

MALAYAN FLOUR MILLS BERHAD

(Incorporated in Malaysia)

Minutes of the Fifty-Fourth Annual General Meeting of Malayan Flour Mills Berhad
held at the Auditorium, 3rd Floor, Wisma MCA, Jalan Ampang,
50450 Kuala Lumpur on Wednesday, 14th May 2014 at 10.00 a.m.

Present: Tan Sri Dato' Seri Utama Arshad bin Ayub (Chairman and Shareholder)
Teh Wee Chye (Managing Director and Shareholder)
Dato' Hj Shaharuddin bin Hj Haron (Director and Shareholder)
Geh Cheng Hooi (Director and Corporate Representative)
Datuk Oh Chong Peng (Director and Shareholder)
Dato' Wira Zainal Abidin bin Mahamed Zain (Director and Shareholder)
Quah Ban Lee (Director and Shareholder)
Lim Pang Boon (Director and Shareholder)
Prakash A/L K.V.P Menon (Director)
Tan Sri Mohd Sidek bin Haji Hassan (Director)
Azhari Arshad (Director)

655 Shareholders

By Proxies: 598 Proxies for 150,221,015 shares

By Corporate Representative: 4 Corporate Representatives for 29,046,575 shares

In Attendance: Mah Wai Mun (Secretary)

1. NOTICE OF MEETING AND QUORUM

The Chairman called the Meeting to order at 10.00 a.m. and at his request the Secretary confirmed that a quorum was present and that shareholders of 157,726,490 shares had appointed the Chairman of the Meeting as their proxy.

The Chairman declared the quorum present and the Meeting was ready for business. He further stated that as the Notice convening the Meeting had been sent to all the shareholders and with the consent of the meeting, the Notice of the Meeting be taken as read.

The Chairman then informed that for the Meeting, the Company's External Auditors be appointed as scrutineers to collect and count the votes as and when necessary and to perform such other duties as may be directed from time to time.

2. AGENDA 1 AUDITED FINANCIAL STATEMENTS WITH DIRECTORS' AND AUDITORS' REPORTS

The Audited Financial Statements for the year ended 31st December 2013 together with the Directors' and Auditors' Reports thereon, were laid before the Meeting.

As part of the clarification on the Audited Financial Statements, the Chairman presented the points and queries raised by the Minority Shareholder Watchdog Group and their related answers.

After the clarification session on questions from the shareholders, the Audited Financial Statements for the year ended 31st December 2013 together with the Directors' and Auditors' Reports thereon were declared received and noted.

3. **RESOLUTION 1**
RE-ELECTION OF MR TEH WEE CHYE, IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY'S ARTICLES OF ASSOCIATION

Proposed By: Ms Teh Li Choo

Seconded By: Dato' Dr Kardin bin Shukor

RESOLVED that Mr Teh Wee Chye, a Director who retires by rotation in accordance with Article 111 of the Company's Articles of Association and has offered himself for re-election, be and is hereby re-elected as Director of the Company.

The motion was put to the Meeting and declared carried.

4. **RESOLUTION 2**
RE-ELECTION OF MR QUAH BAN LEE, IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY'S ARTICLES OF ASSOCIATION

Proposed By: Ms Teh Li Choo

Seconded By: Ms Tan Hoe Eng

RESOLVED that Mr Quah Ban Lee, a Director who retires by rotation in accordance with Article 111 of the Company's Articles of Association and has offered himself for re-election, be and is hereby re-elected as Director of the Company.

The motion was put to the Meeting and declared carried.

5. **AGENDA 4**
RETIREMENT OF DIRECTOR, MR LIM PANG BOON, IN ACCORDANCE WITH ARTICLE 111 OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Meeting noted that Mr Lim Pang Boon who retired in accordance with Article 111 of the Company's Articles of Association, had expressed his intention not to seek for re-election and therefore he retired at the conclusion of the Annual General Meeting.

On behalf of the Board, the Chairman expressed his sincere appreciation and gratitude to Mr Lim Pang Boon and thanked him for his services whilst on the Board of the Company.

6. **RESOLUTION 3**
RE-APPOINTMENT OF DIRECTOR, TAN SRI DATO' SERI UTAMA ARSHAD BIN AYUB PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

Proposed By: Ms Teh Li Choo

Seconded By: Dato' Dr Kardin bin Shukor

RESOLVED that pursuant to Section 129(6) of the Companies Act, 1965, Tan Sri Dato' Seri Utama Arshad bin Ayub be re-appointed as a Director of the Company to hold office until the next Annual General Meeting.

The motion was put to the Meeting and declared carried.

7. **RESOLUTION 4**
RE-APPOINTMENT OF DIRECTOR, MR GEH CHENG HOOI PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

Proposed By: Ms Tan Hoe Eng
Seconded By: Madam Victoria Eu

RESOLVED that pursuant to Section 129(6) of the Companies Act, 1965, Mr Geh Cheng Hooi be re-appointed as a Director of the Company to hold office until the next Annual General Meeting.

The motion was put to the Meeting and declared carried.

8. **RESOLUTION 5**
RE-APPOINTMENT OF DIRECTOR, DATO' HJ SHAHARUDDIN BIN HJ HARON PURSUANT TO SECTION 129(6) OF THE COMPANIES ACT, 1965

Proposed By: Madam Victoria Eu
Seconded By: Ms Tan Hoe Eng

RESOLVED that pursuant to Section 129(6) of the Companies Act, 1965, Dato' Hj Shaharuddin bin Hj Haron be re-appointed as a Director of the Company to hold office until the next Annual General Meeting.

The motion was put to the Meeting and declared carried.

9. **RESOLUTION 6**
APPROVAL OF DIRECTORS' FEES

Proposed By: Ms Teh Li Choo
Seconded By: Ms Tan Hoe Eng

RESOLVED that the increase in the aggregate Directors' fees payable to the Non-Executive Directors of the Company from an amount not exceeding RM800,000/- per annum to an amount not exceeding RM1,000,000/- per annum be and is hereby approved and that the fees be divided amongst themselves in the manner as the Board of Directors may determine.

The motion was put to the Meeting and declared carried.

10. **RESOLUTION 7**
RE-APPOINTMENT OF RETIRING AUDITORS

Proposed By: Ms Teh Li Choo
Seconded By: Dato' Dr Kardin bin Shukor

RESOLVED that Messrs KPMG be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at the remuneration to be determined by the Directors.

The motion was put to the Meeting and declared carried.

11. **RESOLUTION 8**
AUTHORITY TO DIRECTORS TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965

Proposed By: Ms Tan Hoe Eng
Seconded By: Madam Victoria Eu

RESOLVED that subject always to the Companies Act, 1965, provisions of the Company's Memorandum and Articles of Association and the approval from the relevant authorities, where such approval is necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965 to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.

The motion was put to the Meeting and declared carried.

12. **RESOLUTION 9**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE PURSUANT TO PARAGRAPH 10.09 OF THE BURSA MALAYSIA SECURITIES BERHAD LISTING REQUIREMENTS

Proposed By: Ms Teh Li Choo
Seconded By: Ms Tan Hoe Eng

RESOLVED that subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant authorities, approval be and is hereby given to Malayan Flour Mills Berhad ("Company") to enter into recurrent transactions with Dindings Soya & Multifeeds Sdn Berhad, the nature of which is set out in Section 2 of the Circular to Shareholders dated 22nd April 2014 for the purposes of Paragraph 10.09 of the Bursa Securities Listing Requirements, subject to the following:-

- (a) the transactions are carried out in the ordinary course of business, at arm's length, on normal commercial terms and on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders;

- (b) disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year and that such approval shall continue in force, unless revoked or varied by Ordinary Resolution of the Company in a general meeting and will subject to renewal thereat, expire at the conclusion of the next Annual General Meeting of the Company following the passing of this Ordinary Resolution or at the expiration of the period within which the next Annual General Meeting of the Company is required to be held under the Companies Act, 1965 (excluding any extension of such period as may be allowed under the Companies Act, 1965); and
- (c) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution.

The motion was put to the Meeting and declared carried.

13. **RESOLUTION 10**
PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

Proposed By: Ms Teh Li Choo
Seconded By: Dato' Dr Kardin bin Shukor

RESOLVED that subject always to the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company, the requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares of RM0.50 each in the Company ("Proposed Share Buy-back") as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution does not exceed ten per cent (10%) of the total issued and paid-up share capital of the Company as at the point of purchase and that an amount not exceeding the Company's retained profits and share premium accounts at the time of the purchase(s) will be allocated by the Company for the Proposed Share Buy-back;

AND THAT the authority conferred by this resolution will be effective immediately and shall continue in force until: -

- (a) the conclusion of the first annual general meeting of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either conditionally or subject to conditions; or
- (b) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by shareholders in a general meeting,

whichever occurs first.

AND THAT authority be and is hereby given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act, 1991, and the entering into of all other agreements, arrangements and guarantee 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 and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the repurchased shares) in accordance with the Companies Act, 1965, the provisions of the Memorandum and Articles of Association of the Company and the requirements and/or guidelines of the Bursa Securities and all other relevant governmental and/or regulatory authorities and to do all such things as the said Directors may deem fit and expedient in the best interest of the Company.

The motion was put to the Meeting and declared carried.

14. **CLOSE OF MEETING**

The Secretary reported that no notice has been received to transact any other business.

The Chairman thanked the members for their attendance and declared the Meeting closed.

The Meeting ended at 11.40 a.m.

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Chairman