

NOTIFICATION TO SHAREHOLDERS
FIFTEENTH ANNUAL GENERAL MEETING ("15TH AGM")

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

We are pleased to invite you to participate in the 15th 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, 11 December 2024 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://sshsb.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 15th AGM in person at the Broadcast Venue on the day of the meeting.

Shareholders/proxies/corporate representatives who wish to participate at the 15th AGM will have to register to attend the 15th 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://sshsb.net.my/>, the procedures of which are set out in the Administrative Guide for the 15th 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.

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:

- (1) Annual Report 2024;
- (2) Notice of 15th AGM, Form of Proxy and Administrative Guide;
- (3) Circular/Statement to Shareholders dated 28 October 2024 in relation to the:-
 - (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.



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

Duli Yang Amat Mulia Tunku Shazuddin Ariff Ibni Al
Aminul Karim Sultan Sallehuddin, Tunku Mahkota Kedah
Independent Non-Executive Chairman
28 October 2024

ADMINISTRATIVE GUIDE
FOR FIFTEENTH ANNUAL GENERAL MEETING ("15TH AGM" OR "THE MEETING")

Meeting Day and Date	: Wednesday, 11 December 2024
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://sshsb.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://sshsb.net.my/ OR (b) Email questions to eservices@sshsb.com.my prior to the 15th AGM

1. Virtual Meeting

- 1.1 The Company will continue to leverage on technology to facilitate communication and engagement with Shareholders by conducting the 15th 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 15th 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 15th AGM. Hence, no shareholders/proxies/corporate representatives shall be physically present or allowed to enter the Broadcast Venue on the day of the 15th 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 15th 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 4 December 2024 shall be entitled to participate and/or vote at the 15th 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 15th 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.

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FOR FIFTEENTH ANNUAL GENERAL MEETING ("15TH AGM" OR "THE MEETING")

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://sshshb.net.my/> not less than forty-eight (48) hours before the time appointed for holding the 15th AGM, i.e. latest by **Monday, 9 December 2024 at 10.00 a.m.** Details of our Registered Office can be found in the enquiry section of this document.

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, 5 December 2024 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, 5 December 2024 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 15th 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, 9 December 2024. 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 15th 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 15th 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 15th 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 15th 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 15th 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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FOR FIFTEENTH ANNUAL GENERAL MEETING ("15TH AGM" OR "THE MEETING")

Appendix I

SECURITIES SERVICES E-PORTAL USER GUIDE

BEFORE THE 15TH 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://sshbsb.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, 9 December 2024 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://sshbsb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for "Berjaya Food Berhad" under Company Name and "15th AGM on 11 December 2024 at 10.00 a.m. - Registration for Remote Participation" under Event and click ">" to register for remote participation at the 15th 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 15th AGM, please register for remote participation latest by Wednesday, 11 December 2024 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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FOR FIFTEENTH ANNUAL GENERAL MEETING ("15TH AGM" OR "THE MEETING")

SECURITIES SERVICES E-PORTAL USER GUIDE

(C) Submission of e-Proxy Form	
<p>Step 1 - Log on to https://sshshb.net.my/ with your registered User ID (email address) and password.</p> <p>Step 2 - Look for "Berjaya Food Berhad" under Company Name and "15th AGM on 11 December 2024 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, 9 December 2024 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, 5 December 2024.</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 4 December 2024, 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, 9 December 2024 at 10.00 a.m.

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SECURITIES SERVICES E-PORTAL USER GUIDE

ON THE DAY OF THE 15TH AGM (WEDNESDAY, 11 DECEMBER 2024 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 "15th AGM on 11 December 2024 at 10.00 a.m. - Live Stream Meeting" under Event and click ">" to join the 15th AGM.</p>	<p>Notes:</p> <ol style="list-style-type: none"> 1) You can start to log in thirty (30) minutes before the commencement of the 15th AGM, i.e. Wednesday, 11 December 2024 at 9.30 a.m. 2) If you have any questions to raise at the 15th 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. 3) The quality of the live streaming is dependent on the stability of the internet connection at the location of the user.
(B) Remote Online Voting during the 15TH 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 "15th AGM on 11 December 2024 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 15th 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> <ol style="list-style-type: none"> 1) The access to e-Voting will be opened on Wednesday, 11 December 2024 at 10.00 a.m. 2) Your casted votes will apply throughout ALL the CDS accounts you represent as an individual shareholder, corporate/authorised representative and/or proxy. 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. 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. 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).
(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 15th AGM.	

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FOR FIFTEENTH ANNUAL GENERAL MEETING ("15TH AGM" OR "THE MEETING")

Enquiry

If you have any enquiries prior to the 15th 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@sshsb.com.my

Contact person : Mr Wong Piang Yoong/ Ms Rachel Ou/ Encik Afiq Aiman/ Ms Jasmine Lim

Telephone No. : 603-2084 9168/ 603-2084 9161/ 603-2084 9007/ 603-2084 9006

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifteenth Annual General Meeting ("15th 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, 11 December 2024 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 2024 and the Directors' and Auditors' Reports thereon. | (Please refer to the Explanatory Note 1) |
| 2. To approve the payment of Directors' fees amounting to RM240,000.00 to the Non-Executive Directors of the Company for the financial year ended 30 June 2024. | 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 RM600,000.00 for the period from 12 December 2024 until the next Annual General Meeting of the Company to be held in 2025. | Resolution 2 |
| 4. To re-elect the following Directors who retire pursuant to Clause 117 of the Company's Constitution:-
(a) Duli Yang Amat Mulia Tunku Shazuddin Ariff Ibni Al Aminul Karim Sultan Sallehuddin, Tunku Mahkota Kedah
(b) Chryseis Tan Sheik Ling | Resolution 3
Resolution 4 |
| 5. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |

As Special Business

6. 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 6

(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 28 October 2024 ("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 7

(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:-

NOTICE OF ANNUAL GENERAL MEETING

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
 - (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 8

7. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

THAM LAI HENG MICHELLE

(MAICSA 7013702)

(SSM Practising Certificate No. 202008001622)

Secretary

Kuala Lumpur
28 October 2024

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 2024 is the same as the previous financial year ended 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 15th AGM for the payment of Directors' Benefits (excluding Directors' fees) payable to the Non-Executive Directors of the Company for the period from 12 December 2024 until the next AGM of the Company to be held in 2025.

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.

In the event where the payment of Directors' Benefits (excluding Directors' fees) payable during the above period exceeded the estimated amount sought at the 15th 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.

Resolution 3 to Resolution 4 are to seek shareholders' approval at the 15th AGM for the re-election of Directors who retire by rotation pursuant to Clause 117 of the Company's Constitution.

Duli Yang Amat Mulia Tunku Shazuddin Ariff Ibni Al Aminul Karim Sultan Sallehuddin, Tunku Mahkota Kedah and Chryseis Tan Sheik Ling ("Retiring Directors") have completed their respective declaration on the fitness and propriety, contribution and performance and calibre and personality in accordance with the Directors' Fit and Proper Policy of the Company as well as the confirmation of their independence (as the case may be).

The Board through the Nomination Committee ("NC") had undertaken an annual assessment evaluation and fit and proper assessment on the Retiring Directors who are seeking for re-election as Directors of the Company pursuant to Clause 117 of the Company's Constitution.

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 Directors' 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 15th AGM. The Retiring Directors had abstained from deliberations and decisions on their re-election at the Board Meeting.

NOTICE OF ANNUAL GENERAL MEETING

The profiles of the Retiring Directors are set out in the Profile of Directors in the Company's 2024 Annual Report.

5. Re-appointment of Auditors

Resolution 5 is to seek shareholders' approval at the 15th 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 2024 wherein EY has satisfactorily performed their audit and 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 recommended the re-appointment of EY as Auditors of the Company for shareholders' approval at the forthcoming 15th AGM.

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

Resolution 6 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 6, 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 14th AGM held on 13 December 2023 and which will lapse at the conclusion of the 15th 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.

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

Resolution 7, 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 28 October 2024 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 8, 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 28 October 2024 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://sshsb.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://sshsb.net.my/> not less than forty-eight (48) hours before the time appointed for holding the meeting, **i.e. latest by Monday, 9 December 2024 at 10.00 a.m.**
- (x) Only members whose names appear in the Record of Depositors as at 4 December 2024 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

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 Fifteenth 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, 11 December 2024 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 12 December 2024 until the next Annual General Meeting of the Company in 2025.		
RESOLUTION 3	To re-elect Duli Yang Amat Mulia Tunku Shazuddin Ariff Ibni Al Aminul Karim Sultan Sallehuddin, Tunku Mahkota Kedah as Director.		
RESOLUTION 4	To re-elect Chryseis Tan Sheik Ling as Director.		
RESOLUTION 5	To re-appoint Messrs Ernst & Young PLT as Auditors.		
RESOLUTION 6	To approve authority to issue and allot shares.		
RESOLUTION 7	To renew shareholders' mandate for Recurrent Related Party Transactions.		
RESOLUTION 8	To renew authority for the Company to purchase its own shares.		

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

Dated this _____ day of _____ 2024.

NO. OF SHARES HELD

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://sshsb.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://sshsb.net.my/> not less than forty-eight (48) hours before the time appointed for holding the meeting, **i.e. latest by Monday, 9 December 2024 at 10.00 a.m.**
- Only members whose names appear in the Record of Depositors as at 4 December 2024 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



Should you require a printed copy of the Annual Report 2024 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 2024 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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Affix Stamp

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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