



FARM FRESH BERHAD
Registration No.: 201001010221 (894851-U)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirteenth Annual General Meeting ("13th AGM") of Farm Fresh Berhad ("Company") will be conducted virtually through remote participation and electronic voting via the online meeting platform at <https://conveneagm.my/farmfreshagm2024> (Domain Registration Number registered with MYNIC - D6A475992) on Wednesday, 25 September 2024 at 2.30 p.m., and at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2024 together with Reports of the Directors' and the Auditors' thereon. | Please refer to Explanatory Note 1 |
| 2. To note the retirement of Mr. Sukanta Kumar Dutt as Director who is not seeking for re-election in accordance with Clause 76(3) of the Constitution of the Company. | Please refer to Explanatory Note 2 |
| 3. To re-elect Dato' Dr. Quaza Nizamuddin Bin A. Hassan Nizam as Director in accordance with Clause 76(3) of the Constitution of the Company. | Ordinary Resolution 1 |
| 4. To approve the payment of a final single-tier dividend of 1.20 per ordinary share for the financial year ended 31 March 2024. | Ordinary Resolution 2 |
| 5. To approve the payment of Directors' fees of up to RM550,000.00 per annum for the period from 1 April 2024 to the next Annual General Meeting of the Company to be held in 2025. | Ordinary Resolution 3 |
| 6. To approve the payment of Directors' benefits of up to RM80,000.00 per annum to Non-Executive Chairman and Non-Executive Directors for the period from 1 April 2024 to the next AGM of the Company to be held in 2025 | Ordinary Resolution 4 |
| 7. To re-appoint Messrs KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

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| 8. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS | Ordinary Resolution 6 |
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"THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever 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 issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad ("Bursa Securities") and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

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| 9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company | |
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BY ORDER OF THE BOARD

CHIN WAI YI (MAICSA 7069783) (SSM PC NO. 202008004409)
Company Secretary

Kuala Lumpur
Dated : 31 July 2024

Explanatory Notes on Ordinary Businesses:

- Item 1 of the Agenda**
Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016 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**.
- Item 2 of the Agenda**
Mr. Sukanta Kumar Dutt is due to retire at the 13th AGM pursuant to Clause 76(3) of the Constitution of the Company. Mr. Sukanta Kumar Dutt has informed the Board of his intention not to seek for re-election at the 13th AGM, hence he will retain office until the conclusion of the 13th AGM and retire in accordance with Clause 76(3) of the Constitution of the Company.
- Item 3 of the Agenda**
The Nomination and Remuneration Committee ("NRC") have considered the performance and contribution of the retiring Directors and have also assessed the independence of the Independent Non-Executive Director seeking for re-election. Based on the results of the Board Evaluation conducted for the financial year ended 31 March 2024, the performance of the retiring Director was found to be satisfactory. In addition, the retiring Director had provided his annual declaration/confirmation on his fitness and propriety as well as independence, where applicable. Based on the recommendation of the NRC, the Board supports the re-election of the Director based on the following justifications:

Dato' Dr. Quaza : Dato' Dr. Quaza Nizamuddin Bin A. Hassan Nizam fulfils the requirements of independence set out in the MMLR of Bursa Securities. He remains objective and independent in expressing his views and participating in Board's deliberations and decision-making process.
Dato' Dr. Quaza Nizamuddin Bin A. Hassan Nizam has exercised his due care and carried out his professional duties proficiently during his tenure as an Independent Non-Executive Director of the Company.
- Item 8 of the Agenda**
The Ordinary Resolution 6 proposed under item 8 of the Agenda is to seek the shareholders' approval of a new general mandate for the issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. 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 ten per centum (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 Annual General Meeting of the Company.

Notes:

- The 13th AGM of the Company will be conducted as a virtual meeting through live streaming and online remote voting via Remote Participation and Voting ("RPV") facilities. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. as the Poll Administrator for the 13th AGM to facilitate the RPV facilities via ConveneAGM at <https://conveneagm.my/farmfreshagm2024>. Shareholders of the Company are required to register for the 13th AGM not less than forty eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. (Please follow the procedures as stipulated in the Administrative Details).
- A member of the Company who is entitled to attend, speak and vote at this 13th AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.
- Where a member appoints more than one (1) proxy to attend and vote at the 13th AGM, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding 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.
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointor or an attorney duly authorised in writing or, if the appointor is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the following manner and must be received by the Company not less than forty eight (48) hours before the time appointed for holding the 13th AGM (no later than Monday, 23 September 2024 at 2.30 p.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid:
(a) In hard copy form
The original instrument appointing a proxy ("Proxy form") must be deposited at KPMG Management & Risk Consulting Sdn. Bhd. at Concourse, KPMG Tower, No. 8, First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
(b) By electronic means
The Proxy form can also be lodged electronically via ConveneAGM Meeting Platform at <https://conveneagm.my/farmfreshagm2024> or by email to support_conveneagm@kpmg.com.my. Please follow the procedures provided in the Administrative Guide for the 13th AGM in order to deposit the Proxy Form electronically.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 September 2024 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 13th AGM.
- Any alteration in the Proxy Form must be initiated.
- Pursuant to Paragraph 8.29A(1) of the MMLR of Bursa Securities, all the resolution set out in the Notice of 13th AGM will be put to the 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 13th AGM and/or any adjournment thereof, a member of the Company:
- consents to the collection, use and disclose 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 13th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 13th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
 - warrants that the member has obtained the prior consent of such 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 Purposes; and
 - 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.

ADMINISTRATIVE GUIDE FOR THE THIRTEENTH ANNUAL GENERAL MEETING ("13TH AGM")

Meeting Date	: Wednesday, 25 September 2024
Time	: 2.30 p.m.
Meeting Platform	: ConveneAGM at https://conveneagm.my/farmfreshagm2024
Mode of Communication	: i. Submit questions to the Board prior to the 13th AGM via ConveneAGM at https://conveneagm.my/farmfreshagm2024 or emailing to support.conveneagm@kpmg.com.my not later than 2.30 p.m., Monday, 23 September 2024 ii. Pose questions to the Board via real time submission of typed texts at ConveneAGM at https://conveneagm.my/farmfreshagm2024 during live streaming of the 13th AGM
Online meeting platform	: https://conveneagm.my/farmfreshagm2024 (Domain Registration Number registered with MYNIC - D6A475992)

MODE OF MEETING

The Company will be conducting its forthcoming 13th AGM on a virtual basis through remote participation and electronic voting ("**RPEV**") facilities.

In line with the Practice 13.3 of the Malaysian Code on Corporate Governance, by conducting a virtual Annual General Meeting ("**AGM**"), this would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders' participation. With the RPEV facilities, you may exercise your right as a member of the Company to participate (including the right to pose questions to the Board of Directors and/or Management of the Company) and vote at the 13th AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 13th AGM.

ENTITLEMENT TO PARTICIPATE AND VOTE

In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 September 2024 (General Meeting Record of Depositors) shall be eligible to participate the 13th AGM or appoint proxy(ies) to participate and/or vote on his/her behalf.

FORM(S) OF PROXY

Shareholders who are unable to participate in our online AGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the proxy form. Please take note that you must complete the proxy form for the AGM should you wish to appoint proxy(ies).

The proxy form may be made in hard copy or by electronic means, not less than forty-eight (48) hours before the time appointed for holding the meeting, i.e. latest by **2.30 p.m., Monday, 23 September 2024** as follows:

(i) In hard copy form

The proxy form must be deposited at the office of our Administration and Polling Agent:

KPMG Management & Risk Consulting Sdn Bhd

Concourse, KPMG Tower,
No. 8, First Avenue, Bandar Utama,
47800 Petaling Jaya,
Selangor Darul Ehsan, Malaysia

(ii) By electronic means

The proxy form can also be lodged electronically through ConveneAGM Meeting Platform at <https://conveneagm.my/farmfreshagm2024> or email to support_conveneagm@kpmg.com.my.

You may follow the steps below to lodge electronic proxy via ConveneAGM Meeting Platform:-

- Go to <https://conveneagm.my/farmfreshagm2024>.
- Select **"Register as Shareholder"**.
- Fill out the form with the required information and select **"Submit Registration"**.
- A confirmation will be displayed after a successful registration.
- Check your email for the next step.
- Open the email from AGM@Convene (agmaccounts@conveneagm.com)
- Select **"Verify Your Email"**.
- After the email verification, you will be redirected to create your own personalised password.
- Sign in to <https://conveneagm.my/farmfreshagm2024>.
- Select **"Fill Out proxy form"**.

REVOCAION OF PROXY

If you have submitted your proxy form prior to the meeting and subsequently decide to participate at the meeting yourself, please write in to support_conveneagm@kpmg.com.my to revoke the appointment of your proxy(ies) at least forty-eight (48) hours before the 13th AGM.

Alternatively, you may register for RPEV facility or appoint another proxy. In such an event, your earlier appointment of proxy shall be revoked.

Please advise your proxy accordingly.

VOTING PROCEDURE

The voting procedure will be conducted by poll in accordance with Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed KPMG Management & Risk Consulting Sdn. Bhd. (**"KPMG"**) as Poll Administrator to conduct the poll by way of electronic voting (**"e-voting"**) and TGS TW PLT as Independent Scrutineer to verify and validate the poll results.

During the AGM, the Chairman of the meeting will invite the poll Administrator to brief on the e-voting housekeeping rules. The e-voting session will commence as soon as the Chairman call for the poll to be opened and until such time when the Chairman announces the closure of the poll.

For the purposes of the virtual AGM, e-voting will be carried out via personal smart phones, tablets, or personal computers/laptops.

Upon the conclusion of the e-voting session, the Independent Scrutineer will verify the poll results followed by declaration by the chairman of the meeting whether the resolutions put to vote were successfully carried or not.

PROCEDURES FOR RPEV FACILITIES

All shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees shall use the RPEV facility at <https://conveneagm.my/farmfreshagm2024> to participate and vote remotely at the 13th AGM.

Administrative Guide for the Thirteenth Annual General Meeting (“13th AGM”)

All shareholders who wish to participate at the 13th AGM are required to register online at ConveneAGM Meeting Platform (<https://conveneagm.my/farmfreshagm2024>).

Registration for remote access will open from Wednesday, 31 July 2024 until the day of the 13th AGM on Wednesday, 25 September 2024.

Shareholders are encouraged to register at least forty eight (48) hours before the commencement of the 13th AGM to allow some time for the Company to verify the shareholder status and to avoid any delay in registration.

Kindly follow the steps below or provided in the AGM User Guide at <https://cdn.azeusconvene.com/wp-content/uploads/brochures/Getting-Started-with-ConveneAGM.pdf> on how to register online:-

Pre Meeting Day -

Registration for Shareholders and/or Corporate Representatives

- Go to <https://conveneagm.my/farmfreshagm2024>.
- Select **“Register as Shareholder”**.
- Fill out the form with the required information and click to **“Submit Registration”**.
- A confirmation will be displayed after a successful registration.
- Check your email for the next step.
- Open the email from AGM@Convene (agmaccounts@conveneagm.com).
- Select **“Verify Your Email”**.
- After the email verification, you will be redirected to create your own personalised password.
- Upon system verification against the Record of Depositors and Register of Members as at 18 September 2024, you will receive email from AGM@Convene indicating that your registration is approved or rejected.

Please note that the corporate shareholders who require their corporate representative to participate and vote at the AGM must deposit their certificate of appointment of corporate representative to KPMG not later than Monday, 23 September 2024 at 2.30 p.m.

Pre Meeting Day -

Registration for Proxyholders

- As Proxy, you will receive an email from AGM@Convene (agmaccounts@conveneagm.com) once you are appointed by your shareholder.
- Open the email from AGM@Convene (agmaccounts@conveneagm.com).
- Select **“Verify Your Email”**.
- After the email verification, you will be redirected to create your own personalised password.

Please note that in the event the shareholder who appointed you cannot be authenticated against the Record of Depositors and Register of Members as at 18 September 2024, your registration will not be valid.

Meeting Day -

Participation by Shareholders, Proxies and/or Corporate Representatives during AGM

- Login to <https://conveneagm.my/farmfreshagm2024>.
 - Click to start live webcast.
 - Proceed to ask question and/or vote when permissible.
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NO VOUCHERS/DOOR GIFTS

There will be **NO VOUCHER(S) OR ANY DOOR GIFT(S)** for shareholders/proxies who participate in the AGM.

PRE-MEETING SUBMISSION OF QUESTIONS TO THE BOARD OF DIRECTORS

The shareholders may submit questions to the Company via ConveneAGM at <https://conveneagm.my/farmfreshagm2024> or e-mail to support_conveneAGM@kpmg.com.my **not later than 2.30 p.m., Monday, 23 September 2024** prior to the AGM to transmit questions to Board of Directors. The Chairman and Board of Directors will endeavour their best to respond to the questions submitted by the shareholders which are related to the resolutions to be tabled at the AGM.

RECORDING OR PHOTOGRAPHY AT THE AGM

Strictly no recording or photography of the AGM proceedings is allowed.

ENQUIRY

Should you require any assistance on the RPEV facility, kindly contact KPMG, details as follows:

- (a) For matters relating to proxy processing and eligibility to participate at the 13th AGM [During office hours on Mondays to Fridays (except on public holidays) from 8:30 a.m. to 5:30 p.m].

Email : support_conveneagm@kpmg.com.my
Telephone No. : 603-7721 7329/ 7954/ 7780

- (b) For ConveneAGM Technical Support (available 24/7)

Toll Free No : 1 800 817 240
Email : support@conveneagm.com
Live Chat : Click on the chat icon at the bottom right side of <https://conveneagm.my/farmfreshagm2024>.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 13th AGM and/ or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose 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 13th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 13th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that the member has obtained the prior consent of such 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 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