



**KAWAN FOOD BERHAD**  
Registration No. 200401001942 (640445-V)

**NOTICE OF THE SIXTEENTH ANNUAL GENERAL MEETING**

Notice is hereby given that the Sixteenth Annual General Meeting ("16<sup>th</sup> AGM") of Kawan Food Berhad will be conducted virtually for the purpose of considering and if thought fit, passing with or without modifications the resolutions setting out in this notice.

Meeting Platform : <https://tjih.online>  
Day and Date : Friday, 19 June 2020  
Time : 10.30 a.m.  
Broadcast Venue : Tricor Business Centre, Manuka 2 & 3 Meeting Room  
Unit 29-01, Level 29, Tower A, Vertical Business Suite  
Avenue 3, Bangsar South, No. 8, Jalan Kerinchi  
59200 Kuala Lumpur, Wilayah Persekutuan  
Mode of Communication : Shareholders may submit questions to the Board of Directors prior to the 16<sup>th</sup> AGM via Tricor's TIH Online website at <https://tjih.online> by selecting "e-Services" to login, pose questions and submit electronically not later than 10.30 a.m. on Wednesday, 17 June 2020 or to use the query box to transmit questions to Board of Directors via Remote Participation and Voting ("RPV") facilities during live streaming

**A G E N D A**

**AS ORDINARY BUSINESS**

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Note 1 of the Explanatory Notes**
- To approve the Directors' fees and benefits payable to the Directors of the Company of up to RM1 Million for the financial year ending 31 December 2020. **Ordinary Resolution 1**
- To re-elect the following Directors who are retiring under Clause 115(1) of the Constitution of the Company:  
(i) Madam Kwan Sok Kay **Ordinary Resolution 2**  
(ii) Mr. Timothy Tan Heng Han **Ordinary Resolution 3**  
(iii) Mr. Nareshchandra Gordhandas Nagrecha **Ordinary Resolution 4**  
(iv) Dr. Nik Ismail Bin Nik Daud **Ordinary Resolution 5**
- To re-appoint Messrs. RSM Malaysia as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

**AS SPECIAL BUSINESS**

- To consider and, if thought fit, to pass the following resolutions:
- Proposed Renewal of Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature with the following related parties ("Proposed Renewal of Shareholders' Mandate"):  
(i) Shana Foods Limited and Rubicon Food Products Limited **Ordinary Resolution 7**  
(ii) Food Valley Sdn Bhd **Ordinary Resolution 8**  
(iii) K.C. Belight Food Industry (M) Sdn Bhd and MH Delight Sdn Bhd **Ordinary Resolution 9**  
(iv) Hot & Roll Sdn Bhd **Ordinary Resolution 10**  
(Collectively referred to as "Related Parties")  
"THAT approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the above Related Parties as stated in Section 2.4 of the Circular to Shareholders dated 28 May 2020 which are necessary for the Company's day-to-day operations subject further to the following:  
(i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders;  
(ii) the approval is subject to annual renewal and shall only continue to be in force until:  
(a) the conclusion of the next AGM of the Company following the forthcoming AGM of the Company at which the Proposed Renewal of Shareholders' Mandate is approved, at which time it will lapse unless by a resolution passed at the AGM the mandate is again renewed;  
(b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or  
(c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier; and  
(iii) the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Renewal of Shareholders' Mandate in the Annual Report of the Company based on the following information:  
(a) the type of Recurrent Transactions entered into; and  
(b) the names of the Related Parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit."

- Authority under Section 75 and 76 of the Act for the Directors to allot and issue shares  
"THAT pursuant to Section 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue."  
**Ordinary Resolution 11**
- Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares  
"THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits as at 31 December 2019 to purchase such amount of ordinary shares in the Company ("Proposed Renewal of Share Buy-Back Authority") as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.  
"THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.  
"THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.  
"THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:-  
(i) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;  
(ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or  
(iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;  
whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).  
**AND THAT** the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."  
**Ordinary Resolution 12**
- To transact any other business for which due notice shall have been given.

**EXPLANATORY NOTES:**

- To receive the Audited Financial Statements**  
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.
- Ordinary Resolutions 7, 8, 9 & 10 - Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The Ordinary Resolutions 7, 8, 9 & 10 proposed, if passed, will empower the Directors from the date of the 16<sup>th</sup> AGM, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company's day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders.  
This authority unless revoked or varied at a general meeting, will expire at the next AGM of the Company and subject always to provision (ii) of the resolution.  
For further information on Ordinary Resolutions 7, 8, 9 & 10 please refer to the Circular to Shareholders dated 28 May 2020 accompanying the Annual Report of the Company for the financial year ended 31 December 2019.
- Ordinary Resolution 11 - Authority under Section 75 and 76 of the Act for the Directors to allot and issue shares**  
The Ordinary Resolution 11 proposed under item 6 of the Agenda seeks the shareholders' approval of a general mandate for issuance of shares by the Company under Section 75 and 76 of the Act. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.  
At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is sought, the Company will make an announcement in respect thereof.  
The Company did not allot and issue any shares pursuant to the general mandate granted by the shareholders at the previous AGM.
- Ordinary Resolution 12 - Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares**  
The Proposed Ordinary Resolution 12, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held.  
For further information on Ordinary Resolution 12, please refer to the Statement to Shareholders dated 28 May 2020 accompanying the Annual Report of the Company for the financial year ended 31 December 2019.

**Notes:**

- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the Meeting to be at the main venue of the meeting. **No shareholders/proxies**(if from the public will be physically present at the Broadcast venue. Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 16<sup>th</sup> AGM using the Remote Participation and Voting facilities ("RPV") provided by the Special Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. via its [TIH Online](https://tjih.online) website at <https://tjih.online>. **Please read these Notes carefully and follow the procedures in the Administrative Guide on 16<sup>th</sup> AGM in order to participate remotely via RPV.**
- For the purpose of determining who shall be entitled to participate in this AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make whose name appears on this Record of Depositors shall be entitled to participate in this AGM via RPV.
- A member entitled to participate in this AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
- A Member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account") as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
- A member who has appointed a proxy or attorney or authorised representative to participate at the 16<sup>th</sup> AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via [TIH Online](https://tjih.online) website at <https://tjih.online>. Procedures for RPV can be found in the Administrative Guide for Shareholders for the 16<sup>th</sup> AGM.
- The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote:  
(i) **In hard copy form**  
**In the case of an appointment made in hard copy form, the proxy form must be deposited with the Special Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.**  
(ii) **By electronic means**  
**The proxy form can be electronically lodged with the Special Registrar of the Company via TIH Online at <https://tjih.online>. Kindly refer to the Information for Shareholders on the procedures for electronic lodgement of proxy form via TIH Online.**
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is **Wednesday, 17 June 2020 at 10.30 a.m.**
- Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Special Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
- For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Special Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:  
a. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member;  
b. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:  
i. at least two (2) authorised officers, of whom one shall be a director; or  
ii. any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
- Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of any general meeting will be put to vote by poll.

**Personal data privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM, you are authorising the member of the Company who you have appointed to the use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"). You warrant that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

BY ORDER OF THE BOARD  
TAI YIT CHAN (MAICSA 7009143)  
SSM PC No.: 202008001023  
TAI YUEN LING (LS 0008513)  
SSM PC No.: 202008001075  
Company Secretaries  
Kuala Lumpur  
Date: 28 May 2020