

**GOLDEN AGRI-RESOURCES LTD**  
(Incorporated in the Republic of Mauritius)

**NOTICE OF ANNUAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual Meeting of Golden Agri-Resources Ltd (the “Company” or “GAR”) will be held on **Tuesday, 28 April 2009 at 10.30 a.m.** at Holiday Inn Atrium Singapore, Level 4, Atrium Ballroom, 317 Outram Road, Singapore 169075 to transact the following business:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Financial Statements for the year ended 31 December 2008 together with the Directors’ and Auditors’ Reports thereon. **(Resolution 1)**
2. To approve the Directors’ Fees of S\$228,000 for the year ended 31 December 2008. (FY2007: S\$200,373) **(Resolution 2)**
3. To re-elect the following Directors retiring by rotation pursuant to Article 90 of the Constitution of the Company:
  - a) Mr Muktar Widjaja **(Resolution 3)**
  - b) Mr Rafael Buhay Concepcion, Jr. **(Resolution 4)**
  - c) Mr Kaneyalall Hawabhay *{please see note 1}* **(Resolution 5)**
4. To re-elect the Director, Mr William Chung Nien Chin, retiring pursuant to Article 96 of the Constitution of the Company. **(Resolution 6)**
5. To re-appoint Moore Stephens LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**

**AS SPECIAL BUSINESS**

6. To consider and, if thought fit, to pass with or without any amendments, the following resolutions as Ordinary Resolutions:

**Renewal of authority to allot and issue shares (“Share Issue Mandate”)**

- 6A. “That pursuant to The Companies Act 2001 of Mauritius and the Listing Rules of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to allot and issue (including the allotment and issue of shares and convertible securities pursuant to offers, agreements or options made or granted by the Company while this authority remains in force) or otherwise dispose of shares in the Company (including making and granting offers, agreements and options which would or which might require shares and convertible securities to be allotted, issued or otherwise disposed of) at any time, whether during the continuance of such authority or thereafter, to such persons, upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit without first offering such shares and convertible securities to the members of the Company provided that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution shall not exceed fifty percent (50%) of the issued share capital of the Company (excluding treasury shares) at the date of this Resolution, and provided further that where members of the Company with registered addresses in Singapore are not given an opportunity to participate in the same on a pro-rata basis, then the shares and convertible securities to be issued under such circumstances shall not exceed twenty percent (20%) of the issued share capital of the Company (excluding treasury shares) at the date of this Resolution.”  
*{please see note 2}* **(Resolution 8)**

**Authority to allot and issue shares up to 100% of the total number of issued shares via a pro-rata renounceable rights issue**

- 6B. “That subject to and pursuant to the share issue mandate in Resolution 8 above being obtained, and notwithstanding the fifty percent (50%) limit in Resolution 8 above, that pursuant to The Companies Act 2001 of Mauritius and in accordance with and subject to the requirements of the Singapore Exchange Securities Trading Limited, the Directors of the Company be and are hereby authorised to allot and issue shares in the Company at any time by way of a pro-rata renounceable rights issue to shareholders of the Company upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution shall not exceed one hundred percent (100%) of the issued share capital of the Company (excluding treasury shares) at the date of this Resolution.”  
{please see Note 3} **(Resolution 9)**

**Authority to allot and issue shares at a discount of up to 20% under Share Issue Mandate**

- 6C. “That subject to and pursuant to the share issue mandate in Resolution 8 above being obtained, authority be and is hereby given to the Directors of the Company to allot and issue new shares on a non pro-rata basis at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than twenty percent (20%) discount to the weighted average price per share determined in accordance with the requirements of the Singapore Exchange Securities Trading Limited.” {please see Note 4} **(Resolution 10)**

**Renewal of Share Purchase Mandate**

- 6D. “(a)That for the purposes of The Companies Act 2001 of Mauritius (the “**Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares (“**Shares**”) in the issued share capital of the Company not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or prices as may be determined by the Directors 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 in accordance with any equal access schemes as may be determined or formulated by the Directors 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)That unless varied or revoked by the Company in members 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 Meeting of the Company is held; or
- (ii) the date by which the next Annual Meeting of the Company is required by law to be held;

(c)That in this Resolution:

“**Prescribed Limit**” means ten percent (10%) of the issued ordinary share capital of the Company as at the date of the 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
- (ii) in the case of an Off-Market Purchase: 120% of the Highest Last Dealt Price

where:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, preceding the day of the Market Purchase and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period;

**“Highest Last Dealt Price”** means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

**“day 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 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; and

(d) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.” *{please see note 5}* **(Resolution 11)**

#### **Renewal of Interested Person Transactions Mandate**

- 6E. “(a) That pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Company, its subsidiaries and associated companies that are not listed on the Singapore Exchange Securities Trading Limited or an approved exchange, provided that the Company and its subsidiaries (the **“Group”**), or the Group and its interested person(s), has control over the associated companies, or any of them to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix 1 to this Notice of Annual Meeting *{please see note 6}*, with any party who is of the class of Interested Persons described in the said Appendix 1, provided that such transactions are carried out in the ordinary course of business and in accordance with the guidelines of the Company for Interested Person Transactions as set out in the said Appendix 1 (the **“IPT Mandate”**);

(b) That the IPT Mandate shall, unless revoked or varied by the Company in members meeting, continue in force until the next Annual Meeting of the Company; and

(c) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution." *{please see note 6A}* **(Resolution 12)**

By Order of the Board

Simon Lim  
Director  
9 April 2009  
Singapore

**Notes:**

A member entitled to attend and vote at the Annual Meeting is entitled to appoint no more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company. Proxies must be lodged at the mailing address of the Company at 3 Shenton Way, #17-03 Shenton House, Singapore 068805 not later than 48 hours before the Annual Meeting.

**Additional information relating to the Notice of Annual Meeting:**

1. Mr Kaneyalall Hawabhay if re-elected, will remain on the Audit Committee. Mr Kaneyalall Hawabhay is considered to be independent.
2. The Ordinary Resolution 8 proposed in item 6A above, if passed, is to empower the Directors from the date of the above Meeting until the date of the next Annual Meeting, to issue shares and convertible securities in the capital of the Company. The number of shares and convertible securities that the Directors may issue under this Resolution would not exceed fifty percent (50%) of the issued capital of the Company (excluding treasury shares) at the time this Resolution is passed. For issue of shares and convertible securities other than on a pro-rata basis to shareholders, the aggregate number of shares and convertible securities to be issued shall not exceed twenty percent (20%) of the issued capital of the Company (excluding treasury shares).

The percentage of issued capital is based on the Company's issued capital (excluding treasury shares) after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or any employee share options on issue or vesting of share awards outstanding or subsisting at the time this Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares.

3. The Ordinary Resolution 9 proposed in item 6B above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual Meeting, to allot and issue shares in the Company up to 100% (from the existing 50%) of its issued capital by way of a pro-rata renounceable rights issue. This is one of the new measures introduced by Singapore Exchange Ltd, in consultation with the Monetary Authority of Singapore, on 20 February 2009 to accelerate and facilitate listed issuers' fund raising efforts and will be in effect until 31 December 2010.

This mandate is conditional upon the Company:

- making periodic announcements on the use of the proceeds as and when the funds are materially disbursed; and
- providing a status report on the use of proceeds in the annual report.

The percentage of issued capital is based on the Company's issued capital (excluding treasury shares) after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or any employee share options on issue or vesting of share awards outstanding or subsisting at the time this Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares.

This mandate, if passed, will provide the Directors with an opportunity to raise funds and avoid prolonged market exposure by reducing the time taken for shareholders' approval, in the event the need arises. Minority shareholders' interests are mitigated as all shareholders have equal opportunities to participate and can dispose their entitlements through trading of nil-paid rights if they do not wish to subscribe for their rights shares.

4. The Ordinary Resolution 10 proposed in item 6C above, if passed, is to authorise the Directors from the date of the above Meeting until the date of the next Annual Meeting, to allot and issue new shares on a non pro-rata basis at an issue price of up to 20% discount to the weighted average price per share determined in accordance with the requirements of the Singapore Exchange Securities Trading Limited. This is one of the new measures introduced by Singapore Exchange Ltd, in consultation with the Monetary Authority of Singapore, on 20 February 2009 to accelerate and facilitate listed issuers' fund raising efforts and will be in effect until 31 December 2010.

5. The Ordinary Resolution 11 proposed in item 6D above, if passed, is to renew for another year, up to the next Annual Meeting of the Company, the mandate for share purchase as described in the Appendix 2 to this Notice of Annual Meeting, which will, unless previously revoked or varied by the Company at members meeting, expire at the next Annual Meeting.
6. The mandate for transactions with Interested Persons as described in the Appendix 1 (the "Appendix 1") to this Notice of Annual Meeting includes the placement of deposits by the Company with financial institutions in which Interested Persons have an interest.
- 6A. The Ordinary Resolution 12 proposed in item 6E above, if passed, is to renew for another year, up to the next Annual Meeting of the Company, the mandate for transactions with Interested Persons as described in the Appendix 1, which will, unless previously revoked or varied by the Company at members meeting, expire at the next Annual Meeting.