KIAN JOO GROUP

KIAN JOO CAN FACTORY BERHAD

(INCORPORATED IN MALAYSIA) (3186-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-Sixth Annual General Meeting ("AGM") of Kian Joo Can Factory Berhad will be held at Ballroom I and II, Tropicana Golf & Country Resort Club, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 16 April 2014 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

1. To receive the audited Financial Statements of the Group and of the Company for the financial year ended 31 December 2013 and the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To declare the following dividends in respect of the financial year ended 31 December 2013:
   (i) a final tax exempt (single-tier) dividend of 10% (2.50 sen per share) **Resolution 2**
   (ii) a special tax exempt (single-tier) dividend of 15% (3.75 sen per share) **Resolution 3**
3. To approve the payment of Directors' Fees amounting to RM632,000 in respect of the financial year ended 31 December 2013. **Resolution 4**
4. To re-elect as Director, See Teow Koon who retires pursuant to Article 104 of the Company's Articles of Association. **Resolution 5**
5. To re-elect the following Directors of the Company who retire pursuant to Article 108 of the Company's Articles of Association:
   (i) Dato' Tan Guan Cheong **Resolution 6**
   (ii) Y.A.M. Tunku Zain Al-'Abidin Ibni Tuanku Muhriz **Resolution 7**
   (iii) Dato' Mah Siew Kwok **Resolution 8**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**

AS SPECIAL BUSINESS

7. To consider and, if thought fit, to pass the following as an Ordinary Resolution:

   Retaining designation of Y.A.M. Tunku Naquiyuddin Ibni Almarhum Tuanku Ja'afar as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 **Resolution 10**

   "THAT Y.A.M. Tunku Naquiyuddin Ibni Almarhum Tuanku Ja'afar who has served on the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as Independent Non-Executive Director of the Company."
8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   Proposed renewal of authority for the Company to purchase its own shares **Resolution 11**

   "THAT subject to compliance with the Companies Act, 1965, the Companies Regulations 1966, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), provisions of the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised to purchase such number of ordinary shares of RM0.25 each in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company, provided that:
   (i) the aggregate number of shares to be purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as at the date of the share buy-back;
   (ii) an aggregate amount of the funds not exceeding the retained profits and share premium reserve of the Company as at the date of the share buy-back, be utilised by the Company for the purchase of its own shares; and
   (iii) the shares of the Company to be purchased may be cancelled, retained as treasury shares, distributed as dividends or resold on Bursa Securities, or a combination of any of the above, at the absolute discretion of the Directors;

   AND THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force until:
   (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
   (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
   (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

   whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authorities;

   AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."
9. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   Proposed renewal of shareholders' mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature **Resolution 12**

   "THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 of the Company's Circular to Shareholders dated 25 March 2014 provided that:
   (i) such transactions are necessary for the day-to-day operations of the Company and/or its subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms not more favourable to the parties with which such recurrent transactions are to be entered into than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
   (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year;

   AND THAT the mandate conferred by this resolution shall continue to be in force until:
   (i) the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
   (ii) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
   (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

   whichever is earlier.

   AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution."
10. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

    Proposed payment to Dato' See Teow Chuan of a sum of RM5,800,000 being full and final settlement of his retirement gratuity **Resolution 13**

    "THAT, subject to compliance with the Companies Act 1965, the Companies Regulations 1966, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the provisions of the Company's Memorandum and Articles of Association and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to pay, without admission of liability, to Dato' See Teow Chuan ("Dato' See") a sum of RM5,800,000 ("Settlement Sum") in full and final settlement of his retirement gratuity, provided that the payment of the Settlement Sum shall constitute full, final and complete discharge and release of all and any claims that Dato' See and the Company, its subsidiaries and Directors have or may have against each other, arising out of and in connection with Dato' See's employment with the Company and/or its subsidiaries, including, without limitation, all claims in any civil suit and all related matters arising thereto;

    AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things as they may consider expedient or necessary (including, without limitation, executing all such documents as may be required) to give effect to the Settlement Sum and the settlement of any civil suit as contemplated and/or authorised by this resolution."
11. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association and/or the Companies Act, 1965.

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS ALSO HEREBY GIVEN THAT the final tax exempt (single-tier) dividend of 10% (2.50 sen per share) and special tax exempt (single-tier) dividend of 15% (3.75 sen per share) in respect of the financial year ended 31 December 2013 ("Dividends"), if approved by the shareholders at the Fifty-Sixth Annual General Meeting of the Company, will be paid to shareholders on 6 May 2014. The entitlement date for the Dividends shall be 24 April 2014.

Shareholders will only be entitled to the Dividends in respect of:

(a) shares transferred into their Securities Account before 4.00 p.m. on 24 April 2014, for transfers; and

(b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

Tan Bee Keng (MAICSA 0856474)
Chia Kwok Why (MAICSA 7005833)
Company Secretaries

Batu Caves, Selangor Darul Ehsan
25 March 2014

Notes:

(A) GENERAL MEETING RECORD OF DEPOSITORS

Only members whose name appears in the General Meeting Record of Depositors as at 8 April 2014 shall be entitled to attend this Meeting or appoint proxy to attend and vote in his stead.

(B) PROXY

(i) A member of the Company entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies 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(a) and (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend and vote at the same meeting, the appointment shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.

(ii) 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 but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company.

(iii) Where a member is an exempt authorised nominee ("EAN") as defined under the Securities Industry (Central Depositories) Act 1991 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 EAN may appoint in respect of each omnibus account it holds.

(iv) The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing or, in the case of a corporation, under its common seal or in some other manner approved by the Directors. Any alteration to the instrument appointing a proxy must be initialled.

(v) To be valid, the completed proxy form must be deposited at the office of the Company's Share Registrar, Boardroom Corporate Services (KL) Sdn Bhd at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or any adjournment thereof.

(C) EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 10 - Retaining designation of Y.A.M. Tunku Naquiyuddin Ibni Almarhum Tuanku Ja'afar as Independent Non-Executive Director in accordance with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012

Y.A.M. Tunku Naquiyuddin Ibni Almarhum Tuanku Ja'afar has served on the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years. The Board recommends retaining Y.A.M. Tunku Naquiyuddin as Independent Non-Executive Director for the following reasons:

(i) he fulfils the criteria stated under the definition of "Independent Director" as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and he is able to provide proper check and balance thus bringing an element of objectivity to the Board of Directors;

(ii) he actively participated in the Board's and Board Committees' deliberations and decision making in an objective and independent manner; and

(iii) he has devoted sufficient time and attention to his professional obligations for informed and balanced decision making.

Resolution 11 - Proposed renewal of authority for the Company to purchase its own shares

The Ordinary Resolution 11 proposed, if passed, will give authority to the Company to purchase through Bursa Malaysia Securities Berhad such number of ordinary shares in the Company up to an aggregate amount not exceeding ten per centum (10%) of the total issued and paid-up share capital of the Company. The authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

(i) the conclusion of the next AGM; or

(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or

(iii) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first.

For further information, please refer to the Share Buy-Back Statement dated 25 March 2014 which is despatched together with the Company's Annual Report 2013.

Resolution 12 - Proposed renewal of shareholders' mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("RRPTs")

The Ordinary Resolution 12 proposed, if passed, will renew the mandate for the Company and its subsidiary companies to enter into the RRPTs with Kian Joo-Visypak Sdn Bhd, Box-Pak (Malaysia) Bhd and/or its subsidiary companies, and Can-One Berhad and/or its subsidiary companies, as set out in Section 2.4 of the Circular to Shareholders dated 25 March 2014.

The aforesaid mandate from shareholders is on an annual basis and subject to renewal at the next AGM.

For further information, please refer to the Circular to Shareholders dated 25 March 2014 which is despatched together with the Company's Annual Report 2013.

Resolution 13 - Proposed payment to Dato' See Teow Chuan of a sum of RM5,800,000 being full and final settlement of his retirement gratuity

Dato' See Teow Chuan was the former Managing Director of the Company. At the Fifty-Fourth AGM of the Company held on 18 June 2012, the Ordinary Resolution on the proposed payment of retirement benefit and ex-gratia payment of RM4,537,575 and RM1,815,030 respectively to Dato' See Teow Chuan was not passed.

The Ordinary Resolution 13, if passed, will give authority to the Company to pay Dato' See Teow Chuan a sum of RM5,800,000 as full and final settlement of his retirement gratuity provided that the payment of the Settlement Sum shall constitute full, final and complete discharge and release of all and any claims that he and the Company, its subsidiaries and Directors have or may have against each other, arising out of and in connection with his employment with the Company and/or its subsidiaries, including, without limitation, all claims in any civil suit and all related matters arising thereto.