

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **Fifteenth** Annual General Meeting ("15<sup>th</sup> 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-D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. in Malaysia on Thursday, 27 October 2022 at 10:00 a.m. for the following purposes:-

### AGENDA

1. To receive the Audited Financial Statements for the financial year ended 31 May 2022 together with the Reports of the Directors and the Auditors thereon. (Please refer to Note 7)
2. To approve the payment of a Single-Tier Final Dividend of 0.85 sen per ordinary share for the financial year ended 31 May 2022. (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) Datuk Seri Pang Chee Khiong; and
  - (b) Datuk Pang Fok Seng (Resolution 3)
4. To re-appoint Messrs. BDO PLT 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 RM363,400.00 for the period from 28 October 2022 until the next AGM of the Company in year 2023. (Resolution 5)
6. To approve the payment of Directors' benefits payable up to an amount of RM43,800.00 for the period from 28 October 2022 until the next AGM of the Company in year 2023. (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)

#### 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."

9. 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 0.85 sen per ordinary share in respect of the financial year ended 31 May 2022 will be payable on 29 December 2022 to depositors who are registered in the Record of Depositors at the close of business on 8 December 2022, if approved by shareholders at the forthcoming Fifteenth AGM on Thursday, 27 October 2022.

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 2022 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  
27 September 2022

#### Notes:

1. The 15<sup>th</sup> AGM of the Company 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 - D6A471702) provided by Agmo Digital Solutions Sdn. Bhd. in Malaysia. Please read and follow the procedures as set out in the Administrative Guide of the 15<sup>th</sup> 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 2022 ("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 beneficiaries 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 2/114, 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 2022**  
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. Mr. Chong Peng Khang, after having served on the Board of the Company as an Independent Non-Executive Director with a cumulative term of more than 13 years, to in line with the Malaysian Code of Corporate Governance guide and to uphold a holistic adoption of good corporate governance practice. He has expressed his intention not to seek retention or continuing in office as an Independent Non-Executive Director at the 15<sup>th</sup> AGM and will retain office until the conclusion of the 15<sup>th</sup> AGM.

9. 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 Fifteenth AGM on the two (2) separate resolutions as below:-

- The proposed Resolution 5 on payment of Directors' fees RM363,400.00 for the period from 28 October 2022 until the next AGM of the Company in year 2023.
- The proposed Resolution 6 on payment of Directors' benefits payable up to an amount of RM43,800.00 for the period from 28 October 2022 until the next AGM of the Company in year 2023.

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 Fourteenth AGM of the Company held on 27 October 2021 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 Fourteenth 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 swift 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 project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

#### (iii) Proposed Renewal of Authority for Share Buy-Back

The proposed Resolution 8, 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.

## FIBON BERHAD

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

### ADMINISTRATIVE GUIDE FOR SHAREHOLDERS

<b>General Meeting</b>	:	Fifteenth Annual General Meeting (“ <b>15<sup>th</sup> AGM</b> ”)
<b>Day, Date, and Time of Meeting</b>	:	Thursday, 27 October 2022 at 10:00 a.m.
<b>Meeting Venue</b>	:	<a href="https://web.vote2u.my">https://web.vote2u.my</a>
<b>Domain Registration Numbers with MYNIC</b>	:	D6A471702

In light of the coronavirus (Covid-19) outbreak, governmental decrees, and the encouragement of the Securities Commission Malaysia, as well as in the best interest of public health and the health and safety of our Board of Directors, employees and shareholders, the Fifteen Annual General Meeting (“**15<sup>th</sup> AGM**”) will be held virtually and online remote voting using the Remote Participation and Voting Facilities (“**RPV**”).

We strongly encourage our shareholders whose names appear on the Record of Depositors as at 20 October 2022 and holders of proxy for those shareholders to participate in the virtual Annual General Meeting (“AGM”) and vote remotely at this AGM. In line with the Malaysian Code on Corporate Governance Practice 12.3, this virtual AGM will facilitate greater shareholder’s participation (including posting questions to the Board of Directors and/or Management of the Company) and vote at the AGM without being physically present at the venue. For shareholders who are unable to participate in this virtual AGM, you may appoint proxy(ies) or the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained while using RPV provided by Agmo Digital Solutions Sdn. Bhd. (“**AGMO**”) via its **Vote2U Online** website at <https://web.vote2u.my>

## **PROCEDURES TO PARTICIPATE IN RPV**

Please follow the Procedure to Participate in RPV as summarized below:

### **BEFORE AGM DAY**

#### **A: REGISTRATION (Individual Shareholders)**

	<b>Description</b>	<b>Procedure</b>
i.	Shareholders to register with Vote2U online	<p>The registration will open from the day of notice</p> <ol style="list-style-type: none"><li>Access website at <b><i>https://web.vote2u.my</i></b></li><li><b>Click “Sign Up”</b> to sign up as a user.</li><li>Read the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ and indicate your acceptance of the ‘Privacy Policy’ and ‘Terms &amp; Conditions’ on a small box <input type="checkbox"/>. Then click <b>“Next”</b>.</li><li>*Fill-in your details (note: create your own password). Then click <b>“Continue”</b>.</li><li>Upload softcopy of your identification card (MYKAD) (front only) (for Malaysian) or Passport (for non-Malaysian).</li><li>Click <b>“Submit”</b> to complete the registration</li><li>Your registration will be verified and an email notification will be sent to you. Please check your email.</li></ol> <p><u>Note:</u> If you have registered as a user with Vote2U Online previously, you are not required to register again.</p> <p>*Check your email address is keyed in correctly. *Remember the password you have keyed-in.</p>

#### **B: REGISTER PROXY (Individual Shareholder / Corporate Shareholder / Nominees Company)**

	<b>Description</b>	<b>Procedure</b>
i.	Submit Form of Proxy (hardcopy)	<p>The closing time to submit your hardcopy Form of Proxy is at <b>10.00 a.m., Tuesday, 25th October 2022.</b></p> <ol style="list-style-type: none"><li>*Fill-in details on the hardcopy Form of Proxy and ensure to provide the following information:<ul style="list-style-type: none"><li>MYKAD (for Malaysian) / Passport (for non-Malaysian) number of the Proxy</li><li>*Email address of the Proxy</li></ul></li><li>Submit/Deposit the hardcopy Form of Proxy to <b>18-2, Jalan 2/114, Kuchai Business Centre, Off Jalan Klang Lama, 58200 Kuala Lumpur</b></li></ol> <p><u>Note:</u> After verification, an email notification will be sent to the Proxy and will be given a temporary password. The Proxy could use the temporary password to log in to Vote2U.</p> <p>*Check the email address of Proxy is written down correctly.</p>

Shareholders who appoint Proxy(ies) to participate the virtual AGM must ensure that the hardcopy Form of Proxy is submitted not less than 48 hours before the time for holding the meeting or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.

## ON AGM DAY

### A: WATCH LIVE STREAMING

#### Individual Shareholders & Proxies

	Description	Procedure
i.	Login to virtual meeting portal - Vote2U online & watch Live Streaming.	<p>The Vote2U online portal will open for log in starting from <b>9.00 a.m., Thursday, 27<sup>th</sup> October 2022</b>, one (1) hour before the commencement of the AGM.</p> <ol style="list-style-type: none"><li>Login with your email and password</li><li>Select the General Meeting event (for example, “_Fibon Berhad’s 15<sup>th</sup> AGM”).</li><li>Check your details.</li><li>Click “<b>Watch Live</b>” button to view the live streaming.</li></ol>

### B: ASK QUESTION

#### Individual Shareholders & Proxies

	Description	Procedure
i.	Ask Question during AGM (real-time)	<p>Questions submitted online using <u>typed text</u> will be moderated before being forwarded to the Chairman to avoid repetition. Every question and message will be presented with the full name of the shareholder or proxy raising the question.</p> <ol style="list-style-type: none"><li>Click “<b>Ask Question</b>” button to post question(s).</li><li>Type in your question and click “<b>Submit</b>”.</li></ol> <p>The Chairperson / Board of Director will endeavor to respond to questions submitted by remote shareholders and proxies during the AGM.</p>

## C: VOTING REMOTELY

### Individual Shareholders & Proxies

	Description	Procedure
i.	Online Remote Voting	<p>Once the Chairman announces the opening of remote voting:</p> <ol style="list-style-type: none"><li>Click “<b>Confirm Details &amp; Start Voting</b>”.</li><li>To vote, select your voting choice from the options provided. A confirmation screen will appear to show your selected vote. Click “<b>Next</b>” to continue voting for all resolutions.</li><li>To change your vote, click “<b>Back</b>” and select another voting choice.</li><li>After you have completed voting, a Voting Summary page appears to show all the resolutions with your voting choices. Click “<b>Confirm</b>” to submit your vote.</li></ol> <p>[Please note that you are <b><i>not able</i></b> to change your voting choices after you have confirmed and submitted your votes.]</p>

### ADDITIONAL INFORMATION

#### Voting Procedure

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

#### No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this AGM.

#### Enquiry

- For enquiries relating to the general meeting, please contact our **Investor Relation** 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

- 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 Number: 03-7664 8520 / 03-7664 8521

Email: vote2u@agmostudio.com