

Notice of Twenty-Seventh Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh Annual General Meeting of FITTERS Diversified Berhad (Company No. 149735-M) will be held at Wisma FITTERS, No. 1, Jalan Tembaga SD 5/2, Bandar Sri Damansara, 52200 Kuala Lumpur on Monday, 17 June 2013 at 11.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS

	Resolution
1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Directors' and Auditors' Reports thereon.	Note B
2. To re-elect the following Directors who retire pursuant to Article 83 of the Articles of Association of the Company:-	
(a) Dato' Wong Swee Yee	1
(b) Datuk Dr. Soh Chai Hock	2
3. To re-elect Dato' Ir. Low Keng Kok who retires pursuant to Article 90 of the Articles of Association of the Company.	3
4. To consider, if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 as ordinary resolution:- "THAT pursuant to Section 129(6) of the Companies Act, 1965, Encik Mohammad Nizar Bin Idris be and is hereby re-appointed an Independent Non-Executive Director of the Company to hold office until the next annual general meeting of the Company."	4
5. To re-appoint the following Director as Independent Non-Executive Director of the Company:- Mr. Kong Sin Seng	5
6. To approve the payment of Directors' fees for the financial year ended 31 December 2012.	6
7. To re-appoint Messrs. Baker Tilly Monteiro Heng as the Company's Auditors and to authorise the Board of Directors to fix their remuneration.	7

SPECIAL BUSINESS

8. To consider and, if thought fit, to pass with or without modifications, the following Resolutions:	8
8.1 Authority for Directors to Issue and Allot Shares Pursuant to Section 132D of the Companies Act, 1965 "THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to issue shares in the Company at any time until the conclusion of the next Annual General Meeting and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the issued and paid-up share capital of the Company for the time being, subject always to the approvals of the relevant regulatory authorities AND THAT the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares to be issued on Bursa Malaysia Securities Berhad ("Bursa Securities") AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."	
8.2 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ('Proposed Renewal of Shareholders' Mandate') "THAT pursuant to paragraph 10.09 of the Main Market Listing Requirements ("Listing Requirements") of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries ("FITTERS Group") to enter into and give effect to specified Recurrent Related Party Transactions of a revenue or trading nature and with classes of the related parties as stated in Section 2.4 of the Circular to Shareholders dated 23 May 2013 which are necessary for the FITTERS Group's day to day operations subject to the following: (a) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and on such terms that are not to the detriment of the minority shareholders of the Company; (b) disclosure is made in the annual report of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the Shareholders' Mandate during the financial year; THAT such approval shall take effect from the passing of the ordinary resolution and will continue to be in force (unless revoked or varied by the Company in general meeting) until:- (a) the conclusion of the next AGM of the Company in 2013, at which time it will lapse, unless by a resolution passed at that meeting whereby the authority is renewed; (b) the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to section 143 (1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to section 143 (2), of the Act); or (c) revoked or varied by resolution passed by the shareholders in general meeting; whichever is the earlier.	9

AND THAT the Directors and the Secretaries of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Proposed Shareholders' Mandate."

“**THAT** subject to compliance with Section 67A of the Companies Act 1965, the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities and all other prevailing laws, rules, regulations, orders, guidelines and requirements issued and/or amended from time to time by any relevant authority, the Company be and is hereby authorised to renew the approval granted by the shareholders of the Company at Twenty-Sixth Annual General Meeting of the Company held on 20 June 2012, authorising the Company to purchase and/or hold up to 10% of the issued and paid-up share capital of the Company for the time being (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors of the Company may deem fit and expedient in the interest of the Company and an amount not exceeding the retained profits of the Company, be allocated by the Company for the Proposed Share Buy-Back. The retained profits of the Company stood at RM8,485,715.00 for the financial year ended 31 December 2012.

AND THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be and are hereby authorised to cancel such shares or retain such shares as the Treasury Shares or a combination of both. The Directors of the Company are further authorised to resell the Treasury Shares on Bursa Securities or distribute the Treasury Shares as dividends to the shareholders of the Company or subsequently cancel the Treasury Shares or any combination of the three.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to carry out the Proposed Share Buy-Back immediately upon the passing of this resolution until:

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse, unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (b) the expiration of the period within which the next AGM 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 occur first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and to take all steps as are necessary and/or to do all such acts and things as the Directors of the Company deem fit and expedient in the interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, amendments and/or variations as may be imposed by the relevant authorities.”

8.4 Special Resolution Proposed Amendments to the Company’s Articles of Association

“**THAT** the proposed amendments to the Articles of Association of the Company as contained in Appendix I of the 2012 Annual Report be and are hereby approved and adopted **AND THAT** the Directors and Secretary be and are hereby authorised to carry out all the necessary steps to give effect to the amendments.”

9. To transact any other ordinary business of the Company of which due notice shall have been given in accordance with the Company’s Articles of Association and the Companies Act, 1965.

BY ORDER OF THE BOARD
FITTERS Diversified Berhad

NG YIM KONG (LS 0009297)
Company Secretary

Kuala Lumpur
23 May 2013

Notes

A. PROXY

1. In respect of the deposited securities, only members whose names appear in the Record of Depositors as at 10 June 2013 will be entitled to attend, speak and vote at the Meeting.
2. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy in his / her stead.
3. 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.
4. Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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.
5. A member shall be entitled to appoint more than one (1) proxy to attend and vote at the same meeting. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportion of his shareholdings to be represented by each proxy.
6. If the appointer is a corporation, the proxy form must be executed under its common seal or under the hand of an officer or of his attorney duly authorised in writing.
7. The instrument appointing a proxy must be deposited at the Company’s Registered Office at Wisma FITTERS, No. 1, Jalan Tembaga SD 5/2, Bandar Sri Damansara, 52200 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the meeting or at any adjournment thereof.

B. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2012

This agenda item is meant for discussion only as the provisions of Section 169(1) of the Companies Act, 1965 and the Company’s Articles of Association do not require a formal approval of the said Audited Financial Statements by the shareholders. Hence, this agenda item is not subject to voting by the shareholders.

C. RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS - Resolutions 4 and 5

The Nomination Committee has assessed the independence of Encik Mohammad Nizar Bin Idris and Mr. Kong Sin Seng who have served on the Board as Independent Non-Executive Directors for more than nine (9) years. The Board has recommended that the approval of the shareholders be sought to re-appoint them as Independent Non-Executive Directors as they possess the relevant expertise and experience required in the discharge of their duties and responsibilities as Independent Non-Executive Directors.

D. EXPLANATORY NOTES ON SPECIAL BUSINESS

Resolution 8 - Authority for directors to issue and allot shares pursuant to Section 132D of the Companies Act, 1965

This resolution is proposed pursuant to Section 132D of the Companies Act, 1965, and if passed, will give the Directors of the Company, from the date of the above Annual General Meeting, authority to issue and allot shares in the Company up to and not exceeding in total ten per cent (10%) of the issued and paid-up share capital of the Company for the time being and for such purposes as the Directors deem fit and in the best interest 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.

This mandate is a renewal of the last mandate granted to the Directors at the Twenty-Sixth Annual General Meeting held on 20 June 2012 which will lapse at the conclusion of the Twenty-Seventh Annual General Meeting.

The renewal of this mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment, working capital and/or acquisition or to issue new shares as consideration for investments and/or acquisition which the Directors consider would be in the best interest of the Company. Up to the date of this Notice, the Company has not issued any shares pursuant to the mandate granted to the Directors at the Twenty-Sixth Annual General Meeting because there were no investment(s), acquisition(s) or working capital that required fund raising activity.

Resolution 9 - Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (“Proposed Shareholders’ Mandate”)

The detailed text on Resolution 9 on the Proposed Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is included in the Circular to Shareholders dated 23 May 2013 which is enclosed together with the 2012 Annual Report.

Resolution 10 - Proposed Renewal of Share Buy-Back Mandate

The detailed text on Resolution 10 on the Proposed Renewal of Share Buy-Back Mandate is included in the Statement to Shareholders dated 23 May 2013 which is enclosed together with the 2012 Annual Report.

Resolution 11 - Proposed Amendments to the Company’s Articles of Association

The proposed amendments to the Company’s Articles of Association are to streamline the Company’s Articles of Association to be aligned with the amendments to the Main Market Listing Requirements. The details of the Proposed Amendments are as set out in Appendix I of the 2012 Annual Report.

STATEMENT ACCOMPANYING NOTICE OF TWENTY-SEVENTH ANNUAL GENERAL MEETING

Details of the Directors standing for re-election/re-appointment at the Twenty-Seventh Annual General Meeting of the Company are set out in the profile of Directors in the 2012 Annual Report.