

# PETRA FOODS LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the shareholders of Petra Foods Limited (the "**Company**") will be held at Mandarin Orchard Singapore, Imperial Ballroom, 35th Floor, Orchard Wing, 333 Orchard Road, Singapore 238867 on 30 April 2013 as 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 purposes of considering and, if thought fit, passing with or without modifications, the following resolutions:

### **RESOLUTION 1: ORDINARY RESOLUTION**

#### **THE PROPOSED DISPOSAL OF THE COCOA INGREDIENTS DIVISION OF THE COMPANY**

That:

- (a) the entry by the Company into the conditional share purchase agreement (the "**SPA**") with Barry Callebaut AG and Barry Callebaut Belgium N.V. (together, "**Barry Callebaut**") dated 12 December 2012 in connection with the proposed sale of the Company's Cocoa Ingredients Division, comprising (i) the business assets associated with the Cocoa Ingredients Division; and (ii) all the issued and paid-up shares of Delfi Cocoa USA Inc., Delfi Cocoa Investments 1 Pte. Ltd., Delfi Cocoa (Malaysia) Sdn. Bhd., Siam Cocoa Products Co., Ltd. and Petra Europe Holdings Pte. Ltd., be approved, confirmed and ratified, and adopted as the act and deed of the Company (the "**Proposed Disposal**");
- (b) the Proposed Disposal by the Company to Barry Callebaut pursuant to, and in accordance with, the terms of the SPA be and is hereby approved;
- (c) the Directors of the Company and each of them be and is hereby authorised to complete and to do all such acts and things (including signing and executing all such documents, ancillary agreements and instruments as may be required, and to make all such amendments thereto as may be required in connection with the Proposed Disposal) as they or he may deem desirable, expedient or necessary in the interests of the Company to give effect to this Ordinary Resolution and to the SPA as they or he may deem fit; and
- (d) all actions taken by the Company and/or the Directors of the Company in connection with, relating to or arising from the Proposed Disposal be and are hereby ratified, confirmed and approved.

### **RESOLUTION 2: SPECIAL RESOLUTION**

#### **THE PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

That Articles 2, 10, 70, 71, 73, 74, 75, 76, 78, 82, 83, 85 and 86 of the Articles of Association of the Company (the "**Articles**") be amended in the manner and to the extent as set out in the Appendix to the Circular to shareholders of the Company dated 5 April 2013, such amendments to the Articles to take effect from the passing thereof.

BY ORDER OF THE BOARD

Lian Kim Seng / Chuang Yok Hoa  
Company Secretaries

5 April 2013

#### **Notes:**

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies that has been executed by a member must be lodged at the registered office of the Company at 111 Somerset Road, #08-05 TripleOne Somerset, Singapore 238164, not less than 48 hours before the time appointed for the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the Extraordinary General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Form will be deemed to be revoked.