



CAN-ONE BERHAD

(Incorporated in Malaysia) Company No. 638899-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Tenth Annual General Meeting ("AGM") of Can-One Berhad ("Can-One" or "the Company") will be held at Greens III (Sport Wing), Tropicana Golf & Country Resort Club, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan, Malaysia on Thursday, 24 April 2014 at 10.00 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- 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.
- To declare a first and final tax exempt dividend of 10% (5 sen per share) for the financial year ended 31 December 2013.
- To re-elect the following Directors of the Company who retire pursuant to Article 97 of the Company's Articles of Association:

- Yeoh Jin Hoe
- Yeoh Jin Beng
- Razmi Bin Alias

William Maurice Samson who is over the age of seventy (70) years will vacate office as Independent Non-Executive Director at the conclusion of the Tenth AGM of the Company in accordance with Section 129(2) of the Companies Act, 1965. He will not seek re-appointment in line with Recommendation No. 3.2 of the Malaysian Code on Corporate Governance 2012 on the nine (9)-year term limit applicable to Independent Directors.

- To approve the payment of Directors' Fees amounting to RM320,000.00 in respect of the financial year ended 31 December 2013.
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration.

AS SPECIAL BUSINESS

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

Authority to Directors to issue shares pursuant to Section 132D of the Companies Act, 1965

"THAT subject to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors of the Company be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company at any time at such price, upon such terms and conditions, for such purposes and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total issued share capital of the Company for the time being; AND THAT such authority shall continue to be in force until:

- 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
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first.

AND THAT the Directors be and are also empowered to obtain the approval for the listing and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

- 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

"THAT subject to 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 RM0.50 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:

- 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;
- 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
- 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:

- 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
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- 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."

- 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

"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 2 April 2014, provided that:

- 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

- 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:

- 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; or
- 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
- revoked or varied by ordinary resolution passed by the shareholders of the Company at 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."

- 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 DIVIDEND ENTITLEMENT DATE

NOTICE IS HEREBY GIVEN THAT the first and final tax exempt dividend of 10% (5 sen per share) in respect of the financial year ended 31 December 2013 ("Dividend"), if approved by shareholders at the Tenth Annual General Meeting of the Company, will be paid to shareholders on 30 May 2014. The entitlement date for the Dividend shall be 21 May 2014. Shareholders will be entitled to the Dividend only in respect of:

- shares transferred into their Securities Account before 4:00 p.m. on 21 May 2014, for transfers; and
- 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)
KWONG SHUK FONG (MAICSA 7032330)
Company Secretaries

Petaling Jaya
2 April 2014

Notes:

- GENERAL MEETING RECORD OF DEPOSITORS**
Only members whose name appears in the General Meeting Record of Depositors as at 17 April 2014 shall be entitled to attend this Meeting or appoint proxy to attend and vote in his stead.

(B) PROXY

- A member of the Company entitled to attend and vote at this Meeting is entitled to appoint not more than two (2) proxies of his own choice to attend and vote in his stead. A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies, the member must specify the proportion of his shareholding to be represented by each proxy, failing which, the appointment shall be invalid.
- Where a Member of the Company is an Authorised Nominee, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account. Where a Member of the Company is an Exempt Authorised Nominee ("EAN") 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. Where an Authorised Nominee appoints two (2) proxies, or where an EAN appoints two (2) or more proxies, the appointment shall be invalid unless the proportion of shareholdings to be represented by each proxy are specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, under its common seal or under the hand of an officer or its attorney duly authorised in that behalf.
- To be valid, the instrument appointing a proxy must be completed and deposited at the Registered Office of the Company at 28-4, Level 4, Jalan SS 6/6, Kelana Jaya, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for the holding of the Meeting or adjourned Meeting (or in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll).
- Any alteration in the form of proxy must be initialled.

(C) EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 8 - Authority to Directors to issue shares pursuant to Section 132D of the Companies Act, 1965

The Company had, at the Ninth AGM held on 19 June 2013, obtained its shareholders' mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any new shares since obtaining the mandate up to the date of this notice and accordingly, no proceeds were raised.

The Ordinary Resolution proposed is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The Ordinary Resolution proposed, if passed, will empower the Directors of the Company, from the date of the forthcoming Tenth AGM, to issue and allot ordinary shares from unissued share capital of the Company up to an aggregate amount not exceeding ten per centum (10%) of the total issued share capital of the Company for such purposes as the Directors in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. The renewed authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

- the conclusion of the next AGM; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first.

The renewed general mandate will provide flexibility to the Company to raise capital for purpose of funding future investment, working capital and/or acquisitions.

Resolution 9 - Proposed renewal of authority for the Company to purchase its own shares

The Ordinary Resolution proposed, if passed, will renew the authority for 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 renewed authority from the shareholders will be effective immediately upon passing of the Ordinary Resolution and shall continue to be in force until:

- the conclusion of the next AGM; or
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- 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 2 April 2014 which is despatched together with the Company's Annual Report 2013.

Resolution 10 - Proposed renewal of shareholders' mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature

The Ordinary Resolution proposed, if passed, will renew the mandate for the Company and its subsidiary companies to enter into the recurrent related party transactions of a revenue or trading nature with Box-Pak (Malaysia) Berhad group of companies and Kian Joo Can Factory Berhad group of companies, as set out in Section 2.4 of the Circular to Shareholders dated 2 April 2014 ("the Mandate").

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

For further information pertaining thereto, please refer to the Circular to Shareholders dated 2 April 2014 which is despatched together with the Company's Annual Report 2013.

Resolution 10