



# BUMITAMA AGRI LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200516741R)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of BUMITAMA AGRI LTD. (the "Company") will be held at Raffles City Convention Centre, Orchard Room, Level 4, 80 Bras Basah Road, Singapore 189560 on Monday, 29 April 2013 at 10.00 am for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the year ended 31 December 2012 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to Article 91 of the Company's Articles of Association:  
Mr Chua Chun Guan Christopher **(Resolution 2)**  
Dato' Lee Yew Chor **(Resolution 3)**  
*Mr Chua Chun Guan Christopher will, upon re-election as a Director of the Company, remain as a member of the Audit Committee, Nominating Committee, Remuneration Committee and Conflicts Resolution Committee respectively and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.*
- To approve the payment of Directors' fees of S\$265,000 for the year ended 31 December 2012. **(Resolution 4)**  
*[See Explanatory Note (i)]*
- To approve the payment of Directors' fees of S\$264,000 for the year ending 31 December 2013, to be paid quarterly in arrears. **(Resolution 5)**  
*[See Explanatory Note (ii)]*
- To re-appoint Ernst & Young LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions:

- Renewal of Shareholders' Mandate for Interested Person Transactions with IOI Corporation and its Associates**  
That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:
  - approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in Annexure I to the Appendix dated 12 April 2013 to the Annual Report (the "Appendix") with any party who is of the class of Interested Persons described in Annexure I to the Appendix, provided that such transactions are carried out in the normal course of business, at arm's length and on normal commercial terms and in accordance with the guidelines of the Company for such Interested Person Transactions as set out in Annexure I to the Appendix (the "Shareholders' Mandate for IOI Transactions");
  - the Shareholders' Mandate for IOI Transactions shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next Annual General Meeting is held or is required by law to be held, whichever is earlier;
  - the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
  - authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate for IOI Transactions as they may think fit. **(Resolution 7)**  
*[See Explanatory Note (iii)]*
- Renewal of Shareholders' Mandate for Interested Person Transactions with the SNA Group**  
That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:
  - approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in Annexure II to the Appendix with any party who is of the class of Interested Persons described in Annexure II to the Appendix, provided that such transactions are carried out in the normal course of business, at arm's length and on normal commercial terms and in accordance with the guidelines of the Company for such Interested Person Transactions as set out in Annexure II to the Appendix (the "Shareholders' Mandate for SNA Transactions");
  - the Shareholders' Mandate for SNA Transactions shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next Annual General Meeting is held or is required by law to be held, whichever is earlier;
  - the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
  - authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate for SNA Transactions as they may think fit. **(Resolution 8)**  
*[See Explanatory Note (iii)]*
- Renewal of Shareholders' Mandate for Interested Person Transactions with KMS, Westbrook and SMS**  
That for the purposes of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited:
  - approval be given for the renewal of the mandate for the Company, its subsidiaries and target associated companies or any of them to enter into any of the transactions falling within the types of Interested Person Transactions as set out in Annexure III to the Appendix with any party who is of the class of Interested Persons described in Annexure III to the Appendix, provided that such transactions are carried out in the normal course of business, at arm's length and on normal commercial terms and in accordance with the guidelines of the Company for such Interested Person Transactions as set out in Annexure III to the Appendix (the "Shareholders' Mandate for KMS Transactions");
  - the Shareholders' Mandate for KMS Transactions shall, unless revoked or varied by the Company in general meeting, continue in force until the date that the next Annual General Meeting is held or is required by law to be held, whichever is earlier;
  - the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
  - authority be given to the Directors to complete and do all such acts and things (including executing all such documents as may be required) as they may consider necessary, desirable or expedient to give effect to the Shareholders' Mandate for KMS Transactions as they may think fit. **(Resolution 9)**  
*[See Explanatory Note (iii)]*

By Order of the Board

Busarakham Kohsikaporn  
Toh Lei Mui  
Company Secretaries  
Singapore, 12 April 2013

### Explanatory Notes on Resolutions to be passed:

- The Ordinary Resolution 4 proposed in item 3, comprised S\$50,000 pre-IPO Directors' fees. The Remuneration Committee and Board had recommended a fee of S\$50,000 as pre-IPO Directors' fees to be paid to the non-executive Directors in view of their time and effort rendered towards the listing of the Company on the mainboard of SGX-ST on 12 April 2012.
- The Ordinary Resolution 5 proposed in item 4 above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is, during FY2013. The amount of the Directors' fees is computed on the Directors' fees structure adopted by the Remuneration Committee.
- Each of the Ordinary Resolutions 7 to 9 proposed in items 7 to 9 above, respectively, if passed, will authorise the relevant Interested Person Transactions described in the Appendix dated 12 April 2013 to the Annual Report and recurring in the year and will empower the Directors to do all acts necessary to give effect to the Shareholders' Mandate for IOI Transactions, the Shareholders' Mandate for SNA Transactions and the Shareholders' Mandate for KMS Transactions, respectively. Such authority will, unless previously revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting of the Company.

### Notes:

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 10 Anson Road #11-19, International Plaza, Singapore 079903, not less than forty-eight (48) hours before the time appointed for holding the Meeting.