

## **NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS HEREBY GIVEN** that the Fortieth (40<sup>th</sup>) Annual General Meeting ("AGM") of FIMA CORPORATION BERHAD will be held on Tuesday, 22 September 2015 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**

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| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2015 and the Reports of the Directors and Auditors thereon.  | <b>Please refer to Explanatory Note A</b>                        |
| 2. To declare a single-tier final dividend of 15.0% or 7.5 sen per share of RM0.50 sen in respect of the financial year ended 31 March 2015 as recommended by the Directors.  | <b>Ordinary Resolution 1</b>                                     |
| 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:-<br>(i) YBhg Dato' Adnan bin Shamsuddin<br><br>(ii) Encik Rezal Zain bin Abdul Rashid | <b>Ordinary Resolution 2</b><br><br><b>Ordinary Resolution 3</b> |
| (The profile of the above directors is set out on Page 8 and Page 9 of the Annual Report 2015.)   |  |
| 4. To approve the payment of Directors' fees.   | <b>Ordinary Resolution 4</b>                                     |
| 5. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company and to authorize the Directors to fix their remuneration.   | <b>Ordinary Resolution 5</b>                                     |

### **AS SPECIAL BUSINESS**

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

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| 6. <b>ORDINARY RESOLUTION</b><br><b>Proposed renewal of the authority for shares buy-back</b>  | <b>Ordinary Resolution 6</b> |
| "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 Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby authorized to purchase such amount of ordinary shares 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 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 2015 amounted to RM51,149,000;
- 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 an 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 authorized 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 authorized to take all such steps as are necessary or expedient to implement, finalize 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. **ORDINARY RESOLUTION**

**Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

**Ordinary Resolution 7**

"THAT pursuant to Paragraph 10.09 of the Bursa Securities Main Market Listing Requirements, a mandate be and is hereby granted to allow recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, entered into or to be entered into by the Company and/or its subsidiaries provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Section 2.5 Part A of the Circular to Shareholders dated 26 August 2015 AND THAT such approval conferred by the mandate shall continue to be in force until:

- (a) the conclusion of the next AGM of the Company following this AGM, at which time it shall lapse unless by ordinary resolution passed at general meeting, the mandate is renewed; 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 is earlier.

AND THAT the Directors of the Company be and are hereby authorized to complete and do all such acts and things as they may consider expedient and necessary to give effect to the proposed mandate".

8. **ORDINARY RESOLUTION**

**Continuing in office as an Independent Non-Executive Director**

To retain the following Directors as Independent Non-Executive Directors of the Company:-

- (i) Encik Rezal Zain bin Abdul Rashid
- (ii) YBhg Dato' Adnan bin Shamsuddin
- (iii) YBhg Datuk Alias bin Ali

**Ordinary Resolution 8**

**Ordinary Resolution 9**

**Ordinary Resolution 10**

9. 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 15 September 2015. Only members whose names appear on the Record of Depositors as at 15 September 2015 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 22 September 2015, a single-tier final dividend of 15.0% or 7.5 sen per share of RM0.50 sen for the financial year ended 31 March 2015 will be paid on 9 October 2015 to depositors whose names appear in the Record of Depositors on 25 September 2015.

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 25 September 2015 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** (MIA 9505)

**MOHD YUSOF BIN PANDAK YATIM** (MIA 4110)

Secretaries

Kuala Lumpur

26 August 2015

#### **NOTE**

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.
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 48 hours before the time of holding the Meeting.

#### **EXPLANATORY NOTE A**

This Agenda item is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 and the Company's Articles of Association, the Audited Financial Statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.

## **EXPLANATORY NOTE ON SPECIAL BUSINESS**

### **Ordinary Resolution 6**

#### **Proposed Renewal of the Authority for Shares Buy-Back**

The proposed Ordinary Resolution 6, if passed, will empower the Directors to purchase the Company's shares up to ten per cent (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 2015, the Company's retained earnings stood at RM51,149,000.

### **Ordinary Resolution 7**

#### **Proposed shareholders' mandate for recurrent related party transactions of a revenue or trading nature**

The proposed Ordinary Resolution 7, if passed, will empower the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business 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.

The details of the proposal are set out in the Circular to Shareholders dated 26 August 2015 which is circulated together with the Annual Report.

### **Ordinary Resolutions 8 to 10**

#### **Continuing in office as an Independent Non-Executive Director**

The Board of Directors of the Company, after having assessed the independence of Encik Rezal Zain bin Abdul Rashid, YBhg Dato' Adnan bin Shamsuddin and YBhg Datuk Alias bin Ali, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, recommends to retain them as Independent Non-Executive Directors of the Company based on the following justifications:

- a) Have fulfilled the criteria as an Independent Director as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore are able to bring independent and objective judgment to the Board;
- b) Have provided effective check and balance in the proceedings of the Board and the Board Committees;
- c) Have provided objectivity in decision making through unbiased and independent views as well as advice and judgment, to the Board;
- d) Have contributed sufficient time and effort and attended all the Committees and Board Meetings for an informed and balanced decision making;
- e) Have exercised due care during their tenure as Independent Non-Executive Directors of the Company and carried out their professional and fiduciary duties in the interest of the Company and shareholders; and
- f) Having been with the Company for more than 9 years and are familiar with the Group's business operations, have contributed actively and effectively during deliberations or discussions at Committees and Board meetings.