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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### DON AGRO INTERNATIONAL LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of DON AGRO INTERNATIONAL LIMITED (the “**Company**”) will be held by way of electronic means on Friday, 9 December 2022 at 4:00 p.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions set out below:

### ORDINARY RESOLUTION 1

#### The Proposed Adoption of the Share Buyback Mandate

“That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (2020 Revised Edition) of Singapore (the “**Companies Act**”), and such other laws and regulations as may for the time being be applicable, approval be and is hereby given for the exercise by the directors of the Company (“**Directors**”) of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the share capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market share purchases (“**On-Market Share Purchase**”), transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) or as the case may be, other stock exchange (“**Other Exchange**”) for the time being on which the Shares may be listed or quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) off-market share purchases (“**Off-Market Share Purchase**”) (if effected otherwise than on the SGX-ST and/or the Other Exchange, as the case may be) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the SGX-ST Listing Manual Section B: Rules of Catalyst;

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable (the “**Share Buyback Mandate**”);

- (b) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buyback Mandate shall, at the absolute discretion of the Directors, either be cancelled, transferred for the purposes of or pursuant to any share incentive scheme(s) implemented or to be implemented by the Company, or held in treasury and dealt with in accordance with the Companies Act;
- (c) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution and the expiring on the earlier of:

- (i) the conclusion of the next annual general meeting of the Company or the date on which such annual general meeting of the Company is required by law to be held;
  - (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
  - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by an ordinary resolution of the shareholders of the Company in general meeting;
- (d) for the purposes of this resolution:

**“Prescribed Limit”** means ten per cent. (10%) of the total issued ordinary share capital of the Company (excluding any treasury shares and subsidiary holdings) as at the date of passing of this resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any treasury shares and subsidiary holdings);

**“Relevant Period”** means the period commencing from the date on this resolution is passed and expiring on the date of the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases or acquisition of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting;

**“Maximum Price”** in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price (the **“Maximum Price”**) in each case, excluding related expenses of the purchase or acquisition.

For the above purposes:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, before the day on which Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the On-Market Purchase or as the case may be, the date of the making of offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) Market Day Period;

**“date of making of the offer”** means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms;

**“Market Day”** means a day on which the SGX-ST is open for trading in securities;

- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this resolution."

## **ORDINARY RESOLUTION 2**

### **The Proposed Appointment of Auditors**

"That:

- (a) Foo Kon Tan LLP ("**FKT**"), having consented to act, be and is hereby appointed as auditors of the Company with effect from the date of approval of Shareholders of this resolution and to hold office until the conclusion of the next annual general meeting of the Company at a remuneration and on such terms to be agreed between the Directors of the Company and FKT; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they or he may consider expedient, desirable or necessary to give effect to the appointment of Auditors and all transactions contemplated and/or authorised by this ordinary resolution."

(Please see Explanatory Notes.)

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meaning ascribed to them in the Circular to Shareholders dated 24 November 2022.

BY ORDER OF THE BOARD

Chen Chuanjian, Jason  
Tan Ching Ching  
Company Secretaries  
Singapore

24 November 2022

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### Explanatory Notes:

Ordinary resolution 2 above relates to the appointment of FKT as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company (“**Proposed Appointment of Auditors**”). In accordance with the requirements under Rule 712(3) of the Catalist Rules:

- (i) the previous auditors, KPMG LLP, have confirmed to FKT, by way of its letter dated 18 August 2022, that they are not aware of any professional reasons why FKT should not accept appointment as auditors of the Company;
- (ii) the Company confirms that there were no disagreements with KPMG LLP on the Company's FY2021 audited financial statements and/or accounting treatments within the last 12 months;
- (iii) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of Shareholders and which has not been disclosed in this Circular;
- (iv) the Company confirms that the specific reasons for Proposed Appointment of Auditors are disclosed in Paragraph 3.1 of the Circular; and
- (v) the Company confirms that it complies with Rules 712 and 715 of the Catalist Rules in relation to the appointment of FKT as its new auditors.

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### **IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE EGM**

This EGM is being convened, and will be held, by electronic means pursuant to:

- (a) the COVID-19 (Temporary Measures) Act 2020;
- (b) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020; and
- (c) the joint statement by the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation of 13 April 2020 (and subsequently updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022).

Printed copies of this Notice will NOT be sent to shareholders. Instead, this Notice will be sent to shareholders solely by electronic means via publication at the Company's corporate website at the URL <http://www.donagroint.com> and at the URL <https://conveneagm.sg/donagrointernationalegm2022> and will also be made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.

To minimise physical interactions and COVID-19 transmission risks, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements relating to shareholders' participation at the EGM are:

- (a) observing and/or listening to the EGM proceedings via "live" audio-visual webcast or "live" audio-only stream (collectively, "**Live Webcast**");
- (b) submitting questions to the Chairman of the EGM in advance of, or "live" at, the EGM; and/or
- (c) voting at the EGM (i) "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM.

Shareholders may participate at the EGM by taking note of the following steps:

#### **1. Pre-Registration for the Live Webcast**

A shareholder will be able to follow the proceedings of the EGM through the Live Webcast via mobile phone, tablet, computer or any such electronic device.

In order to do so, shareholders MUST pre-register online at the URL <https://conveneagm.sg/donagrointernationalegm2022> by 4:00 p.m. (Singapore time) on 6 December 2022 (the "**Registration Deadline**") to enable the Company to verify their shareholders' status.

Following the verification and upon the closure of pre-registration, authenticated shareholders will receive email instructions to access the Live Webcast of the EGM proceedings by 4:00 p.m. (Singapore time) on 8 December 2022.

Shareholders are reminded that the EGM proceedings are private. Accordingly, shareholders must not forward the abovementioned email instructions to other persons who are not shareholders and who are not entitled to attend the EGM. This is also to avoid any technical disruptions or overload to the Live Webcast. In addition, recording of the Live Webcast by shareholders in whatever form is also strictly prohibited.

Shareholders who register by the Registration Deadline but do not receive the abovementioned email instructions by 4:00 p.m. on 8 December 2022 may contact the Company's technical support by email at [vnovikov@donagroint.com](mailto:vnovikov@donagroint.com) for assistance, with the following details included for verification purpose:

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- (a) full name of the shareholder; and
- (b) his/her/its national registration identity card (“NRIC”) number/passport number/company registration number.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS Investors, and who wish to participate in the EGM should contact their relevant intermediary (which would include, in the case of CPF and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

### **2. Submission of Questions in Advance of, or “live” at the EGM**

In addition to submitting questions “live” at the EGM, shareholders may submit any questions related to the resolutions to be tabled for approval at the EGM via the URL <https://conveneagm.sg/donagrointernationalegm2022> or by email at [anazaryan@donagroint.com](mailto:anazaryan@donagroint.com) no later than 4:00 p.m. (Singapore time) on 1 December 2022 (the “**Submission Deadline**”).

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.

The Company will endeavour to provide its answers and responses to the substantial and relevant questions received from shareholders relating to the resolutions to be tabled for approval at the EGM by 4:00 p.m. (Singapore time) on 3 December 2022 via publication on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and (ii) the Company’s corporate website at the URL <http://www.donagroint.com>. After the cut-off time for the submission of questions, if there are subsequent clarifications sought, or follow-up questions, this may be addressed at the EGM.

The minutes of the EGM, which will include the responses to the substantial and relevant questions addressed before and during the EGM, will thereafter be published on (i) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (ii) the Company’s corporate website at the URL <http://www.donagroint.com>; within (1) one month after the date of the EGM.

### **3. Voting by Proxy**

A shareholder (whether individual or corporate) can vote “live” at the EGM. However, if a shareholder is unable to attend the EGM by electronic means, such shareholder may appoint a proxy to attend, speak and vote on his/her/its behalf at the EGM if such shareholder wishes to exercise his/her/its voting rights at the EGM.

The accompanying Proxy Form for the EGM may be accessed at the Company’s corporate website at the URL <http://www.donagroint.com> and at the URL <https://conveneagm.sg/donagrointernationalegm2022> 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 a person (including 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 such person (including the Chairman of the EGM) as proxy for that resolution will be treated as invalid.

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967), including CPF and SRS Investors, and who wish to appoint the Chairman of the EGM as proxy should contact their relevant intermediary (which would include, in the case of CPF and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order to submit their votes at least (7) seven working days before the EGM and in any case, no later than 4:00 p.m. (Singapore time) on 30 November 2022.

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The Proxy Form, 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 EGM, i.e. no later than 4:00 p.m. (Singapore time) on 6 December 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.

Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy (such as in the case where the appointor submits more than one instrument of proxy).

In the case of shares entered in the Depository Register, a Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to appoint the Chairman of the EGM as proxy.

#### **4. Documents for the EGM**

All the documents (including the proxy form and the Notice of EGM) or information relating to the business of the EGM have been, or will be, published on the Company's corporate website at the URL <http://www.donagroint.com> and on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>, and are available at the URL <https://conveneagm.sg/donagrointernationalegm2022>.

**IMPORTANT NOTICE:** Due to the evolving COVID-19 situation in Singapore, the Company may change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNet. Shareholders are advised to check the SGXNet regularly for updates on the EGM.

#### **Personal Data Privacy:**

By (a) submitting an instrument appointing a proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting details for the registration to participate in the proceedings of the EGM via a "live" audio-visual webcast or a "live" audio-only stream, or (c) submitting any question prior to the EGM in accordance with this Notice, the shareholder of the Company 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 the appointment of the proxies for the EGM (including any adjournment thereof) and the preparation

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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 participate in the proceedings of the EGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from shareholders received before the EGM and if necessary, following up with the relevant shareholders in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines by the relevant authorities

(collectively, the "**Purposes**").

The shareholder of the Company warrants that where he/she/it discloses the personal data of his/her/its proxy to the Company (or its agents or service providers), the shareholder has obtained the prior consent of such proxy for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy for the Purposes. The shareholder of the Company agrees that he/she/it will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her/its breach of such warranty.

The shareholder's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the abovementioned purposes, and retained for such period as may be necessary for the Company's verification and record purposes.