

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (“EGM”) of FITTERS Diversified Berhad (“FITTERS” or “Company”) will be held at Wisma FITTERS, No.1, Jalan Tembaga SD5/2, Bandar Sri Damansara, 52200 Kuala Lumpur on Monday, 17 June 2013 at 11.30 a.m., or immediately after the conclusion or adjournment (as the case may be) of the 27th Annual General Meeting of the Company which has been scheduled to be held at the same venue and on the same day at 11.00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolutions set out below:

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF A LONG TERM INCENTIVE PLAN FOR THE ELIGIBLE EMPLOYEES AND EXECUTIVE DIRECTORS OF FITTERS AND ITS SUBSIDIARIES (“PROPOSED LTIP”)

“THAT subject to the approvals of all relevant authorities being obtained, approval be and is hereby given to the Company to:

- (i) establish, implement and administer the Proposed LTIP which comprises the proposed employee share option scheme (“ESOS”) (“Proposed ESOS”) and the proposed employee share grant plan (“ESGP”) (“Proposed ESGP”) for the benefit of any employee and executive director of FITTERS and its subsidiaries (excluding subsidiaries which are dormant) (“FITTERS Group”) who fulfils the criteria of eligibility for participation in the Proposed LTIP and who is awarded by a committee to be established to administer the Proposed LTIP (“Eligible Person”) in accordance with the by-laws of the Proposed LTIP (“By-Laws”) set out in Appendix I of the Circular to shareholders dated 23 May 2013;
- (ii) to issue and allot from time to time such number of new ordinary shares of RM0.50 each in FITTERS (“FITTERS Shares”) as may be required to be issued to the Eligible Persons who have accepted the award of ESOS (“ESOS Award”) and/or the award of ESGP (“ESGP Award”) (collectively, the “LTIP Awards”) (“Participants”) pursuant to their exercise of options vested pursuant to the ESOS Award and/or vesting of any ESGP Award under the Proposed LTIP, provided always that the total number of new FITTERS Shares to be issued and allotted shall not in aggregate exceed fifteen percent (15%) of the issued and paid-up share capital of FITTERS (excluding treasury shares, if any) at any point in time during the duration of the Proposed LTIP and that such new FITTERS Shares shall rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing FITTERS Shares, the entitlement date for which is on or after the date the new FITTERS Shares are credited into the central depository system accounts of the respective Participants and shall in all other respects rank equally with other existing FITTERS Shares then in issue;
- (iii) to extend the duration of the Proposed LTIP, Proposed ESOS or Proposed ESGP, to add, amend or modify and/or delete all rules, regulations and administration relating to the Proposed LTIP and/or By-Laws provided that such additions, amendments or modifications and/or deletions are effected and permitted in accordance with the provisions of the By-Laws, to do all such acts and things and to enter into, execute, sign and deliver for and on behalf of the Company, all commitments, transactions, arrangements, agreements, deeds, undertakings, indemnities, transfers, assignments and guarantees to make such rules or regulations, or impose such terms and conditions or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient in order to give full effect to the Proposed LTIP;

AND THAT the Board be and is hereby authorised to give effect to the Proposed LTIP with full power to consent to and to adopt such conditions, modifications, variations and/or amendments as may be required by the relevant regulatory authorities;

AND THAT the proposed By-Laws, as set out in Appendix I of the Circular to shareholders dated 23 May 2013, which is in compliance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, be and is hereby approved.”

ORDINARY RESOLUTION 2-3

PROPOSED LTIP AWARDS TO THE ELIGIBLE EXECUTIVE DIRECTORS OF FITTERS (“PROPOSED LTIP AWARDS TO THE EXECUTIVE DIRECTORS”)

“THAT subject to the passing of Ordinary Resolution 1 above, the Board be and is hereby authorised at any time and from time to time to award and to grant the following persons, being the Executive Directors of the Company, the LTIP Awards which give the Executive Directors the right to subscribe for new FITTERS Shares at a prescribed price upon the vesting of the ESOS Award and/or the allotment of new FITTERS Shares upon the vesting of the ESGP Award under the Proposed LTIP:

Ordinary Resolution	Executive Director
2	Dato’ Wong Swee Yee
3	Datin Goh Hooi Yin

PROVIDED ALWAYS THAT not more than ten percent (10%) of the new FITTERS Shares available under the Proposed LTIP at the point in time when the LTIP Award is offered, be allocated to any individual Eligible Person who, either singly or collectively through persons connected (as defined in the Listing Requirements) with the Eligible Person, holds twenty percent (20%) or more of the issued and paid-up share capital of FITTERS (excluding treasury shares, if any);

AND subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provision of the By-Laws.”

BY ORDER OF THE BOARD

Ng Yim Kong (LS 0009297)
Company Secretary

Kuala Lumpur
23 May 2013

NOTES:

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and vote on his behalf. A proxy need not be a member of the Company.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds 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. Proxy Form must be signed by the appointer or his attorney duly authorised in writing or, if the member is a corporation, must be executed under its common seal or by its attorney or officer duly authorised in writing. The power of attorney or a duly certified copy thereof must be deposited at the Company’s Registered Office within the period stated below. In the case of joint members, the signature of any one joint member is sufficient.
4. Please indicate with an “X” in the appropriate box against each resolution how you wish your proxy to vote. If this Proxy Form is returned without any indication as to how the proxy shall vote, the proxy will vote or abstain as he thinks fit.
5. The Proxy Form must be deposited at the Registered Office of the Company at Wisma FITTERS, No.1, Jalan Tembaga SD5/2, Bandar Sri Damansara, 52200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
6. In respect of deposited securities, only members whose names appear in the Record of Depositories on 10 June 2013 (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at this meeting.