

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of PETRA FOODS LIMITED (**Company**) will be held at Grand Hyatt Singapore, Magnolia III, Level-3, 10 Scotts Road, Singapore 228211 on Tuesday, 28 April 2009 at 2:00 p.m. for the following purposes:

As Ordinary Business

- 1 To receive and adopt the report of directors and audited accounts for the year ended 31 December 2008 together with the independent auditors' report thereon. **(Resolution 1)**
- 2 To declare a final tax exempt one-tier dividend of 1.02 US cents or 1.55 Singapore cents per ordinary share for the year ended 31 December 2008 (FYE 2007: 1.02 US cents or 1.45 Singapore cents). **(Resolution 2)**
- 3 To re-elect the following directors who are retiring under Article 104 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
Mr Chuang Tiong Kie **(Resolution 3)**
Mr Chua Koon Chek **(Resolution 4)**
Mr Michael Dean **(Resolution 5)**
(See explanatory note below.)
- 4 To approve directors' fees of US\$227,000 for the year ending 31 December 2009. (2008: US\$215,500) **(Resolution 6)**
- 5 To re-appoint Messrs PricewaterhouseCoopers LLP as auditors and to authorise directors to fix their remuneration. **(Resolution 7)**
- 6 To transact any other business that may be transacted at an Annual General Meeting.

As Special Business

To consider and, if thought fit, to pass, with or without, modifications, the following resolutions as ordinary resolutions:

- 7 That pursuant to Section 161 of the Companies Act, Chapter 50 (**Act**) and the listing rules of the Singapore Exchange Securities Trading Limited (**SGX-ST**), authority be and is hereby given to the directors of the Company to:
 - (A) (i) issue shares in the capital of the Company (**Shares**) (whether by way of rights, bonus or otherwise); and/or
 - (ii) make or grant offers, agreements, or options or awards (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 or exchangeable into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit; and
 - (B) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the directors while this Resolution was in force,
- provided that:
- (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution), does not exceed 50 per cent. of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20 per cent. of the total number of issued Shares excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above:
 - (i) the total number of issued Shares excluding treasury shares shall be calculated based on the total number of issued Shares excluding treasury shares at the time of this Resolution is passed, after adjusting for:
 - (aa) new Shares arising from the conversion or exercise of convertible securities;
 - (bb) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (cc) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (ii) in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instruments;

Notice of Annual General Meeting

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. **(Resolution 8)**
- 8 That approval be and is hereby given to the directors to offer and grant options and/or awards from time to time in accordance with the provisions of the Petra Foods Share Option Scheme and Petra Foods Share Incentive Plan (collectively the **Petra Schemes**), and, pursuant to Section 161 of the Act, to allot and issue from time to time such number of shares in the capital of the Company (**Scheme Shares**) as may be required to be issued pursuant to the exercise of options and/or awards granted under the Petra Schemes and to do all such acts and things as may be necessary or expedient to carry the same into effect, provided always that the aggregate number of Scheme Shares shall not exceed 10 per cent. of the total number of issued Shares excluding treasury shares from time to time. **(Resolution 9)**
- 9 That pursuant to Section 161 of the Act, authority be and is hereby given to the directors to allot and issue from time to time such number of new ordinary shares in the Company as may be required to be allotted and issued pursuant to the Petra Foods Limited Scrip Dividend Scheme. **(Resolution 10)**
- 10 That:
- (1) approval be and is hereby given (**IPT Mandate**), for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its subsidiaries and its associated companies which are entities at risk as defined in Chapter 9 of the Listing Manual of the SGX-ST, or any of them, to enter into any of the transaction(s) falling within the types of interested person transactions, particulars of which are set out in the Annual Report of the Company for the financial year ended 31 December 2008 (**Appendix**) accompanying this Notice, with any person who falls within the class of interested persons described in the Appendix, provided that such transactions are made at arm's length and on normal commercial terms, will not be prejudicial to the interests of the Company and its minority shareholders, and will be subject to the review procedures for interested person transactions as set out in the Appendix;
- (2) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier;
- (3) 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 which may be prescribed by the SGX-ST from time to time; and
- (4) the directors of the Company be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT Mandate and/or this Resolution. **(Resolution 11)**

By Order of the Board of Directors

Lian Kim Seng / Chuang Yok Hoa
Company Secretaries

Singapore, 9 April 2009

Note:

A member of the Company entitled to attend and vote at the meeting may appoint a proxy (or in the case of a corporation, to appoint its authorised representative or proxy) to attend and vote on his behalf. Such proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the registered office of the Company at TripleOne Somerset, 111 Somerset Road, #16-01, Singapore 238164 not less than 48 hours before the time for holding the meeting.

Notice of Annual General Meeting

Explanatory Note & Statement pursuant to Article 64 of the Company's Articles of Association

Ordinary Resolutions 3 and 4

Messrs Chuang Tiong Kie and Chua Koon Chek, executive directors, when re-elected, will remain as members of the Executive Committee.

Ordinary Resolution 5

Mr Michael Dean, an independent director, when re-elected, will remain as Chairman of the Audit Committee, a member of Nominating, Remuneration and Cocoa Commercial Risk Committees.

Ordinary Resolution 8

The proposed Resolution 8, if passed, will empower the directors to issue Shares in the capital of the Company and/or Instruments. The aggregate number of Shares to be issued pursuant to Resolution 8 shall not exceed 50 per cent. of the total number of issued Shares excluding any treasury shares, with a sub-limit of 20 per cent. for Shares issued other than on a pro-rata basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the total number of issued Shares excluding treasury shares will be calculated based on the total number of issued Shares excluding treasury shares of the Company as at the time of passing of Resolution 8 after adjusting for:-

- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) new Shares arising from the exercise of share options or vesting of share awards which are outstanding or subsisting at the time Resolution 8 is passed; and
- (c) any subsequent bonus issue, consolidation or subdivision of Shares.

This calculation is in accordance with Rule 806(3) of the Listing Manual of the SGX-ST. The authority will continue in force until the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier, unless previously revoked or varied at a general meeting.

Ordinary Resolution 9

The proposed Resolution 9, if passed, will empower the directors to offer and grant options under the Petra Foods Share Option Scheme and/or the awards under the Petra Foods Share Incentive Plan, provided that the aggregate number of Shares to be issued does not exceed 10 per cent. of the total number of issued Shares excluding treasury shares of the Company for the time being.

Ordinary Resolution 10

The proposed Resolution 10, if passed, will empower the directors to allot and issues new ordinary shares in the Company pursuant to the Petra Foods Limited Scrip Dividend Scheme (as from time to time amended, modified, or supplemented) which was implemented following board's approval.

Ordinary Resolution 11

The proposed Resolution 11, if passed, will renew the IPT Mandate to facilitate the Company, its subsidiaries and associated companies which are entities at risk as defined in Chapter 9 of the Listing Manual of the SGX-ST, to enter into transactions, the details of which are set out in the Appendix accompanying this Notice. The authority pursuant to the renewed IPT Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting is required by law to be held, whichever is the earlier.