



**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting of the Company will be held at Ballroom, Level 1, Tropicana Golf and Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Monday, 25 June 2018 at 11.00 a.m for the following purposes:-

**AGENDA**

- To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. **(Please see Note 2)**
- To approve the following payments to Directors:- **(Please see Note 3)**
  - Fees of RM243,000 for the financial year ended 31 December 2017. **(Resolution 1)**
  - Benefits of RM288,000 for financial year ending 31 December 2018. **(Resolution 2)**
- To re-elect the following Directors who retire by rotation pursuant to Article 86 of the Company's Articles of Association:- **(Please see Note 4)**
  - Mr. Chew Eng Chai; **(Resolution 3)**
  - Encik Mohd Zaki bin Hamzah; and **(Resolution 4)**
  - Dato Mohd Nor bin Abdul Wahid. **(Resolution 5)**
- To re-elect the following Directors pursuant to Article 93 of the Company's Articles of Association:- **(Please see Note 4)**
  - Mr. Gurpreet Singh Vohra; and **(Resolution 6)**
  - Mr. Loo Cheau Leong. **(Resolution 7)**
- To re-appoint Messrs BDO as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**  
**(Please see Note 5)**

By Order of the Board,

**WONG WAI FOONG (MAICSA 7001358)**  
**NG BEE LIAN (MAICSA 7041392)**  
**YAP SIT LEE (MAICSA 7028098)**  
Company Secretaries

Kuala Lumpur  
27 April 2018

**NOTES:-**

**1. APPOINTMENT OF PROXY**

- A proxy may but need not be a member of the Company. There is no restriction as to the qualification of the proxy.
- To be valid, the proxy form must be duly completed and deposited at the registered office of the Company at AL 308, Lot 590 & Lot 4196, Jalan Industri, U19, Kampung Baru Sungai Buloh, 40160 Shah Alam, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for the Meeting or any adjournment thereof.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee which holds 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 nominees may appoint in respect of each omnibus account it holds.
- Where a member or the authorised nominee appoints two (2) proxies or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised.
- Only members whose name appear in the Record of Depositors as at 18 June 2018 will be entitled to attend, vote and speak at the meeting or appoint proxy(ies) to attend, vote and speak on their behalf.

**2. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2017**

The Audited Financial Statements are laid in accordance with Section 340(1) of the Companies Act 2016 for discussion only. They do not require shareholders' approval and hence, will not be put forward for voting by shareholders of the Company.

**3. PAYMENT OF DIRECTORS' FEES AND BENEFITS**

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors shall be approved at a general meeting.

The proposed Resolutions 1 and 2 are to facilitate the payment of Directors' fees and benefits to Non-Executive Directors.

**4. RE-ELECTION OF DIRECTORS**

The following Directors who are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Sixteenth Annual General Meeting:-

- Mr. Chew Eng Chai;
- Encik Mohd Zaki bin Hamzah;
- Dato Mohd Nor bin Abdul Wahid;
- Mr. Gurpreet Singh Vohra; and
- Mr. Loo Cheau Leong.

The Board has through the Nomination Committee, assessed the said Directors and recommended for their re-election.

The Board has also through the Nomination Committee assessed the independence of Mr. Chew Eng Chai, Encik Mohd Zaki bin Hamzah and Dato Mohd Nor bin Abdul Wahid and satisfied that they have complied with the criteria on independence as prescribed by the Main Market Listing Requirements of Bursa Securities.

**5. RE-APPOINTMENT OF AUDITORS**

The Audit Committee had at its meeting held on 20 February 2018 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Messrs BDO as External Auditors of the Company for the financial year ending 31 December 2018. The Board has in turn reviewed the recommendation of the Audit Committee and recommended the same be tabled to the shareholders for approval at the forthcoming Sixteenth Annual General Meeting of the Company under Resolution 8.

**6. AUTHORITY TO ALLOT AND ISSUE SHARES**

The proposed Resolution 9 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). As at the date of this Notice, the Company did not allot any shares pursuant to the mandate granted to the Directors at the Fifteenth Annual General Meeting held on 11 May 2017 as there were no requirements for such fund raising activities.

The proposed Resolution 9, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to further placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier.

**7. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY**

The proposed Resolution 10, if passed, will allow the Company to purchase its own shares through Bursa Securities up to ten per centum (10%) of the total number of issued shares of the Company. Please refer to the Statement to Shareholders dated 27 April 2018 in relation to the Proposed Renewal of Authority for the Company to Purchase its own Shares by the Company for further details.

**8. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The proposed Resolution 11, if passed, will allow the Company and its subsidiaries to enter into recurrent related party transactions made on an arm's length basis and on normal commercial terms which are not detrimental to the interest of the minority shareholders.

Please refer to the Circular to Shareholders dated 27 April 2018 for further information.

**9. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS**

Pursuant to the Malaysian Code on Corporate Governance, it is recommended that approval of shareholders be sought in the event the Company intends to retain an Independent Director who has served in that capacity for more than nine (9) years.

Encik Mohd Zaki Bin Hamzah was appointed to the Board on 9 January 2007 as an Independent Director and has therefore served for more than nine (9) years.

Mr. Tan Chon Sing @ Tan Kim Tieng and Mr. Chew Eng Chai were appointed to the Board on 17 June 2002 as Independent Directors while Mr. Khoo Wee Boon was appointed to the Board on 27 September 2004 as Independent Director. They have therefore served for more than twelve (12) years.

The Board has through the Nomination Committee assessed the independence of Mr. Tan Chon Sing @ Tan Kim Tieng, Mr. Chew Eng Chai, Mr. Khoo Wee Boon and Encik Mohd Zaki Bin Hamzah and recommended them to continue to act as Independent Directors of the Company based on the following justifications:-

- they have fulfilled the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, are able to bring independent and objective judgment to the Board;
- they have been with the Company for many years and are familiar with the Company's business operations and the food manufacturing industry, thus enabling them to contribute actively and effectively during deliberations or discussions at Board meetings;
- their length of services on the Board does not in any way interfere with their exercise of independent judgement. They have remained objective and independent in expressing their views and participating in deliberation and decision making of the Board and Board Committees;
- their vast experience in finance, manufacturing industry and securities market enable them to provide the Board, as the case may be, with pertinent expertise, skills and competence;
- they have continued to exercise their independence and due care during their tenure as an Independent Non-Executive Directors of the Company and carried out their duties in the interest of the Company and shareholders; and
- they have devoted sufficient time and commitment to discharge their responsibilities as Independent Directors.

The proposed Resolution 12, 13, 14 and 15, if passed, will enable Mr. Tan Chon Sing @ Tan Kim Tieng, Mr. Chew Eng Chai, Mr. Khoo Wee Boon and Encik Mohd Zaki Bin Hamzah to continue to act as Independent Directors of the Company.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass, with or without modifications, the following resolutions:-

**6. ORDINARY RESOLUTION AUTHORITY TO ALLOT AND ISSUE SHARES (Resolution 9) (Please see Note 6)**

"THAT subject always to the Companies Act 2016 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company after the approval was given or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by the Company at a general meeting."

**7. ORDINARY RESOLUTION PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY (Resolution 10) (Please see Note 7)**

"THAT, subject always to the Companies Act 2016 ("Act"), the Articles of Association of the Company, Bursa Malaysia Securities Berhad ("Bursa Securities") Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase;
- the maximum fund to be allocated by the Company for purchasing the shares shall not exceed the Company's audited retained profits at the time of purchase(s); and
- the Directors of the Company may decide either to retain the shares purchased as treasury shares or cancel the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividends or to deal with the treasury shares in any other manners as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements and any other relevant authority for the time being in force.

AND THAT the authority conferred by this resolution will commence immediately upon the passing of this Ordinary Resolution and will continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following at which time the authority shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any other relevant authorities.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary or expedient to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be required or imposed by the relevant authorities and with the fullest power to do all such acts and thing thereafter in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/ or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/ or regulatory authorities."

**8. ORDINARY RESOLUTION PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (Resolution 11) (Please see Note 8)**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into and give effect to the recurrent related party transactions of a revenue or trading nature with the related parties as set out in Section 2.4 of the Circular to Shareholders dated 27 April 2018, provided that such arrangements and/or transactions which are necessary for the Group's day-to-day operations are undertaken in the ordinary course of business, at arm's length basis, on normal commercial terms and transaction prices which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company (hereinafter referred to as the "Proposed Shareholders' Mandate").

THAT the Proposed Shareholders' Mandate shall only continue to be in full force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by a resolution passed by the shareholders of the Company in a general meeting;

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Shareholders' Mandate."

**9. ORDINARY RESOLUTIONS CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS (Please see Note 9)**

- "THAT subject to the passing of Resolution 4 above, approval be and is hereby given to Encik Mohd Zaki bin Hamzah who has served as an Independent Director of the Company for a cumulative term of more than nine years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 12)**
- "THAT approval be and is hereby given to Mr. Tan Chon Sing @ Tan Kim Tieng who has served as an Independent Director of the Company for a cumulative term of more than twelve years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 13)**
- "THAT subject to the passing of Resolution 3 above, approval be and is hereby given to Mr. Chew Eng Chai who has served as an Independent Director of the Company for a cumulative term of more than twelve years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 14)**
- "THAT approval be and is hereby given to Mr. Khoo Wee Boon who has served as an Independent Director of the Company for a cumulative term of more than twelve years, to continue to act as an Independent Director of the Company to hold office until the conclusion of next Annual General Meeting of the Company." **(Resolution 15)**

- To consider any other business of which due notice shall have been given.