



# KAWAN FOOD BERHAD

(640445-V) Incorporated In Malaysia

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of KAWAN FOOD BERHAD (Company No.: 640445-V) will be held at Langkawi Room, Bukit Jalil Golf & Country Resort, Jalan 3/155B, Bukit Jalil, 57000 Kuala Lumpur on Wednesday, 17 June 2009 at 10.00 a.m. for the following purposes:-

### AGENDA

#### ORDINARY BUSINESS:-

1. To receive the Audited Financial Statements for the year ended 31 December 2008 together with the Directors' and Auditors' Reports thereon. **Resolution 1**
2. To approve the payment of Directors' fees for the year ended 31 December 2008. **Resolution 2**
3. To elect Mr. Soo Yoke Mun who is retiring in accordance with Article 86 of the Company's Articles of Association **Resolution 3**
4. To re-elect the following Directors who are retiring in accordance with Article 80 of the Company's Articles of Association:-
  - 4.10 Mr. Chen Seng Chong **Resolution 4**
  - 4.20 Tan Sri Dato' Mohd Ibrahim Bin Mohd Zain **Resolution 5**
  - 4.30 Mr. Gan Thiam Chai **Resolution 6**
5. To re-appoint Messrs KPMG as the Company's Auditors and to authorise the Board of Directors to fix their remuneration. **Resolution 7**

#### SPECIAL BUSINESS:-

6. To consider and, if thought fit, pass with or without modifications, the following Resolutions: **Resolution 8**

#### Ordinary Resolution

Authority to Directors to Allot and Issue Shares Pursuant to Section 132D of the Companies Act, 1965

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting 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 does not exceed ten per centum of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities."

#### ANY OTHER BUSINESS:-

7. To transact any other business for which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965. **Resolution 9**

#### BY ORDER OF THE BOARD

NG YIM KONG (LS 0009297)  
WONG YOUN KIM (MAICSA 7018778)  
Company Secretaries

26 May 2009  
Selangor Darul Ehsan

#### Notes:-

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/proxies, to attend and vote instead of him. A proxy may but need not be a member of the Company, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply.
2. Where a member appoints two (2) or more proxies, the appointments shall be invalid unless he/she specifies the proportions of his/her shareholdings to be represented by each proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company Secretary's Office at Strategy Corporate Secretariat Sdn Bhd, Unit 07-02, Level 7, Menara Luxor, 6B Persiaran Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. **Explanatory Notes on Special Business of the Agenda**

#### Item 6

#### Resolution 8 pursuant to Section 132D of the Companies Act, 1965

The Ordinary Resolution proposed under item 6, if passed will give the Directors of the Company from the date of the above Meeting, authority to allot and issue ordinary shares for the unissued capital of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in General Meeting, expire at the next Annual General Meeting.