

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fourteenth Annual General Meeting ("14th AGM") of the Company will be conducted entirely on a virtual basis through live streaming via Remote Participation and Voting facilities ("RPV") using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC-D64471702) provided by Agmo Digital Solutions Sdn. Bhd. in Malaysia on Wednesday, 27 October 2021 at 10:00 a.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 May 2021 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 6)
 2. To approve the payment of a Single-Tier Final Dividend of 0.45 sen per ordinary share for the financial year ended 31 May 2021. (Resolution 1)
 3. To re-elect the following Directors who are retiring in accordance with Clause 119 of the Company's Constitution and being eligible, have offered themselves for re-election:- (Resolution 2)
 - (a) Datin Pang Nyuk Yin; and
 - (b) Mr. Chong Chee Siang (Resolution 3)
 4. To re-appoint Messrs. BDO PTL as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. (Resolution 4)
 5. To approve the payment of Directors' fees amounting to RM504,900.00 for the period from 28 October 2021 until the next AGM of the Company in year 2022. (Resolution 5)
 6. To approve the payment of Directors' benefits payable up to an amount of RM49,800.00 for the period from 28 October 2021 until the next AGM of the Company in year 2022. (Resolution 6)
- As Special Business**
To consider and if thought fit, with or without any modification, to pass the following ORDINARY RESOLUTIONS:
7. **Ordinary Resolution** (Resolution 7)
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 of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, at any time, at such price, to such persons 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 issued pursuant to this resolution does not exceed 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 AGM of the Company."
 8. **Ordinary Resolution** (Resolution 8)
Retention of Chong Peng Khang as an Independent Director of the Company
"THAT Chong Peng Khang, who has served as an Independent Director for a cumulative term of more than twelve (12) years, be and is hereby retained as an Independent Director of the Company."
 9. **Ordinary Resolution** (Resolution 9)
Proposed Renewal of Authority for Share Buy-Back
"THAT, subject to Section 127 of the Act, the Constitution of the Company, Main Market Listing Requirements of 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:-
i) the aggregate number of ordinary shares to be purchased and/or held by the Company pursuant to this resolution shall not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
ii) 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:-
i) cancel all the shares so purchased; and/or
ii) 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
iii) retain part thereof as treasury shares and cancel the remainder; and/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:-
(a) the conclusion of the next AGM of the Company following this AGM 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
(b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
(c) 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 do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Authority for Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as the Board may deem fit and expedient in the best interest of the Company."

10. **Special Resolution** (Resolution 10)
Proposed Amendment to the Company's Constitution (* Proposed Amendments)
"THAT the proposed amendments to the Constitution of the Company as set out in the "Appendix A", attached with the Annual Report 2021 be approved and adopted with immediate effect AND THAT the Directors and/or Secretary of the Company be authorised to take all steps as are necessary and expedient in order to implement, finalise and give full effect to the said proposed amendments for and on behalf of the Company."
11. To transact any other business of which due notice shall have been given.

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS HEREBY GIVEN THAT a Single-Tier Final Dividend of 0.45 sen per ordinary share in respect of the financial year ended 31 May 2021 will be payable on 29 December 2021 to depositors who are registered in the Record of Depositors at the close of business on 8 December 2021, if approved by shareholders at the forthcoming Fourteenth AGM on Wednesday, 27 October 2021.

A Depositor shall qualify for entitlement only in respect of:-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 8 December 2021 in respect of ordinary transfers; and
- (b) Shares bought on Bursa Securities on a cum entitlement basis according to the Rules of the Bursa Securities.

By order of the Board,

TIEW SZE HANN (SSM PC NO. 201908000034) (MAICSA 7058007)

Company Secretary
Kuala Lumpur
28 September 2021

Notes:

1. In view of the COVID-19 pandemic and as part of the Company's measures to curb the spread of COVID-19, the 14th AGM will be conducted on a fully virtual basis through live streaming via remote participation and voting facilities ("RPV") using Vote2U at <https://web.vote2u.my> (Domain Registration No. with MYNIC - D64471702) provided by Agmo Digital Solutions Sdn. Bhd. in Malaysia. Please read and follow the procedures as set out in the Administrative Guide of the 14th AGM in order to register, participate and vote remotely via the RPV facilities.
2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 20 October 2021 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the Meeting.
3. A member entitled to attend and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting. Notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his proxy to attend and vote instead of the member at the Meeting. There shall be no restriction as to the qualifications of the proxy.
4. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
5. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") 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. Where a shareholder is an authorised nominee as defined under SICDA, 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.
6. 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 or authority, shall be deposited at the Registered Office of the Company at 18-2, Jalan 2/14, Kuchai Business Centre, Off Jalan Klang Lama, 58200 Kuala Lumpur, Malaysia, not less than forty-eight (48) hours before the time appointed for holding the Meeting or at any adjournment thereof. All resolutions set out in the Notice of the Meeting are to be voted by poll.
7. Audited Financial Statements for the financial year ended 31 May 2021

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

8. Explanatory Notes to Ordinary and Special Business:-

(i) Payment of Directors' fees and benefits

Section 230(1) of the Act provides amongst others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval at the Fourteenth AGM on the two (2) separate resolutions as below:-

- The proposed Resolution 5 on payment of Directors' fees RM504,900.00 for the period from 28 October 2021 until the next AGM of the Company in year 2022.
- The proposed Resolution 6 on payment of Directors' benefits payable up to an amount of RM49,800.00 for the period from 28 October 2021 until the next AGM of the Company in year 2022.

This resolution is to facilitate payment of Directors fees and benefits on the current year financial year basis. The Directors' benefits payable comprises allowances. In the event the Directors' fees and benefits proposed are insufficient due to the enlarged Board size, approval will be sought at the next AGM for additional fees and benefits to meet the shortfall.

(ii) Authority to Issue Shares

The proposed Resolution 7 is intended to renew the authority granted to the Directors of the Company at the Thirteenth AGM of the Company held on 26 October 2020 to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being (hereinafter referred to as the "General Mandate").

The General Mandate granted by the shareholders at the Thirteenth AGM of the Company had not been utilised and hence no proceed was raised therefrom. The renewal of the General Mandate will enable the Directors to take such action for allotment of shares for any possible fund-raising activities, including but not limited to further placing of shares; for the purpose of funding future investment projects; working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

(iii) Proposed Retention of Independent Directors of the Company

Resolutions B – Mr. Chong Peng Khang were appointed as Independent Non-Executive Directors of the Company on 20 October 2008, and has served on the Board of Directors ("the Board") for a cumulative term of more than twelve (12) years.

The Board through the Nomination Committee, after having assessed the independence of Mr. Chong Peng Khang, regarded him to be independent based amongst others, the following justifications and the Board recommend that Mr. Chong Peng Khang be retained as Independent Director of the Company.

- a. He has met the independence guidelines as set out in Chapter 1 of Main Market Listing Requirements of Bursa Securities;
- b. He does not have any conflict of interest with the Company and has not been entering/s not expected to enter into contract(s) especially material contract(s) with the Company and/or its subsidiary companies; and
- c. The Board is of the opinion that Mr. Chong Peng Khang is important Independent Director as he has served on the Board for many years with incumbent knowledge of the business operation of the Group and corporate history and has provided invaluable contributions to the Board in his role as Independent Director.

(iv) Proposed Renewal of Authority for Share Buy-Back

The proposed Resolution 9, if approved, will renew the authority given to the Company to purchase its own shares up to 10% of the total number of issued ordinary shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company.

The details of the proposal are set out in the Share Buy-Back Statement as set out in the Annual Report.

(v) Proposed Amendment to the Company's Constitution

The proposed Special Resolution 10 of the Agenda, if approved, will provide more flexibility for the Company and its shareholders on the manner of holding general meetings and to provide clarity on the objects of the Company. The proposed amendments to the Constitution of the Company shall take effect once the special resolution has been passed by a majority of not less than seventy-five per centum (75%) of such members who are entitled to vote and do vote in person or by proxy at the Meeting.

FIBON BERHAD

(Registration No. 200801009722 (811010-H))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

General Meeting	: Fourteenth Annual General Meeting (“ 14th AGM ”)
Day, Date, and Time of Meeting	: Wednesday, 27 October 2021 at 10:00 a.m.
Remote Participation and Voting Facilities	: https://web.vote2u.my
Meeting Venue	: Online Meeting Platform of Vote2U at https://web.vote2u.my
Domain Registration Numbers with MYNIC	: D6A471702

We continue to exercise prudence in this situation where COVID-19 outbreak is still ongoing and strictly complying to the decree of the Government of Malaysia (“**Government**”) and the Guidance and Frequently Asked Questions of the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia (“**SC**”) (“**Guidance Note and FAQs**”).

Pursuant to the implementation of total lockdown announced by the Government and in accordance with the revised SC Guidance Note and FAQs, during the total lockdown period beginning 1 June 2021 (“**FMCO**”), all general meetings shall be conducted online and all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders shall participate in the meeting via the online platform. Hence, FIBON BERHAD (“**FIBON**” or the “**Company**”) meeting will be held as fully virtual meeting via live streaming and online remote voting using Remote Participation and Voting (“**RPV**”) facilities provided by Vote2U at <https://web.vote2u.my>

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of shareholders and proxies. Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

Entitlement to Participate and Vote Remotely

Shareholders whose names appear on the Record of Depositors (“**ROD**”) as at 20 October 2021 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV FACILITIES

Please follow the procedures to participate in RPV facilities as summarised below:

BEFORE MEETING DAY

A: REGISTRATION		
	Description	Procedure
i.	Shareholders to Register with Vote2U ➤ Individual Shareholders	a. Access website at https://web.vote2u.my b. Select “ Sign Up ” to sign up as user. c. Read and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms & Conditions’ by clicking on a small box <input type="checkbox"/> . Then select “ Next ”. d. Fill-in your details – (i) ensure your email address is valid & (ii) create your own password. Then select “ Continue ”. e. Upload a clear copy of your MyKAD for Malaysian (front only) or passport for non-Malaysian (page with photo). f. Registration as user completed. g. An email notification will be sent to you. <i>Note:</i> <i>If you have already signed up/registered as a user with Vote2U previously, you are not required to register again.</i>

B: REGISTRATION OF PROXY		
	Description	Procedure
i.	Submit Proxy Form (hard copy) ➤ Individual Shareholders ➤ Corporate Shareholders ➤ Authorised Nominee ➤ Exempt Authorised Nominee	a. Fill-in the details on the hard copy Proxy Form by providing the following information: <ul style="list-style-type: none"> ○ Proxy(ies) & Corporate Representative <ul style="list-style-type: none"> ● Name ● Number of MyKAD for Malaysian or passport for non-Malaysian ● Address and email address – ensure email address is valid b. Corporate Representative only – deposit the hard copy of Proxy Form together with the following document to the address as stated on the Proxy Form: <ul style="list-style-type: none"> ● A copy of Certificate of Appointment as corporate representative c. Individual shareholders, authorised nominee and exempt authorised nominee - deposit the hard copy Proxy Form to the address as stated on the Proxy Form. d. Submitted Proxy Form will be verified. e. After verification, proxy(ies) and corporate representative will receive email notification with temporary credentials, i.e. email address & password, to log in to Vote2U.

ON GENERAL MEETING DAY

1.	Log in to https://web.vote2u.my with your registered email address and password.
	For proxy(ies) and corporate representative, log in with the temporary credentials in the email which you have received from Vote2U.
2.	Vote2U will be opened for log in one (1) hour before the commencement of the general meeting you are attending.
3.	When you are logged in, select the general meeting event you are attending. On the main page, you are able to access the following:

	Description	Procedures
i.	Live Streaming	a. Select " Watch Live " button to view the live streaming.
ii.	Ask Question (real-time)	<p>a. Select "Ask Question" button to pose a question.</p> <p>b. Type in your question and select "Submit".</p> <p><u>Note:</u></p> <p><i>The Chairman of the general meeting/ Board of Directors will endeavour to respond to questions submitted by remote shareholders and proxies and corporate representatives during the meeting.</i></p>
iii.	Remote Voting	<p>a. On the main page, scroll down and select "Confirm Details & Start Voting".</p> <p>b. To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Select "Next" to continue voting for all resolutions.</p> <p>c. After you have completed voting, a Voting Summary page appears to show all the resolutions with you voting choices. Select "Confirm" to submit your vote.</p> <p><u>Note:</u></p> <p><i>Once you have confirmed and submitted your votes, you are <u>not able</u> to change your voting choices.</i></p>
iv.	View Voting Results	a. On the main page, scroll down and select " View Voting Results ".
v.	End of RPV	<p>a. Upon the announcement by the Chairman of the general meeting on the closure of the said meeting, the live streaming will end.</p> <p>b. You may log out from Vote2U.</p>

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at a general meeting will be conducted by poll. The Company has appointed Agmo Digital Solutions Sdn. Bhd. as the poll administrator to conduct the polling process and Aegis Communication Sdn. Bhd. as the independent scrutineers to verify the results of the poll.

Meeting Venue

As a result of the implementation of the FMCO by the Government on 28 May 2021 as well as the revised SC Guidance Note and FAQs, when a listed issuer conducts its general meeting during FMCO, the listed issuer is only allowed to conduct a fully virtual general meeting where all meeting participants including the Chairperson of the meeting, board members, senior management and shareholders are required to participate in the meeting online. Physical gatherings no matter how small are prohibited. Therefore, there shall be no broadcast venue to air the general meeting.

According to the revised SC Guidance Note and FAQs, an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of Companies Act 2016 provided that the online platform is located in Malaysia.

No e-Voucher, Gift, and Food Voucher

There will be no e-Voucher, gift, and food voucher for shareholders, proxies and corporate representatives who participate in the meeting.

Enquiry

- a. For enquiries relating to the general meeting, please contact the Company during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 07-7736918

Email : corp@fibon.com.my

- b. For enquiries relating to RPV facilities or issues encountered during registration, log in, connecting to the live streaming and online voting facilities, please contact Vote2U helpdesk during office hours (9:00 a.m. to 5:00 p.m.) on Mondays to Fridays (except public holidays) as follows:

Telephone No. : 03-7664 8520 / 03-7664 8521

Email : vote2u@agmostudio.com