

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT **THE ELEVENTH (11TH) ANNUAL GENERAL MEETING OF FARM FRESH BERHAD** ("FFB or the Company") ("AGM") will be conducted on a fully virtual manner through live streaming and online remote meeting platform of TIIH Online provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its website at <https://tiih.online> or <https://tiih.com.my> (Domain registration number with MYNIC: D1A282781) on **Monday, 29 August 2022 At 2:30 P.M** to transact the following businesses:-

AGENDA

ORDINARY BUSINESS

- | | |
|---|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2022 and the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note 8(a)(i) |
| 2. To approve a final single tier dividend of 1.07 sen per share in respect of the financial year ended 31 March 2022. | Resolution 1 |
| 3. To re-elect the following Directors, each of whom is retiring by rotation in accordance with Clause 76(3) and Clause 78 of the Company's Constitution and being eligible, has offered himself/ herself for re-election:- | |
| (i) Mr. Loi Tuan Ee | Resolution 2 |
| (ii) Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr. Haji Megat Khas | Resolution 3 |
| (iii) Ms. Loi Foon Kion | Resolution 4 |
| (iv) Mr. Sukanta Kumar Dutt | Resolution 5 |
| (v) Dato' Dr. Quaza Nizamuddin Bin A. Hassan Nizam | Resolution 6 |
| (vi) Ms. Jocelyn Ng Lai Leng | Resolution 7 |
| (vii) Encik Effizal Faiz Bin Zulkifly | Resolution 8 |
| 4. To approve the Directors fees up to RM550,000.00 to the following Directors for the period from the 1 April 2022 to the next AGM of the Company to be held in 2023. | Resolution 9 |
| 5. To approve the payment of benefits of up to RM72,000.00 to Non-Executive Chairman and Non-Executive Directors for the period from 1 April 2022 to the next AGM of the Company to be held in 2023. | Resolution 10 |
| 6. To re-appoint Messrs. KPMG PLT as the External Auditors of the Company for the financial year ending 31 March 2023 and to authorise the Directors to fix their remuneration. | Resolution 11 |
| 7. To transact any other ordinary business of which due notice shall have been given in accordance with the Companies Act 2016. | |

BY ORDER OF THE BOARD

YONG MAY LI (f)
(LS0000295) (SSM Practicing
Certificate No. 202008000285)

WONG CHEE YIN (f)
(MAICSA 7023530) (SSM Practicing
Certificate No. 202008001953)

Company Secretaries Johor Bahru
Dated: 29 July 2022

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Notes:

1. For the purpose of determining who shall be entitled to Participate at this 11th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd., to make available to the Company a Record of Depositor as at 22 August 2022. Only members whose names appear therein shall be entitled to Participate at this 11th AGM or appoint proxy(ies) to attend and vote on his/her behalf.
2. A member entitled to Participate at this 11th AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
7. 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 General Meeting 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, this proxy form must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur;
 - (ii) Online
As In the case of an appointment made via online lodgment facility, please login to the link website at <https://tjih.online> and select "e-Services" to login. Please refer to the Administrative Notes on how to register to TIH Online and submit your Form of Proxy electronically.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the General Meeting 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.
9. Please ensure ALL the particulars as required in this proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging this proxy form is 2.30 p.m. on Saturday, 27 August 2022.
11. A corporate member who has appointed a representative, please deposit the ORIGINAL or duly certified certificate of appointment with the office of the Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.
12. Pursuant to Paragraph 8.29(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the Notice of AGM shall be put to vote by poll.

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Explanatory Note on Ordinary and Special Business:

Ordinary Business

(i) Item 1 of Agenda

This item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.

The profiles of the Directors standing for re-election are provided on pages 65 to 71 in the 2022 Annual Report.

(ii) Ordinary Resolution 1

The proposed dividend is in accordance with the dividend policy which had been disclosed in FFB's prospectus Section 12.4, i.e., distribute 25% of net profit of each fiscal year on a consolidated basis after taking into account working capital and maintenance capital requirements.

The dividend payment date is fixed on 15 September 2022

(iv) Ordinary Resolution 9 and 10

Pursuant to Section 230(1) of the Companies Act 2016, the fees of the Directors and any benefits payable to the Directors of a listed Company and its subsidiaries shall be approved at the General Meeting.

The Proposed Ordinary Resolution 9 is to facilitate the payment of Directors' Fee for the Period from 1 April 2022 up to the next Annual General Meeting to be held in 2023.

The Proposed Ordinary Resolution 10 are for the Directors' benefits and meeting allowance based on the number of scheduled meetings for the Board and Board Committee up to the next Annual General Meeting to be held in 2023.

(iii) Ordinary Resolutions 2, 3, 4, 5, 6, 7 and 8

Pursuant to Clause 76(3) & Clause 78 of the Company's Constitution, Mr. Loi Tuan Ee; Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr. Haji Megat Khas; Ms. Loi Foon Kion; Mr. Sukanta Kumar Dutt; Dato' Dr. Quaza Nizamuddin Bin A. Hassan Nizam; Ms. Jocelyn Ng Lai Leng; and Encik Effzal Faiz Bin Zulkifly are standing for re-election at this 11th AGM and being eligible, have offered themselves for re-election as Directors of the Company.

The Board of Directors has through the Nomination and Remuneration Committee carried out the necessary assessment on the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Main Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors.

(v) Ordinary Resolution 11

The Audit and Risk Management Committee had at its meeting held on 21 July 2022 assessed the suitability and the independence of the External Auditors and recommended the re-appointment of Messrs. KPMG PLT as External Auditors of the Company for the financial year ending 31 March 2023. The Board has in turn reviewed the recommendation of the Audit and Risk Management Committee and recommended the same be tabled to the shareholders for approval for the forthcoming AGM of the Company.

CLOSURE OF BOOKS

To determine shareholders' entitlement to the dividend payment, if approved at the 11th AGM of the Company, the Share transfer books and Register of Members will be closed on 2 September 2022.

The dividend, if approved, will be paid on 15 September 2022 to shareholders whose names appear in the Register of Members and Record of Depositors at the close of business on 2 September 2022.

A depositor shall qualify for entitlement to the dividend only in respect of:

- (a) shares transferred into the depositor's securities account before 4:30 p.m. on 2 September 2022 in respect of transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

STATEMENT ACCOMPANYING THE NOTICE OF ANNUAL GENERAL MEETING

THAT THE **ELEVENTH (11TH) ANNUAL GENERAL MEETING OF FARM FRESH BERHAD ("FFB")** WILL BE CONDUCTED ON A FULLY VIRTUAL MANNER THROUGH LIVE STREAMING AND ONLINE REMOTE MEETING PLATFORM OF TIIH ONLINE PROVIDED BY TRICOR INVESTOR & ISSUING HOUSE SERVICES SDN. BHD. VIA ITS WEBSITE AT [HTTPS://TIIH.ONLINE](https://tiih.online) OR [HTTPS://TIIH.COM.MY](https://tiih.com.my) (DOMAIN REGISTRATION NUMBER WITH MYNIC: D1A282781) ON **MONDAY, 29 AUGUST 2022 AT 2:30 P.M.**

DIRECTORS STANDING FOR ELECTION/APPOINTMENT

There are no individuals standing for election/appointment as Directors at the 2022 Annual General Meeting ("AGM").

Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, FFB wishes to highlight the Directors who are standing for re-election pursuant to Clause 76(3) and Clause 78 of the Company's Constitution at the 11th Annual General Meeting of the Company are as follows:

1. Clause 76(3) of the Company's Constitution

- Mr. Loi Tuan Ee

2. Clause 78 of the Company's Constitution

- Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr. Haji Megat Khas
- Ms. Loi Foon Kion
- Mr. Sukanta Kumar Dutt
- Dato' Dr. Quaza Nizamuddin Bin A. Hassan Nizam
- Ms. Jocelyn Ng Lai Leng
- Encik Effizal Faiz Bin Zulkifly

The Profiles of the above Directors are set out on pages 65 to 71 of this Integrated Annual Report.