

Notice of Fifth Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting of FIBON BERHAD will be held at ORNARESORT BERHAD, Batu 16, Jalan Gapam, Ladang Gapam, Bemban, 77200 Jasin, Melaka, Malaysia on Wednesday, 14 November 2012 at 10.00 am to transact the following businesses:

AGENDA

ORDINARY BUSINESSES:

1. To receive and adopt the Audited Financial Report for the financial year ended 31 May 2012 together with the Reports of the Directors and the Auditors thereon. **(Please refer to Note 1)**
2. To declare a single tier final dividend of 1.15 sen less tax for the year ended 31 May 2012. **(Resolution 1)**
3. To re-elect the following Directors who are retiring in accordance to the Company's Articles of Association Under Article 121 and being eligible offer themselves for re-election:
 - i. Pang Chee Khiong **(Resolution 2)**
 - ii. Dr. Chen Chaw Min **(Resolution 3)**
4. To approve the payment of Directors' fees of RM246,000.00 for the financial year ended 31 May 2012. **(Resolution 4)**
5. To appoint Messrs. Crowe Horwath as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **(Resolution 5)**

SPECIAL BUSINESS:

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

6. **Ordinary Resolution - Authority To Directors to Allot and Issue Shares** **(Resolution 6)**

"THAT subject to the provisions of Section 132D of the Companies Act, 1965 and approvals from the Bursa Malaysia Securities Berhad ("Bursa Securities") and other relevant governmental/regulatory authorities where such approvals shall be necessary, authority be and is hereby given to the Directors of the Company to allot and issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and such authority shall remain in force until the next Annual General Meeting ("AGM") of the Company."

Notice of Fifth Annual General Meeting cont'd

7. **Special Resolution – Proposed Share Buy-Back by the Company**

(Resolution 7)

“THAT subject to the rules, regulations and orders made pursuant to the Companies Act, 1965 (“the Act”), provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authorities, the Board be and is hereby authorised to purchase the Company’s issued and paid-up ordinary shares of RM0.10 each (“Fibon Shares”) through Bursa Securities (“Proposed Share Buy-Back”) subject to the following:-

- (i) the maximum number of Fibon Shares which may be purchased and/or held as treasury shares by the Company at any point in time pursuant to the Proposed Share Buy-Back shall not exceed ten percent (10%) of the total 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 Fibon Shares shall not exceed the aggregate of the retained profits and/or the share premium account of the Company;
- (iii) the authority conferred by this resolution will be effective immediately upon the passing of this Resolution and will expire at the conclusion of the next Annual General Meeting of the Company, unless earlier revoked or varied by an ordinary resolution of the shareholders of the Company at a general meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and in accordance with the provisions of the Listing Requirements of Bursa Securities or any other relevant authorities; and
- (iv) upon completion of the purchase(s) of the Fibon Shares by the Company, the Board be and is hereby authorised to retain the Fibon Shares so purchased as treasury shares, of which may be distributed as dividends to shareholders and/or re-sold on Bursa Securities and/or subsequently cancelled and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND that the Board be and is hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Fibon Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto”.

Notice of Fifth Annual General Meeting cont'd

8. Special Resolution – Proposed amendment to the Articles of Association of the Company

(Resolution 8)

“THAT the Articles of Association of the Company be amended as follows:

- (i) To insert the following new definition under Article 2 immediately after the existing definition of “Authorised Nominee”:

WORDS	MEANING
Exempt Authorised Nominee	An authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 (“SICDA”) which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- (ii) To delete the existing Article 86 and replace with the following new Article 86 to read as follows:

Existing Article 86

Where a Member is an Authorised Nominee as defined under the Central Depositories Act, he may appoint at least one (1) proxy in respect of each Securities Account he holds with ordinary shares of the Company standing to the credit of the said Securities Account.

New Article 86

- (i) A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of Members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy.
- (ii) A Member may appoint not more than two (2) proxies to attend the same meeting. Where a Member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy.
- (iii) Where a Member of the Company is an authorised nominee as defined under the Central Depositories Act, it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iv) Where a Member of the Company 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.
- (v) Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- (vi) A proxy appointed to attend and vote at a meeting of a Company shall have the same rights as the Member to speak at the meeting.”

Notice of Fifth Annual General Meeting cont'd

8. **Special Resolution – Proposed amendment to the Articles of Association of the Company (con't)**

- (iii) To delete the existing Article 89 and replace with the following new Article 89 to read as follows:

Existing Article 89

The instrument appointing a proxy shall be in writing signed by the appointer or his attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or signed by an officer or attorney so authorised. A proxy may, but need not, be a Member of the Company. A Member may appoint any person to be his proxy without limitation and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.

New Article 89

The instrument appointing a proxy shall be in writing under the hands of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointer. A proxy may but need not be a Member of the Company and the provision of Section 149(1)(b) of the Act shall not apply to the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the Meeting.

9. To transact any other business for which due notice shall have been given in accordance with the Companies Act, 1965. **(Resolution 9)**

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS ALSO HEREBY GIVEN that a Single Tier Final Dividend of 1.15 sen per share in respect of financial year ended 31 May 2012 will be payable on 28 December 2012 to depositors registered in the Record of Depositors at the close of business on 3 December 2012, if approved by shareholders at the forthcoming Fifth Annual General Meeting on Friday, 14 November 2012.

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

- a. Shares transferred into the Depositor's Securities Account before 5.00 p.m. on 3 December 2012 in respect of ordinary transfer; and
- b. Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

NORIAH BINTI MD YUSOF (LS 0009298)

Secretary

Johor Bahru

Date : 24 October 2012

Notes:

1. This Agenda Item is not put forward for voting as the provisions of Section 169 of the Companies Act, 1965 do not require the Audited Financial Statements to be approved by shareholders.

2. GENERAL MEETING RECORD OF DEPOSITORS

Only depositors whose name appears in the Record of Depositors as at 24 October 2012 shall be regarded as Member of the Company entitled to attend, speak and vote at this Meeting or appoint proxy(ies) to attend, speak and vote in his stead.

3. PROXY

- i. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may but need not be a member of the Company.
- ii. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting.
- iii. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.
- iv. Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- v. Where the Proxy Form is executed by a corporation, it must be either under its Common Seal or under the hand of an officer or attorney duly authorised.
- vi. The Proxy Form must be deposited at the Registered Office of the Company, located at 31-04, Level 31, Menara Landmark, 12 Jalan Ngee Heng, 80000 Johor Bahru, not less than forty-eight (48) hours before the time set for the meeting or any adjournment thereof.

4. EXPLANATORY NOTES ON SPECIAL BUSINESS:

i) Ordinary Resolution – Mandate to issue shares pursuant to Section 132D of the Companies Act, 1965:

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Fifth Annual General Meeting (“AGM”) of the Company (hereinafter referred to as the “General Mandate”).

The Company has been granted a general mandate by its shareholders at the Fourth AGM of the Company held on 31 October 2011 (hereinafter referred to as the “Previous Mandate”).

The Previous Mandate granted by the shareholders had not been utilised and hence no proceeds were raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting.

This authority unless revoked or varied by the Company in the general meeting, will expire at the next Annual General Meeting. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.

All other information remains unchanged.

ii) Ordinary Resolution – Proposed Share Buy-Back by the Company:

The Ordinary Resolution, if passed, will empower the Company to purchase and/or hold up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the next Annual General Meeting. For further information on the Proposed Share Buy-Back, please refer to the Circular to Shareholders in relation to the Share Buy-Back dated 24 October 2012 accompanying the Annual Report 2012.

iii) Special Resolution

Proposed amendment to the Articles of Association of the Company

The Special Resolution 1, if passed, will bring the Articles of Association of the Company to be in line with the recent amendments made to Chapter 7 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

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