

PETRA FOODS LIMITED

(Company Registration No. 198403096C)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of Petra Foods Limited (the “Company”) will be held at Legacy Suite, Level 2, Singapore Marriott Tang Plaza Hotel, 320 Orchard Road, Singapore 238865 on 26 April 2016 at 2:30 p.m. (or later, so soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2:00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as special resolutions:

SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM “PETRA FOODS LIMITED” TO “DELFI LIMITED”

RESOLVED THAT:

(1) Change of Name of Company

The name of the Company be changed from “Petra Foods Limited” to “Delfi Limited” and that the name “Delfi Limited” be substituted for “Petra Foods Limited” whenever the latter name appears in the Constitution of the Company; and

(2) Authority to Directors

The directors of the Company (the “Directors”) and 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, to approve any amendments, alterations or modifications to any documents, and to sign, file and/ or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to this resolution as they or he may deem fit.

SPECIAL RESOLUTION 2: THE PROPOSED CAPITAL REDUCTION AND CASH DISTRIBUTION

RESOLVED THAT pursuant to Regulation 55 of the Constitution of the Company and subject to the approval of the High Court of the Republic of Singapore:

(1) Reduction of Paid-Up Share Capital

The paid-up share capital of the Company of US\$155,951,000 comprising of 611,157,000 ordinary shares be reduced by the sum of US\$60,015,618¹ to US\$95,935,382, and such reduction be effected by returning to the shareholders of the Company 9.82 US cents in cash for each fully paid-up ordinary share in the capital of the Company held as at a books closure date to be determined by the Directors, amounting to an aggregate distribution of US\$60,015,618; and

(2) Authority to Directors

All the Directors and each of them be authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to this Resolution, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required).

BY ORDER OF THE BOARD

Chuang Yok Hoa / Raymond Lam Kuo Wei
Company Secretaries
Singapore
4 April 2016

¹ This amount is derived by multiplying 9.82 US cents by 611,157,000 ordinary shares of the Company. This figure will change if the number of issued ordinary shares changes.

IMPORTANT - PLEASE READ NOTES TO THE NOTICE OF EGM BELOW

Notes:

- (1) A member of the Company entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote on his behalf.
- (2) A member who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than two proxies to attend and vote at the EGM instead of such member, but each such proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

A “relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (3) A proxy need not be a member of the Company and where there is more than one proxy, the proportion (expressed as a percentage of the whole) of his shareholding to be represented by each proxy must be stated.
 - (4) The instrument appointing a proxy or proxies must be deposited at the office of the Company's share registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 not less than 48 hours before the time appointed for holding the meeting.

Personal Data Privacy

By submitting an instrument appointing a proxy and/or representative 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 relating to the EGM (including any adjournment thereof); and
- (ii) warrants that where the member discloses the personal data of the member's proxy and/or representative to the Company (or its agents), the member has obtained all necessary consents to do so, and that the Company (or its agents) may collect, use and disclose such personal data for the purposes above.