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**CHINA KANGDA FOOD COMPANY LIMITED**

**中國康大食品有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Hong Kong Stock Code: 834)**

**(Singapore Stock Code: P74)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of CHINA KANGDA FOOD COMPANY LIMITED (the “**Company**”) will be held at The Library, Basement 2, INTERCONTINENTAL GRAND STANFORD HONG KONG, 70 Mody Road, Tsimshatsui East Kowloon, Hong Kong on Monday, 30 April 2012 at 10:00 am for the following purposes:

### **AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Report and the Audited Financial Statements of the Company for the year ended 31 December 2011 together with the Auditor’s Report thereon.

**(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Bye-law 86(1) & 85(6) of the Company’s Byelaws:

Mr An Fengjun	(Retiring under Bye-Law 86(1))	<b>(Resolution 2)</b>
Mr Kuik See Juan	(Retiring under Bye-Law 86(1))	<b>(Resolution 3)</b>
Mr Yu Chung Leung	(Retiring under Bye-Law 86(1))	<b>(Resolution 4)</b>
Mr Naoki Yamada	(Retiring under Bye-Law 85(6))	<b>(Resolution 5)</b>

*Mr Kuik See Juan will, upon re-election as a Director of the Company, remain Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

*Mr Yu Chung Leung will, upon re-election as a Director of the Company, remain Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

*Mr Naoki Yamada will, upon re-election as a Director of the Company, remain a member of the Audit and Remuneration Committees and will be considered not independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*

3. To approve the payment of Directors' fees of S\$132,000 (equivalent to RMB646,000) for the year ended 31 December 2011 (2010: S\$131,294) (equivalent to RMB672,000).

*See Explanatory Note (i)*

**(Resolution 6)**

4. To re-appoint BDO Limited, Certified Public Accountants, Hong Kong ("BDO HK") as auditors of the Company to satisfy the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited and to appoint BDO LLP, Certified Public Accountants, Singapore\* ("BDO LLP") as auditors to act jointly with BDO HK for the purpose of compliance with Rule 712 of the Listing Manual of the Singapore Exchange Securities Trading Limited and to authorise the Directors to fix their remuneration.

\* *BDO LLP is a member of BDO International in Singapore.*

**(Resolution 7)**

5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

### 6. SHARE ISSUE MANDATE

That authority be given to the Directors of the Company to issue shares (“**Shares**”) whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty percent (50%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed twenty percent (20%) of the total number of issued Shares (excluding treasury shares) in the capital of the Company;
- (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company as at the date of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of convertible securities;
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and

- (c) such authority shall, unless revoked or varied by the Company in general meeting, continue in force (i) until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in accordance with the terms of convertible securities issued, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of such convertible securities;

*See Explanatory Notes (ii) and (iii)*

**(Resolution 8)**

By Order of the Board  
**Fong William**  
*Company Secretary*

5 April 2012

**Explanatory Notes to Ordinary Resolution 8 –**

- (i) The Ordinary Resolution 6 proposed in item 3 above, is to approve the payment of Directors' fees of S\$132,000 for the year ended 31 December 2011.

The slight increase of S\$706 compared to FY2010 is due to the exchange rate difference arising from the Hong Kong independent director's fee.

- (ii) The Ordinary Resolution 8 proposed in item 6 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding fifty percent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty percent (20%) may be issued other than on a *pro rata* basis to all shareholders of the Company. Shareholders are advised to read the Letter to Shareholders dated 5 April 2012 (which accompanies this notice of Annual General Meeting) for further information on Ordinary Resolution 8.

**(iii) IMPORTANT: Notwithstanding the passing of the Ordinary Resolution 8 proposed in item 6 above, the Company shall from time to time comply with the relevant requirements under the Hong Kong Listing Rules in relation to issuance of securities, in particular, Rules 7.19, 13.36 and 13.36(5) thereof.**

**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A member who wishes to appoint a proxy should complete the attached Shareholder Proxy Form. Thereafter, the proxy form must be lodged at the office of the Company's branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), or the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 (for Singapore Shareholders), not less than forty-eight (48) hours before the time appointed for the meeting.
3. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. A Depositor (as defined in Section 130A of the Companies Act, Chapter 50 of Singapore) (the "**Singapore Companies Act**") whose name appears in the Depository Register (as defined in Section 130A of the Singapore Companies Act) of the Company and who is unable to attend personally but wishes to appoint a nominee to attend and vote on his behalf, or if such Depositor is a corporation, should complete the depositor proxy form under seal or the hand of its duly authorised officer or attorney and lodge the same at the office of the Company's Singapore Share Transfer Agent, B.A.C.S. Private Limited, at 63 Cantonment Road, Singapore 089758 not later than 48 hours before the time appointed for the meeting.

*As at the date of this notice, the executive directors of the Company are Mr. Gao Yanxu (Chief Executive Officer) and Mr. An Fengjun; the non-executive directors of the Company are Mr. Gao Sishi (Chairman), Mr. Zhang Qi and Mr. Naoki Yamada; and the independent non-executive directors of the Company are Mr. Kuik See Juan, Mr. Sim Wee Leong and Mr. Yu Chung Leung.*