CHINA STAR FOOD GROUP LIMITED

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CHINA STAR FOOD GROUP LIMITED

(Formerly known as Brooke Asia Limited)
(Company Registration No. 200718683N)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (**"AGM"**) of China Star Food Group Limited (the **"Company"**) will be held at Room 303, Level 3, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 29 July 2016 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2016 together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company:
   Ms Huang Lu **(Resolution 2)**
   Mr Koh Eng Kheng Victor **(Resolution 3)**
   Mr Loh Wei Ping **(Resolution 4)**
   Mr Lim Teck Chai, Danny **(Resolution 5)**
   [See Explanatory Note (i)]
   Ms Huang Lu will, upon re-election, remain as a member of the Remuneration Committee.
   Mr Koh Eng Kheng Victor will, upon re-election, remain as the Lead Independent Director, Chairman of the Nominating Committee and a member of the Audit Committee. The Board considers Mr Koh Eng Kheng Victor to be independent pursuant to Rule 704(7) of the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) Listing Manual Section B: Rules of Catalist (the **"Catalist Rules"**).
   Mr Loh Wei Ping will, upon re-election, remain as the Chairman of the Audit Committee and a member of the Remuneration Committee. The Board considers Mr Loh Wei Ping to be independent pursuant to Rule 704(7) of the SGX-ST Catalist Rules.
   Mr Lim Teck Chai, Danny will, upon re-election, remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. The Board considers Mr Lim Teck Chai, Danny to be independent pursuant to Rule 704(7) of the SGX-ST Catalist Rules.
3. To approve the payment of Directors' fees of SS116,778 for the financial year ended 31 March 2016.
   [See Explanatory Note (ii)] **(Resolution 6)**
4. To approve the payment of Directors' fees of SS222,000 for the financial year ending 31 March 2017, payable quarterly in arrears. **(Resolution 7)**
5. To re-appoint Messrs RSM Chio Lim LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

7. **Authority to allot and issue shares**

   That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (**"Companies Act"**) and Rule 806 of the Catalist Rules, the Directors be authorised and empowered to:

   (a) (i) issue shares in the Company (**"shares"**) whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (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) options, warrants, debentures or other instruments convertible into shares,

   (b) 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

   (notwithstanding the authority conferred by this resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this resolution was in force,

   provided that:

   (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) to be issued pursuant to this resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (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 shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such calculation 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, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this resolution, after adjusting for:

   (a) new shares arising from the conversion or exercise of any convertible securities;
   (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this resolution; and
   (c) any subsequent bonus issue, consolidation or subdivision of shares;

   (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

   (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

   [See Explanatory Note (iii)] **(Resolution 9)**

8. **Authority to allot and issue shares under the China Star Employee Share Option Scheme**

   That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

   (i) offer and grant options (**"Options"**) from time to time in accordance with the rule of China Star Employee Share Option Scheme (**"China Star ESOS"**); and

   (ii) allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options granted under the China Star ESOS,

   provided always that aggregate number of Shares to be issued and issuable pursuant to the the China Star ESOS, China Star Performance Share Plan and any other share based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares), on the day immediately preceding the date on which an offer to grant an Option is made and that the grant of Options can be made at any time and from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

   [See Explanatory Note (iv)] **(Resolution 10)**

9. **Authority to allot and issue shares under the China Star Performance Share Plan**

   That pursuant to Section 161 of the Companies Act, authority be and is hereby given to the Directors to:

   (i) offer and grant awards (**"Awards"**) from time to time in accordance with the rule of China Star Performance Share Plan (**"China Star PSP"**); and

   (ii) allot and issue from time to time such number of shares as may be required to be issued pursuant to the vesting of Awards granted under the China Star PSP,

   provided always that aggregate number of shares to be issued and issuable pursuant to the China Star ESOS, China Star PSP and any other share based incentive schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

   [See Explanatory Note (iv)] **(Resolution11)**

10. **The ratification for the issuance of the Placement Shares with Warrants in relation to the Compliance Placement (as defined in the Company's announcement dated 13 April 2016)**

    That:

    (a) approval given for the Company for the issuance of Placement Shares with Warrants according to the terms under the Placement Agreement as described in the Company's announcement dated 13 April 2016 be and is hereby approved, confirmed and ratified;

    (b) authorisation given to the Directors and any of them to do all acts and things including without limitation, executing all such documents and approving any amendments, alterations, modifications to any such documents as they or he may consider desirable, expedient or necessary in connection with the Compliance Placement, as they or he may think fit in the interest of the Company be and is hereby approved, confirmed and ratified; and

    (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed or delivered by the Directors and any of them in connection with the Compliance Placement be and are hereby approved, confirmed and ratified.

    [See Explanatory Note (v)] **(Resolution12)**

By Order of the Board

Kelly Kiar Lee Noi
Company Secretary
Singapore, 14 July 2016

Explanatory Notes:

(i) This is the Company's first AGM subsequent to the completion of the reverse takeover of Brooke Asia Limited on 22 September 2015, and as a matter of good corporate governance, the existing Directors, as indicated under the Ordinary Resolutions 2 to 5 in item 2 above, have put themselves up for re-election by shareholders at this AGM. The Executive Director and Chief Executive Officer, Mr Liang Chengwang was not put up for re-election at this AGM to ensure continuity of the Group's business given that he is the only Executive Director as at the date of this notice.

(ii) The Directors' fees are for the period from 22 September 2015 (date of the completion of the reverse takeover) to 31 March 2016.

(iii) The Ordinary Resolution 9 in item 7 above, if passed, will empower the Directors, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to fifty percent (50%) may be issued other than on a pro-rata basis to shareholders.

(iv) The Ordinary Resolutions 10 and 11 in items 8 and 9 above, if passed, will empower the Directors of the Company, to allot and issue shares pursuant to the exercise of Options and vesting of Awards under the China Star ESOS and China Star PSP, provided that the aggregate number of shares to be issued pursuant to the China Star ESOS and China Star PSP, when aggregated with the number of shares issued and issuable or transferred and to be transferred under any other share based incentive schemes of the Company shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) of the Company from time to time.

(v) The Company had previously obtained the approval of the shareholders at the extraordinary general meeting of the Company on 20 July 2015 (**"2015 EGM"**) for, *inter alia*, the allotment and issuance of up to 101,000,000 Placement Shares (as defined in the Company's circular dated 26 June 2015 (**"Circular"**)) pursuant to the Proposed Compliance Placement (as defined in the Circular).

Due to unfavourable market conditions, the Company only entered into a placement agreement on 12 April 2016 to place out an aggregate of 25,250,000 Placement Shares (following the completion of a 4:1 share consolidation) with 50,500,000 free detachable warrants (the **"Warrants"**), on the basis of two (2) Warrants for every Placement Share subscribed, at the placement price of SS0.23 per Placement Share to enhance and facilitate the completion of the Proposed Compliance Placement. As the Warrants were not issued in connection with the Proposed Compliance Placement approved by the shareholders at the 2015 EGM, the Company is seeking shareholders' ratification at this AGM for the issuance of the Placement Shares with Warrants, which is in accordance to the SGX-ST's listing and quotation notice dated 12 April 2016. It should be noted that the listing and quotation notice issued by the SGX-ST is not an indication of the merits of the Placement with Warrants, Placement Shares, Warrants, Warrant Shares, the Company, its subsidiaries and their securities.

Please refer to the Company's announcement dated 13 April 2016 for further details.

Notes:

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the AGM.
   (b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or Shares held by such member.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than forty-eight (48) hours before the time appointed for holding the AGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.