

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE TWELFTH (12TH) ANNUAL GENERAL MEETING OF FARM FRESH BERHAD ("FFB") WILL BE HELD 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) ON **TUESDAY, 26 SEPTEMBER 2023 AT 3:00 P.M. FOR THE FOLLOWING PURPOSES:-**

AGENDA

ORDINARY BUSINESS

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2023 and the Reports of the Directors and Auditors thereon. | Please refer to Explanatory Note (i) |
| 2. To approve a final single-tier dividend of 1.00 sen per ordinary share in respect of the financial year ended 31 March 2023. | Resolution 1 |
| 3. To re-elect the following Directors, each of whom is retiring by rotation in accordance with Clause 76(3) of the Company's Constitution and being eligible, has offered themselves for re-election:-
(i) Mr. Loi Tuan Ee; and
(ii) Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr. Haji Megat Khas. | Resolution 2
Resolution 3 |
| 4. To approve the Directors fees of up to RM550,000.00 per annum to the Directors for the period from the 1 April 2023 to the next AGM of the Company to be held in 2024. | Resolution 4 |
| 5. To approve the payment of benefits of up to RM76,000.00 per annum to Non-Executive Chairman and Non-Executive Directors for the period from 1 April 2023 to the next AGM of the Company to be held in 2024. | Resolution 5 |
| 6. To re-appoint Messrs. KPMG PLT as the External Auditors of the Company for the financial year ending 31 March 2024 and to authorise the Directors to fix their remuneration. | Resolution 6 |
| 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: 31 July 2023

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Notes:

1. For the purpose of determining who shall be entitled to Participate at this 12th AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, to make available to the Company a Record of Depositor as at 18 September 2023. Only members whose names appear therein shall be entitled to Participate at this 12th AGM or appoint proxy(ies) to attend and vote on his/her behalf.
2. A member entitled to participate at this 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 (in the form of real time submission of typed text(s)) 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 SICDA, 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 SICDA which is exempted from compliance with the provisions of Section 25A(1) of the SICDA.
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:
In hard copy form
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 the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is Sunday, 24 September 2023 at 3:00 p.m.
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.

By hand or post to 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.

Online

As in the case of an appointment made via online lodgment facility, please login to the link website at <https://tlih.online>. Please refer to the Administrative Guide for the AGM on how to register on TLIH Online and submit your proxy form electronically.

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 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.

(ii) Ordinary Resolutions 2 and 3

Pursuant to Clause 76(3) of the Company's Constitution, Tan Sri Dato' Seri Haji Megat Najmuddin Bin Datuk Seri Dr. Haji Megat Khas and Mr. Loi Tuan Ee are standing for re-election at this 12th 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.

The profiles of the Directors standing for re-election are provided on pages 102 to 108 of the Board of Directors' Profile in the 2023 Annual Report.

(iii) Ordinary Resolution 4 and 5

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 4 is to facilitate the payment of Directors' Fee for the period from 1 April 2023 up to the next Annual General Meeting to be held in 2024.

The Proposed Ordinary Resolution 5 is 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 2024.

(iv) Ordinary Resolution 6

The Audit and Risk Management Committee had at its meeting held on 24 July 2023 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 2024. 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.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HERE GIVEN THAT subject to the approval of the shareholders at 12th AGM of the Company, a final single-tier dividend of 1.00 sen per ordinary share in respect of the financial year ended 31 March 2023 will be payable to shareholders of the Company on 10 October 2023. The entitlement date for the said dividend shall be 29 September 2023.

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 29 September 2023 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.