



FEDERAL FURNITURE HOLDINGS (M) BHD
(Incorporated in Malaysia) (Company No:-97092-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirtieth Annual General Meeting of Federal Furniture Holdings (M) Berhad will be held at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan on Friday, 28 June 2013 at 3.00 p.m. for the following purposes:-

AGENDA

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| <ol style="list-style-type: none"> 1. To receive the Audited Financial Statements for the financial year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. 2. To approve Directors' fees for the financial year ended 31 December 2012. 3. To consider and if thought fit, to pass the following ordinary resolution in accordance with Section 129(6) of the Companies Act, 1965: "THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Dr. Choy Fook On who has exceeded the age of 70 years be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." 4. To consider and if thought fit, to pass the following ordinary resolution in accordance with Section 129(6) of the Companies Act, 1965:- "THAT pursuant to Section 129(6) of the Companies Act, 1965, Datin Tan Geok Foong who has exceeded the age of 70 years be and is hereby re-appointed as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting." 5. To re-elect Dato' Choy Wai Hin who shall retire in accordance with Article 98 of the Company's Articles of Association and who being eligible, offered himself for re-election. 6. To re-appoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. 7. As Special Business:-
To consider and, if thought fit, to pass the following ordinary and special resolutions:-
Ordinary Resolution 1
- Authority to issue shares pursuant to Section 132D of the Companies Act, 1965
"THAT subject to Section 132D of the Companies Act, 1965 and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed ten per centum (10%) of the issued and paidup share capital of the Company for the time being and the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." 8. Ordinary Resolution 2
- Retention of Independent Non-Executive Director
"To retain Tuan Haji Hussein Bin Hamzah who has served a cumulative term of nine (9) years as an Independent Non-Executive Director of the Company in accordance with the Malaysian Code on Corporate Governance 2012." 9. Special Resolution
- Proposed Amendments to the Articles of Association of the Company
"That the proposed amendments, modifications, deletions and/or additions to the Articles of Association of the Company as set out in Appendix I of the Annual Report be and are hereby approved and adopted AND THAT, the Board of Directors be and is hereby authorised to give effect to the said amendments, modification, additions or deletions." 10. To transact any other business for which due notice has been given. | <p>Please refer to Explanatory Note (1)</p> <p>(Resolution 1)
(Resolution 2)</p> <p>(Resolution 3)</p> <p>(Resolution 4)</p> <p>(Resolution 5)</p> <p>(Resolution 6)</p> <p>(Resolution 7)</p> <p>(Resolution 8)</p> |
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By Order of the Board

Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Selangor Darul Ehsan
6 June 2013

Explanatory Notes:-

1. **Item 1 of the Agenda**
The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
2. **Authority to issue shares pursuant to Section 132D of the Companies Act, 1965**
The above Ordinary Resolution, if passed, will empower 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 provided that the aggregate number of the shares issued does not exceed 10% of the issued share capital of the Company for the time being. The General Mandate will provide flexibility to the Company for allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding future investment project(s), working capital and/or acquisition(s). The General Mandate is a renewal. As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the Twenty-Ninth Annual General Meeting held on 29 June 2012 and which will lapse at the conclusion of the Thirtieth Annual General Meeting.
3. **Retention as Independent Non-Executive Director of the Company pursuant to the Malaysian Code on Corporate Governance 2012**
Tuan Haji Hussein Bin Hamzah was appointed as an Independent Non-Executive Director of the Company on 7 August 2004. He has served a cumulative term of nine (9) years as at the date of the notice of Annual General Meeting. The Board believes that Tuan Haji Hussein Bin Hamzah has the integrity and ability to discharge his responsibilities as an independent director and bring valuable insight to the company's business gained over the years with the Company and recommends that he should be retained as an Independent Non-Executive Director.
4. **Proposed Amendments to Articles of Association of the Company**
The proposed adoption of the Special Resolution is for the purpose of seeking the shareholders' approval for amendments to the Articles of Association of the Company to streamline the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The amendments are aimed at providing greater clarity to the market.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 June 2013 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at the Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 need not be complied with. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the meeting is 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 qualifications of the proxy.
3. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
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 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. The instruments appointing a proxy must be deposited at the registered office, Level P1, Menara Choy Fook On, No.1B, Jalan Yong Shook Lin, 46050 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time for holding the meeting or any adjournment thereof.

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