



KUANTAN FLOUR MILLS BERHAD

Company No. 119598 – P
(Incorporated in Malaysia)

Notice of Thirtieth Annual General Meeting

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of the Company will be held at the The Zenith Hotel, Zenith 2 & 3, Level 3, Jalan Putra Square 6, Putra Square, 25200 Kuantan, Pahang Darul Makmur, Malaysia on Monday, 29 September, 2014 at 11.00 a.m. for the purpose of transacting the following businesses: -

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the year ended 31 March 2014 together with the Reports of the Directors and Auditors thereon.
(Refer to Note 6)
2. To approve the payment of Directors' fees for the financial year ended 31 March 2014. (Resolution 1)
3. To re-elect as Director, Mr. Lee Chee Kiean, who retires by rotation in accordance with Article 63 of the Company's Articles of Association and, being eligible, offers himself for re-election. (Resolution 2)
4. To re-elect as Director, Encik Kushairi bin Zaidel, who retires by rotation in accordance with Article 63 of the Company's Articles of Association and, being eligible, offers himself for re-election. (Resolution 3)
5. To re-appoint Messrs. McMillan Woods Thomas (Audit Firm No.AF001879) as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 4)

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965** (Resolution 5)
"That pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to allot and issue shares in the Company at any time 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."
(Refer to Note 7)
7. To transact any other business of which due notice shall have been given in accordance with the Company's Articles of Association.

BY ORDER OF THE BOARD,

Tan Yoke May
(MACS 01531)
Company Secretary

Kuala Lumpur
4th September 2014

Notes:

1. A member entitled to attend and vote at the meeting may appoint a proxy 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(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. A member may appoint one (1) or more than one (1) proxy to attend and vote instead of the member. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
3. 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 in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
4. The instrument appointing a proxy in the case of an individual shall be signed by the appointor or by his attorney duly authorised and in the case of a corporation, the instrument appointing a proxy must be under seal or under the hand of an officer or attorney duly authorised. In the case of joint holders, all holders must sign the Proxy Form.
5. The instrument appointing a proxy must be deposited at the registered office of the Company at Kawasan Lembaga Pelabuhan Kuantan, KM25, Jalan Kuantan/Kemaman, Tanjung Gelang, 25740 Kuantan, Pahang not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.

Audited Financial Statements for the financial year ended 31 March 2014 and the Reports of the Directors and Auditors thereon

6. This agenda is tabled for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders and hence is not put forward for voting.

Explanatory Notes on Special Business

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

7. The General Mandate pursuant to Resolution 5 will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and / or acquisitions.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 26 September 2013 and which will lapse at the conclusion of the forthcoming Annual General Meeting.

Ordinary Resolution No. 5, if passed, will give the Directors of the Company, from the date of the Annual General Meeting, authority to allot and issue ordinary shares from the un-issued share capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being as and when business opportunities arise which the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting.

Statement Accompanying the Notice of Annual General Meeting
Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad

Name of Directors who is standing for Re-election pursuant to Article 63:

- Mr. Lee Chee Kiean
- Encik Kushairi bin Zaidel

The details of the Directors who are standing for re-election /re-appointment are set out in the Directors' Profile on Page 17 to 18 and their securities holdings in the Company are set out in the Statistics on Shareholdings and Analysis of Warrant Holdings (Warrant 2011/2016) on Page 64 to 69 of the Annual Report.