



FARM'S BEST BERHAD
(301653-V)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twentieth Annual General Meeting of the Company will be held at Function Room 2, Level 2, Holiday Inn Melaka, Jalan Syed Abdul Aziz, 75000, Melaka on Friday, 27 June 2014 at 11.00 a.m. for the following purposes :-

AGENDA

ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2013 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Directors' fees of RM108,000-00 for the financial year ended 31 December 2013.
- To re-elect the following Directors who retire by rotation in accordance with Article 105 of the Company's Articles of Association:-

- Datuk Fong Kiah Yeow
- Mr Fong Choon Kai
- Encik Mohd Khasan bin Ahmad

Please refer to
Explanatory Notes A
Ordinary Resolution 1

Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4

- To consider and, if thought fit, to pass the following Ordinary Resolution in accordance with Section 129(6) of the Companies Act, 1965 :-

"THAT Tuan Haji Baharom Bin Abd Wahab, a Director who retires pursuant to Section 129(2) of the Companies Act, 1965, be and is hereby re-appointed as Director of the Company pursuant to Section 129(6) of the Companies Act, 1965 and to hold office until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution 5

- To appoint Auditors and to authorise the Directors to fix their remuneration.

Ordinary Resolution 6

Notices of Nomination pursuant to Section 172(11) of the Companies Act, 1965, copies of which are annexed hereto, have been received by the Company for the nomination of Messrs UHY [AF: 1411], who have given their consent to act, for appointment as Auditors and of the intention to propose the following ordinary resolution:-

"THAT Messrs UHY [AF: 1411] be and is hereby appointed as Auditors of the Company in place of the retiring Auditors, Messrs Ernst & Young and to hold office until the conclusion of the next Annual General Meeting and that the Directors be authorised to determine their remuneration."

AS SPECIAL BUSINESS :-

To consider and, if thought fit, to pass the following ordinary resolutions:

- To re-appoint the following Independent Non-Executive Directors as per recommendation 3.3 set out in the Malaysia Code on Corporate Governance 2012:

- Tuan Haji Baharom Bin Abd Wahab
- En Mohd Khasan Bin Ahmad

Ordinary Resolution 7
(Explanatory Notes B)
Ordinary Resolution 8
(Explanatory Notes B)

- Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965

Ordinary Resolution 9
(Explanatory Notes C)

"THAT pursuant to Section 132D of the Companies Act, 1965, and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, from time to time to such persons 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 AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares on Bursa Malaysia Securities Berhad."

BY ORDER OF THE BOARD

CATHERINE MAH SUIK CHING (LS 01302)
LIEW SENG AUN (MIA 13109)
Company Secretaries

Melaka
Date: 5 June 2014

Notes:-

- 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.
- 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.
- The Proxy Form shall be signed by the appointor or his (her) attorney duly authorized in writing or, if the member is a corporation, it must be executed under its common seal or by its authorized attorney or officers.
- 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 P.J.U 1/A/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.
- For the purpose of determining a member who shall be entitled to attend and vote in the forthcoming Twentieth Annual 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 2014. Only a depositor whose name appears on the Record of Depositors as at 20 June 2014 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.

Explanatory Notes A:

The Audited Financial Statements in Agenda 1 is intended for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the members and hence is not put for voting.

Explanatory Notes B:

Ordinary Resolution No. 7 and 8

To re-appoint Independent Non-Executive Directors

Under the Malaysian Code on Corporate Governance 2012 ["MCCG 2012"], the Board must undertake an assessment of its independent directors annually. In addition, the MCCG 2012 has recommended that the tenure of an independent director should not exceed a cumulative term of nine years. A shareholders' approval must be sought in the event that the Company intends to retain the independent directors who have served in that capacity for more than nine years.

Explanatory Notes C:

Ordinary Resolution No. 9

Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution 9 if passed will give the Directors of the Company from the date of the above meeting, authority to allot and issue ordinary shares from the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. The purpose of this general mandate is for possible fund raising exercise but not limited to further placing of shares for purpose of funding investment(s), working capital and/or acquisitions at any time to such persons in their absolute discretion without convening a general meeting as it would be both costs and time-consuming to organize a general meeting. This authorization will expire at the conclusion of the next Annual General Meeting of the Company.

This general mandate sought for the issue of securities is a new mandate which the Company wish to seek from its Shareholders at this Annual General Meeting.