

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 at LLOYD I & II, Orchard Grand Court, 131 Killiney Road, Singapore 239571 and by way of electronic means on Friday, 18 August 2023 at 11 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution is set out below:

ORDINARY RESOLUTION 1

THE PROPOSED DISPOSAL OF (I) 99.99% OF THE SHARES IN DON AGRO LLC (II) 99.99% OF THE SHARES IN VOLGO-AGRO LLC (III) 99% OF THE SHARES IN HAPPY COW, LLC AND (IV) 99.99% OF THE SHARES IN JSC DON AGRO

“That:

- (a) the Proposed Disposal be and is hereby approved and that authority be and is hereby granted to the Directors to carry out and implement the Proposed Disposal on the terms and subject to the conditions set out in the Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, ratify, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution and implement any of the foregoing as they think fit and in the interests of the Company.”

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 3 August 2023.

BY ORDER OF THE BOARD

Chen Chuanjian, Jason
Tan Ching Ching
Company Secretaries
Singapore

3 August 2023

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

The EGM is being convened, and will be held, physically in Singapore and concurrently via electronic means, to facilitate shareholders of the Company (“**Shareholders**”) to attend the EGM at either one option (either physically or virtually) at their preference.

Shareholders should take note of the following arrangements for the conduct of the EGM on 18 August 2023.

(a) **Attendance:**

Virtual Meeting	Physical Meeting
<p><u>Pre-registration</u></p> <p>Proceedings of the EGM will be broadcasted through live audio-visual and audio-only feeds (“Live Webcast”). Shareholders who opt to attend the Virtual Meeting must pre-register online at the URL: https://conveneagm.sg/donagrointernationalegm2023 for verification purposes latest by 11 a.m. on 15 August 2023.</p> <p>Following verification, the Company will provide authenticated Shareholders and Proxyholders with a confirmation email by 16 August 2023 (“Confirmation Email for Virtual Meeting”) via the e-mail address provided during pre-registration or as indicated in the Proxy Form to access the Live Webcast to:</p> <ul style="list-style-type: none"> (i) Watch the live feed of the EGM proceedings via the login credentials created during pre-registration or login with their SingPass account; or (ii) Observe the EGM proceedings by dialling in to the telephone number provided in the email. <p>Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above mentioned link or telephone number 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.</p> <p>Shareholders who have registered by 11 a.m. on 15 August 2023 but have not received the Confirmation Email for Virtual Meeting by 16 August 2023, please email to: vnovikov@donagroint.com.</p> <p>If you have any queries on the Live Webcast, please email to: vnovikov@donagroint.com.</p>	<p><u>Pre-registration</u></p> <p>The EGM will be held at LLOYD I & II, Orchard Grand Court, 131 Killiney Road, Singapore 239571.</p> <p>Shareholders who opt to attend the Physical Meeting must pre-register online at the URL: https://conveneagm.sg/donagrointernationalegm2023 for verification purposes latest by 11 a.m. on 15 August 2023.</p> <p>Due to limited number of attendees at the EGM venue, the Company reserves the right to select verified Shareholders for attendance at the EGM venue based on pre-registration by Shareholders who have indicated interest to attend the EGM physically.</p> <p>Authenticated Shareholders and Proxyholders who are successful in the pre-registration to attend the Physical Meeting will receive an email by 16 August 2023 (“Confirmation Email for Physical Meeting”) via the e-mail address provided during pre-registration or as indicated in the Proxy Form.</p> <p>Authenticated Shareholders who are unsuccessful in the pre-registration to attend the Physical Meeting will receive Confirmation Email for Virtual Meeting by 16 August 2023 to attend the Virtual Meeting to access the Live Webcast to:</p> <ul style="list-style-type: none"> (i) Watch the live feed of the EGM proceedings via the login credentials created during pre-registration or login with their SingPass account; or (ii) Observe the EGM proceedings by dialling in to the telephone number provided in the email.

	<p>Shareholders who have registered by 11 a.m. on 15 August 2023 but have not received the Confirmation Email for Physical Meeting or the Confirmation Email for Virtual Meeting by 16 August 2023, please email to: vnovikov@donagroint.com.</p> <p>If you have any queries on the attendance at the EGM venue, please email to: vnovikov@donagroint.com.</p>
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(b) **Appointment of Proxies**

Duly completed Proxy Forms must be submitted in the following manner:

- (i) if submitted by post, be deposited at the registered office of the Company's Share Registrar at:

Boardroom Corporate & Advisory Services Pte. Ltd.
 1 Harbourfront Avenue
 #14-07 Keppel Bay Tower
 Singapore 098632

or

- (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teame@boardroomlimited.com

in each case, not less than 72 hours before the time appointed for holding the EGM, i.e. no later than 11 a.m. on 15 August 2023.

A Shareholder who wishes to submit an instrument of proxy must 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 encouraged to submit completed Proxy Forms electronically via email.

A printed copy of the Proxy Form has been despatched to Shareholders together with this Notice of EGM, and also published on the SGXNet and the Company's corporate website at the URL: <http://www.donagroint.com>. In completing the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against or abstain from voting on the resolutions to be tabled at the EGM.

(c) **Questions Relating to the Agenda of the EGM:**

Shareholders can submit questions in advance of the EGM, ask questions at the Physical Meeting during the EGM or submit questions at the Virtual Meeting during the EGM. Shareholders are encouraged to submit questions related to the resolution to be tabled for approval at the EGM in advance of the EGM.

- (i) Submitting questions in advance of the EGM

Shareholders can submit questions relating to the business of the EGM in advance of the EGM either via:

(A) electronic mail to: anazaryan@donagroint.com; or

(B) pre-registration website at the URL: <https://conveneagm.sg/donagrointernationalegms2023>.

All questions submitted in advance of the EGM via any of the above must be received by 6 p.m. on 10 August 2023.

Shareholders (including CPF Investors and SRS Investors) and, where applicable, appointed proxy(ies) who have pre-registered to the Virtual Meeting and Physical Meeting can also ask “live” during the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM, by submitting text-based questions through typing their questions via the online platform hosting the audio-visual webcast and audio-only stream or in person at the EGM venue.

The Company will endeavour to respond to substantial and relevant questions received from Shareholders prior to the EGM by 11 a.m. on 13 August 2023 and/or during the EGM proceedings. Such questions from Shareholders and responses from the Company will be published on the Company’s corporate website and the website of the SGX-ST.

(ii) Submitting questions during the EGM

Virtual Meeting	Physical Meeting
Shareholders and Proxyholders who pre-registered and are verified to attend the Virtual Meeting will be able to ask questions relating to the agenda of the EGM during the EGM by Submitting text-based questions via the Live Webcast by clicking the “Ask a Question” feature and then clicking “Type Your Question” to input their queries in the questions text box.	Successful authenticated Shareholders and Proxyholders attending the Physical Meeting will be able to ask questions in person at the EGM venue. Successful authenticated Shareholders and Proxyholders attending the Physical Meeting will also be able to ask questions relating to the agenda of the EGM during the EGM by submitting text-based questions via the Live Webcast by clicking the “Ask a Question” feature and then clicking “Type Your Question” to input their queries in the questions text box.

(iii) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. Consequently, not all questions may be individually addressed.

(d) **Voting:**

Live voting will be conducted during the EGM for Shareholders and Proxyholders attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxyholders to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting. For optimal experience, users should update their devices’ operating system and browsers to the latest available versions.

Shareholders and Proxyholders will be required to log-in via the e-mail address (or unique QR code provided at the physical meeting) provided during pre-registration or as indicated in the Proxy Form.

(i) **Live Voting:** Shareholders and Proxyholders may cast their votes in real time for the resolution to be tabled at the EGM via the login credentials created during pre-registration or via their SingPass account. Shareholders and Proxyholders will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxyholders must bring a web-browser enabled device in order to cast their vote.

As specified in paragraph (e) below, CPF/SRS Investors who have used their CPF/SRS monies to buy the Company’s share should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

(ii) **Voting via appointing Chairman as Proxy:** As an alternative to the above, Shareholders may also vote at the EGM by appointing the Chairman as proxy to vote on their behalf.

- (e) **CPF/SRS Investors:** CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective relevant intermediary as soon as possible if they wish to attend the EGM in person or if they wish to appoint the Chairman of the EGM to vote on their behalf. CPF/SRS investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven working days before the EGM (i.e. by 11 a.m. on 7 August 2023), in order to allow sufficient time for their respective CPF Agent Bank/SRS Operator to in turn submit the Proxy Forms no later than the Proxy Deadline.

(f) **Access to documents or information relating to the EGM:**

The Circular has been published and available for download or online viewing by the Shareholders at the Company's corporate website at the URL: <http://www.donagroint.com> and the Singapore Exchange Securities Trading Limited's website at the URL: <https://www.sgx.com/securities/company-announcements>.

A printed copy of the Circular will not be mailed to the Shareholders.

For Shareholders who wish to receive a printed copy of the Circular, please complete the Request Form and submit it via email to the Company's Share Registrar at srs.teame@boardroomlimited.com by 5 p.m. on 11 August 2023.

Notwithstanding the above, printed copies of the following documents will be despatched to Shareholders:

- (i) Notice of EGM;
- (ii) Proxy Forms for the EGM; and
- (iii) Request Form.

(g) **Filming and Photography**

When a Shareholder or Proxyholder attends, speaks and votes at the EGM via electronic means or physically, he/she consents to his/her videos and/or photographs being taken for the purpose of publication on the Company's corporate website and publicity materials without further notification.

Notes:

1. A Shareholder being a Depositor whose name appears in the Depository Register wishes to attend and vote at the EGM, should complete the Proxy Form and deposit the duly completed Proxy Form in the manner set out under the section titled "IMPORTANT NOTICE TO SHAREHOLDERS IN RELATION TO THE CONDUCT AND PROCEEDINGS OF THE EGM".

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 attend and vote at the EGM.
2. The instrument appointing a proxy must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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), 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.

The member 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 member'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.