



FIAMMA HOLDINGS BERHAD (88716-W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Fifth 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 Menjalara, 52200 Kuala Lumpur on Monday, 26 February 2018 at 12 noon.

AGENDA

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 30 September 2017 together with the Reports of the Directors and the Auditors thereon. **Please refer to Note 8**
- To declare a final single tier dividend of 1.75 sen per ordinary share in respect of the financial year ended 30 September 2017. **Ordinary Resolution 1**
- To approve the payment of Directors' fees amounting to RM744,000.00 to the Directors of the Company and its subsidiaries for the financial year ended 30 September 2017. **Ordinary Resolution 2**
- To approve the payment of benefits payable to the Directors of the Company and its subsidiaries up to an aggregate amount of RM350,000.00 from 31 January 2017 until the conclusion of the next Annual General Meeting ("AGM") 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 re-elect Dato' Bahar Bin Ahmad who is retiring pursuant to Article 89 of the Articles of Association of the Company. **Ordinary Resolution 5**
- To re-appoint Messrs KPMG PLT 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:

8. Authority under Section 76 of the Companies Act 2016 ("the Act") for the Directors to allot and issue shares

"THAT pursuant to Section 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM 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 total number of issued shares 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**

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

"THAT, subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), 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 26 January 2018 which are necessary for the Company's day-to-day operations subject further to the following:

- the transactions are 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 minority shareholders of the Company; and
- the disclosure of the breakdown of the aggregate value of the recurrent related transactions conducted pursuant to the Proposed Shareholders' Mandate in the Annual Report of the Company based on the following information:
 - the type of recurrent related party transactions entered into; and
 - the names of the related parties involved in each type of the recurrent related party transactions entered into and their relationship with the Company.

That such authority shall continue to be in force until:

- the conclusion of the next 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 authority is again renewed;
- the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extensions as may be allowed pursuant to Section 340(4) 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**

10. Proposed Renewal of Authority for Share Buy-Back

"THAT subject to the Act, the Articles of Association of the Company, the Main Market Listing Requirements of 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 Company's aggregate retained profits as at 30 September 2017 to purchase such amount of ordinary shares in the Company ("Proposed Renewal of Share Buy-Back Authority") 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 total number of issued shares of the Company.

THAT an amount not exceeding the Company's retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

That the shares purchased by the Company pursuant to the Proposed Renewal of Share Buy-Back Authority may be dealt with by the Directors in all or any of the following manner:

- cancel the shares so purchased; or
 - retain the shares so purchased as treasury share; or
 - retain part of the shares so purchased as treasury shares and cancel the remainder; or
 - distribute the treasury shares as dividends to shareholders and/or sell on the Bursa Securities and/or cancel all or part of them; or
- in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of the Bursa Securities and any other relevant authority for the time being in force.

THAT the authority conferred by this resolution will be effective immediately upon the passing of this resolution and shall continue to be in force until:

- the conclusion of the next 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 occurs first, 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 authorities." **Ordinary Resolution 9**

11. Retention of Tan Sri Dato' Azizan Bin Husain as Independent Non-Executive Director

"THAT approval be and is hereby given to Tan Sri Dato' Azizan Bin Husain who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM." **Ordinary Resolution 10**

12. Retention of Dr Teh Chee Ghee as Independent Non-Executive Director

"THAT approval be and is hereby given to Dr Teh Chee Ghee who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next AGM." **Ordinary Resolution 11**

13. To transact any other business for which due notice shall have been given.

NOTICE OF DIVIDEND PAYMENT

NOTICE IS ALSO HEREBY GIVEN THAT, subject to the approval of the shareholders at the Thirty-Fifth Annual General Meeting, a final single tier dividend of 1.75 sen per ordinary share in respect of the financial year ended 30 September 2017 will be paid to shareholders on 6 April 2018. The entitlement date for the said dividend shall be 13 March 2018.

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 13 March 2018 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)
TAN AI NING (MAICSA 7015852)

Secretaries
Selangor Darul Ehsan
Date: 26 January 2018

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 up to two (2) proxies to attend and vote at the same meeting. Where a 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.
- 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 shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office 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 at any adjournment thereof.
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the general meeting will be put to vote by way of poll.
- 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 19 February 2018 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 340(1)(a) of the Companies Act 2016. Hence, this Agenda is not put forward for voting by shareholders of the Company.
- EXPLANATORY NOTES ON SPECIAL BUSINESS
 - Ordinary Resolution 7 - Authority under Section 76 of the Companies Act 2016 for the Directors to allot and issue shares
The Company had, at the Thirty-Fourth AGM held on 22 February 2017, obtained its shareholders' approval for the general mandate for issuance of shares pursuant to Section 132D of the Companies Act, 1965. As at the date of this notice, the Company had not issued any new shares pursuant to that mandate obtained.
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 76 of the Companies Act 2016. The Ordinary Resolution 7, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares 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 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 26 January 2018.
 - 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 26 January 2018.
 - Ordinary Resolution 10 - Retention of Tan Sri Dato' Azizan Bin Husain as Independent Non-Executive Director
Tan Sri Dato' Azizan Bin Husain ("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 twelve (12) years as at the date of the notice of the 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 ("Bursa Securities"). The Board recommends Tan Sri Dato' Azizan to remain as an Independent Director of the Company based on the following justifications:
 - he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and therefore was able to bring independent and objective judgment to the Board;
 - his experience enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
 - he has been with the Company for long and therefore understand the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Nomination Committee, Audit Committee and Board meetings;
 - he has contributed sufficient time and efforts attended all the Nomination Committee, Audit Committee and Board meetings for informed and balanced decision making; and
 - he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.
 - Ordinary Resolution 11 - Retention of Dr Teh Chee Ghee as Independent Non-Executive Director
Dr Teh Chee Ghee ("Dr Teh") was appointed as an Independent Director on 4 July 2001. Dr Teh has served the Company for more than twelve (12) 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 recommends Dr Teh to remain as an Independent Director of the Company based on the following justifications:
 - he fulfilled the criteria under the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities, and therefore was able to bring independent and objective judgment to the Board;
 - his experience enable him to provide the Board with a diverse set of experience, expertise, skills and competence;
 - he has been with the Company for long and therefore understand the Company's business operations which enable him to participate actively and contribute during deliberations or discussions at Nomination Committee, Remuneration Committee, Audit Committee and Board meetings;
 - he has contributed sufficient time and efforts attended all the Nomination Committee, Remuneration Committee, Audit Committee and Board meetings for informed and balanced decision making; and
 - he has exercised due care during his tenure as Independent Non-Executive Director of the Company and carried out his professional duties in the interest of the Company and shareholders.