



FIMA CORPORATION BERHAD

(Company No. 21185-P)
(Incorporated under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting ("EGM") of Fima Corporation Berhad ("FimaCorp" or "Company") will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort Berhad, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 24 September 2014 at 11.30 a.m., or immediately following the conclusion or adjournment (as the case may be) of the thirty-ninth (39th) Annual General Meeting of FimaCorp, which will be held at the same venue and on the same day at 10.30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SHARE SPLIT INVOLVING THE SUBDIVISION OF EVERY ONE (1) EXISTING ORDINARY SHARE OF RM1.00 EACH IN FIMACORP ("FIMACORP SHARES") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED ("ENTITLEMENT DATE") INTO TWO (2) ORDINARY SHARES OF RM0.50 EACH IN FIMACORP ("SUBDIVIDED SHARES") ("PROPOSED SHARE SPLIT")

"THAT subject to the passing of the Special Resolution, Ordinary Resolution 2 and Ordinary Resolution 3 and conditional upon the approvals of all relevant authorities for the listing of and quotation for 82,426,810 Subdivided Shares to be issued by the Company pursuant to the Proposed Share Split on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities") being obtained, approval be and is hereby given to the Company to subdivide every one (1) existing FimaCorp Share held on the Entitlement Date to be determined and announced by the board of Directors of FimaCorp ("Board") into two (2) Subdivided Shares;

THAT fractional entitlements arising from the Proposed Share Split, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT the Subdivided Shares shall, upon allotment and issuance, rank equally in all respects with each other;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Share Split with full powers to make and/or assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Share Split."

ORDINARY RESOLUTION 2

PROPOSED BONUS ISSUE INVOLVING THE ISSUANCE OF UP TO 82,426,810 NEW SUBDIVIDED SHARES ("BONUS SHARES") TO BE CREDITED AS FULLY PAID-UP ON THE BASIS OF ONE (1) BONUS SHARE FOR EVERY TWO (2) SUBDIVIDED SHARES HELD BY THE ENTITLED SHAREHOLDERS OF FIMACORP ON THE ENTITLEMENT DATE ("PROPOSED BONUS ISSUE")

"THAT subject to the passing of the Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 3 and conditional upon the approvals of all relevant authorities for the listing of and quotation for up to 82,426,810 Bonus Shares to be issued by the Company pursuant to the Proposed Bonus Issue on the Main Market of Bursa Securities being obtained, approval be and is hereby given to the Company to capitalise the sum of up to RM41,213,405 from the Company's share premium and retained earnings and to apply the same for the purpose of issuing up to 82,426,810 Bonus Shares to be credited as fully paid-up to all shareholders of the Company whose name appear in the Record of Depositors as at the close of business on the Entitlement Date for the purpose of the Proposed Bonus Issue on the basis of one (1) Bonus Share for every two (2) Subdivided Shares held by the shareholder on an entitlement date to be determined and announced by the Board;

THAT fractional entitlements arising from the Proposed Bonus Issue, if any, shall be dealt with in such manner as the Board in its absolute discretion deems fit, expedient and in the best interest of the Company;

THAT the Bonus Shares shall, upon allotment and issuance, rank equally in all respects with the Subdivided Shares, save and except that the Bonus Shares will not be entitled to any dividends, rights, allotments and/or other distributions, the entitlement date of which is prior to the date of allotment and issuance of such Bonus Shares;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Bonus Issue with full powers to make and/or assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Bonus Issue."

ORDINARY RESOLUTION 3

PROPOSED INCREASE IN THE AUTHORISED SHARE CAPITAL OF FIMACORP FROM RM100,000,000 COMPRISING 100,000,000 FIMACORP SHARES TO RM250,000,000 COMPRISING 500,000,000 SUBDIVIDED SHARES ("PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL")

"THAT subject to the passing of the Special Resolution, Ordinary Resolution 1 and Ordinary Resolution 2 the authorised share capital of FimaCorp be increased from RM100,000,000 comprising 100,000,000 ordinary shares of RM1.00 each to RM250,000,000 comprising 500,000,000 ordinary shares of RM0.50 each;

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Increase in Authorised Share Capital with full powers to make and/or assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Increase in Authorised Share Capital."

SPECIAL RESOLUTION

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION ("M&A") OF FIMACORP ("PROPOSED AMENDMENTS")

"THAT subject to the passing of the Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3, the following amendments to the Memorandum and Articles of Association of the Company be and are hereby approved and adopted:

- (a) To amend Article 4 of the Articles of Association of the Company by:
 - (i) deleting the words "at the date of the adoption of these Articles" appearing in the first two lines in their entirety; and
 - (ii) replacing the words "**One Hundred Million (RM100,000,000)** divided into **One Hundred Million (100,000,000)** ordinary shares of Ringgit Malaysia One (RM1-00)" with the words "**Two Hundred and Fifty Million (RM250,000,000)** divided into **Five Hundred Million (500,000,000)** ordinary shares of Sen fifty (RM0-50)"; and
- (b) To amend Clause 5 of the Memorandum of Association of the Company by replacing the words "RM100,000,000 divided into 100,000,000 ordinary shares of RM1.00 each" with the words "RM250,000,000 divided into 500,000,000 ordinary shares of RM0.50 each".

AND THAT the Board be and is hereby authorised to give full effect to the Proposed Amendments with full powers to make and/or assent to any condition, modification, variation and/or amendment (if any) as may be imposed by the relevant authorities and to take all steps as they may consider necessary in order to implement, finalise and give full effect to the Proposed Amendments."

BY ORDER OF THE BOARD

LEE MO LENG (MIA 9505)
MOHD YUSOF BIN PANDAK YATIM (MIA 4110)
Company Secretaries

Kuala Lumpur
18 August 2014

Notes:

1. 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 before the time of holding the Meeting or any adjournment thereof.
2. 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"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
3. The instrument appointing the proxy must be deposited at the Registered Office of the Company, not less than before the time of holding the Meeting or any adjournment thereof.
4. Only members whose names appear on the Record of Depositors as at 17 September 2014 shall be entitled to attend the EGM or appoint proxy(ies) to attend and vote on their behalf.