



# FEDERAL INTERNATIONAL HOLDINGS BERHAD

[Registration No. 198301001857 (No: 97092-W)]  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirty-Sixth Annual General Meeting of Federal International Holdings Berhad 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 Friday, 6 December 2019 at 3:30 p.m for the following purposes:-

### AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2019 together with the Reports of the Directors and the Auditors thereon.
- To approve the payment of Directors' Fees and benefit payable of an amount not exceeding RM330,000/- from 7 December 2019 until the next Annual General Meeting of the Company to be held in the year 2020.
- To re-elect the following Directors who are retiring in accordance with Article 98 of the Company's Articles of Association:-
  - Datin Tan Geok Foong; and
  - Dato' Dr. Hj. Abdul Rasid Bin Ab. Malik
- To re-appoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

### Special Business:-

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

- Retention of Tuan Haji Hussein Bin Hamzah as an Independent Non- Executive Director**  
"THAT Tuan Haji Hussein Bin Hamzah who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as an Independent Non-Executive Director of the Company."

(Ordinary Resolution 1)

- Retention of Encik Mohd Arif Bin Mastol as an Independent Non-Executive Director**  
"THAT Encik Mohd Arif Bin Mastol who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company."

(Ordinary Resolution 2)

- Authority to issue shares pursuant to the Companies Act 2016**  
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being;

AND THAT 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 Securities;

AND FURTHER 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."

(Ordinary Resolution 3)

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

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("FIHB Group") to enter into recurrent related party transactions of a revenue or trading nature as set out in Part A of the Circular/Statement to Shareholders dated 31 October 2019, which are necessary for the day-to-day operations of FIHB Group to be entered into by FIHB Group provided that such transactions are in the ordinary course of business and are 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.

THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless by a resolution passed at the next Annual General Meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after that date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Board of Directors of the Company and/ or any of them be and are hereby authorised to complete and to do all such acts and things including executing such documents as may be required to give effect to the transactions contemplated and/or authorised by this resolution."

(Ordinary Resolution 4)

- Proposed Renewal of Authority for Share Buy-Back of up to 10% Of the Total Number of Issued Shares of the Company ("Proposed Renewal of Share Buy-Back Authority")**

"THAT subject to the compliance with Section 127 of the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-

- the aggregate number of shares to be purchased and/or held pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company including shares previously purchased and retained as Treasury Shares (if any); and
- the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase.

THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-

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

THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-

- the conclusion of the next annual general meeting of the Company at which such resolution was passed, at which time it will lapse unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- the expiration of the period within which the next annual general meeting of the Company after the date is required by law to be held; or
- revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting;

whichever occurs first.

AND THAT the Directors of the Company be authorised to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

(Ordinary Resolution 5)

- Proposed Adoption of a New Constitution of the Company**  
"THAT approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company in its entirety and in place thereof, a new Constitution as set out in Part C of the Circular/Statement to Shareholders dated 31 October 2019, be and is hereby adopted as the Constitution of the Company with immediate effect.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any modifications, variations and/or amendments as may be required by the relevant authorities to give full effect of the foregoing."

(Special Resolution)

- To transact any other business for which due notice has been given.

By Order of the Board

Chua Siew Chuan (MAICSA 0777689)  
Company Secretary

Kuala Lumpur  
31 October 2019

### Explanatory Notes:-

- Item 1 of the Agenda**  
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.

- Ordinary Resolution 1 - Payment of Directors' Fees and Directors' Benefit**  
Pursuant to Section 230(1) of the Companies Act 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the Company's shareholders at a general meeting. Ordinary Resolution 1 is proposed to seek the shareholders' approval for the payment of Directors' fees and benefit of an amount not exceeding RM330,000/- from 7 December 2019 until the next Annual General Meeting of the Company to be held in year 2020.

The amount of Directors' fees payable to Non-Executive Directors as members of Board and Board Committees of up to RM47,000/- and Directors' benefit payable to Non-Executive Directors which comprises meeting allowance of RM400/- per meeting per attendance.

The payment of meeting allowance to the Directors will be made by the Company as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid the meeting allowance, given that they have fully discharged their responsibilities and provided their services to the Company for the said period.

- Ordinary Resolution 5 - Retention of Tuan Haji Hussein Bin Hamzah as an Independent Non-Executive Director**

The Nomination Committee of the Company and the Board of Directors of the Company had assessed the independence of Tuan Haji Hussein Bin Hamzah, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and with his consent, had recommended for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Directors of the Company;
- his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement as well as to provide constructive opinion in the Board's deliberations;
- he has served the Company as an Independent Director for a cumulative term of more than twelve (12) years during which he had acted in good faith and in the best interests of the Company, exercising his independent judgement during deliberations and decision making during the Company's meetings and was familiar with the Company's business operations; and
- Tuan Haji Hussein Bin Hamzah has proven to be a reliable Independent Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.

- Ordinary Resolution 6 - Retention of Encik Mohd Arif Bin Mastol as an Independent Non-Executive Director**

The Nomination Committee of the Company and the Board of Directors of the Company had assessed the independence of Encik Mohd Arif Bin Mastol, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and with his consent, had recommended for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- he fulfilled the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and had expressed his willingness to continue in office as an Independent Non-Executive Directors of the Company;
- his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement without the influence of the Management;
- he has served the Company as an Independent Director for a cumulative term of more than nine (9) years during which he had acted in good faith and in the best interests of the Company, exercising his independent judgement during deliberations and decision making during the Company's meetings and was familiar with the Company's business operations; and
- Encik Mohd Arif Bin Mastol has proven to be a reliable Independent Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.

- Ordinary Resolution 7 - Authority to issue shares pursuant to the Companies Act 2016**

The proposed resolution is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to the Companies Act 2016, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a General Meeting, expire at the conclusion of the next Annual General Meeting of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares. As at the date of this Notice, no new shares in the Company were issued under the provision of the general mandate granted to the Directors at the Thirty-Fifth Annual General Meeting held on 7 December 2018, which will lapse at the conclusion of the Thirty-Sixth Annual General Meeting.

- Ordinary Resolution 8 - Proposed Renewal of Existing Shareholder Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature**

The proposed resolution, if passed, will enable the Company and its subsidiaries to enter into recurrent related party transactions of a revenue and/or trading in nature with related Parties in the ordinary course of business and necessary for the day-to-day operations of FIHB Group, based on commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company. Please refer to the Part A of the Circular/ Statement to Shareholders dated 31 October 2019 circulated together with this Annual Report for more information.

- Ordinary Resolution 9 - Proposed Renewal of Authority for Share Buy-Back of up to 10% of the Total Number of Issued Share of the Company**

The proposed resolution, if passed, will empower the Directors to purchase the Company's shares up to ten per centum (10%) of the total number of issued shares of the Company by utilising the retained profits of the Company. This authority will, unless revoked or varied by the shareholders of the Company in general meeting, expire at the conclusion of the next Annual General Meeting. Please refer to the Part B of the Circular/ Statement to Shareholders dated 31 October 2019 circulated together with this Annual Report for more information.

- Special Resolution - Proposed Adoption of a New Constitution of the Company**

The proposed Special Resolution, if passed, will primarily bring the Company's Constitution in line with the Companies Act 2016 and the changes made to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as well as to provide clarity to certain provision thereof and to render consistency throughout to enhance administrative efficiency.  
In view of the substantial amendments are to be made on the existing Memorandum and Articles of Association, the Board proposed that the existing Memorandum and Articles of Association be revoked in its entirety and by the replacement thereof with a new Constitution of the Company.  
Please refer to the Part C of the Circular/Statement to Shareholders dated 31 October 2019 circulated together with this Annual Report for further information.

### Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 29 November 2019 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- 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.
- A member of the Company may appoint more than one proxy to attend at the same meeting. Where a member appoint more than one proxy to attend and vote at the same meeting, such the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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.
- 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of attorney or authority, shall be deposited at the registered office of the Company 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 thereof.