

NOTIFICATION TO SHAREHOLDERS
FOURTEENTH ANNUAL GENERAL MEETING (“14TH AGM”)

Dear Valued Shareholders of Berjaya Food Berhad (“**Company**”),

We are pleased to invite you to participate in the 14th AGM of the Company, which will be conducted on a virtual basis through live streaming via Remote Participation and Voting (“RPV”) facilities, to be held as follows:

Date and Time	: Wednesday, 13 December 2023 at 10.00 a.m.
Broadcast Venue	: Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1, Jalan Imbi, 55100 Kuala Lumpur
Online Meeting Platform	: Securities Services e-Portal at https://sshbsb.net.my/

The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 70 of the Company’s Constitution which require the Chairperson of the meeting to be present at the main venue of the meeting. Hence, no shareholders/proxies/corporate representatives shall be physically present or allowed to attend the 14th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders/proxies/corporate representatives who wish to participate at the 14th AGM will have to register to attend the 14th AGM remotely by using the RPV facilities provided by the poll administrator, SS E Solutions Sdn Bhd, which are available on Securities Services e-Portal at <https://sshbsb.net.my/>, the procedures of which are set out in the Administrative Guide for the 14th AGM.

Issuance of documents by electronic means by a listed issuer to its securities holders

Pursuant to Paragraph 2.19B of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 191 of the Company’s Constitution, we wish to notify you that we have discontinued the delivery of any document to our shareholders in printed copies as part of the Company’s sustainability initiatives to be more environmentally friendly.

<p>Please scan the QR Code for the following documents which can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-food/ and such documents are also available at the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com:</p> <ul style="list-style-type: none">(1) Annual Report 2023;(2) Notice of 14th AGM, Form of Proxy and Administrative Guide;(3) Circular/Statement to Shareholders dated 26 October 2023 in relation to the:-<ul style="list-style-type: none">(a) Proposed Renewal of and New Shareholders’ Mandate For Recurrent Related Party Transactions of A Revenue or Trading Nature and(b) Proposed Renewal of Authority for the Company to Purchase Its Own Shares.	
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You may request for a printed copy of the above documents through our Share Registrar, Berjaya Registration Services Sdn Bhd, at the number/email address/website as set out below. The printed copy will be sent to you as soon as practicable after receipt of your request.

Should you require assistance on the above matter, kindly contact our Share Registrar at:

Contact person : Cik Suryani Binti Miswan
Tel : 03-2145 0533
Email : shareg@berjayareg.com.my
Website : <https://www.berjayaregistration.com.my>

Thank you.

Yours faithfully,
For and on behalf of the Board of Directors of
BERJAYA FOOD BERHAD

Dato’ Seri Diraja Tunku Shazuddin Ariff Ibni Sultan Sallehuddin
Independent Non-Executive Chairman
26 October 2023

ADMINISTRATIVE GUIDE FOR FOURTEENTH ANNUAL GENERAL MEETING (“14TH AGM” OR “THE MEETING”)

Meeting Day and Date	: Wednesday, 13 December 2023
Time	: 10.00 a.m.
Broadcast Venue	: Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1, Jalan Imbi, 55100 Kuala Lumpur
Meeting Platform	: Securities Services e-Portal at https://sshbsb.net.my/
Registration	: Virtual Meeting via Remote Participation and Voting facilities
Modes of Communication	: Shareholders may: - (a) Type text in the e-Portal during live streaming at https://sshbsb.net.my/ OR (b) Email questions to eservices@sshbsb.com.my prior to the 14th AGM

1. Virtual Meeting

- 1.1 The Company will continue to leverage on technology to facilitate communication and engagement with Shareholders by conducting the 14th AGM of the Company on a virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities in accordance with the Guidance Note and FAQs on the Conduct of General Meetings for listed issuers and all its subsequent revisions issued by the Securities Commission Malaysia.
- 1.2 The main and only venue of the 14th AGM is the Broadcast Venue **which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 and Clause 70 of the Company’s Constitution** that requires the Chairman of the Meeting to be present at the main venue of the 14th AGM. Hence, no shareholders/proxies/corporate representatives shall be physically present or allowed to enter the Broadcast Venue on the day of the 14th AGM and will be requested to leave the Broadcast Venue.
- 1.3 In line with Practice 13.3 of the Malaysian Code on Corporate Governance, by conducting 14th AGM on a virtual basis, this would facilitate remote shareholders’ participation at general meeting. With the RPV facilities, you may exercise your right as a member of the Company to participate (including posing questions to the Board of Directors (“Board”) of the Company) and vote at the Meeting. Alternatively, you may also appoint a proxy or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the Meeting.
- 1.4 Kindly ensure that you are connected to the internet at all times in order to participate and/or vote at our virtual Meeting. Therefore, it is your responsibility to ensure that connectivity for the duration of the Meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

The Company, the Board and its management, registrar and other professional advisers (if any) shall not be held responsible or be liable for any disruption in internet line resulting in the participants being unable to participate and/or vote at the Meeting.

2. Entitlement to Participate and Vote

Only depositors whose names appear on the Record of Depositors as at 6 December 2023 shall be entitled to participate and/or vote at the 14th AGM or appoint proxy/corporate representative(s) to participate and/or vote on his/her behalf by submitting the Form(s) of Proxy.

3. Appointment of Proxy

If you are unable to attend and participate at the 14th AGM via RPV facilities, you may appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy in accordance with the notes and instructions printed therein.

Please ensure that the hard copy of the original Form of Proxy is deposited at the Company’s Registered Office OR alternatively, the Form of Proxy may be submitted electronically via Securities Services e-Portal at <https://sshbsb.net.my/> not less than forty-eight (48) hours before the time appointed for holding the 14th AGM, i.e. latest by **Monday, 11 December 2023 at 10.00 a.m.** Details of our Registered Office can be found in the enquiry section of this document.

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If your appointed proxy is not an existing user of Securities Services e-Portal, he/she is required **to register as a user** (in accordance with the procedures as set out in the attached Appendix I) **by Thursday, 7 December 2023 at 10.00 a.m.** All appointed proxy need not register for remote participation on Securities Services e-Portal. Upon processing of your Form of Proxy, we will grant your proxy access to remote participation at the Meeting to which he/she is appointed for instead of you, **provided that your proxy registers as a user of Securities Services e-Portal by Thursday, 7 December 2023 at 10.00 a.m.**, failing which, your proxy will not be able to participate at the Meeting. PLEASE NOTIFY YOUR PROXY ACCORDINGLY.

If you wish to personally participate in the Meeting, please do not submit any proxy form for the Meeting. You will not be allowed to participate in the Meeting together with a proxy appointed by you.

4. Submission of Questions

- 4.1 Members and proxies who wish to submit questions before the 14th AGM may send it via email to SS E Solutions Sdn Bhd at eservices@sshshb.com.my no later than 10.00 a.m. on Monday, 11 December 2023. Members and proxies are requested to indicate the name of company in the subject title of the email e.g. “Berjaya Food Berhad – Questions for 14th AGM”. Kindly state your full name and Mykad/Passport number/body corporation registration number for verification purpose and provide your mobile/contact number, in the event SS E Solutions Sdn Bhd needs to contact you.
- 4.2 Members and proxies may submit their questions via the real time submission of typed texts through a text box within Securities Services e-Portal at <https://sshshb.net.my/> before the start or during the live streaming of the 14th AGM. In the event of any technical glitch in this primary mode of communication, shareholders and proxies may email their questions to eservices@sshshb.com.my during the 14th AGM. The questions and/or remarks submitted by the shareholders and/or proxies will be broadcasted and responded by the Chairman/Board/relevant adviser during the 14th AGM.

5. Voting Procedure

- 5.1 Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the Meeting will be conducted by poll. The Company has appointed SS E Solutions Sdn Bhd as the Poll Administrator to conduct the poll by way of electronic voting (“e-Voting”) and Commercial Quest Sdn Bhd as Independent Scrutineer to verify the results of the poll.
- 5.2 During the Meeting, the Chairman will invite the Poll Administrator to brief on the e-Voting housekeeping rules.
- 5.3 For the purpose of the Meeting, e-Voting can be carried out using either personal smart mobile phones, tablets, personal computers or laptops.
- 5.4 The polling will commence from the scheduled starting time of the Meeting and close ten (10) minutes after the Chairman announces the final ten (10) minutes for voting towards the end of the Meeting after the question and answer session.
- 5.5 The Independent Scrutineer will verify the poll results reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

6. Remote Participation and Voting (“RPV”)

- 6.1 Please note that all shareholders including (i) individual shareholders; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominees, and proxies shall use the RPV facilities to participate and/or vote remotely at the 14th AGM [(ii) to (iv) through their authorised representatives].
- 6.2 If you wish to participate in the Meeting, you will be able to view a live webcast of the Meeting, pose questions and/or submit your votes in real time whilst the Meeting is in progress.
- 6.3 Kindly follow the steps as set out in **Appendix I** to register for RPV.

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Appendix I

SECURITIES SERVICES E-PORTAL USER GUIDE

BEFORE THE 14TH AGM	
(A) Register as a user of Securities Services e-Portal (“e-Portal”) [if you are already a registered user, please go straight to (B)]	
<p>Step 1 - Visit https://sshsb.net.my/</p> <p>Step 2 - Register as a user. You will be prompted to fill in your details and also to upload a copy of your identification card (Front and back separately) or passport</p> <p>Step 3 - Wait for a notification email that will be sent within one (1) working day.</p> <p>Step 4 - Log in to e-Portal and verify your user account within seven (7) days of the notification email.</p>	<p>Notes:</p> <p>1) This is a ONE-TIME Registration. If you are already a registered user of the e-Portal, you need not register again.</p> <p>2) Your email address is your User ID.</p> <p>3) All users must register latest by Monday, 11 December 2023 at 10.00 a.m. as ONE (1) working day is required to process all e-Portal user registrations.</p>
(B) Register for Remote Participation	
<p>Step 1 - Log in to https://sshsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for “Berjaya Food Berhad” under Company Name and “14th AGM on 13 December 2023 at 10.00 a.m. – Registration for Remote Participation” under Event and click “>” to register for remote participation at the 14th AGM.</p> <p>Step 3 - Select whether you are participating as (i) Individual shareholder or (ii) Corporate or authorised representative of a body corporate – key in the body corporate’s name and registration number* and click “Submit”.</p>	<p>Notes:</p> <p>1) If you wish to participate remotely at the 14th AGM, please register for remote participation latest by Wednesday, 13 December 2023 at 10.00 a.m.</p> <p>2) A copy of your e-Registration for remote participation can be accessed via My Records. (Please refer to the left navigation panel in the e-Portal).</p> <p>3) Your registration will apply to all the Central Depository System (“CDS”) account(s) of each individual shareholder/body corporate shareholder that you represent.</p> <p>4) If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.</p>

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SECURITIES SERVICES E-PORTAL USER GUIDE

(C) Submission of e-Proxy Form	
<p>Step 1 - Log on to https://sshsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for “Berjaya Food Berhad” under Company Name and “14th AGM on 13 December 2023 at 10.00 a.m. - Submission of Proxy Form” under Event and click “>”.</p> <p>Step 3 - Select whether you are submitting the proxy form as (i) Individual shareholder or (ii) Corporate or authorised representative of a body corporate*</p> <p>Step 4 - Enter your CDS account number or the body corporate’s CDS account number.</p> <p>Step 5 - Enter the information of your proxy.</p> <p>Step 6 - Proceed to indicate how your votes are to be cast against each resolution.</p> <p>Step 7 - Review and confirm your proxy form details before submission.</p>	<p>Notes:</p> <p>1) Please submit your proxy form no later than 10.00 a.m. on Monday, 11 December 2023 if you wish to appoint proxy to participate on your behalf.</p> <p>2) A copy of your submitted e-Proxy Form can be accessed via My Record.</p> <p>3) You need to submit your e-Proxy Form for every CDS account(s) you have to represent.</p> <p>4) Appointed proxy need not register for remote participation under (B) above but if they are not registered users of the e-Portal, they will need to sign up for a user account under (A) above no later than 10.00 a.m. on Thursday, 7 December 2023.</p> <p>5) Upon processing the proxy forms, remote participation access will be granted automatically to the proxy instead of the shareholder, provided the proxy must be a registered user of the e-Portal, failing which, the proxy will not be able to participate at the AGM.</p> <p>6) Upon verification by the Poll Administrator with the Record of Depositors as at 6 December 2023, you will receive an email advising you if you or your proxy is eligible to participate at the AGM.</p>

* For body corporates, the appointed Corporate/Authorised Representative must upload the evidence of his/her authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in one (1) file. The original evidence of authority and its translation thereof, if required, have to be submitted to SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification by Monday, 11 December 2023 at 10.00 a.m.

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SECURITIES SERVICES E-PORTAL USER GUIDE

ON THE DAY OF THE 14TH AGM (WEDNESDAY, 13 DECEMBER 2023 AT 10.00 A.M.)	
(A) Joining the Live Stream Meeting	
<p>Step 1 - Log in to https://sshsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for “Berjaya Food Berhad” under Company Name and “14th AGM on 13 December 2023 at 10.00 a.m. - Live Stream Meeting” under Event and click “>” to join the 14th AGM.</p>	<p>Notes:</p> <p>1) You can start to log in thirty (30) minutes before the commencement of the 14th AGM, i.e. Wednesday, 13 December 2023 at 9.30 a.m.</p> <p>2) If you have any questions to raise at the 14th AGM, you may use the text box to submit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to respond to your question during the Meeting.</p> <p>3) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.</p>
(B) Remote Online Voting during the 14TH AGM (e-Voting)	
<p>Step 1 - If you are logged in to the e-Portal and already accessing the Live Stream Meeting, click “Proceed to Vote” under the live stream player OR</p> <p>- If you are not logged in yet, log in to https://sshsb.net.my/ with your registered User ID (email address) and password</p> <p>- Look for “Berjaya Food Berhad” under Company Name and “14th AGM on 13 December 2023 at 10.00 a.m. - Remote Voting” under Event and click “>” to remotely cast and submit your votes online for the resolutions tabled at the 14th AGM.</p> <p>Step 2 - Cast your votes by clicking on the radio buttons against each resolution and review your casted votes before submitting them.</p> <p>Step 3 - Upon casting your votes, you will be re-directed automatically to the Live Stream Meeting for the poll result announcement.</p>	<p>Notes:</p> <p>1) The access to e-Voting will be opened on Wednesday, 13 December 2023 at 10.00 a.m.</p> <p>2) Your casted votes will apply throughout ALL the CDS accounts you represent as an individual shareholder, corporate/authorised representative and/or proxy.</p> <p>3) Where you are attending as a proxy and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder’s indicated votes in the Form of Proxy.</p> <p>4) The access to e-Voting will be closed ten (10) minutes after the Chairman announces the final ten (10) minutes for voting towards the end of the Meeting after the question and answer session.</p> <p>5) A copy of your submitted e-Voting can be accessed via My Records. (Please refer to the left navigation panel in the e-Portal).</p>
(C) End of the Remote Participation	
The live streaming of the meeting will end upon the announcement by the Chairman on the closure of the 14th AGM.	

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Enquiry

If you have any enquiries prior to the 14th AGM, please contact the following during office hours from Monday to Friday (9.00 a.m. to 6.00 p.m.) (except public holiday):-

Registered Office

Address : Lot 13-01A, Level 13 (East Wing)
Berjaya Times Square
No. 1, Jalan Imbi
55100 Kuala Lumpur
General Line : 603-2149 1999
Fax Number : 603-2143 1685
Email : cosec@berjaya.com.my

The Share Registrar

Berjaya Registration Services Sdn Bhd
09-27, Level 9
Berjaya Times Square
No. 1, Jalan Imbi
55100 Kuala Lumpur

Contact person : Cik Suryani Binti Miswan
Tel : 603-2145 0533
Fax : 603-2145 9702
Email : shareg@berjayareg.com.my

OR

e-Services Assistance

If you have any enquiry relating to Securities Services e-Portal, please contact the following persons during office hours from Monday to Friday from 8.30 a.m. to 12.15 p.m. and 1.15 p.m. to 5.30 p.m. (except public holiday):-

The Poll Administrator

SS E Solutions Sdn Bhd

Address : Level 7, Menara Milenium
Jalan Damanlela
Pusat Bandar Damansara
Damansara Heights
50490 Kuala Lumpur
Wilayah Persekutuan
Malaysia
General Line : 603-2084 9000
Email : eservices@sshbs.com.my

Contact person : Mr Wong Piang Yoong/ Ms Rachel Ou/ Cik Syazana/ Ms Jasmine Lim
Telephone No. : 603-2084 9168/ 603-2084 9161/ 603-2084 9012/ 603-2084 9006



BERJAYA

BERJAYA FOOD BERHAD

[Registration No. 200901032946 (876057-U)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourteenth Annual General Meeting (“14th AGM”) of Berjaya Food Berhad will be conducted on a virtual basis through live streaming from the broadcast venue at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1, Jalan Imbi, 55100 Kuala Lumpur (“Broadcast Venue”) on Wednesday, 13 December 2023 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

- | | | |
|----|---|--|
| 1. | To receive the audited financial statements for the financial year ended 30 June 2023 and the Directors’ and Auditors’ Reports thereon. | (Please refer to Note 1 of the Explanatory Notes) |
| 2. | To approve the payment of Directors’ fees amounting to RM183,781.00 to the Non-Executive Directors of the Company for the financial year ended 30 June 2023. | Resolution 1 |
| 3. | To approve the payment of Directors’ Benefits (excluding Directors’ fees) to the Non-Executive Directors of the Company up to an amount of RM610,000.00 for the period from 14 December 2023 until the next Annual General Meeting of the Company to be held in 2024. | Resolution 2 |
| 4. | To re-elect the following Directors who retire pursuant to Clause 117 of the Company’s Constitution:-
(a) Dato’ Sydney Lawrance Quays
(b) Dato’ (Dr) Mustapha Bin Abd Hamid | Resolution 3
Resolution 4 |
| 5. | To re-elect the following Directors who retire pursuant to Clause 107 of the Company’s Constitution:-
(a) Datin Chee Yoke Kuan
(b) Wan Nor Aida Binti Wan Azmi | Resolution 5
Resolution 6 |
| 6. | To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 7 |

As Special Business

7. To consider and, if thought fit, pass the following Ordinary Resolutions:-

(i) Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

“THAT subject always to the Companies Act 2016, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Constitution of the Company and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot shares in the Company from time to time at such price and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

AND THAT pursuant to Section 85 of the Companies Act 2016 to be read together with Clause 60 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the Company to be offered new shares ranking pari passu in all respects with the existing ordinary shares arising from the issuance and allotment of the shares pursuant to Sections 75 and 76 of the Companies Act 2016.”

Resolution 8

(ii) Proposed Renewal of and new Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiary companies, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.3 of Part A of the Circular to Shareholders dated 26 October 2023 ("Proposed Mandate") which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiary companies on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution for the Proposed Mandate was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed;
- (b) 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 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiary companies to complete and do all such acts and things (including executing such documents as may be required) to give effect to such transactions as authorised by this Ordinary Resolution."

Resolution 9

(iii) Proposed Renewal of Authority for the Company to Purchase its Own Shares

"THAT subject always to the Companies Act 2016 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Exchange") and the requirements of any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such number of ordinary shares in the Company ("BFood Shares") through the Exchange and to take all such steps as are necessary (including the opening and maintaining of a central depositories account under the Securities Industry (Central Depositories) Act, 1991) and enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time and to do all such acts and things in the best interests of the Company, subject further to the following:-

- 1. the maximum number of ordinary shares which may be purchased and held by the Company shall be equivalent to ten per centum (10%) of the total number of issued shares of the Company;
- 2. the maximum funds to be allocated by the Company for the purpose of purchasing the ordinary shares shall not exceed the total retained profits of the Company;
- 3. the authority shall commence immediately upon passing of this ordinary resolution until:-
 - (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following the AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM after that date it is required by law to be held; or

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- (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first;

AND THAT upon completion of the purchase(s) of the BFood Shares or any part thereof by the Company, the Directors of the Company be and are hereby authorised to deal with any BFood Shares so purchased by the Company in the following manner:-

- (a) cancel all the BFood Shares so purchased; or
- (b) retain all the BFood Shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act); or
- (c) retain part thereof as treasury shares and subsequently cancelling the balance; or
- (d) in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Exchange and any other relevant authority for the time being in force.”

Resolution 10

By Order of the Board

THAM LAI HENG MICHELLE

(MAICSA 7013702)

(SSM Practising Certificate No. 202008001622)

Secretary

Kuala Lumpur

26 October 2023

NOTES:

1. Audited Financial Statements

The Audited Financial Statements are meant for discussion only as it does not require shareholders' approval pursuant to the provisions of Section 340(1)(a) of the Companies Act 2016. Hence, this item on the Agenda is not put forward for voting.

2. Directors' Fees

The quantum of the Directors' fees for each of the Non-Executive Directors for the financial year ended 30 June 2023 is the same as the previous financial year ended 30 June 2022.

The Directors' fees for Datuk Zainun Aishah Binti Ahmad was prorated from 1 July 2022 until 31 May 2023 consequent upon her resignation as Independent Director of the Company on 31 May 2023 whilst the Director's fees for the two newly appointed Independent Non-Executive Directors of the Company namely, Datin Chee Yoke Kuan and Wan Nor Aida Binti Wan Azmi were prorated from the date of their appointment on 31 May 2023 and 8 June 2023 respectively up to 30 June 2023.

3. Directors' Benefits (excluding Directors' Fees)

Section 230(1) of the Companies Act 2016 provides that the "fees" of the Directors and "any benefits" payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting. Pursuant thereto, shareholders' approval shall be sought at this Annual General Meeting ("AGM") for the payment of Directors' Benefits (excluding Directors' fees) payable to the Non-Executive Directors of the Company.

Resolution 2 is to seek shareholders' approval at the 14th AGM for the payment of Directors' Benefits (excluding Directors' fees) payable to the Non-Executive Directors of the Company for the period from 14 December 2023 until the next AGM of the Company to be held in 2024.

The current Directors' Benefits (excluding Directors' fees) payable to the Non-Executive Directors of the Company comprises of chairman allowances, other emoluments and meeting allowances.

In determining the estimated amount of benefits payable to the Non-Executive Directors, the Board considered various factors including the number of scheduled meetings for the Board of Directors ("Board"), Board Committees and general meetings of the Company as well as the number of Non-Executive Directors involved in these meetings.

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In the event where the payment of Directors' Benefits (excluding Directors' fees) payable during the above period exceeded the estimated amount sought at the 14th AGM, a shareholders' approval will be sought at the next AGM for the shortfall.

4. Re-election of Directors

Pursuant to Clause 117 of the Company's Constitution, one third (1/3) of the Directors shall retire from office at least once in every three (3) years at each AGM of the Company and the retiring Directors can offer themselves for re-election. Clause 107 of the Company's Constitution also provides that a Director who is appointed during the year shall retire and subject to re-election at the next AGM to be held following his/her appointment.

Resolution 3 to Resolution 6 are to seek shareholders' approval at the 14th AGM for the re-election of Directors who retire by rotation pursuant to Clause 117 and Clause 107 of the Company's Constitution.

The Board through the Nomination Committee ("NC") had undertaken an annual assessment evaluation and fit and proper assessment on the retiring Directors namely, Dato' Sydney Lawrance Quays, Dato' (Dr) Mustapha Bin Abd Hamid, Datin Chee Yoke Kuan and Wan Nor Aida Binti Wan Azmi ("Retiring Directors"), who are seeking for re-election as Directors of the Company pursuant to Clause 117 and Clause 107 of the Company's Constitution.

All the Retiring Directors have completed their respective declaration on the fitness and propriety in accordance with the Fit and Proper Policy of the Company as well as the confirmation of their independence (as the case may be).

Based on the results of the assessment conducted, the NC was satisfied with the favourable evaluation of the overall performance and contributions of the Retiring Directors and the Retiring Directors have fulfilled the fit and proper criteria in accordance to the Fit and Proper Policy of the Company. Accordingly, NC recommended to the Board for re-election of the Retiring Directors. The Board has deliberated and endorsed the NC's recommendation and supports the re-election of Retiring Directors and recommended the re-election of Retiring Directors for approval by the shareholders at the forthcoming 14th AGM. The Retiring Directors had abstained from deliberations and decisions on their re-election at the NC and Board Meetings.

The profiles of the Retiring Directors are set out in the Profile of Directors in the Company's 2023 Annual Report.

5. Re-appointment of Auditors

Resolution 7 is to seek shareholders' approval at the 14th AGM for the re-appointment of Messrs Ernst & Young PLT ("EY") as Auditors of the Company until the conclusion of the next AGM of the Company and to authorise the Directors to fix their remuneration.

The Audit and Risk Management Committee ("ARMC") has considered and recommended to the Board on the re-appointment of EY as Auditors of the Company based on the results of the External Auditors Evaluation for the financial year ended 30 June 2023 wherein EY has satisfactorily performed their audit and that EY had discharged their professional responsibilities in accordance with its rules on professional conduct and ethics and the By-Laws (on Professional Ethics, Conducts and Practice) issued by the Malaysian Institute of Accountants.

The Board has deliberated on the ARMC's recommendation and had recommended the re-appointment of EY as Auditors of the Company for the ensuing financial year for shareholders' approval at the forthcoming 14th AGM.

6. Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016

Resolution 8 is proposed for the purpose of granting a renewed general mandate ("General Mandate") and empowering the Directors of the Company, pursuant to Sections 75 and 76 of the Companies Act 2016, to issue and allot new shares in the Company from time to time at such price provided that the aggregate number of shares issued pursuant to the General Mandate does not exceed 10% of the total number of issued shares of the Company for the time being. The General Mandate, unless revoked or varied by the Company in general meeting, will expire at the conclusion of the next AGM of the Company.

Resolution 8, if passed, will exclude shareholder's pre-emptive right to be offered such new shares and/or convertible securities to be issued by the Company pursuant to the resolution.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Thirteenth AGM held on 14 December 2022 and which will lapse at the conclusion of the Fourteenth AGM.

The General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisitions or issuance of shares for such other application(s) as the Directors may deem fit and in the best interest of the Company.

NOTICE OF ANNUAL GENERAL MEETING

7. Proposed Renewal of and new Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

Resolution 9, if passed, will allow the Company and its subsidiaries to enter into Recurrent Related Party Transactions in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Proposed Shareholders' Mandate"). Detailed information on the Proposed Shareholders' Mandate is set out under Part A of the Circular to Shareholders dated 26 October 2023 which can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-food/ and/or Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

8. Proposed Renewal of Authority for the Company to Purchase its Own Shares

Resolution 10, if passed, will provide the mandate for the Company to buy back its own shares up to a limit of 10% of the total number of issued shares of the Company ("Proposed Share Buy-Back Renewal"). Detailed information on the Proposed Share Buy-Back Renewal is set out under Part B of the Circular/Statement to Shareholders dated 26 October 2023 which can be viewed and downloaded from the website of the Company at www.berjaya.com/berjaya-food/ and/or Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

9. Proxy and Entitlement of Attendance

- (i) The AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by the poll administrator, SS E Solutions Sdn Bhd, which are available on Securities Services e-Portal at <https://sshbsb.net.my/>. **Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via RPV facilities.**
- (ii) The main and only venue of the AGM is the Broadcast Venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM to be present at the main venue of the AGM in Malaysia.
- (iii) Shareholders/proxies/corporate representatives from the public **WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the AGM.
- (iv) A member of the Company who is entitled to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM via the RPV facilities is entitled to appoint a proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- (v) A member, other than an authorised nominee or an exempt authorised nominee, may appoint only one (1) proxy.
- (vi) An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint one (1) proxy in respect of each securities account.
- (vii) An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), may appoint multiple proxies in respect of each of its Omnibus Account.
- (viii) An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
- (ix) The Form of Proxy shall be executed and deposited at the Company's Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur OR alternatively, the Form of Proxy may be submitted electronically via Securities Services e-Portal at <https://sshbsb.net.my/> not less than forty-eight (48) hours before the time appointed for holding the meeting, **i.e. latest by Monday, 11 December 2023 at 10.00 a.m.**
- (x) Only members whose names appear in the Record of Depositors as at 6 December 2023 shall be entitled to participate and/or vote at the AGM or appoint a proxy to participate and/or vote in his/her stead via RPV facilities.

10. Poll Voting

Pursuant to Clause 82 of the Constitution of the Company and Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by way of poll. The Company has appointed Poll Administrator and Independent Scrutineers to conduct the polling process and verify the results of the poll respectively.

FORM OF PROXY



BERJAYA
BERJAYA FOOD BERHAD

[Registration No. 200901032946 (876057-U)]
(Incorporated in Malaysia)

I/We _____
(Name in full)

I.C. or Company No. _____ CDS Account No. _____
(New and Old I.C. Nos.)

of _____
(Address)

being a member/members of BERJAYA FOOD BERHAD

hereby appoint _____ I.C. No. _____ of
(Name in full) (New and Old I.C. Nos.)

_____ (Address)

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf, at the Fourteenth Annual General Meeting of the Company to be conducted on a virtual basis through live streaming from the broadcast venue held at Manhattan V, Level 14, Berjaya Times Square Hotel Kuala Lumpur, No. 1, Jalan Imbi, 55100 Kuala Lumpur ("Broadcast Venue") on Wednesday, 13 December 2023 at 10.00 a.m. and at any adjournment thereof.

This proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

		FOR	AGAINST
RESOLUTION 1	To approve payment of Directors' fees.		
RESOLUTION 2	To approve payment of Directors' Benefits (excluding Directors' Fees) for the period from 14 December 2023 until the next Annual General Meeting of the Company in 2024.		
RESOLUTION 3	To re-elect Dato' Sydney Lawrance Quays as Director.		
RESOLUTION 4	To re-elect Dato' (Dr) Mustapha Bin Abd Hamid as Director.		
RESOLUTION 5	To re-elect Datin Chee Yoke Kuan as Director.		
RESOLUTION 6	To re-elect Wan Nor Aida Binti Wan Azmi as Director.		
RESOLUTION 7	To re-appoint Messrs Ernst & Young PLT as Auditors.		
RESOLUTION 8	To approve authority to issue and allot shares.		
RESOLUTION 9	To renew shareholders' mandate for Recurrent Related Party Transactions.		
RESOLUTION 10	To renew authority for the Company to purchase its own shares.		

Signature(s) / Common Seal of Member(s)

NO. OF SHARES HELD

Dated this _____ day of _____ 2023.

Notes:

- The Annual General Meeting ("AGM") of the Company will be conducted on a virtual basis through live streaming and online remote voting via the Remote Participation and Voting ("RPV") facilities provided by the poll administrator, SS E Solutions Sdn Bhd, which are available on Securities Services e-Portal at <https://sshb.net.my/>. **Please follow the procedures provided in the Administrative Guide for the AGM in order to register, participate and vote remotely via RPV facilities.**
- The main and only venue of the AGM is the Broadcast Venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the AGM to be present at the main venue of the AGM in Malaysia.
- Shareholders/proxies/corporate representatives from the public **WILL NOT BE ALLOWED TO BE PHYSICALLY PRESENT** at the Broadcast Venue on the day of the AGM.
- A member of the Company who is entitled to attend, participate, speak (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM via the RPV facilities is entitled to appoint a proxy to exercise all or any of his/her rights to attend, participate, speak and vote in his/her stead. A proxy may but need not be a member of the Company.
- A member, other than an authorised nominee or an exempt authorised nominee, may appoint only one (1) proxy.
- An authorised nominee, as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), may appoint one (1) proxy in respect of each securities account.
- An exempt authorised nominee, as defined under the SICDA, and holding ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), may appoint multiple proxies in respect of each of its Omnibus Account.
- An individual member who appoints a proxy must sign the Form of Proxy personally or by his attorney duly authorised in writing. A corporate member who appoints a proxy must execute the Form of Proxy under seal or under the hand of its officer or attorney duly authorised.
- The Form of Proxy shall be executed and deposited at the Company's Registered Office at Lot 13-01A, Level 13 (East Wing), Berjaya Times Square, No. 1, Jalan Imbi, 55100 Kuala Lumpur OR alternatively, the Form of Proxy may be submitted electronically via Securities Services e-Portal at <https://sshb.net.my/> not less than forty-eight (48) hours before the time appointed for holding the meeting, **i.e. latest by Monday, 11 December 2023 at 10.00 a.m.**
- Only members whose names appear in the Record of Depositors as at 6 December 2023 shall be entitled to participate and/or vote at the AGM or appoint a proxy to participate and/or vote in his/her stead via RPV facilities.
- Pursuant to Clause 82 of the Constitution of the Company and Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by way of poll. The Company has appointed Poll Administrator and Independent Scrutineers to conduct the polling process and verify the results of the poll respectively.

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THE COMPANY SECRETARY
BERJAYA FOOD BERHAD
LOT 13-01A, LEVEL 13 (EAST WING)
BERJAYA TIMES SQUARE
NO. 1, JALAN IMBI
55100 KUALA LUMPUR

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REQUEST FORM



BERJAYA

BERJAYA FOOD BERHAD

[Registration No. 200901032946 (876057-U)]
(Incorporated in Malaysia)

Should you require a printed copy of the Annual Report 2023 and Circular/Statement to Shareholders in relation to the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and the Proposed Renewal of Authority for the Company to Purchase its own Shares ("Share Buy-back"), please request from our Share Registrar, details of which are set out below:-

Berjaya Registration Services Sdn Bhd
09-27, Level 9
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur

Contact person : Cik Suryani Binti Miswan
Tel : 03-2145 0533
Fax : 03-2145 9702
Email : shareg@berjayareg.com.my
Website : <https://www.berjayaregistration.com.my>

REQUEST FORM FOR A PRINTED COPY OF BERJAYA FOOD BERHAD 2023 ANNUAL REPORT AND CIRCULAR/
STATEMENT TO SHAREHOLDERS IN RELATION TO THE RRPT AND SHARE BUY-BACK.

Name of Shareholder : _____

NRIC No./Company No. : _____

CDS Account No. : _____

Address : _____

Contact No. : _____

Signature of Shareholder : _____

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BERJAYA REGISTRATION SERVICES SDN BHD

09-27, Level 9
Berjaya Times Square
No. 1 Jalan Imbi
55100 Kuala Lumpur

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