



FIAMMA HOLDINGS BERHAD (88716-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Second Annual General Meeting of the Company will be convened and held at the Main Board Room, Level 10, Wisma Fiamma, No. 20, Jalan 7A/62A, Bandar Manjalara, 52200 Kuala Lumpur on Thursday, 26 February 2015 at 12 noon.

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2014 together with the Reports of the Directors and the Auditors thereon. **Note 7**
Ordinary Resolution 1
- To declare a final single tier dividend of 6.0 sen per ordinary share in respect of the financial year ended 30 September 2014. **Ordinary Resolution 1**
- To approve the payment of Directors' fees for the financial year ended 30 September 2014. **Ordinary Resolution 2**
- To re-elect Dato' Bahar Bin Ahmad who is retiring pursuant to Article 89 of the Articles of Association of the Company. **Ordinary Resolution 3**
- To re-elect Mr Lim Soo Kong (Lim Soo Chong) who is retiring pursuant to Article 89 of the Articles of Association of the Company. **Ordinary Resolution 4**
- To consider and if thought fit, to pass the following Ordinary Resolution in accordance with Section 129 of the Companies Act, 1965:-
"THAT Tan Sri Dato' Azizan bin Husain, retiring pursuant to Section 129 of the Companies Act, 1965, be and is hereby re-appointed a Director of the Company to hold office until the next Annual General Meeting." **Ordinary Resolution 5**
- To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 6**

As Special Business

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

- Authority under Section 132D of the Companies Act, 1965 for the Directors to allot and issue shares.**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby authorised to allot and 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 ten per centum (10%) of the issued share capital of the Company for the time being, subject always to the approval of all relevant regulatory bodies being obtained for such allotment and issuance." **Ordinary Resolution 7**

- Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate").**

"THAT, subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given for the Company and its subsidiaries, to enter into recurrent related party transactions of a revenue or trading nature with the related parties as specified in Section 2.1 of the Circular to Shareholders dated 30 January 2015 which are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the non-controlling interests of the Company and that such mandate shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming AGM at which the Proposed Shareholders' Mandate will be approved, at which time it will lapse, unless by a resolution passed at the AGM, the mandate is again renewed;
- the expiration of the period within which the next AGM of the Company 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
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate." **Ordinary Resolution 8**

- Proposed Renewal of Authority for Share Buy-Back**

"THAT subject to the Companies Act, 1965 ("Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained earnings and/or share premium of the Company as at 30 September 2014 to purchase such amount of ordinary shares of RM1.00 each in the Company ("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 may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten per centum (10%) of the issued and paid-up share capital of the Company;

AND THAT an amount not exceeding the Company's retained earnings and share premium accounts be allocated by the Company for the Proposed Share Buy-Back; AND THAT authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 67A of the Act) and/or to cancel the shares so purchased and if retained as treasury shares, may release the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them;

AND THAT 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 ("AGM") of the Company following the forthcoming AGM at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- the expiration of the period within which the next AGM of the Company is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever is the earlier but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any);

AND THAT the Directors of the Company be authorised to take all steps necessary to implement, complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Share Buy-Back as may be agreed or allowed by any relevant governmental and/or regulatory authority." **Ordinary Resolution 9**

- Retention of Independent Directors**

"THAT the following Directors be retained as Independent Directors, in accordance with the Malaysian Code on Corporate Governance 2012 until the conclusion of the next Annual General Meeting:-

- Tan Sri Dato' Azizan Bin Husain
- Dr Teh Chee Ghee

Ordinary Resolution 10
Ordinary Resolution 11

- NOTICE OF DIVIDEND PAYMENT**

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Thirty-Second Annual General Meeting, a final single tier dividend of 6.0 sen per ordinary share in respect of the financial year ended 30 September 2014 will be paid to shareholders on 10 April 2015. The entitlement date for the said dividend shall be 16 March 2015.

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

- Shares transferred to the Depositor's securities account before 4.00 p.m. on 16 March 2015 in respect of ordinary transfers.
- Shares bought on the Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of the Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

CHIN MEE FOON (MIA 2191)

TAI YIT CHAN (MAICSA 7009143)

CHAN SU SHAN (MAICSA 6000622)

Secretaries

Selangor Darul Ehsan

Date: 30 January 2015

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company.

- A member of the Company may appoint two (2) proxies to attend at the same meeting. Where the member of the Company appoints two (2) proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.

- 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.

An exempt authorised nominee refers to 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.

- If the appointor is a corporation, the instrument appointing a proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.

- The instrument appointing a proxy or the power of attorney or other authority (if any) under which it is signed or notariarily certified copy of such power or authority, shall be deposited at the Registered Office of the Company at Lot 6.05, Level 6, KPMG Tower, 8 First Avenue, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time set for holding the meeting or any adjournment thereof.

- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 17 February 2015 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.

- The Audited Financial Statements in Agenda 1 is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

8. EXPLANATORY NOTES ON SPECIAL BUSINESS

- Ordinary Resolution 7- Authority under Section 132D of the Companies Act, 1965 for the Directors to issue shares

The Company had, at the Thirty-First Annual General Meeting ("AGM") held on 19 February 2014, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965 ("the Act"). The Company did not issue any new shares pursuant to this mandate obtained as at the date of this notice.

The Ordinary Resolution 7 proposed under item 8 of the Agenda is a renewal of the general mandate for issuance of shares by the Company under Section 132D of the Act. The Ordinary Resolution 7, if passed, will empower the Directors to allot and issue shares in the Company up to an amount not exceeding in total ten per centum (10%) of the Issued Share Capital of the Company for purpose of working capital or provide funding for future investments or undertakings. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

At this juncture, there is no decision to issue new shares. If there should be a decision to issue new shares after the general mandate is obtained, the Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue

- Ordinary Resolution 8 - Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The explanatory notes on Ordinary Resolution 8 are set out in the Circular to Shareholders dated 30 January 2015.

- Ordinary Resolution 9 - Proposed Renewal of Authority for Share Buy-Back

The explanatory notes on Ordinary Resolution 9 are set out in the Statement to Shareholders dated 30 January 2015.

- Ordinary Resolutions 10 and 11 - Retention of Independent Directors

- Tan Sri Dato' Azizan Bin Husain (Tan Sri Dato' Azizan)

Tan Sri Dato' Azizan was appointed as an Independent Director on 17 June 1999. Tan Sri Dato' Azizan has served the Company for more than ten (10) years as at the date of the notice of this AGM. However, Tan Sri Dato' Azizan has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Tan Sri Dato' Azizan to be independent and recommends Tan Sri Dato' Azizan to remain as an Independent Director.

- Dr Teh Chee Ghee (Dr Teh)

Dr Teh was appointed as an Independent Director on 4 July 2001. Dr Teh has served the Company for more than ten (10) years as at the date of the notice of this AGM. However, Dr Teh has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Board, therefore, considers Dr Teh to be independent and recommends Dr Teh to remain as an Independent Director.