or give effect to complete and do all such acts and things (including but not limited to executing such documents as may be required, entering into supplemental or amendment agreements or instruments, or varying or supplementing the terms of the Proposed Transactions) as they or he may in their/his absolute discretion consider necessary, desirable or expedient in the interests of the Company to complete and perform the Proposed Transactions and to give effect to this Ordinary Resolution.

### **BY ORDER OF THE BOARD**

Huang Yupeng  
Chairman and Chief Executive Officer

Date: 24 May 2017

### **Notes:**

- (a) A member of the Company who is entitled to attend and vote at the Extraordinary General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

(b) A member of the Company who is entitled to attend and vote at the Extraordinary General Meeting who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02 Singapore 068898 not less than forty eight (48) hours before the time appointed for the meeting.
- A Depositor will not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depositor Register as at 72 hours before the EGM.