

Notice Of The Twenty-Second Annual General Meeting

Notice is hereby given that the Twenty-Second Annual General Meeting (“22nd AGM”) of Kawan Food Berhad (“**Kawan**” or “**the Company**”) will be held at Lot 129351, Jalan Sungai Pinang 4/19, Taman Perindustrian Pulau Indah, Selangor Halal Hub, Fasa 2C, 42920 Pulau Indah, Selangor Darul Ehsan, Malaysia on Tuesday, 23 June 2026 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS

- | | |
|---|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors’ and Auditors’ thereon. | Please Refer To Explanatory Note 1 |
| 2. To approve the Directors’ fees and benefits payable to the Directors of the Company and its subsidiaries of up to RM1,625,000 for the period from 24 June 2026 until the conclusion of the Twenty-Third AGM. | Ordinary Resolution 1 |
| 3. To re-elect the following Directors who are retiring under Clause 115(1) of the Constitution of the Company: | |
| (i) Lim Hun Soon @ David Lim | Ordinary Resolution 2 |
| (ii) Dr. Nik Ismail bin Nik Daud | Ordinary Resolution 3 |
| (iii) Gan Ka Bien | Ordinary Resolution 4 |
| 4. To re-appoint RSM Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions:

- | | |
|--|------------------------------|
| 5. Continuation in office as Senior Independent Non-Executive Director – Dr. Nik Ismail bin Nik Daud | |
| <p>“THAT approval be and is hereby given to Dr. Nik Ismail bin Nik Daud, who has served as a Senior Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as Senior Independent Non-Executive Director of the Company.”</p> | Ordinary Resolution 6 |

Notice Of The Twenty-Second Annual General Meeting

6. Proposed Renewal of Shareholders' Mandates for the Recurrent Related Party Transactions of a Revenue or Trading Nature with the following related parties ("Proposed Renewal of Shareholders' Mandates"):

- (i) Shana Foods Limited and Rubicon Food Products Limited
- (ii) MH Delight Sdn. Bhd.
- (iii) Hot & Roll Holdings Sdn. Bhd.

Ordinary Resolution 7

Ordinary Resolution 8

Ordinary Resolution 9

(Collectively referred to as "Related Parties")

"**THAT** approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as "Recurrent Transactions") with the above Related Parties as stated in Section 2.4 of the Circular to Shareholders dated 30 April 2026 which are necessary for the Company's day-to-day operations subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall only continue to be in force until:
 - (a) the conclusion of the next AGM of the Company following the forthcoming AGM of the Company at which the Proposed Renewal of Shareholders' Mandates is approved, at which time it will lapse unless by a resolution passed at the AGM the mandates is again renewed;
 - (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier; and

- (iii) the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Renewal of Shareholders' Mandates in the Annual Report of the Company based on the following information:
 - (a) the type of Recurrent Transactions entered into; and
 - (b) the names of the Related Parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

AND THAT the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit."

Notice Of The Twenty-Second Annual General Meeting

7. Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares.

“THAT pursuant to Sections 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company 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 to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.

THAT pursuant to Section 85 of the Act, read together with Clause 64 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued Kawan shares arising from issuance of new shares pursuant to this mandate.

AND THAT the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

Ordinary Resolution 10

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

“THAT subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits as at 31 December 2025 to purchase such amount of ordinary shares in the Company (“Proposed Renewal of Share Buy-Back Authority”) as may be determined by the Directors of the Company from time to time through 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 and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

THAT an amount not exceeding the Company’s retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

- (i) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;

Notice Of The Twenty-Second Annual General Meeting

- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority."

Ordinary Resolution 11

9. Proposed Grant of Employees' Share Option Scheme ("ESOS") Options to Gan Ka Ooi, Head of Research and Development and Non-Independent Non-Executive Director of the Company.

"THAT subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the ESOS committee, at any time and from time to time throughout the duration of the ESOS, to offer and grant to the following person, ESOS options ("ESOS Options") to subscribe for new ordinary shares in the Company ("Shares") under the ESOS:

- (i) Gan Ka Ooi (Head of Research and Development and Non-Independent Non-Executive Director)

Provided always that:

- (i) the abovementioned person must not participate in the deliberation and/or discussion of her own allocation;
- (ii) not more than 10% of the total number of new Shares to be issued under the ESOS would be allocated to the abovementioned person who, either singly or collectively through persons connected to her, holds 20% or more of the total number of issued shares of the Company; and
- (iii) the allocation of ESOS Options to the abovementioned person shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, the Main Market Listing Requirements of Bursa Securities, or any prevailing guidelines issued by Bursa Securities, as amended from time to time.

THAT at any one time during the duration of the ESOS, not more than 80% of the total number of ESOS Options available under the ESOS could be allocated, in aggregate to the directors, including non-executive directors and senior management of the Company and its subsidiaries (excluding dormant subsidiaries, if any) pursuant to the ESOS;

THAT the Board is also authorised to issue and allot the corresponding number of new Shares arising from the exercise of the ESOS Options that may be granted to her under the ESOS;

Notice Of The Twenty-Second Annual General Meeting

AND THAT pursuant to Section 85(1) of the Act read together with Clause 64 of the Company's Constitution, approval be and is hereby given to waive the pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued Shares of the Company arising from the issuance and allotment of the new Shares to be issued pursuant to the exercise of the ESOS Options granted under the ESOS."

Ordinary Resolution 12

10. Proposed waiver from the shareholders to waive their pre-emptive rights under Section 85 of the Act and Clause 64 of the Company's Constitution ("Proposed Waiver").

THAT the Board had on 31 May 2018 at the Extraordinary General Meeting obtained the approval from the shareholders for the authority to establish the ESOS of up to 15% of the total number of issued Shares of the Company from time to time (excluding treasury shares, if any) for the benefit of eligible executive directors and employees of the Company and its subsidiaries (excluding dormant subsidiaries, if any);

THAT pursuant to Section 85(1) of the Act to be read together with Clause 64 of the Company's Constitution, all new Shares or other convertible securities in the Company shall, before they are issued, be first offered to such persons who are entitled to receive notices from the Company of general meetings as at the date of the offer in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled ("Pre-emptive Rights");

AND THAT should this resolution be passed by the shareholders of the Company, this resolution shall have the effect of the shareholders having agreed to irrevocably waive their Pre-emptive Rights pursuant to Section 85(1) of the Act and Clause 64 of the Company's Constitution in respect of the new Shares to be allotted and issued by the Company pursuant to the ESOS and the issuance of such new Shares of the Company will result in a dilution to their shareholding percentage in the Company."

Ordinary Resolution 13

11. To transact any other business for which due notice shall have been given.

BY ORDER OF THE BOARD

TAI YIT CHAN (MAICSA 7009143)
SSM PC No.: 202008001023

TAI YUEN LING (LS 0008513)
SSM PC No.: 202008001075

Company Secretaries
Selangor Darul Ehsan

Date: 30 April 2026

Notice Of The Twenty-Second Annual General Meeting

EXPLANATORY NOTES:

1. To receive the Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolutions 2 - 4 – Re-election of Directors

The retiring Directors under Ordinary Resolutions 2 – 4 pursuant to Clause 115(1) of the Company's Constitution, being eligible, have offered themselves for re-election.

For the purpose of determining the eligibility of the retiring Directors to stand for re-election at this 22nd AGM and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Nominating Committee ("NC") has reviewed and assessed the retiring Directors from the annual assessment and evaluation of the Board, Board Committees, Independent Directors and individual Directors' fitness and propriety with reference to the Directors' Fit and Proper Policy for the financial year under review.

The NC had recommended that, the re-election of the retiring Directors to be based on the following:

- (i) satisfactory performance and have met Board's expectation in discharging his/her duties and responsibilities with due care and in a commendable manner;
- (ii) met the fit and proper criteria in discharging his/her roles as director of the Company;
- (iii) level of independence demonstrated by the Independent Director; and
- (iv) his/her ability to act in the best interest of the Company in decision-making and developing the Group's business strategies.

The Board had endorsed the recommendation of the NC on the re-election of the retiring Directors.

The profiles of the retiring Directors are set out in the Board of Directors' Profiles of the Annual Report 2025 of the Company.

3. Ordinary Resolution 6 - Continuing in Office as Senior Independent Non-Executive Director – Dr. Nik Ismail bin Nik Daud

The proposed Ordinary Resolution 6 is to seek shareholders' approval on the retention of Dr. Nik Ismail bin Nik Daud who has served as a Senior Independent Director in the Company for a cumulative term of more than nine (9) years.

The NC has assessed the independence of Dr. Nik Ismail bin Nik Daud and recommended him to continue to act as Senior Independent Non-Executive Director of the Company based on the following justifications:-

- (i) He fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and thus, he would be able to provide check and balance and bring an element of objectivity to the Board;
- (ii) He is familiar with the Company's business operations and is able to advise the Board diligently on business matters;
- (iii) His vast knowledge in the food industry provides valuable insights to Board and Committees' deliberations;
- (iv) He has devoted sufficient time and attention to their professional obligations for informed and balanced decision making by actively participating in board discussion and providing an independent voice to the Board; and
- (v) He has exercised his due care during his tenure as a Senior Independent Non-Executive Director of the Company and carried out his professional duties in the best interest of the Company and shareholders.

Notice Of The Twenty-Second Annual General Meeting

4. Ordinary Resolutions 7 – 9 – Proposed Renewal of Shareholders’ Mandates for Recurrent Related Party Transactions of a Revenue or Trading Nature

The Ordinary Resolutions 7 – 9 proposed, if passed, will empower the Directors from the date of the 22nd AGM, to deal with the related party transactions involving recurrent transactions of a revenue or trading nature which are necessary for the Company’s day-to-day operations. These recurrent related party transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public and not to the detriment of the minority shareholders.

This authority unless revoked or varied at a general meeting, will expire at the next AGM of the Company and subject always to provision (ii) of the resolution.

For further information on Ordinary Resolutions 7 – 9, please refer to the Circular to Shareholders dated 30 April 2026 accompanying the Annual Report of the Company for the financial year ended 31 December 2025.

5. Ordinary Resolution 10 – Authority under Sections 75 and 76 of the Act for the Directors to allot and issue shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 22nd AGM of the Company (hereinafter referred to as the “General Mandate”).

The Company had been granted a General Mandate by its shareholders at the 21st AGM of the Company held on 23 June 2025 (hereinafter referred to as the “Previous Mandate”).

The Ordinary Resolution 10 proposed under item 7 of the Agenda seeks the shareholders’ approval of a General Mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The General Mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total 10% of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares but the Directors consider it desirable to have the flexibility permitted to respond to market developments and to enable allotments to take place to finance business opportunities without making a pre-emptive offer to existing shareholders. If there should be a decision to issue new shares after the General Mandate is sought, the Company will make an announcement in respect thereof.

As at the date of this Notice, the Company did not allot and issue any shares pursuant to the Previous Mandate granted by the shareholders at the previous AGM.

6. Ordinary Resolution 11 – Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares

The proposed Ordinary Resolution 11, if passed, will give the Directors of the Company authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or to effect the purchase(s) of shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. The authority will, unless revoked or varied by the Company in a general meeting, continue to be in force until the conclusion of the next AGM of the Company or the expiry of the period within which the next AGM of the Company is required by law to be held.

For further information on Ordinary Resolution 11, please refer to the Statement to Shareholders dated 30 April 2026 accompanying the Annual Report of the Company for the financial year ended 31 December 2025.

Notice Of The Twenty-Second Annual General Meeting

7. Ordinary Resolution 12 – Proposed Grant of ESOS Options to Gan Ka Ooi (“Proposed Grant of ESOS”)

The proposed Ordinary Resolution 12 is made pursuant to the ESOS, which was approved by the shareholders of the Company at the Extraordinary General Meeting (“EGM”) held on 31 May 2018.

On 2 October 2018, the Company had implemented the ESOS for a duration of 5 years, which will expire on 1 October 2023. On 20 March 2023, the Company announced that the Board had resolved to extend the existing ESOS, which was due to expire on 1 October 2023, for a further period of five (5) years from 2 October 2023 to 1 October 2028, in accordance with Clause 5.3 of the ESOS By-Laws. Subsequently, at the EGM held on 15 November 2023, the shareholders approved the amendments to the Company’s Constitution and the ESOS By-Laws to allow the participation of Non-Executive Directors in the ESOS.

The proposed Ordinary Resolution 12 to approve the Proposed Grant of ESOS, subject always to such terms and conditions and/or any adjustments and/or variations which may be made in accordance with the provisions of the ESOS By-Laws.

Pursuant to Section 85(1) of the Act read together with Clause 64 of the Company’s Constitution, the shareholders of the Company have statutory pre-emptive rights to be offered any new shares which rank equally to the existing shares of the Company. By voting in favour of the proposed Ordinary Resolution 12, the shareholders of the Company will be waiving their statutory pre-emptive rights, and if the said Ordinary Resolution is passed, the statutory pre-emptive rights of the shareholders to be offered any new shares to be issued pursuant to the ESOS and the Proposed Grant of ESOS will be excluded.

Gan Ka Ooi is therefore deemed interested to the extent of her Proposed Grant of ESOS. Accordingly, she has declared her interests and has abstained and will continue to abstain from voting, directly and/or indirectly, on the resolution pertaining to the Proposed Grant of ESOS to be tabled at this AGM.

Gan Ka Ooi shall also ensure that persons connected with her will abstain from voting on the Resolution 12 in respect of her direct and/or indirect shareholdings in the Company, if any.

Notes:

1. For the purpose of determining who shall be entitled to participate in this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the **Record of Depositors as at 16 June 2026**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this AGM.
2. A member entitled to participate in this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
3. A Member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting and the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
4. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
5. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
 - a. **In hard copy form**

In the case of an appointment made in hard copy form, the original proxy form must be deposited with the Share Registrar’s office, Boardroom Share Registrars Sdn Bhd (“Boardroom”) of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia.
 - b. **By electronic means**

The proxy form can be electronically lodged with Boardroom via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. Please follow the procedures set out in the Administrative Details for such lodgement. Alternatively, the proxy form can be emailed to Boardroom at bsr.proxy@boardroomlimited.com.
6. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
7. Last date and time for lodging the proxy form is **Sunday, 21 June 2026 at 10.30 a.m.**

Notice Of The Twenty-Second Annual General Meeting

8. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.*
9. *For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:*
 - a. *If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.*
 - b. *If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:*
 - i. *at least two (2) authorised officers, of whom one shall be a director; or*
 - ii. *any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.*
10. *Pursuant to paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Securities, all the resolutions set out in the notice of any general meeting will be put to vote by poll.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.