

FIBROMAT (M) BERHAD

Registration No. 20121037651 (1022133-V)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifth Annual General Meeting ("5th AGM") of the Company will be held at Meeting Room, Lot 2 & 4, Jalan Zuriyah 4, Pusat Perindustrian Zuriyah, Mukim Rasa, 44200 Rasa, Selangor Darul Ehsan on Wednesday, 19 August 2020 at 10.00 a.m. for the following purposes:

AGENDA

ORDINARY BUSINESS:-

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' and Auditors' Reports thereon. | (Please refer to Explanatory Note to the Agenda) |
| 2. To approve the payment of Directors' fees of RM78,750.00 for the financial year ended 31 December 2019. | Ordinary Resolution 1 |
| 3. To re-elect Mr. Danny Ng Kian Boon, the Director who retires by rotation pursuant to Clause 95 of the Company's Constitution and being eligible, offer himself for re-election. | Ordinary Resolution 2 |
| 4. To re-elect Mr. Loo Pak Soon, the Director who was appointed during the year and retires pursuant to Clause 102 of the Company's Constitution and being eligible, offer himself for re-election. | Ordinary Resolution 3 |
| 5. To re-appoint BDO PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. | Ordinary Resolution 4 |

SPECIAL BUSINESS:

To consider and, if thought fit, pass with or without modifications, the following ordinary resolution:

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| 6. Authority for Directors to allot and issue shares in the Company | Ordinary Resolution 5 |
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- "**THAT**, subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, Rule 5.04 of the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and the approvals of any other relevant governmental and/or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company to such persons, at any time 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 the Company's shares issued pursuant to this resolution must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro-rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company.
- THAT** the Directors be and are also authorised and empowered to obtain the approval for the listing of and quotation for the additional shares so allotted and issued on Bursa Securities **AND THAT** such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
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| 7. To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016. | |
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BY ORDER OF THE BOARD

NADIAH FIRDAUS BINTI MOHD FIRDAUS (MIA 39119)

(SSM Practising Certificate No. 202008003802)

CHEN BEE LING (MAICSA 7046517)

(SSM Practising Certificate No. 202008001623)

Company Secretaries

Selangor Darul Ehsan

10 July 2020

NOTE:

- In regard of deposited securities, only members whose names appear in the Record of Depositors as at **13 August 2020** ("General Meeting Record of Depositors") shall be eligible to participate and vote at the Meeting.
- A member entitled to attend and vote at the meeting shall be entitled to appoint not more than 2 proxies to attend, participate, speak and vote on his (her) behalf. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend, participate, speak and vote at the meeting of the Company shall have the same rights as the members to speak at the meeting.
- Where a member appoints 2 proxies, the appointment shall be invalid unless he (she) specifies the proportions of his (her) holdings to be represented by each proxy.
- Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, he may appoint at least one proxy in respect of each securities' account he 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 which holds shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**") as defined under the Securities Industry (Central Depositories) Act 1991, 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 the appointor is corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited with the Company's Share Registrar, Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting as the case may be, at which the person named in the instrument proposes to vote, and in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll; or by electronic means through Boardroom Smart Investor Online Portal at <https://www.boardroomlimited.my/> not later than 48 hours before the Meeting.

Explanatory Notes to the Agenda:

Item 1 of the Agenda

This item of the Agenda 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 item of the Agenda is not put forward for voting.

Item 6 of the Agenda - Ordinary Resolution 5

Authority for Directors to allot and issue shares in the Company

The proposed Ordinary Resolution 5, if passed, will authorise the Directors of the Company to allot and issue shares in the Company to such persons, at any time upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit without having to convene a general meeting. The aggregate number of shares to be allotted and issued pursuant to this Ordinary Resolution 5, if passed, must not be more than one hundred percent (100%) of the total number of issued shares for the time being of the Company, of which the aggregate number of shares issued other than on pro-rata basis to existing shareholders must not be more than fifty percent (50%) of the total number of issued shares for the time being of the Company. This authority, unless revoked or varied at a general meeting will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

The general mandate sought will provide flexibility and enable the Directors of the Company to issue and allot shares for fund raising activities, including but not limited to placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of borrowings and/or acquisitions.

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 sought, the Company will make an announcement in respect thereof.