



# BERJAYA BERJAYA FOOD BERHAD

(Company No. 876057-U)  
(Incorporated in Malaysia under the Companies Act, 1965)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Berjaya Food Berhad ("**BJFood**" or "**Company**") will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 17 September 2014 at 11.00 a.m. or immediately after the conclusion or adjournment (as the case may be) of the Annual General Meeting of the Company, whichever is the later, for the purpose of considering and if thought fit, passing the following resolution:

### ORDINARY RESOLUTION

**PROPOSED ACQUISITION OF 11,500,000 ORDINARY SHARES OF RM1.00 EACH REPRESENTING THE REMAINING 50.00% EQUITY INTEREST IN BERJAYA STARBUCKS COFFEE COMPANY SDN BHD ("**BSTARBUCKS**") NOT OWNED BY BERJAYA FOOD BERHAD FOR A TOTAL CASH CONSIDERATION OF USD88,000,000 (EQUIVALENT TO RM279,514,400) ("**PROPOSED ACQUISITION**")**

"THAT subject to the approval of the relevant authorities being obtained (if required), approval be and is hereby given to the Company to acquire 11,500,000 ordinary shares of RM1.00 each representing the remaining 50.00% equity interest in BStarbucks not owned by the Company from Starbucks Coffee International, Inc., a company organised and existing under the laws of the State of Washington, United States of America ("**SCI**"), for a total cash consideration of USD88,000,000 (equivalent to RM279,514,400 based on the Bank Negara Malaysia's middle exchange rate of USD1.00 : RM3.1763 as at 22 July 2014 being the last market day prior to the execution of the conditional Share Purchase Agreement dated 23 July 2014 ("**SPA**")), subject to the terms and conditions of the SPA entered into between the Company and SCI and that the SPA and any modification and/or variation and/or amendment and/or additions to the SPA be and is hereby approved, ratified and confirmed and further that the Directors of the Company be and are hereby empowered and authorised to do all acts, deeds and things to enter into any arrangement, transaction, agreement and/or undertaking and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate to implement and give full effect to and complete the Proposed Acquisition with full powers to assent to any condition, modification, variation and/or amendment as may be imposed or permitted by the relevant authorities in connection with the Proposed Acquisition."

### By Order of the Board

**SU SWEE HONG** (MAICSA No. 0776729)

Company Secretary

Kuala Lumpur  
26 August 2014

### Notes:

1. A member entitled to attend and vote at a meeting of the Company is entitled to appoint one (1) proxy only to attend and vote in his stead. A proxy need not be a member of the Company. There shall be no restriction as to the qualification of the proxy and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member of the Company who is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 may appoint one (1) proxy in respect of each securities account.
3. Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 and holding shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
4. The instrument appointing a proxy, shall be in writing under the hands of the appointor or of his attorney duly authorised in writing, or if such appointor is a corporation, under its common seal, or the hand of its officer or its duly authorised attorney.
5. The instrument appointing a proxy must be deposited at the Company's Registered Office, Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1 Jalan Iambi, 55100 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
6. Depositors whose names appear in the Record of Depositors as at 9 September 2014 shall be regarded as members of the Company entitled to attend the Extraordinary General Meeting or appoint proxies to attend on their behalf.