



## KUANTAN FLOUR MILLS BERHAD

Company No. 119598 – P  
(Incorporated in Malaysia)

### Notice of Twenty Eighth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Twenty Eighth Annual General Meeting of the Company will be held at The Zenith Hotel, Zenith 4 & 5, Level 3, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur, Malaysia on Wednesday, 26 September, 2012 at 2.30 p.m. for the purpose of transacting the following businesses: -

- To receive the Audited Financial Statements for the year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon.  
(Refer to Note 6)
- To approve the payment of Directors' fees for the financial year ended 31 March 2012. (Resolution 1)
- To re-elect as Director, Encik. Kushairi bin Zaidel, who retires by rotation in accordance with Article 63 of the Company's Articles of Association and, being eligible, offers himself for re-election. (Resolution 2)
- To re-elect as Director, Dato' Mohd Hasnulhisham Bin Yaakob, who retires by rotation in accordance with Article 68 of the Company's Articles of Association and, being eligible, offers himself for re-election. (Resolution 3)
- To re-elect as Director, Mr. Dennis Tow Jun Fye, who retires by rotation in accordance with Article 68 of the Company's Articles of Association and, being eligible, offers himself for re-election. (Resolution 4)
- To pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965: - (Resolution 5)  
"That Tan Sri Mohamed Bin Ngah Said, who is retiring pursuant to Section 129(2) of the Companies Act, 1965 be and is hereby re-appointed as Director of the Company and to hold office until the conclusion of the next Annual General Meeting."
- To appoint Messrs . McMillan Woods Thomas ( Audit Firm No. AF001879) in place of retiring Auditors, Messrs. Ernst & Young who have evinced their intention not to be reappointed and to authorize the Directors to fix the remuneration of Messrs McMillan Woods Thomas. (Resolution 6)

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolution: -

- Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 7)  
"That pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."  
(Refer to Note 8)
- To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association.

BY ORDER OF THE BOARD,

Tan Yoke May  
(MACS 01531)  
Company Secretary

Kuala Lumpur  
30th August 2012

Notes:

- A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
  - A member may appoint one (1) or more than one (1) proxy to attend and vote instead of the member. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
  - Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
  - The instrument appointing a proxy in the case of an individual shall be signed by the appointor or by his attorney duly authorised in writing and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised. In the case of joint holders, all holders must sign the Proxy Form.
  - The instrument appointing a proxy must be deposited at the registered office of the Company at Kawasan Lembaga Pelabuhan Kuantan, KM25, Jalan Kuantan/Kemaman, Tanjung Gelang, 25740 Kuantan, Pahang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
- Audited Financial Statements for the financial year ended 31 March 2012 together with the Reports of the Directors and Auditors thereon**
- This agenda is tabled for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.
  - Messrs Ernst & Young have evinced their intention not to be reappointed as Auditors. The Nomination of new Auditors, Messrs McMillan Woods Thomas was duly recommended by the Audit Committee and approved by the Board.

#### Explanatory Notes on Special Business

##### Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965

- The General Mandate Pursuant to Resolution 7 will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and / or acquisitions.

Ordinary Resolution No. 7, if passed, will give the Directors of the Company, from the date of the Annual General Meeting, authority to allot and issue ordinary shares from the un-issued share capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being and when business opportunities arise which the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

Statement Accompanying the Notice of Annual General Meeting  
Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad

Name of Director who is standing for Re-election pursuant to Article 63:  
- Encik Kushairi Bin Zaidel

Name of Directors who is standing for Re-election pursuant to Article 68:  
- Dato' Mohd Hasnulhisham Bin Yaakob  
- Mr. Dennis Tow Jun Fye

Name of Director who is standing for Re-appointment pursuant to Section 129 of Companies Act, 1965:  
- Tan Sri Mohamed Bin Ngah Said

The details of the Directors who are standing for re-election /re-appointment are set out in the Directors' Profile on Page 17 to 18 and their securities holdings in the Company are set out in the Statistics on Shareholdings on Page 69 of this Annual Report.