
NOTICE OF EXTRAORDINARY GENERAL MEETING

KENCANA AGRI LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200717793E)
(the “**Company**”)

*All capitalised terms in this Notice of EGM and defined in the circular dated 7 December 2022 (the “**Circular**”) shall, unless otherwise defined herein, bear the respective meanings ascribed thereto in the Circular.*

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the “**EGM**”) of Kencana Agri Limited (the “**Company**”) will be held by way of electronic means on 23 December 2022 at 2.00 p.m. for the purpose of considering and, if thought fit, passing (with or without any modifications) the following ordinary resolution:-

ORDINARY RESOLUTION 1: THE PROPOSED DISPOSAL

That:

- (1) approval be and is hereby given for PT Alamraya Kencana Mas and PT Langgeng Nusa Makmur (collectively, the “**Sellers**”), which are indirect wholly-owned subsidiaries of the Company, to sell 100% of the authorized, issued and paid-up share capital of PT Karunia Alam Makmur (the “**Target**”) to PT Central Cipta Murdaya (the “**Buyer**”) for a consideration of Rp78,500,000,000 (approximately US\$5,286,907) (the “**Proposed Disposal**”) pursuant to the terms and subject to the conditions of the conditional shares sale and purchase agreement dated 23 November 2021 entered into between the Sellers, the Target and the Buyer in connection with the Proposed Disposal, which constitutes a major transaction under Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited;
- (2) the Directors and/or each of them be and are hereby authorised to do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Ordinary Resolution 1 or the transactions contemplated by the Proposed Disposal as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group; and
- (3) to the extent that any action in connection with the matters referred to in the above paragraphs of this Ordinary Resolution 1 or the transactions contemplated by the Proposed Disposal has been performed or otherwise undertaken (whether partially or otherwise), it be and is hereby approved, ratified and confirmed.

BY ORDER OF THE BOARD

Lee Ying Ying
Company Secretary

Singapore, 7 December 2022

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Notes:

1. The EGM is being convened, and will be held, by way of 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 EGM will not be sent to members. Instead, this Notice of EGM will be uploaded on SGXNet at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.kencanaagri.com>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only feed), submission of questions in advance of or live at the EGM, and voting by electronic means live at the EGM or via appointing a proxy or proxies (including the Chairman of the EGM as proxy) at the EGM, are set out in this Notice of EGM, which may be accessed from SGXNet at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.kencanaagri.com>.
3. Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a live audio-visual webcast or live audio-only feed must pre-register at URL <https://go.lumiengage.com/KALEGM2022> no later than 2.00 p.m. on 20 December 2022 (the "EGM Registration Deadline"). Following verification, an email containing instructions on how to access the live audio-visual webcast or live audio-only feed of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 5.00 p.m. on 22 December 2022.

Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 5.00 p.m. on 22 December 2022, but have registered by the EGM Registration Deadline, should contact the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamE@boardroomlimited.com stating: (A) their full name stating: (a) their full name; and (b) their identification or registration number.

An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("Investors") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at URL <https://go.lumiengage.com/KALEGM2022>. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the live broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register.

4. Shareholders (excluding Investors) who wish to vote live at the EGM by themselves or through their proxies must first pre-register themselves or their proxy(ies) online at the Pre-registration Page. For the avoidance of doubt, pre-registration is not required if a shareholder only intends to appoint the Chairman as proxy and does not intend to attend the EGM. In addition, a corporate Shareholder which has authorised an individual to act as its corporate representative to attend, speak, and vote at the EGM must similarly pre-register such individual via the Pre-registration Page and submit the requisite certificate of appointment (or other documentation required by the Company). The accompanying proxy form for the EGM will be announced together with this Notice of EGM and may be accessed from SGXNet at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.kencanaagri.com>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 2.00 p.m. on 13 December 2022, being at least seven (7) working days before the date of the EGM.

5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing a proxy or proxies (including the Chairman of the EGM as proxy) must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamE@boardroomlimited.com; or
 - (b) if submitted by post, be lodged at the registered office of the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (opening hours: 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding public holidays)),

in either case, by 2.00 p.m. on 20 December 2022 (being 72 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

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7. Members who have any questions relating to the agenda of the EGM may ask such questions live at the EGM or submit a questions form in advance. The questions form may be accessed from SGXNet at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.kencanaagri.com>. The Company will endeavour to address all substantial and relevant questions received in advance prior to the EGM and/or at the EGM.
8. The questions form must be submitted to the Company in the following manner:
- (a) if submitted electronically, be submitted via email to the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at srs.teamE@boardroomlimited.com; or
 - (b) if submitted by post, be lodged at the registered office of the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632 (opening hours: 9.00 a.m. to 5.30 p.m., Mondays to Fridays (excluding public holidays)),
- in either case, by 2.00 p.m. on 15 December 2022 (the "**Questions Deadline**") (being at least 7 calendar days after the publication of the Notice of EGM).
- A member who wishes to submit the questions form must first download, complete and sign the question form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
- Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed questions forms by post, members are strongly encouraged to submit completed questions forms electronically via email.**
9. The Company will publish the minutes of the EGM via SGXNet at URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at URL <http://www.kencanaagri.com> within one (1) month from the date of the EGM.

Personal Data Privacy:

By (a) participating in live voting or submitting an instrument appointing a proxy or proxies (including the Chairman of the EGM as proxy) to attend and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the EGM via live audio-visual webcast or live audio-only feed, or (c) submitting any question prior to or at the EGM in accordance with this Notice of EGM, each 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 live voting or of proxy forms appointing a proxy or proxies (including the Chairman of the EGM as proxy) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (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 audio-visual webcast or live audio-only feed to observe the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing substantial and relevant questions from Shareholders received before the EGM or live at the EGM 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 EGM (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 EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.