

# DON AGRO INTERNATIONAL LIMITED

Company Registration No. 201835258H  
(Incorporated in the Republic of Singapore)

## ANNUAL GENERAL MEETING PROXY FORM

### IMPORTANT

1. The Annual General Meeting of the Company ("**AGM**") is being convened, and will be held, 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 the Notice of AGM will NOT be sent to shareholders. Instead, the Notice of AGM will be sent to shareholders solely by electronic means via publication at the URL <https://conveneagm.sg/donagrointernationalagm2022> and will also be available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to the attendance at the AGM by way of electronic means via a "live" audio-visual webcast or a "live" audio-only stream, submission of questions to the Chairman of the AGM in advance in relation to any resolution set out in the Notice of AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the accompanying Notice of AGM.
3. **Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the AGM in person. A shareholder (whether individual or corporate) MUST appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.**
4. By submitting the Proxy Form appointing the Chairman of the AGM as proxy, the shareholder accepts and agrees to the personal data privacy terms set out in this Proxy Form.

Please read the notes overleaf which contains instructions on, *inter alia*, the appointment of the Chairman of the AGM as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

\*I/We, \_\_\_\_\_ (name),  
\_\_\_\_\_ \*NRIC/Passport number/Company registration number  
of \_\_\_\_\_ (address)

being \*a member/members of **DON AGRO INTERNATIONAL LIMITED** (the "**Company**"), hereby appoint the Chairman of the AGM, as \*my/our proxy to attend, speak and vote for \*me/us on \*my/our behalf at the AGM to be convened and held by way of electronic means via a "live" audio-visual webcast or a "live" audio-only stream on 29 April 2022 at 4:00 p.m. (Singapore time) and at any adjournment thereof. \*I/We direct the Chairman of the AGM to vote for or against or abstain from the Resolutions to be proposed at the AGM as indicated hereunder.

\* Delete accordingly

No.	Resolutions	No. of votes for <sup>(1)</sup>	No. of votes against <sup>(1)</sup>	Abstain from voting <sup>(1)</sup>
<b>Ordinary Business</b>				
1.	To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2021, together with the Auditors' Report thereon.			
2.	To re-elect Mr Marat Devlet-Kildejev, who is retiring by rotation under regulation 94 of the Company's Constitution.			
3.	To re-elect Mr Tan Han Beng (Chen Hanming), who is retiring by rotation under regulation 94 of the Company's Constitution.			
4.	To approve Directors' fees of S\$180,000 for the financial year ending 31 December 2022, payable by the Company in arrears not later than 31 December 2022.			
<b>Special Business</b>				
5.	To authorise the directors to issue and allot shares and/or instruments pursuant to Section 161 of the Companies Act 1967.			
6.	To authorise the directors to grant options and issue shares under the Don Agro Employee Share Option Scheme.			

**Notes:**

- (1) If you wish to exercise all your votes "For" or "Against" or "Abstain", please indicate with a tick "√" within the box provided. Alternatively, please indicate the number of votes as appropriate.
- (2) In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022.

\_\_\_\_\_  
Signature(s) of Member(s)/Common seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF.**

Total number of shares in:	Number of shares
(a) CDP Register	
(b) Register of Members	
<b>TOTAL</b>	

**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. **Due to the current COVID-19 restriction orders in Singapore, a shareholder will not be able to attend the AGM in person. A shareholder (whether individual or corporate) MUST appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such shareholder wishes to exercise his/her/its voting rights at the AGM.** This Proxy Form may be accessed at the URL <https://conveneagm.sg/donagrointernationalagm2022> and will also be made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>. Where a shareholder (whether individual or corporate) appoints the Chairman of the AGM 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 AGM as proxy for that resolution will be treated as invalid.
3. Investors who hold shares through relevant intermediaries, including investors who buy shares using CPF monies ("CPF Investor") or SRS monies ("SRS Investor"), and who wish to appoint the Chairman of the AGM to act as their proxy should approach their respective relevant intermediaries, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the AGM and in any case, no later than 4:00 p.m. (Singapore time) on 19 April 2022.
4. The Chairman of the AGM, as proxy, need not be a member of the Company.
5. The Proxy Form appointing the Chairman of the AGM as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the Proxy Form appointing the Chairman of the AGM as proxy is executed by a corporation, it must be executed under its common seal or under the hand of its attorney duly authorised. Where the Proxy Form appointing the Chairman of the AGM as proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the Proxy Form appointing the Chairman of the AGM as proxy is submitted by post, be lodged with the Proxy Form, or if the Proxy Form appointing the Chairman of the AGM as proxy is submitted electronically via email, be emailed with the Proxy Form, failing which the Proxy Form may be treated as invalid.
6. The instrument appointing the Chairman of AGM as proxy, together with the power of attorney or other authority, if any, under which the instrument of proxy is signed or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), must be submitted to the Company in the following manner:
  - (a) if submitted by post, be deposited at the registered office of the Company's Share Registrar at  
Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road, #11-02 Singapore 068898; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, not less than 72 hours before the time appointed for holding the AGM, i.e. no later than 4:00 p.m. (Singapore time) on 26 April 2022.

A shareholder who wishes to submit the Proxy Form 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.

**In view of the ongoing COVID-19 situation 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.**

7. A Depositor shall not be regarded as a shareholder of the Company entitled to attend the AGM and to vote thereat unless his name appears on the Depository Register as at 72 hours before the time appointed for holding the AGM.

8. The Company shall be entitled to reject the Proxy Form appointing the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of shareholders of the Company whose shares are entered against their names in the Depository Register, the Company may reject any Proxy Form appointing the Chairman of the AGM as proxy lodged if such shareholders are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by The Central Depository (Pte) Limited to the Company.

**Personal data privacy:**

By submitting this Proxy Form appointing the Chairman of the AGM as proxy to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2022