



**KUANTAN FLOUR MILLS BERHAD**  
Company No. 119598-P  
(Incorporated in Malaysia)

**NOTICE OF THIRTY-SECOND ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirty-Second Annual General Meeting of the Company will be held at the Casuarina Hall, Swiss Garden Beach Resort, 2656-2657, Mukim Sungai Karang, Balok Beach, 26100 Beserah, Kuantan, Pahang, Malaysia on Monday, 27 February 2017 at 3.00 p.m. for the purpose of transacting the following businesses:-

- AS ORDINARY BUSINESS**  
To receive the Audited Financial Statements for the year ended 30 September 2016 together with the Reports of the Directors and Auditors thereon. (Refer to Note 6)
- To approve the payment of Directors' fees for the financial year ended 30 September 2016. (Resolution 1)
- To re-elect as Director, Leong Chen Nyen, 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)
- To re-elect as Director, Iskandar Zurkanain Bin Mohamed, who retires by rotation in accordance with Article 68 of the Company's Articles of Association and, being eligible, offers himself for re-election. (Resolution 3)
- 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 Resolutions:
- Ordinary Resolution  
**Retention of Kushairi Bin Zaidel as Independent Non-Executive Director**  
"That Kushairi Bin Zaidel, whose tenure on the Board exceeds a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company." (Refer to Note 7) (Resolution 5)
- Ordinary Resolution  
**Retention of Leong Chen Nyen as Independent Non-Executive Director**  
"That, subject to the passing of Resolution 2, Leong Chen Nyen, whose tenure on the Board exceeds a cumulative term of more than nine (9) years be and is hereby retained as Independent Non-Executive Director of the Company." (Refer to Note 7) (Resolution 6)
- Ordinary Resolution  
**Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**  
"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 8) (Resolution 7)
- Special Resolution  
**Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")**  
"That the proposed amendments to the Articles of Association of the Company as set out in the APPENDIX attached hereto and are hereby approved and adopted; And That the Directors and the Secretary of the Company be and are hereby authorized to carry out the necessary formalities in effecting the Proposed Amendments." (Refer to Note 9 and APPENDIX) (Resolution 8)
- 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  
31 January 2017

**Notes:**

- Only a member whose name appears on the Record of Depositors as at 20 February 2017 shall be entitled to attend the meeting and to speak and vote thereat. A member entitled to attend and vote at the meeting may appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member may appoint one or more than one proxy to attend and vote instead of the member. Where a member appoints two or more proxies, the appointments shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- The instrument appointing a proxy in the case of an individual shall be signed by the appointer 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 Form of Proxy.
- 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 30 September 2016 and the Reports of the Directors and Auditors thereon**  
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**

- Retention of Independent Non-Executive Directors**  
Pursuant to the Malaysian Code on Corporate Governance 2012, the Board of Directors has vide the Nomination Committee, conducted an assessment to assess the independence of Kushairi bin Zaidel and Leong Chen Nyen, who have served as Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years and has recommended them to continue to serve as Independent Non-Executive Director of the Company. Full details of the Board's Justifications for the retention of Kushairi bin Zaidel and Leong Chen Nyen is set out in the Statement of Corporate Governance in the 2016 Annual Report.
- Authority to allot and issue shares pursuant to Section 132D of the Companies Act, 1965**  
The General Mandate pursuant to Resolution 7 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 31 March 2016 and which will lapse at the conclusion of the forthcoming Annual General Meeting. Ordinary Resolution No. 7, 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.
- Proposed Amendments to the Articles of Association of the Company ("Proposed Amendments")**  
The proposed Resolution 8, if passed, will bring the Articles of Association of the Company in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. Details of the Proposed Amendments are set out in the Appendix attached hereto.

**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 Director who is standing for Re-election pursuant to Article 63:

- Leong Chen Nyen

Name of Director who is standing for Re-election pursuant to Article 68:

- Iskandar Zurkanain Bin Mohamed

The details of the Directors who are standing for re-election /re-appointment are set out in the Directors' Profile on Page 17 and their securities holdings in the Company are set out in the Statistics on Shareholdings on Page 60 of this Annual Report.

The Annual Report 2016 of the Company is in CD-ROM format.

A printed copy of the Annual Report 2016 shall be provided to the shareholders within four (4) market days from the date of receipt of their written request to:

Kawasan Lembaga Pelabuhan Kuantan

KM25, Jalan Kuantan/Kemaman

Tanjung Gelang

25740 Kuantan

Fax to 609-5833618