

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

**NOTICE OF SPECIAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special Meeting (the “**Meeting**”) of Golden Agri-Resources Ltd (the “**Company**”) will be convened on Friday, 24 October 2008 at 2.30 p.m. at Holiday Inn Atrium Singapore, Level 4, Atrium Ballroom, 317 Outram Road, Singapore 169075 for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

**AS AN ORDINARY RESOLUTION**

**THE PROPOSED ADOPTION OF THE GAR GROUP RESTRICTED SHARE PLAN**

That:

- (a) a new restricted share plan to be known as the “GAR Group Restricted Share Plan” (the “**RSP**”), the rules of which, for the purpose of identification, have been signed by the Chairman of the Meeting, under which awards (“**Awards**”) of fully paid-up ordinary shares (the “**Shares**”), their equivalent cash value or combinations thereof will be granted, free of payment, to eligible participants under the RSP, details of which are set out in the Circular to Shareholders dated 8 October 2008 (the “**Circular**”), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the RSP;
  - (ii) to modify and/or alter the RSP at any time and from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the RSP, and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the RSP; and
  - (iii) subject to the same being allowed by law, to apply any Shares purchased under any share buy-back mandate towards the satisfaction of the Awards granted under the RSP; and
- (c) the Directors of the Company be and are hereby authorised to grant the Awards in accordance with the provisions of the RSP and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of the Awards under the RSP, provided that the aggregate number of Shares to be allotted and issued pursuant to the RSP (as defined in the Circular) shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares) from time to time.

**BY ORDER OF THE BOARD**

Simon Lim  
Director  
8 October 2008  
Singapore

**Notes:**

1. A member of the Company entitled to attend and vote at the 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.
2. Proxies must be lodged at the mailing address of the Company at 3 Shenton Way, #17-03 Shenton House, Singapore 068805 not less than 48 hours before the time fixed for the Meeting.