



**Food Empire**

**FOOD EMPIRE HOLDINGS LIMITED**

Company Registration No. 200001282G  
(Incorporated in the Republic of Singapore)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of the Company will be held at Raffles Town Club, 1 Plymouth Avenue Singapore 297753 on 29 April 2008 at 12:00 pm (or immediately following the conclusion or adjournment of the Annual General Meeting to be held at 11:00 am on the same day and at the same place) for the purpose of considering and, if thought fit, passing, the following resolutions, with or without any amendment:-

### RESOLUTION 1

#### Special Resolution: Adoption of New Articles of Association of the Company

That the New Articles of Association of the Company set out in Appendix 1 of the Circular to Shareholders dated 5 April 2008, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

### RESOLUTION 2

#### Ordinary Resolution: Adoption of the Share Purchase Mandate of the Company

That subject to and contingent upon the passing of Resolution 1:-

(a) for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50 (the "Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company (the "Shares") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:-

- (i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
- (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the Directors of the Company as they consider fit, which schemes shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase 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 expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; or
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

(c) in this Resolution:

"Prescribed Limit" means ten per cent. (10%) of the issued Shares of the Company as at the date of passing of this Resolution; and

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

- (i) in the case of a Market Purchase: 105% of the Average Closing Price of the Shares
- (ii) in the case of an Off-Market Purchase: 120% of the Average Closing Price of the Shares

where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) consecutive market days, on which transactions in the Shares were recorded, before the day on which the Shares are transacted on the SGX-ST, immediately preceding the date of Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase pursuant to the equal access scheme, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) consecutive market days;

"date of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company 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 of the equal access scheme for effecting the Off-Market Purchase;

(d) the Directors of the Company and/or any of them be and are hereby authorised to deal with the Shares purchased by the Company, pursuant to the Share Purchase Mandate in any manner as may be permitted under the Act; and

(e) the Directors of the Company and/or any 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 and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

### RESOLUTION 3

#### Ordinary Resolution: The Proposed Bonus Issue

That, approval be and is hereby given for the proposed Bonus Issue (as described below) and for the Directors to:-

(a) allot and issue up to 88,952,000 Bonus Shares at nil consideration by way of a Bonus Issue to persons who, as at the Books Closure Date, are (i) registered holders (other than CDP) of the existing fully paid Shares and (ii) in respect of Shares registered in the name of CDP, depositors with such Shares standing to the credit of their Securities Accounts with CDP as at that time, on the basis of one (1) Bonus Share for every five (5) existing Shares held by them (fractional entitlements to be disregarded and disposed of in such manner as the Directors may in their absolute discretion deem fit for the benefit of the Company), such Bonus Shares, when allotted and issued, to rank *pari passu* in all respects with the existing Shares, save that they will not rank (a) for the Proposed Dividend or (b) for any entitlements, distributions, dividends or rights, the record date in respect of which falls prior to the date of issue of the Bonus Shares; and

(b) take such steps and exercise such discretion and do all such acts and things as the Directors may from time to time deem fit in connection with all or any of the above matters or as they may consider necessary or expedient to effect and implement the foregoing.

BY ORDER OF THE BOARD

Tan Cher Liang  
Tan San-Ju  
Company Secretary  
5 April 2008  
Singapore

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead and any such proxy need not be a member of the Company.
2. The instrument appointing a proxy must be lodged at the registered office of the Company at 3 Church Street #08-01 Samsung Hub Singapore 049483 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be duly executed either under its seal or under the hand of any officer or attorney duly authorised.