



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Seventh (37th) Annual General Meeting ("AGM") of FIMA CORPORATION BERHAD will be held on Tuesday, 25 September 2012 at 10.30 a.m at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2012 and the Reports of the Directors and Auditors thereon. **Resolution 1**
2. To declare a final dividend of 15% less 25% tax and a special dividend of 5% less 25% tax in respect of the financial year ended 31 March 2012 as recommended by the Directors. **Resolution 2**
3. To re-elect the following Directors who retire by rotation pursuant to Article 113 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-
 - (i) YBhg Datuk Adnan bin Shamsuddin **Resolution 3**
 - (ii) Dr. Roshayati binti Basir **Resolution 4**
4. To approve the payment of Directors' fees. **Resolution 5**
5. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

AS SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolution as Ordinary Resolution:-

6. **Proposed Renewal Of The Authority For Shares Buy-back** **Resolution 7**

"THAT subject to the Companies Act, 1965 (the Act), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the requirements of the Bursa Securities and any other relevant authority, the Directors of the Company be and are hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital as may be determined by the Directors of the Company from time to time through the Bursa Securities subject further to the following :

- i. the number of ordinary shares of RM1.00 each in the Company ("Shares") which may be purchased or held by the Company shall not exceed ten per cent (10%) of the issued and paid-up share capital of the Company;
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the total retained profits, and share premium account, if any, of the Company. The audited retained profits of the Company as at 31 March 2012 amounted to RM92,858,000;
- iii. the authority conferred by this resolution will be effective immediately upon passing of this ordinary resolution and shall continue to be in force until :
 - (a) the conclusion of the next AGM of the Company following the general meeting in which the authorization is obtained, at which time it shall lapse unless by ordinary resolution passed at that 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 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, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the guidelines issued by the Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.
- iv. upon completion of each purchase of Shares by the Company, the Directors of the Company be and are hereby authorised to cancel the Shares so purchased or to retain the Shares so purchased as treasury shares for re-sell on the Bursa Securities in accordance with the relevant rules of the Bursa Securities and/or for distribution as share dividends to the shareholders of the Company or retain part of the Shares so purchased as treasury shares and cancel all or part of them subsequently;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement, finalise or to effect the purchase(s) or shares with full powers to assent to any conditions, modifications, resolutions, variations and/or amendments (if any), as may be imposed by the relevant authorities and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company"

7. To transact any other ordinary business for which due notice has been given.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining members who shall be entitled to attend the Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 18 September 2012. Only depositors whose names appear on the Record of Depositors as at 18 September 2012 shall be entitled to attend the said meeting or appoint proxies to attend and vote on their behalf.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN that subject to the approval of the shareholders at the AGM to be held on 25 September 2012, a final dividend of 15% less 25% tax per share and a special dividend of 5% less 25% tax per share for the financial year ended 31 March 2012 will be paid on 10 October 2012 to depositors whose names appear in the Record of Depositors on 27 September 2012.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- a) shares transferred to the Depositor's Securities Account before 4.00 p.m. on 27 September 2012 in respect of transfers; and
- b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

By Order of the Board

LEE MO LENG
MOHD YUSOF BIN PANDAK YATIM
Secretaries

Kuala Lumpur
29 August 2012

NOTES

A member of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company and a member may appoint more than two (2) proxies by specifying the proportion of his shareholding to be represented by each proxy. The instrument appointing the proxy must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the Meeting.

EXPLANATORY NOTE ON SPECIAL BUSINESS

Proposed Renewal of the Authority for Shares Buy-Back

The proposed Ordinary Resolution 7, if passed, will empower the Directors to purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of Company by utilising the funds allocated out of the total retained profits and the share premium of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

Based on the Company's audited financial statements for the year ended 31 March 2012, the Company's retained earnings and share premium stood at RM92,858,000 and RM534,000 respectively.