



FARM'S BEST BERHAD

(Company No.: 301653-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Farm's Best Berhad ("**FBB**" or "**Company**") will be held at Bilik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, 27 June 2013, at 11.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following ordinary resolution with or without modifications:

ORDINARY RESOLUTION I

PROPOSED ISSUE OF 11,106,052 FREE WARRANTS ("FREE WARRANTS") ON THE BASIS OF ONE (1) FREE WARRANT FOR EVERY FIVE (5) EXISTING ORDINARY SHARES OF RM1.00 EACH IN FBB ("FBB SHARES" OR "SHARES") HELD AT AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED FREE WARRANTS ISSUE")

"THAT, the Board of Directors of FBB ("**Board**") be and is hereby authorised to issue a total of 11,106,052 Free Warrants to the shareholders of the Company whose names appear on the Record of Depositors of the Company as at the close of business on an entitlement date to be determined later by the Board ("**Entitlement Date**"), on the basis of one (1) Free Warrant for every five (5) existing FBB Shares held;

THAT approval be and is hereby given to the Board to create and issue the Warrants and such additional Warrants ("**Additional Warrants**") as may be required or permitted to be issued as a consequence of the adjustments based on the indicative principal terms of the Warrants as set out in the circular to the shareholders of the Company dated 5 June 2013 and the terms and conditions of the deed poll to be executed by the Company ("**Deed Poll**");

THAT approval be and is hereby given to the Board to allot and issue such number of FBB Shares credited as fully paid-up arising from the exercise of the Warrants and/or the Additional Warrants (as the case may be) during the exercise period of the Warrants in accordance with the terms of the Deed Poll;

THAT such further new FBB Shares to be issued arising from the exercise of the Warrants and/or the Additional Warrants shall upon allotment and issue, rank *pari passu* in all respects with the then existing issued and fully paid-up FBB Shares except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of the new FBB Shares arising from the exercise of the Free Warrants;

THAT the Board be and is hereby entitled to deal with all or any fractional entitlements of the Warrants that may arise from the Proposed Free Warrants Issue, in such manner as the Board deems fit and expedient in order to minimise the incidence of odd lots and in the best interest of the Company;

THAT the Board be and is hereby authorised to do all acts and things as they may consider necessary or expedient and in the best interest of the Company (including fixing the final exercise price of the Warrants) with full powers to assent to any conditions, modification, variation and/or amendments as may be required, or imposed by the relevant authorities, and to take all steps and to enter into all such agreement, undertaking, indemnity, transfer, assignment and guarantee with any party or persons and to carry out any other matters as may be required to implement, formalise and give full effect to the Proposed Free Warrants;

AND THAT the Board be and is hereby authorised to enter into and execute the Deed Poll and to do all acts, deeds and things as it may deem fit or expedient in order to implement, finalise and give effect to the aforesaid Deed Poll."

ORDINARY RESOLUTION II

PROPOSED PRIVATE PLACEMENT OF UP TO 5,553,000 FBB SHARES (“PLACEMENT SHARES”), REPRESENTING APPROXIMATELY TEN PERCENT (10%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF FBB TOGETHER WITH UP TO 16,659,000 FREE DETACHABLE WARRANTS (“PLACEMENT WARRANTS”) ON THE BASIS OF THREE (3) PLACEMENT WARRANTS FOR EVERY ONE (1) PLACEMENT SHARE SUBSCRIBED (“PROPOSED PRIVATE PLACEMENT OF SHARES WITH WARRANTS”)

“THAT, approval be and is hereby given to the Directors of the Company to allot and issue up to 5,553,000 Placement Shares together with up to 16,659,000 Placement Warrants in the manner and upon the terms and conditions set out in the circular to shareholders dated 5 June 2013 (“**Circular**”);

THAT the proceeds from the Proposed Private Placement of Shares with Warrants shall be utilised for the purpose as set out in Section 5 of this Circular;

THAT the holders of the Placement Warrants will not be entitled to any voting right or participation in any form of distribution and/or offer of further securities in the Company until and unless such holders of the Placement Warrants exercise their Placement Warrants into new FBB Shares;

THAT the Placement Shares and the new Shares to be issued upon exercise of the Placement Warrants will, upon allotment and issue, rank *pari passu* in all respects with the existing FBB Shares, except that they shall not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issue of the Placement Shares and the new Shares arising from the exercise of Placement Warrants;

THAT the issue price of the Placement Shares shall be determined based on market-based principles where the issue price of the Placement Shares shall take into consideration the prevailing market prices of FBB Shares on the price fixing dates. In any event, the issue price shall not be priced at a discount of more than ten percent (10%) to the five (5)-day volume weighted average market price (“**VWAP**”) up to the date immediately preceding the price fixing date and shall not be lower than the par value of FBB Shares of RM1.00;

AND THAT the Director of the Company be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or agreements as may be necessary to give effect and complete the Proposed Private Placement of Shares with Warrants and to assent to any conditions, modifications, variations and/or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the interest of the Company and to take such steps as they may deem necessary or expedient in order to implement, finalise and give full effect to the Proposed Private Placement of Shares with Warrants.”

ORDINARY RESOLUTION III

PROPOSED PRIVATE PLACEMENT OF UP TO 555,300 PLACEMENT SHARES TOGETHER WITH UP TO 1,665,900 PLACEMENT WARRANTS TO F.C.H HOLDINGS SDN. BHD. (“FCHH”) (“PROPOSED PRIVATE PLACEMENT II”)

“THAT, subject to the passing of Ordinary Resolution II above, authority be and is hereby given to the Directors to offer up to 555,300 Placement Shares to FCHH, at an issue price to be determined based on market-based principles where the issue price of the Placement Shares shall take into consideration the prevailing market prices of FBB Shares on the price fixing dates. In any event, the issue price shall not be priced at a discount of more than ten percent (10%) to the five (5)-day VWAP up to the date immediately preceding the price fixing date and shall not be lower than the par value of FBB Shares of RM1.00;

AN THAT the Directors be and are hereby authorised to sign and execute all documents, do all things and acts as may be required to give full effect to the aforesaid Proposed Private Placement II with full power to assent to any conditions, modifications, variations and /or amendment as may be imposed or permitted by the relevant authorities or otherwise deemed to be in the best interests of the Company.”

BY ORDER OF THE BOARD

Catherine Mah Suik Ching (LS 01302)

Liew Seng Aun (MIA 13109)

Company Secretaries

Melaka

Date: 5 June 2013

Notes:

1. *A member entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote on his (her) behalf. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a), (b), (c) and (d) of the Companies Act, 1965 shall not apply to the Company.*
2. *Where a member appoints two (2) or more proxies, the appointment shall not be valid unless he (she) specifies the proportion of his (her) shareholdings to be represented by each proxy.*
3. *The Proxy Form shall be signed by the appointor or his (her) attorney duly authorised in writing or, if the member is a corporation, it must be executed under its common seal or by its authorised attorney or officers.*
4. *The instrument appointing a proxy shall be deposited at the office of the Company's Share Registrar at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time set for the Meeting or any adjournment thereof.*
5. *For the purpose of determining a member who shall be entitled to attend and vote in the forthcoming Extraordinary General Meeting, the Company shall be requesting the Record of Depositors in accordance with Article 71(b) of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 20 June 2013. Only a depositor whose name appears on the Record of Depositors as at 20 June 2013 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.*