



**KUMPULAN FIMA BERHAD**

(Registration No. 197201000167(11817-V))

(Incorporated in Malaysia)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting (“**EGM**”) of Kumpulan Fima Berhad (“**KFima**” or “**Company**”) will be conducted on a virtual basis via live streaming and online remote voting using Remote Participation and Electronic Voting (“**RPEV**”) facilities available at <https://meeting.boardroomlimited.my>, from the Broadcast Venue at the Training Room, Kumpulan Fima Berhad, Suite 4.1, Level 4, Block C, Plaza Damansara, No. 45, Jalan Medan Setia 1, Bukit Damansara, 50490 Kuala Lumpur on Thursday, 29 August 2024 at 4.00 p.m. or immediately upon conclusion of the 52<sup>nd</sup> Annual General Meeting of KFima which will be held at the same venue and on the same day at 3.00 p.m., whichever is later or any adjournment thereof, for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without modification(s):-

### ORDINARY RESOLUTION 1

**PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN COMPRISING AN EMPLOYEES’ SHARE OPTION SCHEME (“PROPOSED ESOS”) AND AN EMPLOYEES’ SHARE GRANT SCHEME (“PROPOSED ESGP”) OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF KFIMA (“KFIMA SHARES”) (EXCLUDING TREASURY SHARES, IF ANY) (“PROPOSED LTIP”)**

“THAT subject to the approvals of the relevant authorities and/or parties (where applicable) being obtained and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given for the Company to:

- (i) establish and implement the Proposed LTIP which shall be in force for a period of 5 years from the effective date of implementation of the Proposed LTIP, with an option to extend the Proposed LTIP for a period of up to another 5 years immediately from the expiry of the first 5 years, for the eligible directors (both executive and non-executive directors) and employees of KFima and its subsidiaries (excluding dormant subsidiaries, if any) (“**Group**”) who fulfil the eligibility criteria for participation in the Proposed LTIP as set out in the by-laws governing the Proposed LTIP (“**By-Laws**”) (“**Eligible Person(s)**”). The Proposed LTIP will be administered by the Nomination and Remuneration Committee (“**NRC**”) of the Board of Directors of the Company (“**Board**”) who will have the sole and absolute discretion in administering the Proposed LTIP in accordance with the By-Laws;
- (ii) allot and issue such number of new KFima Shares and/or transfer existing KFima Shares (vide treasury shares) and/or make cash payment, from time to time and at any time as may be required to be allotted and issued pursuant to the exercise of the Proposed LTIP:
  - (a) provided that the total number of KFima Shares which may be made available under the Proposed LTIP shall not in aggregate exceed 10% of the total number of issued KFima Shares (excluding treasury shares, if any) at any point in time over the duration of the Proposed LTIP; and
  - (b) that such new KFima Shares shall, upon allotment and issuance, rank equally in all respects with the existing KFima Shares, save and except that these new KFima Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the new KFima Shares;

- (iii) add, delete, modify and/or amend all or any part of the terms and conditions as set out in the By-Laws from time to time as may be permitted or deemed necessary by the Board or the NRC, provided that such additions, deletions, modifications, and/or amendments are effected in accordance with the provisions of the By-Laws;
- (iv) do all such acts and things and to execute all such documents and enter into all such transactions, arrangements, agreements, instruments, deeds and/or undertakings, to make all such rules or regulations, or to impose all such terms and conditions and/or delegate part of its power and to generally exercise such powers and perform such acts as may be necessary or expedient to give full effect to the Proposed LTIP and the terms of the By-Laws; and

THAT the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed LTIP and the terms of the By-Laws with full powers to assent to any conditions, modifications, variations and / or amendments in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company;

AND THAT the draft By-Laws, as set out in **Appendix I** of the Circular, be and is hereby approved and adopted.”

#### **ORDINARY RESOLUTIONS 2, 3, 4, 5, 6, 7 AND 8**

#### **PROPOSED ALLOCATION OF LTIP AWARDS TO THE EXECUTIVE AND NON-EXECUTIVE DIRECTORS OF KFIMA (“PROPOSED ALLOCATION”)**

“THAT subject to the passing of Ordinary Resolution 1 as well as the approval(s) of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the NRC, at any time and from time to time during the duration of the Proposed LTIP, to offer and grant to each of the following persons:

(i)	Dato' Idris Bin Kechot (Chairman/Independent Non-Executive Director)	Ordinary Resolution 2
(ii)	Dato' Roslan Bin Hamir (Group Managing Director/Non-Independent Executive Director)	Ordinary Resolution 3
(iii)	Dato' Rosman Bin Abdullah (Non-Independent Non-Executive Director)	Ordinary Resolution 4
(iv)	Rozana Zeti Binti Basir (Non-Independent Non-Executive Director) <sup>(1)</sup>	Ordinary Resolution 5
(v)	Datuk Anuar Bin Ahmad (Independent Non-Executive Director)	Ordinary Resolution 6
(vi)	Datin Rozilawati Binti Haji Basir (Non-Independent Non-Executive Director) <sup>(1)</sup>	Ordinary Resolution 7
(vii)	Danny Hoe Kam Thong (Independent Non-Executive Director)	Ordinary Resolution 8

*Note:*

(1) *Rozana Zeti Binti Basir and Datin Rozilawati Binti Haji Basir are sisters.*

to subscribe for such number of KFima Shares to be issued under the Proposed LTIP subject always to the following provisions:

- (i) not more than 10% of the total number of issued shares of the Company made available under the Scheme shall be allocated to any one of the above-mentioned persons who, either singly or collectively through persons connected (as defined in the Main Market Listing Requirements of

Bursa Securities (“**Listing Requirements**”)) with the Eligible Person, holds 20% or more of the total number of issued shares of the Company (excluding treasury shares, if any); and

- (ii) the above-mentioned persons shall not participate in the deliberation or discussion of their respective allocations as well as to persons connected with them, if any.

AND THAT subject always to such terms and conditions and/or adjustments which may be made in accordance with the By-Laws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation with full power to assent to any terms, conditions, modifications, variations and/or amendments as may be imposed and/or permitted by the relevant authorities.”

By Order of the Board

**JASMIN BINTI HOOD**  
(SSM PC No. 201908001455) (LS 0009071)  
**FADZIL BIN AZAHA**  
(SSM PC No. 201908001530) (CA 20995)

Company Secretaries Kuala Lumpur

[31 July 2024]

Notes:

- The EGM of the Company will be conducted on a virtual basis through live streaming and RPEV facilities which will be made available on the online portal provided by Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my>. Please follow the procedures provided in the Administrative Guide for the EGM that is published on our Company' website at <https://fima.com.my> in order to register, participate and vote remotely via the RPEV facilities.*
- The Broadcast Venue of the EGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the EGM to be present at the main venue of the general meeting and to facilitate the conduct of the virtual meeting.*
- Members, proxies or corporate representatives are not allowed to be physically present at the Broadcast Venue. Only essential individuals and authorised personnel as determined by the Company shall be allowed entry into the Broadcast Venue.*
- Members may login via <https://investor.boardroomlimited.com> to pose and submit questions electronically in relation to the agenda items for the EGM prior to the meeting and no later than 4.00 p.m. on Tuesday, 22 August 2024. The responses to these questions will be shared at the EGM. Members may also pose questions via real time submission at <https://meeting.boardroomlimited.my> during the EGM.*
- Only members whose name appears in the General Meeting Record of Depositors as at 22 August 2024 shall be entitled to participate, speak and vote at the EGM or appoint proxy(ies) to attend and/or vote on their behalf.*
- A member of the Company who is entitled to attend and vote at the EGM, may appoint up to 2 proxies by specifying the proportion of his/her shareholding to be represented by each proxy. A proxy may not be a member of the Company.*
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the multiple beneficial owners in 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.*

8. *The instrument appointing a proxy (proxy form) may be made in a hard copy form or by electronic means in the following manner and must be deposited to the Company's share registrar, Boardroom Share Registrars Sdn. Bhd. not less than 48 hours before the time appointed for holding the EGM or adjournment thereof:*
  - (a) *In hard copy form*  
*The proxy form must be deposited at the Company's share registrar's office situated at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.*
  - (b) *By electronic means*  
*The proxy form can also be lodged electronically through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>. Kindly refer to the Administrative Guide for the EGM on the procedures for electronic lodgement of proxy form that is published on our Company' website at <https://fima.com.my>.*
9. *If the appointer is a corporation, the proxy form or certificate of appointment of corporate representative must be deposited by hand or post to Boardroom Share Registrars Sdn. Bhd. Alternatively, the proxy form or certificate of appointment of corporate representative may also be sent to Boardroom Share Registrars Sdn. Bhd. via email at [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com).*
10. *If you have submitted your proxy form prior to the EGM and subsequently, decide to participate in the EGM yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the appointment of your proxy(ies) 48 hours before the EGM. Your proxy(ies) on revocation will not be allowed to participate in the EGM. In such event, you should advise your proxy(ies) accordingly.*
11. *The voting at the EGM will be conducted on a poll. The Company will appoint independent scrutineers to verify the poll result.*

## ADMINISTRATIVE GUIDE FOR THE EXTRAORDINARY GENERAL MEETING ("EGM")

<b>Meeting Day and Date</b>	: Thursday, 29 August 2024
<b>Online Meeting Platform</b>	: <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a>
<b>Registration</b>	: Virtual Meeting using Remote Participation and Electronic Voting ("RPEV") facilities online via the Boardroom Smart Investor Portal at <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>
<b>Commencement of Meeting</b>	: 4:00 p.m. or immediately upon conclusion of the 52nd Annual General Meeting of the Company held at the same venue and on the same day at 3:00 p.m., whichever is later or at any adjournment thereof.
<b>Broadcast Venue</b>	: Training Room, Kumpulan Fima Berhad, Suite 4.1, Level 4 Block C, Plaza Damansara, No. 45, Jalan Medan Setia 1 Bukit Damansara, 50490 Kuala Lumpur

### 1. Virtual Extraordinary General Meeting ("EGM")

- 1.1 The Company's EGM will be conducted virtually through live streaming and online remote participation using RPEV facilities from the Broadcast Venue, in accordance with the revised Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission of Malaysia on 7 April 2022. In this respect, the Company will continue to leverage technology, to ensure that the EGM supports meaningful engagement between the Board and shareholders of the Company.
- 1.2 The main and only venue for the EGM is the Broadcast Venue which is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 that requires the Chairman of the Meeting to be present at the main venue of the meeting. No shareholders/proxies/corporate representatives should be physically present nor admitted at the Broadcast Venue on the day of the EGM.
- 1.3 Even though the 52<sup>nd</sup> AGM and EGM will follow the same administrative procedures, they are deemed as separate meetings. Shareholders who participate at the 52<sup>nd</sup> AGM must logout from the 52<sup>nd</sup> AGM meeting platform and login to the EGM meeting platform with a separate meeting ID, User ID and Password if they wish to participate in the EGM.
- 1.4 Shareholders can participate in our EGM via online meeting platform at <https://meeting.boardroomlimited.my> by registering online via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. With the RPEV facilities, you may exercise your right as a shareholder of the Company to participate and pose questions to the Board and vote at the EGM.
- 1.5 Kindly ensure the stability of the internet connectivity throughout the EGM proceedings is maintained as the quality of the live webcast and online remote voting are dependent on the bandwidth and stability of the internet connection of the participants.
- 1.6 No recording or photography of the meeting proceedings is allowed.

### 2. Entitlement to Participate and Vote

- 2.1 Only members whose names appear in the General Meeting Record of Depositors as at 22 August 2024 shall be entitled to participate in the EGM or appoint proxies to participate and vote on their behalf.

### 3. Proxy

- 3.1 If you are unable to participate the EGM and wish to appoint the proxies to participate and vote on your behalf or the Chairman of the meeting as your proxy, please indicate your voting instructions in the proxy form.
- 3.2 Corporate shareholders who require their corporate representative to participate and vote at the EGM must deposit their proxy form or certificate of appointment of corporate representative to the Company's share registrar, Boardroom Share Registrars Sdn. Bhd. ("Boardroom Share Registrars").
- 3.3 You may download the proxy form from our website at [www.fima.com.my/agm.html](http://www.fima.com.my/agm.html).

### 4. Lodgement of Proxy Form

- 4.1 The instrument appointing a proxy (proxy form) may be made in hard copy form or by electronic means, and must be deposited to the Boardroom Share Registrars, not less than 48 hours before the time appointed for holding the EGM or adjournment thereof:

(a) In hard copy form

The proxy form must be deposited at the Boardroom Share Registrars' office situated at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Boardroom Share Registrars will also provide a box at the ground floor of its office building to facilitate drop-off of proxy forms.

(b) By electronic means

The proxy form can also be lodged electronically through Boardroom Smart Investor Online Portal at <https://investor.boardroomlimited.com>. Kindly refer to the procedures for electronic lodgement of proxy form provided below:

#### **Step 1: Register Online with Boardroom Smart Investor Portal (for first time registration only)**

*Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement.*

- a. Access website <https://investor.boardroomlimited.com>.
- b. Click <<Register>> to sign up as a user.
- c. Complete your registration and upload softcopy of MyKad/Identification Card (front and back in JPEG/PNG/PDF format only) or Passport (for foreign shareholder) (in JPEG/PNG/PDF format only).
- d. Please enter a valid email address and wait for Boardroom Share Registrars' email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

#### **Step 2: e-Proxy Lodgement**

- a. Login to <https://investor.boardroomlimited.com> using your user ID and password provided by Boardroom Share Registrars.
- b. Select "KUMPULAN FIMA BERHAD EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meeting and click "Enter".

#### **For Individual/Corporate Shareholders:**

1. Go to "PROXY" and click on "Submit eProxy Form".
2. Select the Company you would like to be represented if more than one Company (for corporate shareholder).
3. Enter your Central Depository System ("CDS") account number and insert the number of securities held.
4. Appoint your proxies or the Chairman of the EGM and enter the required particulars for your proxies.
5. Read and agree to the Terms and Condition by clicking "Next".
6. Indicate your voting instructions – For, Against or Abstain, otherwise your proxies will decide your votes.
7. Review and confirm your proxies' appointment.
8. Click "Apply".
9. Download or print the e-Proxy form acknowledgment.

#### **For Authorised Nominee and Exempt Authorised Nominee:**

1. Go to "PROXY" and click on "Submit eProxy Form".
2. Select the company you would like to be represented (if more than one).
3. Proceed to download the file format for "Submission of Proxy Form".
4. Prepare the file for the appointment of proxies by inserting the required data.
5. Proceed to upload the duly completed Proxy Appointment file.
6. Review and confirm your proxy appointment and click "Submit".
7. Download or print the e-Proxy form as acknowledgement.

*Note: If you are the authorised representatives for more than one authorised nominee/exempt authorised nominee/corporate shareholder, kindly click the home button and select "Edit Profile" in order to add company's name.*

- 4.2 If you wish to participate in the EGM yourself, please do not submit any proxy form for the EGM. You will not be allowed to participate in the EGM together with a proxy appointed by you.
- 4.3 If you have submitted your proxy form prior to the EGM and subsequently, decide to participate in the EGM yourself, please write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) to revoke the appointment of your proxies 48 hours before the EGM. Your proxies on revocation would not be allowed to participate in the EGM. In such event, you should advise your proxies accordingly.

## **5. Voting Procedures**

- 5.1 The voting will be conducted by poll in accordance with Paragraph 8.29A of Bursa Listing Requirements.
- 5.2 The Company has appointed Boardroom Share Registrars as the Poll Administrator to conduct the poll by way of electronic voting ("e-Voting") and SKY Corporate Services Sdn. Bhd. as Scrutineers to verify the poll results.
- 5.3 During the EGM, the Chairman will invite the Poll Administrator to present a short video on the e-Voting housekeeping rules. The voting session will commence as soon as the Chairman calls for the poll to be opened and until such time when the Chairman announces the closure of the poll.
- 5.4 For the purpose of the EGM, e-Voting will be carried out using personal smart mobile phones, tablets, personal computers or laptops.
- 5.5 The Scrutineers will verify the poll result reports upon closing of the poll session by the Chairman. Thereafter, the Chairman will announce and declare whether the resolutions put to vote were successfully carried or not.

## **6. Remote Participation and Electronic Voting**

- 6.1 Please note that all members including (i) individual members; (ii) corporate shareholders; (iii) authorised nominees; and (iv) exempt authorised nominee shall use the RPEV facilities to participate and vote remotely at the EGM.
- 6.2 If you wish to participate in the EGM, you will be able to view a live webcast of the EGM, ask questions and submit your votes in real time whilst the EGM is in progress.
- 6.3 Kindly follow the steps below on how to request for login ID and password and usage of the RPEV facilities:

### **BEFORE EGM**

#### **Procedures**

1. Register Online with Boardroom Smart Investor Portal (**for first time registration only**)

*Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 – Submit Request for Remote Participation User ID and Password.*

#### **Actions**

- a. Access website <https://investor.boardroomlimited.com>.
- b. Click <<Register>> to sign up as a user.
- c. Complete your registration and upload softcopy of MyKad/Identification Card (front and back in JPEG/PNG/PDF format only) or Passport (for foreign shareholder) (in JPEG/PNG/PDF format only).
- d. Please enter a valid email address and wait for Boardroom Share Registrars' email verification.
- e. Your registration will be verified and approved within one (1) business day and an email notification will be provided.

2. Submit Request for Remote Participation User ID and Password

*Note: Registration for remote access will be opened on 31 July 2024. Please note that the **closing time to submit your request** is not less than 48 hours before the time of holding the EGM or no later than 4.00 p.m. on 27 August 2024.*

#### **Individual Members**

- Login to <https://investor.boardroomlimited.com> using your user ID and password.
- Select "KUMPULAN FIMA BERHAD EXTRAORDINARY GENERAL MEETING" from the list of Corporate Meeting and click "Enter".
- Click "Register for RPEV".
- Read and accept the general terms and conditions and enter your CDS account number to submit your request.

#### **Corporate Members**

- Write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) by providing the name of member, CDS account number accompanied with the certificate of appointment of corporate representative or proxy form to submit the request.
- Please provide a copy of corporate representative's MyKad/Identification Card (front and back) or Passport (for foreign shareholder) (in JPEG/PNG/PDF format only) as well as his/her email address.

#### **Authorised Nominee and Exempt Authorised Nominee**

- Write in to [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com) by providing the name of member, CDS account number accompanied with the proxy form to submit the request.
- Please provide a copy of proxy holder's MyKad/Identification Card (front and back) or Passport (for foreign shareholder) (in JPEG/PNG/PDF format only) as well as his/her email address.

3. Email Notification

- a. Upon system verification against the General Meeting Record of Depositors as at 22 August 2024, you will receive an email from Boardroom Share Registrars either approving or rejecting your registration for remote participation.
- b. If your registration is approved, you will receive your remote access user ID and password in the same email from Boardroom Share Registrars.

### **ON THE DAY OF THE EGM**

#### **Procedures**

#### **Actions**

1. Login to Online Meeting Platform

- a. The Online Meeting Platform will be opened for login 1 hour before the commencement of the EGM at 3.00 p.m. on 29 August 2024.
- b. Follow the steps given to you in the email from Boardroom Share Registrars, using the remote access user ID and password provided.
- c. The steps will also guide you on how to view live webcast, pose questions and vote.

2. Participate

- a. If you would like to view live webcast, select the broadcast icon.
- b. If you would like to ask a question during the EGM, select the messaging icon.
- c. Type your message within the chat box, click the send button once completed.
- d. The Chairman/the Board will endeavour their best to respond to the questions submitted by the shareholders/proxies which are related to the resolutions to be tabled at the EGM, as well as financial performance/prospect of the Company.
- e. In order to ensure a smooth and efficient conduct of the EGM, questions that are repetitive in nature and/or have been responded to will not be specifically addressed.
- f. All questions and responses will be made available on the Company's website after the EGM.

3. Voting

- a. Once the EGM is open for voting, the polling icon will appear with the resolutions and your voting choices.
- b. To vote, simply select your voting direction from the options provided.



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	<ul style="list-style-type: none"> <li>c. A confirmation message will appear to show your vote has been received.</li> <li>d. To change your vote, simply select another voting direction.</li> <li>e. If you wish to cancel your vote, please press "Cancel".</li> </ul>
4. End of Participation	<ul style="list-style-type: none"> <li>a. Upon the announcement by the Chairman on the closure of EGM, the live webcast will end and the messaging window will be disabled.</li> <li>b. You can now logout from the meeting platform.</li> </ul>

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## 7. No Door Gifts

7.1 There will be no distribution of door gifts or vouchers for the participation at this EGM.

## 8. Enquiries

8.1 The Company welcomes questions and views from shareholders on the EGM resolutions and Annual Report 2024 to be raised at the EGM. Please submit your questions via Boardroom Share Registrars' website at <https://investor.boardroomlimited.com> using the same user ID and password provided in Step 2: e-Proxy Lodgement and select "SUBMIT QUESTION" to pose questions commencing from 31 July 2024 and in any event no later than 4.00 p.m. on Tuesday, 22 August 2024. We will endeavour to provide responses to the queries during the EGM session.

8.2 If you have any enquiry relating to RPEV facilities or any of the above, please contact Boardroom Share Registrars during office hours on Monday to Friday from 9.00 a.m. to 5.00 p.m. (except on Public Holidays):

General Line : +603-7890 4700

Email : [BSR.Helpdesk@boardroomlimited.com](mailto:BSR.Helpdesk@boardroomlimited.com)

8.3 Members are reminded to monitor the Company's website and announcements for any changes to the arrangements of the EGM.