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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that special general meeting (the “SGM”) of China Kangda Food Company Limited (the “Company”) will be held at Room 4215, Office Tower, Convention Plaza, No.1 Harbour Road, Wanchai, Hong Kong on Friday, 25 May 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

“THAT

- (i) the form and substance of the framework agreement dated 26 March 2012 (the “**Framework Agreement**”) (a copy of which is tabled at the SGM marked “A” and signed by the Chairman of the meeting for identification purpose) entered into between the Company (together with its subsidiaries, the “**Group**”) and Zensho Holdings Co., Ltd, (“**Zensho**”, together with its subsidiaries and its associates, the “**Zensho Group**”) in relation to the sale and purchase of the food products produced by the Company in accordance with the terms of the Framework Agreement and the transactions contemplated under it, the specific sale and purchase agreements and/or the purchase confirmations to be entered into by the relevant member(s) of the Group and the relevant member(s) of the Zensho Group from time to time during the term commenced from 26 March 2012 and ending on 31 December 2014 and the transactions contemplated under it, be and are hereby approved, confirmed and ratified;

- (ii) the proposed annual caps as set out in the circular of the Company dated 27 April 2012, being the expected total purchase prices payable by the Zensho Group to the Group pursuant to the Framework Agreement for the period commenced from 26 March 2012 and ending on 31 December 2012 and the two years ending on 31 December 2014, be and are hereby approved; and
- (iii) the execution of the Framework Agreement by any director of the Company be and is hereby approved, ratified and confirmed and any director of the Company be and is hereby authorised to sign, execute, perfect and deliver all such documents and, where necessary, to affix the common seal of the Company on any such document as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable (including executing and entering into the sale and purchase agreements/purchase confirmations) for the purposes of or in connection with the implementation of the Framework Agreement and the transactions contemplated under it.”

By order of the Board
China Kangda Food Company Limited
Gao Yanxu
Executive Director and CEO

Qingdao, PRC 27 April 2012

Notes:

1. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. In order to be valid, a form of proxy in the prescribed form together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited, 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders) or at 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 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
4. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.

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.