



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 ("**BFood**" or the "**Company**") will be held at Perdana Ballroom, Bukit Jalil Golf & Country Resort, Jalan Jalil Perkasa 3, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 5 October 2016 at 11.30 a.m or immediately after the conclusion or adjournment of the Seventh Annual General Meeting of the Company to be convened, whichever is the later, for the purpose of considering and if thought fit, passing with or without any modification, the following ordinary resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE SCHEME ("ESS" OR "SCHEME") OF UP TO FIVE PERCENT (5%) OF THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME DURING THE DURATION OF THE SCHEME FOR THE DIRECTORS (INCLUDING NON-EXECUTIVE DIRECTORS) AND ELIGIBLE EMPLOYEES OF THE COMPANY AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT ("PROPOSED ESS")

"THAT subject to the approvals being obtained from all the relevant regulatory authorities in relation to the Proposed ESS, approval and authority be and is hereby given to the Board of Directors of the Company to undertake the following:-

- (i) to establish an ESS for the benefit of the Directors (including non-executive Directors) and eligible employees of the Company and its subsidiaries (excluding subsidiaries which are dormant) ("**BFood Group**") who fulfil certain specified conditions of eligibility for participation in the Proposed ESS and to implement and administer the same in accordance with the by-laws of the Proposed ESS ("**By-Laws**") which is set out in Appendix I of the circular to shareholders of BFood dated 26 August 2016 ("**Circular**");
- (ii) to allot and issue and/or procure the transfer of such number of new or existing ordinary shares of RM0.50 each in the Company (as adjusted or modified from time to time pursuant to the By-Laws) ("**BFood Share(s)**") from time to time as may be required for the purpose of or in connection with the Proposed ESS, provided that the total number of BFood Shares to be allotted and issued and/or transferred pursuant to granting of BFood Shares ("**ESS Shares**") and/or options ("**ESS Options**") to Director(s) (including non-executive Directors) and eligible employees of BFood Group in relation to the Proposed ESS shall not exceed five percent (5%) in aggregate of the total issued and paid-up ordinary share capital of the Company (excluding treasury shares, if any) at any point in time throughout the duration of the Proposed ESS and that such new BFood Shares shall upon allotment and issue, rank *pari passu* in all respects with the existing BFood Shares, save and except that the new BFood Shares so issued shall not be entitled for any dividends, rights, allotment and/or other distributions in respect of which the entitlement date is prior to the date of allotment of the new BFood Shares;
- (iii) to appoint a trustee to facilitate the implementation and administration of the Proposed ESS in accordance with the trust deed (the salient terms of which are set out in Appendix II of the Circular) ("**Trust Deed**") and authorise the trustee to, amongst others, subscribe for, acquire, transfer and dispose of BFood Shares and to do all such acts and things and enter into any transaction, agreement, deed, document or arrangement and make rules, regulations or impose terms and conditions or delegate part of its powers as may be necessary or expedient to the administration of the trust as the ESS Committee (as defined in the Circular) may in its discretion direct for the implementation and administration of the Proposed ESS;
- (iv) to provide, from time to time, funding and/or assistance, financial or otherwise and/or authorise and/or procure any one or more of the subsidiaries of the Company to provide, from time to time, funding and/or assistance, financial or otherwise to the extent permitted by laws to the trustee, if required, to enable the trustee to subscribe for and/or acquire new or existing BFood Shares;
- (v) to make the necessary application to Bursa Malaysia Securities Berhad ("**Bursa Securities**") to permit the Company to deal in and for the listing of and quotation for new BFood Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed ESS; and
- (vi) to do all such acts, execute all such documents and to enter into all such transactions, arrangements and agreements, deeds or undertakings and to make such rules and regulations, and to impose such terms and conditions or delegate part of its power as may be necessary or expedient in order to give full effect to the Proposed ESS and the terms of the By-Laws.

AND THAT the By-Laws which is in compliance with the Main Market Listing Requirements of Bursa Securities, and the Trust Deed be and are hereby approved and adopted and the Directors of the Company be and are hereby authorised to give effect to the Proposed ESS with full power to modify and/or amend the By-Laws and/or the Trust Deed from time to time as may be required or deemed necessary in accordance with the provisions of the By-Laws and/or Trust Deed relating to amendments and/or modifications and to assent to any conditions, modifications, revaluations, variations and/or amendments as may be required by any relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed ESS."

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF AWARDS TO DATO' SRI ROBIN TAN YEONG CHING

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Sri Robin Tan Yeong Ching, being the Executive Chairman of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 1,800,000 of the total number of BFood Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF AWARDS TO DATO' LEE KOK CHUAN

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Lee Kok Chuan, being the Chief Executive Officer of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 1,800,000 of the total number of BFood Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF AWARDS TO MR TAN THIAM CHAI

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Mr Tan Thiam Chai, being the Non-Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 400,000 of the total number of BFood Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF AWARDS TO DATO' ZURAINAH BINTI MUSA

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Zurainah Binti Musa, being the Non-Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 400,000 of the total number of BFood Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF AWARDS TO DATUK ZAINUN AISHAH BINTI AHMAD

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Datuk Zainun Aishah Binti Ahmad, being the Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 400,000 of the total number of BFood Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF AWARDS TO DATO' MUSTAPHA BIN ABD HAMID

"THAT subject to the passing of Ordinary Resolution 1 and the approvals of all relevant authorities being obtained, approval be and is hereby given to the ESS Committee from time to time throughout the duration of the Proposed ESS, to offer and grant to Dato' Mustapha Bin Abd Hamid, being the Independent Non-Executive Director of the Company, such number of ESS Shares and/or ESS Options representing up to an aggregate of 400,000 of the total number of BFood Shares to be issued and/or transferred pursuant to the Proposed ESS, subject always to such terms and conditions of the By-Laws and/or any adjustment which may be made in accordance with the provisions of the By-Laws."

By Order of the Board

THAM LAI HENG MICHELLE (MAICSA 7013702)
Company Secretary

Kuala Lumpur
26 August 2016

Notes:

- (1) A proxy may but need not be a member and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (2) A member, other than an authorised nominee or an exempt authorised nominee, may appoint only one (1) proxy.
- (3) An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint one (1) proxy in respect of each securities account.
- (4) An exempt authorised nominee, as defined under SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), may appoint multiple proxies in respect of each of its omnibus account.
- (5) An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
- (6) The duly executed Form of Proxy must be deposited at the Company's Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur before 11.45 a.m. on Tuesday, 4 October 2016.
- (7) Only members whose names appear in the Record of Depositors as at 27 September 2016 will be entitled to attend and vote at the meeting.
- (8) Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Ordinary Resolutions set out in this Notice will be put to vote by poll.