

NOTICE OF THE TWENTY-THIRD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Third (23rd) Annual General Meeting of the Company will be held at Parameswara Meeting Room, Level 2, Philea Mines Beach Resort, Jalan Dulang, Mines Resort City, 43300 Seri Kembangan, Selangor Darul Ehsan, Malaysia, on Friday, 15 December 2017 at 11.00 a.m. or at any adjournment thereof for the purpose of considering the following businesses:-

	<i>Resolution Number</i>
AGENDA	
AS ORDINARY BUSINESS	
1. To receive the Audited Financial Statements for the financial year ended 30 June 2017 together with the Reports of the Directors and the Auditors thereon.	<i>Please Refer to Explanatory Note A</i>
2. To consider and if thought fit, with or without any modification(s), to pass the following resolutions:- <p>“THAT the payment of Directors’ Fees of RM170,500 for the financial year ended 30 June 2017, be and is hereby approved.” (2016: RM150,900).</p> <p>“THAT the sum of RM184,600 being payment for Director’s Fees for the financial year ending 30 June 2018 be hereby approved AND THAT the Meeting Attendance Fees be payable on a quarterly basis upon the successful completion of the duties and responsibilities of the Directors for the said period during the financial year AND THAT the Directors’ Fees for the year and the Meeting Attendance Fees for the 4th Quarter be payable after the end of the financial year ending 30 June 2018.”</p>	1
3. To re-elect the Director, Dato’ Sri Liew Yew Chung, who retire in accordance with Article 77 of the Company’s Articles of Association.	3
4. To re-elect the Director, Mr. Edward Tan Juan Peng, who retire in accordance with Article 82 of the Company’s Articles of Association.	4
5. To re-elect the Director, Mr. Wong Hock Foong, who retire in accordance with Article 82 of the Company’s Articles of Association.	5
6. To appoint Auditors and to authorise the Directors to fix their remuneration.	6
Special Notice pursuant to Section 280(2)(b)(ii) and 322 of the Companies Act, 2016, a copy of which is set out and marked “Annexure A” annexed to the notice of Annual General Meeting, has been received by the Company to propose the following Ordinary Resolution:- <p>“THAT Messrs. KPMG PLT be and are hereby appointed as Auditors of the Company in place of the outgoing Auditors, Messrs. Adam & Co., to hold office until the conclusion of the next Annual General Meeting at a remuneration to be agreed between the Directors and the Auditors.”</p>	
AS SPECIAL BUSINESS	
To consider and, if thought fit, with or without any modification(s), to pass the following resolutions:-	
7. Ordinary Resolution - Continuing in Office as Independent Non-Executive Directors <p>“THAT authority be and is hereby given to Mr. Huang Yan Teo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company.”</p>	7
8. Ordinary Resolution - Authority to issue shares in General pursuant to Sections 75 and 76 of the Companies Act, 2016 <p>“THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approvals of the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, including provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.”</p>	8
9. Ordinary Resolution - Proposed renewal authority to buy back its own shares by the Company (“Proposed Share Buy-Back”) <p>“THAT subject to the Companies Act, 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Articles of Association and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Directors be hereby unconditionally and generally authorised, to the extent permitted by the law, to purchase the Company’s shares through Bursa Securities from time to time upon such terms and conditions and for such purchases, as the Directors may deem fit and expedient in the interest of the Company, subject to the followings:-</p> <p>(i) the maximum aggregate number of the Company’s shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the issued share capital of the Company;</p> <p>(ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Company’s shares shall not exceed the total amount of the retained earnings of the Company at the time of purchase. Based on the audited financial statements for the financial year ended 30 June 2017, the amount of the retained earnings of the Company stood at RM1,943,660;</p> <p>(iii) the authority conferred by this resolution will be effective immediately upon passing of this Resolution and will continue to be in force until:-</p> <p>(a) the conclusion of the next Annual General Meeting (“AGM”) of the Company, following the General Meeting at which this resolution was passed at which time it shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or</p> <p>(b) the expiration of the period within which the next AGM is required by law to be held; or</p> <p>(c) revoked or varied by ordinary resolution passed by the Shareholders in General Meeting;</p> <p>whichever is earlier and, in any event, in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities;</p>	9
AND THAT the Directors of the Company be and are hereby authorised to act and to take all steps and do all things as they may deem necessary or expedient to implement, finalise, complete and/or give full effect to the purchase of the Company’s shares.”	
10. Ordinary Resolution - Proposed Renewal of Shareholders’ Mandate for its subsidiary to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature (RRPTs) (“Proposed RRPTs Renewal”) <p>“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to Khee San Food Industries Sdn Bhd, a wholly-owned subsidiary of the Company, to enter into and give effect to the RRPTs with the related parties as set out in Section 3.3 in the Circular to Shareholders dated 21 November 2017 which transactions are necessary for the day-to-day operations in the ordinary course of business of the Company on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.</p> <p>THAT the Proposed RRPTs Renewal shall only continue to be in force until:-</p> <p>(a) the conclusion of the next AGM of the Company, at which time such mandate it will lapse, unless by a resolution passed at the next AGM, the authority is renewed; or</p> <p>(b) the expiration of the period within which the next AGM of KSB is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or</p> <p>(c) revoked or varied by resolution passed by the Shareholders in a General Meeting;</p> <p>whichever is the earlier.</p>	10
AND THAT the Directors of the Company be and are hereby empowered 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 best interest of the Company to give effect to the Proposed RRPTs Renewal.”	
11. Special Resolution - Proposed Adoption of New Company’s Constitution <p>“THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Circular to Shareholders dated 21 November 2017 be and is hereby adopted as the Constitution of the Company, AND THAT the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”</p>	11
12. To transact any other business of which due notice shall have been given.	

By Order of the Board

HOH LEONG CHING (MAICSA 7006654)

HOH CHEE MUN (MIA 8891)

Secretaries

Kuala Lumpur, Malaysia

Date: 21 November 2017

Notes:

- A Member of the Company who is entitled to attend and vote at this Meeting, is entitled to appoint a proxy to attend and to vote in his stead. A proxy may but need not be a Member of the Company.
- A Member may appoint not more than two (2) proxies to attend the same Meeting. Where a member or the authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under seal or the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company situated at c/o Eurogain Secta Sdn Bhd, 22-2, Jalan 1/64, Off Jalan Kolam Air / Jalan Sultan Azlan Shah, 51200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time set for the holding of the Meeting or adjourned Meeting.
- Only Member registered in the Record of Depositors as at 8 December 2017 shall be entitled to attend and vote at the said Meeting as well as for appointment of proxy(ies) to attend and vote on their behalf.

Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 provides that approval of shareholders be sought in the event that the Company would like an independent director who served in that capacity for more than 9 years to continue in office as an independent director. The Nominating Committee had assessed the performance and independence of Mr. Huang Yan Teo, who has served the Board as the Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and the Board has recommended that the approval of the shareholders be sought to re-appoint Mr. Huang Yan Teo as the Independent Non-Executive Directors of the Company.

**2. For Agenda Item 8
Authority to allot and issue shares in General pursuant to Sections 75 and 76 of the Companies Act, 2016**

The general mandate is proposed for the purpose of granting a renewed general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act, 2016. The proposed Resolution, if passed, will give the Directors, the authority to issue and allot ordinary shares in the Company, for such purposes as the Directors consider would be in the interest of the Company and also to avoid any delay and cost involved in convening a General Meeting to approve such issue of shares. This authority will, unless revoked or varied by the Company in General Meeting, expire at the conclusion of the next Annual General Meeting (“AGM”) or the expiration of the period within which the next AGM is required by law, to be held, whichever is earlier. As at the date of this Notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the last AGM held on 11 November 2016 and which will lapse at the conclusion of the 23rd AGM.

**3. For Agenda Item 9
Proposed renewal authority to buy back its own shares by the Company**

The renewed General Mandate is to provide flexibility to the Company for any possible fund raising exercises, including but not limited to issuance of new shares for the purposes of funding future investment project(s), working capital and/or acquisition(s).

The proposed Resolution is for the purpose of granting a general mandate, if passed, will allow the Company to purchase its own shares. The total number of shares purchased shall not exceed 10% of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM. Please refer to the Circular to Shareholders dated 21 November 2017 for detailed information.

**4. For Agenda Item 10
Proposed Renewal of Shareholders’ Mandate for its subsidiary to enter into Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution, if passed, will allow the Company and/or its subsidiary to enter into Recurrent Related Party Transactions of a revenue or trading nature. This authority will, unless revoked or varied by the Company in general meeting, expire at the next AGM. Please refer to the Circular to Shareholders dated 21 November 2017 for detailed information.

**5. For Agenda Item 11
Proposed Adoption of New Company’s Constitution**

The proposed Special Resolution, if passed, will bring the Company’s Constitution in line with the enforcement of the Companies Act, 2016 and to enhance administrative efficiency. Please refer to the Circular to Shareholders dated 21 November 2017 for detailed information.

EXPLANATORY NOTES:-

A - Audited Financial Statements for the financial year ended 30 June 2017

This Agenda is meant for discussion only. The provisions of Section 340(1) of the Companies Act, 2016 does not require a formal approval for the audited financial statements from the shareholders. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

B - Ordinary Business

**1. For Agenda Item 3, 4 and 5
Re-election of Retiring Directors**

The retiring Directors, Dato’ Sri Liew Yew Chung, Mr. Edward Tan Juan Peng and Mr. Wong Hock Foong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.

**2. For Agenda Item 6
Appointment of Messrs. KPMG PLT as Auditors**

The Company has received a Special Notice from a shareholder of the Company, London Biscuits Berhad, nominating Messrs. KPMG PLT for appointment as Auditors of the Company in place of the outgoing Auditors, Messrs. Adam & Co. whom did not sought for re-appointment.

C - Special Business

**1. For Agenda Item 7
Continuing in Office as Independent Non-Executive Directors**

The proposed Ordinary Resolution, if passed, will enable Mr. Huang Yan Teo be retained and continue to act as Independent Non-Executive Directors of the Company.