

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“EGM” or “Meeting”) of FITTERS Diversified Berhad (“FITTERS” or the “Company”) will be held on a fully virtual basis and entirely via remote participation and voting through live streaming and online remote voting using Remote Participation and Electronic Voting facilities via the online meeting platform at <https://www.digitizevote.my> (Domain Registration No. with MYNIC: D6A474651) on Friday, 1 July 2022 at 10:30 a.m. or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolution with or without any modifications:-

#### ORDINARY RESOLUTION

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,862,402,877 NEW ORDINARY SHARES IN FITTERS (“FITTERS SHARES” OR “SHARES”) (“RIGHTS SHARES”) TOGETHER WITH UP TO 1,241,601,918 FREE DETACHABLE WARRANTS IN FITTERS (“WARRANTS”) ON THE BASIS OF 3 RIGHTS SHARES TOGETHER WITH 2 FREE WARRANTS FOR EVERY 1 EXISTING SHARE HELD BY THE ENTITLED SHAREHOLDERS OF FITTERS (“ENTITLED SHAREHOLDERS”) ON AN ENTITLEMENT DATE TO BE DETERMINED (“ENTITLEMENT DATE”) (“PROPOSED RIGHTS ISSUE WITH WARRANTS”)**

“THAT subject to the approvals of all relevant authorities or parties being obtained (if required), including but not limited to the approval of Bursa Malaysia Securities Berhad (“Bursa Securities”) for the listing and quotation of the Rights Shares and Warrants to be issued hereunder and the new Shares to be issued pursuant to the exercise of the Warrants, the Board of Directors of the Company (“Board”) be and is hereby authorised to undertake the Proposed Rights Issue with Warrants as follows:

- (i) to provisionally allot and issue by way of a renounceable rights issue of up to 1,862,402,877 Rights Shares together with up to 1,241,601,918 Warrants to the shareholders of FITTERS (“Entitled Shareholders”) whose names appear in the Record of Depositors of the Company at the close of business on an entitlement date to be determined by the Board (“Entitlement Date”) and/or their renouncee(s), on the basis of 3 Rights Shares together with 2 free Warrants for every 1 existing Share held by the Entitled Shareholders on the Entitlement Date at a final issue price to be determined by the Board and on such terms and conditions and in such manner as the Board may determine;
- (ii) to enter into and execute the deed poll constituting the Warrants (“Deed Poll”) and to do all acts, deeds and things as the Board may deem fit or expedient in order to implement, finalise and give effect to the Deed Poll (including, without limitation, the affixing of the Company’s common seal, where necessary);
- (iii) to allot and issue the Warrants in registered form to the Entitled Shareholders (and/or their renouncee(s), as the case may be) and the Excess Applicants (as defined below), if any, who subscribe for and are allotted Rights Shares, each Warrant conferring the right to subscribe for 1 new Share at an exercise price to be determined by the Board at a later date, subject to any provisions for adjustment to the subscription rights attached to the Warrants in accordance with the provisions of the Deed Poll; and
- (iv) to allot and issue such number of new Shares to the holders of the Warrants upon their exercise of the relevant Warrants to subscribe for new Shares during the tenure of the Warrants;

THAT any Rights Shares which are not validly taken up or which are not allotted for any reason whatsoever to the Entitled Shareholders and/or their renouncee(s) shall be made available for excess applications in such manner and to such persons (“Excess Applicants”) as the Board shall determine at its absolute discretion;

THAT the Rights Shares, Warrants and the new Shares to be issued pursuant to the exercise of the Warrants shall be listed on the Main Market of Bursa Securities;

THAT the proceeds of the Proposed Rights Issue with Warrants be utilised for the purposes as set out in Section 3 of the Circular to Shareholders dated 16 June 2022 and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient or in the best interests of the Company, subject (where required) to the approval of the relevant authorities;

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things, and to execute, enter into, sign, deliver and cause to be delivered for and on behalf of the Company all such transactions, arrangements, agreements and/or documents as it may consider necessary or expedient in order to implement, give full effect to and complete the Proposed Rights Issue with Warrants, with full powers to assent to and accept any condition, modification, variation, arrangement and/or amendment to the terms of the Proposed Rights Issue with Warrants as the Board may deem fit, necessary and/or expedient in the best interests of the Company or as may be imposed by any relevant authority or consequent upon the implementation of the aforesaid conditions, modifications, variations, arrangements and/or amendments and to take all steps as it considers necessary in connection with the Proposed Rights Issue with Warrants in order to implement and give full effect to the Proposed Rights Issue with Warrants;

THAT the Rights Shares shall, upon allotment, issuance and full payment of the issue price of the Rights Shares, rank equally in all respects with the then existing issued Shares, save and except that the holders of such Rights Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to Shareholders, the entitlement date of which is prior to the date of allotment of the Rights Shares;

THAT the new Shares to be issued pursuant to the exercise of the Warrants shall, upon allotment, issuance and full payment of the exercise price of the Warrants, rank equally in all respects with the then existing issued Shares, save and except that the holders of such new Shares shall not be entitled to any dividends, rights, allotments and/or other distributions which may be declared, made or paid to shareholders, the entitlement date of which is prior to the date of allotment of such new Shares to be issued pursuant to the exercise of the Warrants;

THAT the Board be and is hereby entitled to deal with all or any of the fractional entitlements of the Rights Shares and the Warrants arising from the Proposed Rights Issue with Warrants, which are not validly taken up or which are not allotted for any reason whatsoever, in such manner and to such persons as the Board may in its absolute discretion deem fit and in the best interest of the Company (including without limitation to disregard such fractional entitlements altogether);

AND THAT this Ordinary Resolution constitutes specific approval for the issuance of securities in the Company contemplated herein which is made pursuant to an offer, agreement or option and shall continue in full force and effect until all Rights Shares, Warrants and new Shares to be issued pursuant to or in connection with the Proposed Rights Issue with Warrants have been duly allotted and issued in accordance with the terms of the Proposed Rights Issue with Warrants.”

#### BY ORDER OF THE BOARD

TEA SOR HUA (MACS 01324) (SSM PC NO.: 201908001272)  
Company Secretary

Petaling Jaya  
16 June 2022

#### Notes:

- (a) The EGM will be conducted on a fully virtual basis through live streaming and online remote voting using Remote Participation and Electronic Voting (“RPEV”) facilities via the online meeting platform provided by Dvote Services Sdn Bhd at <https://www.digitizevote.my>. Please refer to the Administrative Notes for Shareholders for the EGM on the procedures to register, participate and vote remotely via <https://www.digitizevote.my>.
- (b) According to the revised Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
- (c) Members may submit questions relating to resolution to be tabled at the EGM to the Board via e-mail to [fd@fittersgroup.com](mailto:fd@fittersgroup.com) no later than 10:30 a.m. on Wednesday, 29 June 2022. Alternatively, members may transmit questions to the Board via <https://www.digitizevote.my> platform during the live streaming of the EGM.
- (d) A member who is entitled to attend and vote at the EGM shall be entitled to appoint more than one (1) proxy to attend and vote at the EGM in his/her stead. Where a member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholdings to be represented by each proxy.
- (e) A proxy may but need not be a member of the Company. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM.
- (f) 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 seal or under the hand of an officer or attorney duly authorised.
- (g) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint 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.
- (h) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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 appointment of multiple proxies shall not be valid unless the proportion of its shareholdings represented by each proxy is specified.
- (i) For the purpose of determining a member who shall be entitled to attend the EGM, the Company will be requesting Bursa Malaysia Depository Sdn Bhd in accordance with Clause 69 of the Company’s Constitution to issue the General Meeting Record of Depositors as at 22 June 2022. Only members whose names appear in the General Meeting Record of Depositors as at 22 June 2022 shall be regarded as members and entitled to attend, speak and vote at the Meeting.
- (j) The instrument appointing a proxy may be made via hardcopy or by electronic means through the following manner and must be deposited not less than 48 hours before the time set for holding the EGM or adjourned meeting at which the person named in the appointment proposes to vote:
  - (i) In hard copy form  
In the case of an appointment made in hard copy form, the Form of Proxy must be deposited with Share Registrar’s office, Sectrans Management Sdn Bhd at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia.
  - (ii) By electronic form  
The Form of Proxy can be electronically lodged with email to [dvotesevice@gmail.com](mailto:dvotesevice@gmail.com). Kindly refer to the Administrative Notes on the procedures for electronic lodgement of Form of Proxy.
- (k) The resolution as set out in the Notice of the EGM will be put to vote by poll.
- (l) In view of the constant evolving COVID-19 situation in Malaysia, we may be required to change the arrangements of our EGM at short notice. Kindly check Bursa Malaysia Securities Berhad’s website and the Company’s website at <http://www.fittersgroup.com> for the latest updates on the status of the EGM.



**FITTERS DIVERSIFIED BERHAD**  
**Registration No. 198601000595 (149735-M)**  
**(Incorporated in Malaysia)**

**ADMINISTRATIVE NOTES FOR THE FULLY VIRTUAL EXTRAORDINARY GENERAL MEETING (“EGM” OR “MEETING”) OF FITTERS DIVERSIFIED BERHAD (“FITTERS” OR “THE COMPANY”)**

Meeting Day, Date : Friday, 1 July 2022  
Time : 10:30 a.m.  
Online Meeting Platform : <https://www.digitizevote.my> (Domain Registration No. with MYNIC: D6A474651)  
Depository of Form of Proxy : The Share Registrar’s Office of FITTERS  
c/o Sectors Management Sdn. Bhd.  
  
Lot 9-7, Menara Sentral Vista,  
No. 150, Jalan Sultan Abdul Samad, Brickfields,  
50470 Kuala Lumpur,  
Wilayah Persekutuan, Malaysia.  
  
Email: [dvoteservice@gmail.com](mailto:dvoteservice@gmail.com)

**REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”) FACILITIES**

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using the RPEV Facilities provided by Dvote Services Sdn. Bhd. (“**Dvote**”) via its **Dvote Online Portal** at <https://www.digitizevote.my>.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at this EGM via RPEV Facilities must request his/her proxy or attorney or authorised representative to register himself/herself for RPEV Facilities at Dvote Online Portal at <https://www.digitizevote.my>

As the EGM will be held as a fully virtual meeting, shareholders who are unable to participate in this EGM via RPEV Facilities may also appoint the Chairman of the Meeting as his/her proxy and indicate the voting instructions in the proxy form.

**ENTITLEMENT TO PARTICIPATE AND VOTE AT THE EGM**

In respect of deposited securities, only members whose names appear in the Record of Depositors on **22 June 2022** (Extraordinary General Meeting Record of Depositors) shall be eligible to participate in the EGM or to appoint proxy(ies) to participate and/or vote on his/her behalf.

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## FORM(S) OF PROXY

Shareholders who are unable to participate in our EGM are encouraged to appoint the Chairman of the Meeting as your proxy and indicate the voting instructions in the Form of Proxy.

Please take note that you **must** complete the Form of Proxy for the EGM should you wish to appoint a proxy(ies).

Please deposit your Form of Proxy at the Company's Share Registrar's Office at Lot 9-7, Menara Sentral Vista, No. 150, Jalan Sultan Abdul Samad, Brickfields, 50470 Kuala Lumpur, Wilayah Persekutuan, Malaysia or email to [dvoteservice@gmail.com](mailto:dvoteservice@gmail.com) not less than forty-eight (48) hours before the time for holding the meeting or any adjournment thereof.

## VOTING PROCEDURES

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

The Company has appointed Dvote as Poll Administrator to conduct the poll by way of electronic voting or online remote voting ("**e-voting**").

Kindly refer to item (2) below on the Procedures for RPEV Facilities for guidance on how to vote remotely from Dvote Online website at <https://www.digitizevote.my>

During the EGM, the Chairman of the Meeting will invite the Poll Administrator to brief on the e-Polling housekeeping rules. The voting session will commence as soon as the Chairman of the Meeting calls for the poll to be opened and until such time when the Chairman of the Meeting announces the closure of the poll.

For the purposes of the EGM, e-voting will be carried out via personal smart mobile phones, tablets or personal computers/laptops.

Upon the conclusion of the poll session, the Scrutineers will verify the poll results followed by the declaration by the Chairman of the Meeting whether the resolutions put to vote were successfully carried or not.

Kindly follow the steps below on how to register, request for login ID and password:-

### 1. REMOTE PARTICIPATION AND E-VOTING FACILITIES

Members are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, "**Participate**") remotely at the EGM using RPEV Facilities provided by Dvote via its Dvote Online website at <https://www.digitizevote.my>. Please refer to the Procedures for RPEV Facilities.

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2. PROCEDURES FOR RPEV FACILITIES

Member(s)/proxy(ies)/corporate representative(s)/attorney(s) who wish to participate in the EGM remotely using the RPEV Facilities are to follow the requirements and procedures as summarised below:

<b>BEFORE MEETING DAY</b>		
<b>A. USER REGISTRATION</b>		
	<b>Procedure</b>	<b>Action</b>
(a)	Sign-up as a user with <b>Dvote Online</b>	<p><i>Note: If you are already a user with Dvote Online, you are not required to sign-up again. You may proceed to sign-in using your email address and password.</i></p> <ul style="list-style-type: none"> <li>• Access the website at <a href="https://www.digitizevote.my">https://www.digitizevote.my</a></li> <li>• Click on [<b>Sign up</b>] to register as a new user with Dvote Online.</li> <li>• Complete registration and upload softcopy of Malaysia Identification card (front and Back) or passport (foreigner(s)).</li> </ul> <p>You will be notified via email once your user registration is accepted/rejected by Dvote Online.</p>
(b)	Register Meeting with <b>Dvote Online</b>	<ul style="list-style-type: none"> <li>• Registration for Remote Participation will remain open from <b>24 June 2022</b> until the commencement of the polling during the EGM.</li> <li>• Login to <a href="https://www.digitizevote.my/Identity/Account/Login">https://www.digitizevote.my/Identity/Account/Login</a> with your user ID (i.e.: email address) and password.</li> <li>• Select event: “<b>FITTERS Diversified Berhad – Extraordinary General Meeting</b>” and click [<b>Register</b>].</li> <li>• You will receive an email notifying on your registration for the remote participation and verification.</li> <li>• Once your registration has been verified against the Record of Depositors as at 22 June 2022, you will be notified via email whether your request for remote participation is approved/rejected.</li> <li>• If approved, you will receive an invitation email together with the meeting link to “<i>Join Meeting</i>”.</li> </ul>
<b>ON THE DAY OF EGM</b>		
	<b>Procedure</b>	<b>Action</b>
(a)	Join the Live Stream Meeting	<ul style="list-style-type: none"> <li>• Click on “<b>Join Meeting</b>” link in the invitation email and you will be directed to the live streaming room.</li> <li>• You are advised to log in early, at least 20 minutes, before the Meeting time.</li> </ul>
(b)	Post Questions during Live Streaming	<ul style="list-style-type: none"> <li>• If you have any question(s) for the Board of Directors, you may use the “<b>Question</b>” box to transmit your question(s).</li> </ul>
(c)	Online Voting during Live Streaming	<ul style="list-style-type: none"> <li>• Click on [<b>Vote</b>], to cast your votes for each resolution(s).</li> <li>• Review your casted votes, confirm and submit your votes.</li> </ul>
(d)	End of remote participation	<ul style="list-style-type: none"> <li>• Upon the announcement by the Chairman on the closure of the EGM, the live streaming room will end.</li> </ul>

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Notes to users of the RPEV Facilities:

- The quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection at the location of the user and the device of the user.
- Users are advised to afford ample time to complete the log in process in advance of the meeting.
- In the event you encounter any issues with logging-in, connection to live streamed meeting or online voting on the meeting day, kindly call 03-2276 6138 and email to [Dvoteservice@gmail.com](mailto:Dvoteservice@gmail.com) for assistance.
- Member(s)/proxy(ies)/corporate representative(s)/attorney(s) are encouraged to register as a user with Dvote Online before the meeting day. The user registration is open from 24 June 2022.

3. APPOINTMENT OF PROXY(IES)/CORPORATE REPRESENTATIVE(S)/ATTORNEY(S)

A member who has appointed a proxy(ies)/authorised representative(s)/attorney(s) to participate in the EGM via RPEV Facilities must request his/her proxy(ies)/authorised representative(s)/attorney(s) to register himself/herself for RPEV Facilities via Dvote Online website at <https://www.digitizevote.my>

**NO DOOR GIFTS OR FOOD VOUCHERS**

There will be no distribution of food vouchers or door gifts during the EGM as the meeting is conducted on a fully virtual basis.

**NO RECORDING OR PHOTOGRAPHY**

By participating at the EGM, you agree that no part of the EGM proceedings may be recorded, photographed, stored in any retrieval systems, reproduced, transmitted or uploaded in any form, platform or social media or by any means whether it is mechanical, electronic, photocopying, recording or otherwise without the prior written consent of the Company. The Company reserves the right to take appropriate legal actions against anyone who violates this rule.

**ENQUIRY**

If you have any enquiry(ies) relating to the EGM, Administrative Notes for the Fully Virtual EGM, RPEV Facilities or encounters issues with the log in, steps to connect to live streaming and online voting, you may send them in advance or contact the following during office hours from Monday to Friday (except for public holiday):-

**For Agenda of the EGM related:**

Email : [fdb@fittersgroup.com](mailto:fdb@fittersgroup.com)

**For Pre-Registration via RPEV Facilities:**

DVOTE SERVICES SDN. BHD.  
Lot 9-7, Menara Sentral Vista  
No. 150, Jalan Sultan Abdul Samad  
Brickfield, 50470 Kuala Lumpur

Name : Ms Sangetha / Mr Hugo Wong

Telephone No. : +603-2276 6138

Email : [Dvoteservice@gmail.com](mailto:Dvoteservice@gmail.com)