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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of China Kangda Food Company Limited (the “**Company**”) will be held at RELC International Hotel, Tanglin 2, Level 1, 30 Orange Grove Road, Singapore 258352 on 30 April 2015 at 10:00 a.m. or immediately after the conclusion of the annual general meeting of the Company to be held at 9:30 a.m. on the same day and at the same place, for the following purposes of considering and, if thought fit, passing the following resolutions:–

ORDINARY RESOLUTION

“**THAT:**

- (i) the execution of the framework agreement dated 27 January 2015 (the “**Framework Agreement**”) (a copy of which is tabled at the SGM marked “A” and signed by the Chairman of the meeting for identification purpose) by the Company (together with its subsidiaries, the “**Group**”) with Zensho Holdings Co., Ltd, (“**Zensho**”, together with its subsidiaries and its associates, the “**Zensho Group**”) in relation to the sale and purchase of the food products produced by the Company and the transactions contemplated under it including, without limitation, the specific sale and purchase agreements and/or the purchase confirmations to be entered into by the relevant member(s) of the Group and the relevant member(s) of the Zensho Group from time to time during the term commenced from 1 January 2015 and ending on 31 December 2017 and the transactions contemplated under it, be and are hereby approved, confirmed and ratified;

- (ii) the proposed annual caps as set out in the circular of the Company dated 25 March 2015, being the expected total purchase prices payable by the Zensho Group to the Group pursuant to the Framework Agreement for the period commenced from 1 January 2015 and ending on 31 December 2017, be and are hereby approved and confirmed; and
- (iii) any director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and, where necessary, to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable (including executing and entering to the sale and purchase agreements/purchase confirmations) for the purposes of or in connection with the implementation of the Framework Agreement and the transactions contemplated under it.”

By Order of the Board
CHINA KANGDA FOOD COMPANY LIMITED
AN FENGJUN
Executive Director and CEO

Qingdao, PRC 25 March 2015

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint not more than two proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

2. A form of proxy for use at the SGM is enclosed herewith. Whether or not you are able to attend the SGM, you are requested to complete and return the forms of proxy, together with a power of attorney of other authority, if any, in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for Hong Kong Shareholders), or if you are a Depositor (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) wishing to appoint a proxy/proxies to attend the SGM, then you must complete and deposit the Depositor Proxy Form at 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 at least forty-eight (48) hours before the time of the SGM or any adjournment thereof. Completion and return of the forms of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.
3. A Shareholder being a Depositor whose name appears in the Depository Register (as defined in Section 130A of the Companies Act, Cap. 50 of Singapore) who is unable to attend personally is entitled to appoint a proxy to attend and vote in his/her stead, or if such Depositor is a corporation, should complete the depositor proxy form under seal of the hand of its duly authorized officer or attorney and lodge the same at the office of the Singapore Share Transfer Agent, B.A.C.S Private Limited, at 63 Cantonment Road, Singapore 089758, at least forty-eight (48) hours before the time of the SGM.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting 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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (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"), (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, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

5. All the resolutions are to be voted by way of poll.

As at the date of this notice, the executive director of the Company is Mr. An Fengjun (Chief Executive Officer) and Mr. Gao Yanxu; the non-executive directors of the Company are Mr. Gao Sishi (Chairman), Mr. Zhang Qi and Mr. Naoki Yamada; and the independent non-executive directors of the Company are Mr. He Dingding, Mr. Lau Choon Hoong and Mr. Yu Chung Leung.