



## CAN-ONE BERHAD

(Company No. 638899-K)  
(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") 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, 28 May 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

#### ORDINARY RESOLUTION

**PROPOSED ACQUISITION BY CAN-ONE BERHAD ("CAN-ONE" OR "THE COMPANY") FROM TEH KHOY GEN OF 3,000,000 ORDINARY SHARES OF RM1.00 EACH IN F & B NUTRITION SDN BHD ("F&B") REPRESENTING THE REMAINING 20% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF F&B NOT ALREADY OWNED BY CAN-ONE AT A PURCHASE CONSIDERATION OF RM112,900,000 TO BE SATISFIED ENTIRELY VIA THE ISSUANCE OF 39,753,000 NEW ORDINARY SHARES OF RM0.50 EACH IN CAN-ONE ("CAN-ONE SHARE(S)") REPRESENTING APPROXIMATELY 20.69% OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF CAN-ONE AT AN ISSUE PRICE OF RM2.84 PER CAN-ONE SHARE WHICH REPRESENTS A PREMIUM OF APPROXIMATELY 10% OVER THE 5-DAY VOLUME WEIGHTED AVERAGE MARKET PRICE OF CAN-ONE SHARE UP TO AND INCLUDING 12 JUNE 2014 ("PROPOSED ACQUISITION")**

"**THAT**, subject to the requisite approvals being obtained from all relevant authorities and/or parties as may be required, approval be and is hereby given to the Company to acquire from Teh Khoi Gen ("TKG") 3,000,000 ordinary shares of RM1.00 each in F&B representing the remaining 20% of the issued and paid-up share capital of F&B not already owned by Can-One at a purchase consideration of Ringgit Malaysia One Hundred Twelve Million and Nine Hundred Thousand (RM112,900,000) only ("Purchase Consideration") to be satisfied entirely via the issuance and allotment of 39,753,000 new Can-One Shares ("Consideration Shares") representing approximately 20.69% of the enlarged issued and paid-up share capital of Can-One at an issue price of RM2.84 per Can-One Share which represents a premium of approximately 10% over the 5-day volume weighted average market price of Can-One Share up to and including 12 June 2014, subject to and upon the terms and conditions of the conditional Share Sale Agreement dated 13 June 2014 entered into between Can-One and TKG ("SSA");

**THAT** the Directors of the Company be and are hereby authorised to give effect to the Proposed Acquisition by Can-One with full powers to assent to any modification, variation, arrangement, condition and/or amendment in relation to the Proposed Acquisition as they may deem fit in the best interest of the Company and/or as may be required and/or imposed by the relevant authorities;

**THAT** approval be and is hereby given for the Company to issue and allot the Consideration Shares at an issue price of RM2.84 per Can-One Share credited as fully paid-up to TKG and/or his nominee(s) as TKG may designate in writing to the Company upon the terms as stipulated in the conditional SSA as satisfaction of the Purchase Consideration payable pursuant to the Proposed Acquisition;

**THAT** the Consideration Shares shall, upon issuance and allotment, rank *pari passu* in all respects with the existing Can-One Shares, save and except that the Consideration Shares shall not be entitled to any dividend, right, allotment and/or other distributions that may be declared by the Company in respect of which the entitlement date is prior to the date of issuance and allotment of the Consideration Shares;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to take all steps and to do all acts, deeds and things incidental (including executing on behalf of the Company all such documents as may be required) and/or as may be necessary, expedient or appropriate to implement, finalise and give full effect to and complete the Proposed Acquisition."

By Order of the Board

**TAN BEE KENG (MAICSA 0856474)**  
**KWONG SHUK FONG (MAICSA 7032330)**  
Company Secretaries  
Petaling Jaya, Selangor Darul Ehsan  
8 May 2015

Notes:

#### (A) GENERAL MEETING RECORD OF DEPOSITORS

Only members whose name appears in the General Meeting Record of Depositors as at 20 May 2015 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 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.

(ii) 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 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 Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.

Where an Authorised Nominee appoints two (2) proxies, or where an Exempt Authorised Nominee 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.

(iii) 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.

(iv) To be valid, the instrument appointing a proxy must be completed and deposited at the Registered Office of the Company at 2B-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).

(v) Any alteration in the form of proxy must be initialled.

#### (C) EXPLANATORY NOTES ON PROPOSED ACQUISITION

The effects of the Proposed Acquisition on the share capital, net assets per share and gearing, earnings, substantial shareholders' shareholdings and convertible securities of the Company are set out in Section 7 of the Circular to Shareholders dated 8 May 2015.