

GOLDEN AGRI-RESOURCES LTD

(Incorporated in the Republic of Mauritius)

(Company No. 17099/2833)

NOTICE OF SPECIAL MEETING

NOTICE IS HEREBY GIVEN that a Special Meeting (the “SM”) of Golden Agri-Resources Ltd (the “Company”) will be held on Tuesday, 25 April 2017 at PARKROYAL on Beach Road, Grand Ballroom, Level 1, 7500 Beach Road, Singapore 199591 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual meeting of the Company to be held at 9.00 a.m. on the same day and at the same place, whichever is earlier) for the purpose of considering and, if thought fit, passing with or without any modifications, the following special resolution:

Unless otherwise defined herein, all capitalised terms used in this Notice of SM shall have the same meanings as those defined or construed in the circular dated 31 March 2017 (the “Circular”) issued by the Company to the Shareholders.

SPECIAL RESOLUTION – PROPOSED AMENDMENTS TO CONSTITUTION

That:

- (a) the articles contained in the Constitution be and are hereby amended in the manner and to the extent set out in Appendix 1 to the Circular, and the amended Constitution be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution of the Company; and
- (b) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this special resolution.

By Order of the Board

Rafael Buhay Concepcion, Jr.

Director

Singapore

31 March 2017

Notes:

1. A member entitled to attend and vote at the SM is entitled to appoint no more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the mailing address of the Company at 108 Pasir Panjang Road #06-00, Golden Agri Plaza, Singapore 118535, not less than 48 hours before the time fixed for holding the SM or any postponement or adjournment thereof. Completion and return of the proxy form by a member will not prevent him/her from attending and voting at the SM if he/she so wishes. In such event, the relevant proxy form will be deemed to be revoked.

Personal data privacy:-

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SM 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the SM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.