



FARM'S BEST BERHAD  
(501653-V)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First Annual General Meeting of the Company will be held at Bilik Bunga Teratai, 7th Floor, Ramada Plaza Melaka, Jalan Bendahara, 75100 Melaka on Thursday, 25 June 2015 at 11.00 a.m. for the followings purposes :-

### AGENDA

#### ORDINARY BUSINESS:-

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon. **Please refer to Explanatory Notes A**
- To approve the payment of Directors' fees of RM108,000 for the financial year ended 31 December 2014. **Ordinary Resolution 1**
- To re-elect the following Directors who retire by rotation in accordance with Article 105 of the Company's Articles of Association:-  
(a) Datuk Ng Peng Hay@Ng Peng Hong **Ordinary Resolution 2**  
(b) Mr Fong Ngan Teng **Ordinary Resolution 3**  
(c) Datuk Hj Zainal Bin Shamsudin **Ordinary Resolution 4**  
To record the retirement of Haji Baharom Bin Abd Wahab who will be retiring pursuant to Section 129(2) of the Companies Act, 1965 and he has decided not to seek re-appointment. Hence, he will retain office until the conclusion of the Twenty First (21st) Annual General Meeting.
- To re-appoint Messrs UHY as the Company's Auditors and to authorise the Board of Directors to fix their remuneration for the ensuing year. **Ordinary Resolution 5**

#### 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 Malaysian Code on Corporate Governance 2012:  
(a) En Mohd Khasan Bin Ahmad **Ordinary Resolution 6 (Explanatory Notes B)**  
(b) Datuk Hj Zainal Bin Hj Shamsudin **Ordinary Resolution 7 (Explanatory Notes B)**  
**Ordinary Resolution 8 (Explanatory Notes C)**
- Authority for Directors to issue and allot shares in the Company pursuant to Section 132D of the Companies Act, 1965  
"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

LIEW SENG AUN (MIA 13109)  
SHAHNIZA ANOM BINTI ELIAS (LS 0006472)  
Company Secretaries

Melaka  
Date: 28 May 2015

#### 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 PJU 1A/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 Twenty-First 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 19 June 2015. Only a depositor whose name appears on the Record of Depositors as at 19 June 2015 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 Resolutions No. 6 and 7

#### 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. 8

#### Proposed renewal of the authority for Directors to issue shares

The ordinary resolution 8 above is proposed for the purpose of granting a renewed general mandate for issuance of shares by the Company under Section 132D of the Companies Act, 1965 and if passed, will give the Directors of the Company authority, from the date of the above Annual General Meeting, to issue and allot shares in the Company at any time up to an aggregate amount not exceeding ten percent (10%) of the issued and paid-up share capital of the Company for such purposes as the Directors deem fit and in the interest of the Company ("Share Mandate") without convening a General Meeting.

The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved at the Twentieth Annual General Meeting held on 27 June 2014 and which will lapse at the conclusion of the forthcoming Twenty First Annual General Meeting to be held on 25 June 2015.

The Share Mandate, unless revoked or varied at a General Meeting, will expire at the conclusion of the next Annual General Meeting of the Company. With this Share Mandate, the Company will have the flexibility to undertake any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/acquisition(s).