



FEDERAL FURNITURE HOLDINGS (M) BERHAD

(Company No. 97092-W)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“**EGM**”) of Federal Furniture Holdings (M) Berhad (“**FFHB**” or “**the Company**”) will be held at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 16 March 2017 at 3:00 p.m. for the purpose of considering and if thought fit, passing the following resolution with or without modification:-

ORDINARY RESOLUTION

PROPOSED SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“RRPT”) (“PROPOSED SHAREHOLDERS’ MANDATE”)

THAT subject to the Companies Act, 2016 (“**the Act**”), the Memorandum and Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company to enter into any category of RRPTs as stated in Section 2.3 of the Circular to Shareholders dated 28 February 2017, which are necessary for the Company’s day-to-day operations subject further 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 parties than those available to the public and on terms not to the detriment of the minority shareholders; and
- (b) disclosure is made in the annual report of the breakdown of the aggregate value of transactions conducted pursuant to the shareholders’ mandate during the financial year and that such approval shall commence immediately upon the passing of this ordinary resolution and continue to be in force until:-
 - (i) the conclusion of the next annual general meeting (“**AGM**”) of the Company following the general meeting at which the Proposed Shareholders’ Mandate was passed, at which time the shareholders’ mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed; or
 - (ii) the expiration of the period within which the next AGM is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - (iii) it is revoked or varied by resolution passed by the shareholders of the Company in a general meeting,whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Shareholders’ Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Shareholders’ Mandate in the best interest of the Company.

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

MAK CHOOI PENG (MAICSA 7017931)

Company Secretaries

Kuala Lumpur

Dated: 28 February 2017

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 March 2017 (“General Meeting Record of Depositors”) shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
3. A proxy may but need not be a member of the Company and there shall be no restriction as to the qualifications of the proxy.
4. 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.
5. 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 with ordinary shares of the Company standing to the credit of the said securities account.
6. Where a member of the Company is an authorised nominee as defined in 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.
7. If a corporation is a member of the Company, it may vote by any person authorised by resolution of its directors or other governing body to act as its representative at any meeting in accordance with Article 67 of the Company’s Articles of Association.
8. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised, and shall be deposited at the registered office at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution.