

PROXY FORM

INDOFOOD AGRI RESOURCES LTD.

(Company Registration No. 200106551G)
(Incorporated in the Republic of Singapore)

IMPORTANT

1. The Annual General Meeting (“AGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of AGM and Proxy Form will be made available to members on the Company’s website <http://www.indofoodagri.com/ir-agm.html> and SGXNet on 26 May 2020.
2. Alternative arrangements relating to, among others, attendance (including arrangements by which the meeting can be electronically accessed via “live” audio-visual webcast or “live” audio-only stream), submission of questions in advance and/or voting by proxy at the AGM are set out in the Company’s announcement dated 26 May 2020 which has been uploaded together with this proxy form on SGXNet and the Company’s website at <http://www.indofoodagri.com/ir-agm.html> on the same day.
3. A member will not be able to attend the AGM in person due to the current COVID-19 restriction orders in Singapore. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Chairman of the Meeting, as proxy, need not be a member of the Company.
4. This proxy form is not valid for use by investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore)) (“Investor”) (including investors holding through Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) (“CPF/SRS investors”)) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/ her CPF Agent Bank or SRS Operator by 3.00 p.m. on 4 June 2020, being 7 working days before the date of the AGM to submit his/her voting instructions.
5. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 26 May 2020.
6. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member’s proxy to attend, speak and vote on his/her/its behalf at the AGM.

*I/We _____ (Name) _____ (NRIC/Passport/Co. Reg No.)

of _____ (Address)

being a member/members of Indofood Agri Resources Ltd., hereby appoint the Chairman of the Meeting as *my/ our proxy, to attend, speak and vote for *me/ us and on *my/ our behalf, at the AGM of the Company to be held by way of electronic means on Tuesday, 16 June 2020 at 3.00 p.m. (Singapore time), and at any adjournment thereof.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes for or against a resolution to be proposed at the Meeting, please indicate with a “√” in the space provided under “For” or “Against”. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution to be proposed at the Meeting, please indicate with a “√” in the space provided under “Abstain”. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to vote “For” or “Against” or to abstain from voting. **In the absence of specific directions, the appointment of the Chairman of the Meeting as your proxy will be treated as invalid.**)

No.	Resolution	For	Against	Abstain
ORDINARY BUSINESS				
1.	To receive and adopt the Directors' statement and audited financial statements for the year ended 31 December 2019 and the Auditor’s Report thereon.			
2.	To approve the Directors’ Fees of S\$345,000/- (2018: S\$345,000/-) for the year ended 31 December 2019.			
3a.	To re-elect Lee Kwong Foo, Edward, the Director who retires under Regulation 111 of the Company’s Constitution.			
3b.	To re-elect Mr Lim Hock San, the Director who retires under Regulation 111 of the Company’s Constitution.			
3c.	To re-elect Mr Goh Kian Chee, the Director who retires under Regulation 111 of the Company’s Constitution.			
4.	To re-appoint Messrs Ernst & Young LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration.			
SPECIAL BUSINESS				
5.	To approve the general mandate for issues of shares.			
6.	To approve the proposed renewal of the Mandate for Interested Person Transactions.			
7.	To approve the proposed renewal of the Share Purchase Mandate.			

Signed this _____ day of _____ 2020

Number of ordinary shares	
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** Delete where appropriate*

Signature(s) of Member(s)/Common Seal

Notes:

- 1) Please insert the total number of Shares held by you. If you have Shares entered against your name in the depository register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the depository register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the depository register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
- 2) A member will not be able to attend the AGM in person due to the current COVID-19 restriction orders in Singapore, as well as not able to vote through the “live” audio-visual webcast or “live” audio-only stream AGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. The Chairman of the Meeting, as proxy, need not be a member of the Company.

In appointing the Chairman of the Meeting as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

- 3) The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company by 3.00 p.m. on 13 June 2020 (not less than 72 hours before the time appointed for holding the Meeting), in the following manner:
 - (a) if by electronically, via email to general@indofoodagri.com; or
 - (b) if by post, be lodged at the Company’s registered address at 8 Eu Tong Sen Street, #16-96/97 The Central, Singapore 059818.

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or before submitting it by post to the address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

The proxy form is not valid for use by investors holding through relevant intermediaries (“Investors”) (including CPF/SRS investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator by 3.00 p.m. on 4 June 2020, being 7 working days before the date of the AGM to submit his/her voting instructions.

- 4) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or under the hand of its attorney. A body corporate which is a member may also appoint an authorised representative or representatives in accordance with its Constitution and Section 179 of the Companies Act, Chapter 50 of Singapore, to attend and vote for and on behalf of such body corporate.
- 5) The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.
6. Any reference to a time of day is made by reference to Singapore time.

Personal Data Privacy

By attending the AGM of the Company and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 26 May 2020.