
NOTICE OF EXTRAORDINARY GENERAL MEETING

INDOFOOD AGRI RESOURCES LTD.

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Indofood Agri Resources Ltd. (the “**Company**”) will be held at Swissôtel Merchant Court Singapore, Merchant Court Ballroom, Section A, 20 Merchant Road, Singapore 058281 on Thursday, 28 April 2011 at 4.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 4.00 p.m. on the same day and at the same place, whichever is later) for the purpose of considering and, if thought fit, passing, with or without modifications, Resolution 1 as an ordinary resolution and Resolution 2 as a special resolution:

AS AN ORDINARY RESOLUTION

Resolution 1 : Approval of the Possible Material Dilution

THAT:

- (a) approval be and is hereby given for a material dilution of up to 20% of the Company’s shareholding interest in PT SIMP resulting from the issue by PT SIMP of the Offer Shares in connection with the IPO and Listing; and
- (b) the directors of the Company and/or any of them 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 and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated by this Resolution.

AS A SPECIAL RESOLUTION

Resolution 2 : Approval of the Proposed Amalgamation

THAT contingent upon the passing of Resolution 1 and the completion of the IPO and Listing:

- (1) pursuant to Section 215D(1) of the Companies Act, the Company and Indofood Oil & Fats Pte. Ltd. (Company Registration No. 200613298W) (“**IOFPL**”), a wholly-owned subsidiary of the Company, be amalgamated and shall continue with the Company being the Amalgamated Company with effect from the date to be determined by the directors of the Company (“**Effective Date**”), on the terms that with effect from the Effective Date:-
 - (i) the shares of IOFPL be cancelled without payment or other consideration;
 - (ii) the Memorandum of Association of the Amalgamated Company shall be the same as the Memorandum of Association of the Company;
 - (iii) each of the directors of the Company and IOFPL is satisfied that the Amalgamated Company will be able to pay its debts as they fall due during the period of 12 months immediately after the Effective Date;
 - (iv) the following persons, being the existing directors of the Company, shall be the directors of the Amalgamated Company:
 - (a) Mr Lee Kwong Foo, Edward;
 - (b) Mr Lim Hock San;
 - (c) Mr Mark Julian Wakeford;

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- (d) Mr Moleonoto Tjang;
 - (e) Mr Gunadi;
 - (f) Mr Suaimi Suriady;
 - (g) Mr Tjhie Tje Fie;
 - (h) Mr Axton Salim;
 - (i) Mr Goh Kian Chee; and
 - (j) Mr Hendra Susanto;
- (v) all the property, rights and privileges of IOFPL shall be transferred to and vest in the Amalgamated Company, at their respective book values appearing in the audited accounts of IOFPL as of the Effective Date;
- (vi) all the liabilities and obligations of IOFPL shall be transferred to and become the liabilities and obligations of the Amalgamated Company;
- (vii) all proceedings pending by or against IOFPL may be continued by or against the Amalgamated Company; and
- (viii) any conviction, ruling, order or judgment in favour of or against IOFPL may be enforced by or against the Amalgamated Company; and
- (2) the directors of the Company be and are hereby authorised to exercise such discretions, to complete and do all such acts and things, including without limitation, to sign, seal and execute and deliver all such documents and deeds as they may in their absolute discretion deem necessary, expedient or desirable in connection with and/or for the purpose of effecting the Proposed Amalgamation between the Company and IOFPL in accordance with the provisions of the Companies Act.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 5 April 2011 (including supplements and modifications thereto).

BY ORDER OF THE BOARD
Indofood Agri Resources Ltd.

Mark Julian Wakeford
Chief Executive Officer and Executive Director
Singapore

5 April 2011

Notes:

- (1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 8 Eu Tong Sen Street, #16-96/97 The Central, Singapore 059818 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.
- (3) In connection with the IPO and Listing, the Company also needs to obtain its Shareholders' approval for the Proposed Amalgamation by way of a special resolution.