

FEDERAL INTERNATIONAL HOLDINGS BERHAD

[Registration No: 198301001857 (97092-W)]
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-First (“**41st**”) Annual General Meeting (“**AGM**”) of Federal International Holdings Berhad (“**the Company**”) will be held on a **virtual basis** at the following date, time and venue for the following purposes:-

Day and date	:	Thursday, 19 December 2024
Time	:	3:30 p.m.
Broadcast Venue	:	12th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan.
Online Meeting Platform	:	https://meeting.boardroomlimited.my

AGENDA

- To receive the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. (Explanatory Note 1)
- To approve the payment of Directors’ Fees and benefits payable amounting to RM500,000 payable to the Directors from 20 December 2024 until the date of the next Annual General Meeting of the Company to be held in the year 2025. (Ordinary Resolution 1)
- To re-elect the following Directors who are retiring in accordance with Clause 120 of the Company’s Constitution, and being eligible, have offered themselves for re-election:-
 - Dato’ Dr. Choy Fook On; (Ordinary Resolution 2)
 - Dato’ Choy Wai Hin; and (Ordinary Resolution 3)
 - Datuk Choy Wai Ceong. (Ordinary Resolution 4)
- To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Ordinary Resolution 5)

Special Business

To consider and, if thought fit, to pass the following resolutions with or without modifications:-

- Authority to issue shares pursuant to the Companies Act 2016** (Ordinary Resolution 6)

“**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 empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (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 THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

6. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Renewal of Shareholders' Mandate")** (Ordinary Resolution 7)

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), the Company and its subsidiaries ("**the Group**") be and are hereby authorised to enter into and give effect to the Recurrent Related Party Transactions of a revenue or trading nature as set out in Section 2.3 of Part A of the Circular/Statement to Shareholders dated 30 October 2024, which are necessary for the day-to-day operations of the Group provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such authority 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, at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**the Act**") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by resolution passed by the shareholders of the Company in a general meeting;

whichever is the earlier.

AND THAT the Directors of the Company be authorised to complete and do such acts and things (including executing all such documents as may be required), as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

7. **Proposed Renewal of Authority for the Company to Purchase its Own Shares ("Proposed Renewal of Share Buy-Back Authority")** (Ordinary Resolution 8)

"THAT subject to Section 127 of the Companies Act 2016 ("**the Act**"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**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 shares to be purchased and/or held pursuant to this resolution does not exceed ten per centum (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(s).

NOTICE OF ANNUAL GENERAL MEETING
(CONT'D)

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 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 Share Buy-Back Authority 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 they may deem fit and expedient in the best interest of the Company.”

8. To transact any other business for which due notice has been given.

By Order of the Board

CHUA SIEW CHUAN (SSM PC NO. 201908002648) (MAICSA 0777689)
Company Secretary

Kuala Lumpur
30 October 2024

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Notes:

1. The 41st AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting (“RPEV”) facilities at <https://meeting.boardroomlimited.my>. Please read carefully and follow the procedures provided in the Administrative Guide for the 41st AGM to register, participate and vote remotely via the RPEV facilities. The Administrative Guide on the conduct of the 41st AGM is available for download at www.fihb.my.

Members are **NOT ALLOWED** to attend the 41st AGM in person at the Broadcast Venue on the day of the meeting.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on **12 December 2024** (“**General Meeting Record of Depositors**”) shall be eligible to participate, speak and vote at the Meeting.
3. A member of the Company entitled to participate, speak and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his/her stead. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
4. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate, speak and vote at the Meeting shall have the same rights as the members to participate, speak and vote at the Meeting.

As guided by the Securities Commission Malaysia’s Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 41st AGM via real-time submission of typed texts during the AGM via the RPEV at <https://meeting.boardroomlimited.my>. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcast and responded to by the Chairman, Board of Directors and/or Management during the Meeting.

5. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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.
6. The instrument appointing a proxy shall be in writing under the hand of the member or his/her attorney duly authorised in writing or, if the member is a corporation, either under the corporation’s seal or under the hand of an officer or attorney duly authorised.
7. A member who has appointed a proxy or attorney or authorised representative to participate, speak and vote at the AGM via RPEV facilities must request his/her proxy to register himself/herself for RPEV facilities via Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com>. **Please refer to the Administrative Guide for procedures to utilise the RPEV facilities.**
8. **Publication of Notice of AGM and Proxy Form on the corporate website**

Pursuant to Section 320(2) of the Companies Act 2016 (“**the Act**”), a copy of the Notice of AGM and the Proxy Form are available at the corporate website of FIHB at www.fihb.my.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

9. Submission of Proxy Form in either hard copy form or electronic form

The instrument appointing a proxy and the power of attorney or other authority, if any, may be made either in hard copy form or by electronic form, and, shall be deposited with Boardroom Share Registrars Sdn. Bhd. either at the designated office as stated below or vide Boardroom Smart Investor Portal, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof:-

Mode of Submission	Designated Address
Hard copy form	Boardroom Share Registrars Sdn. Bhd. 11th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Email: bsr.helpdesk@boardroomlimited.com
Electronic form	Boardroom Smart Investor Portal Weblink: https://investor.boardroomlimited.com

10. Should you wish to personally participate in the 41st AGM remotely, please register electronically via the Boardroom Smart Investor Portal at <https://investor.boardroomlimited.com> by the registration cut-off date and time. Please follow the procedures as guided in the Administrative Guide.
11. If you have submitted your proxy form(s) and subsequently decide to appoint another person or wish to participate in the 41st AGM by yourself, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy twenty-four (24) hours before this meeting.

Explanatory Notes:-

1. Item 1 of the Agenda

This 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.

2. Ordinary Resolution 1 - Payment of Directors' Fees and Directors' Benefits

Pursuant to 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 by the shareholders at a general meeting.

In this respect, the proposed Ordinary Resolution 1 is to seek shareholders' approval for the payment of Directors' fees and benefits payable to the Directors amounting to RM500,000 from 20 December 2024 until the next AGM of the Company to be held in year 2025.

The Directors' benefit payable to Non-Executive Directors comprises the meeting allowance of RM400/- per meeting per attendance. The payment of meeting allowance to the Directors will be made by the Company as and when incurred. The Board is of the view that it is fair and equitable for the Directors to be paid the meeting allowance, given that they have fully discharged their responsibilities and provided their services to the Company for the said period.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

3. Ordinary Resolutions 2 to 4 – Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 41st AGM, the Nomination Committee ("**NC**"), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), had recommended for the re-election of Dato' Dr. Choy Fook On, Dato' Choy Wai Hin and Datuk Choy Wai Ceong who are retiring pursuant to Clause 120 of the Constitution of the Company ("**Retiring Directors**").

The Board of Directors ("**Board**"), through the NC, had conducted separate assessments and being satisfied with the performance/contribution of the Retiring Directors. Therefore, the Board would like to recommend the same be tabled to the shareholders for approval at the 41st AGM of the Company under Ordinary Resolutions 2 to 4 respectively.

The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Overview Statement of the Annual Report 2024 of the Company. The Retiring Directors have consented to their re-election and abstained from deliberations and voting in relation to their own re-election at the NC and Board Meetings (where relevant), respectively.

4. Ordinary Resolution 5 - Re-appointment of Auditors

The Audit and Risk Management Committee ("**ARMC**") had assessed the suitability and independence of the External Auditors and recommended the re-appointment of Baker Tilly Monteiro Heng PLT as External Auditors of the Company for the financial year ending 30 June 2025. The Board has in turn reviewed the recommendation of the ARMC and recommended the same be tabled to the shareholders for approval at the 41st AGM of the Company.

5. Ordinary Resolution 6 - Authority to issue shares pursuant to the Act

This proposed Ordinary Resolution 6, if passed, will give a renewal mandate to the Directors of the Company the authority to issue and allot new ordinary shares in the Company at any time, to such person or persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit ("**General Mandate**"), provided that the aggregate number of shares to be issued pursuant to this General Mandate, during the preceding twelve (12) months, does not exceed ten percent (10%) of the total number of issued shares of the Company at the time of issue. This renewed General Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company. With this renewed General Mandate, the Company will be able to raise funds expeditiously for the purpose of funding future investment, working capital and/or acquisition(s) without having to convene a general meeting to seek shareholders' approval when such opportunities or needs arise. The Company had been granted a mandate by its shareholders at the Fortieth AGM held on 6 December 2023 ("**Previous Mandate**").

The Previous Mandate granted by the shareholders had not been utilised and hence, no proceeds were raised therefrom.

6. Ordinary Resolution 7 - Proposed Renewal of Shareholders' Mandate

The proposed Ordinary Resolution 7 is to renew the shareholders' mandate granted by the shareholders of the Company at the Fortieth AGM of the Company held on 6 December 2023. The proposed renewal of the shareholders' mandate will enable the Group to enter into recurrent related party transactions of a revenue and/or trading in nature with related parties in the ordinary course of business and necessary for the day-to-day operations of the Group, based on commercial terms which are not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Detailed information on the Proposed Renewal of Shareholders' Mandate is set out in Part A of the Circular/Statement to Shareholders dated 30 October 2024 circulated together with the Annual Report.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

7. Ordinary Resolution 8 - Proposed Renewal of Share Buy-Back Authority

This proposed Ordinary Resolution 8 is intended to allow the Company to purchase the ordinary shares of up to ten percent (10%) of the total number of issued shares of the Company at any time within the time period stipulated in the Main Market Listing Requirements of Bursa Securities by utilising the funds allocated which shall not exceed the Company's retained profits 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(s).

Detailed information on the Proposed Renewal of Share Buy-Back Authority is set out in Part B of the Circular/ Statement to Shareholders dated 30 October 2024 circulated together with the Annual Report.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to participate, speak and vote at the 41st AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ADMINISTRATIVE GUIDE

FOR THE FORTY-FIRST (“41ST”) ANNUAL GENERAL MEETING (“AGM”) (“THE MEETING”)

Meeting Platform	:	https://meeting.boardroomlimited.my
Day and Date	:	Thursday, 19 December 2024
Time	:	3:30 p.m.
Broadcast Venue	:	12th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan
Mode of Communication	:	(a) Submit questions in relation to the agenda items by logging in to the Boardroom Smart Investor Portal (“ BSIP ”) at http://investor.boardroomlimited.com latest by Tuesday, 17 December 2024 at 10:00 a.m. Click ‘ Submit Question ’ after selecting “ FEDERAL INTERNATIONAL HOLDINGS BERHAD ” from ‘ Meeting Event ’;
		(b) Type text in the meeting platform. The messaging window facility will be opened concurrently one (1) hour before the meeting, which is from 2:30 p.m. on 19 December 2024.

Dear Valued Shareholders,

In line with the Malaysian Code on Corporate Governance Practice 12.3, conducting a virtual AGM would facilitate greater shareholder participation as it facilitates electronic voting and remote shareholders’ participation. With the virtual meeting facilities, you may exercise your right as a member of the Company to participate (including to pose questions to the Board of Directors and/or Management of the Company) and vote at the AGM. Alternatively, you may also appoint the Chairman of the Meeting as your proxy to attend and vote on your behalf at the AGM.

Kindly ensure that you are connected to the internet at all times in order to participate and vote when our virtual AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live webcast is dependent on the bandwidth and stability of the internet connection of the participants.

A. Broadcast Venue

Shareholders are **NOT ALLOWED** to participate in the AGM via the Broadcast Venue as the venue is only meant to facilitate the conduct of the virtual AGM. Shareholders who turn up at the Broadcast Venue would be requested to leave the venue politely.

B. Entitlement to Participate in the AGM

In respect of deposited securities, only members whose names appear on the Record of Depositors on **12 December 2024** (“**General Meeting Record of Depositors**”) shall be eligible to participate in the meeting or appoint proxy(ies) to participate on his/her behalf.

C. Form(s) of Proxy

If you are unable to attend the AGM, you are encouraged to appoint a proxy or the Chairman of the Meeting as your proxy and indicate the voting instructions in the Proxy Form in accordance with the notes and instructions printed therein.

Please ensure that the original form is deposited at our Share Registrar's office not less than forty-eight (48) hours before the time appointed for holding the Meeting. Details of our Share Registrar's office can be found in the enquiry section of this document.

Alternatively, you may deposit your proxy form(s) by electronic means through BSIP at <https://investor.boardroomlimited.com> not less than forty-eight (48) hours before the Meeting. The procedures to submit your proxy form electronically via BSIP are summarised below:-

Step 1 Register Online with BSIP (for first-time registration only)

(Note: If you have already signed up with BSIP, you are not required to register again. You may proceed to Step 2 on e-Proxy Lodgement.)

- (a) Access the website <https://investor.boardroomlimited.com>.
- (b) Click '**Register**' to sign up as a user.
- (c) Select "Account Type" to "Sign Up As Shareholder" or "Sign Up As Corporate Holder"
- (d) Complete registration and upload a softcopy of MyKad (front and back) or passport and authorisation letter (template available) for Corporate Shareholder.
- (e) Please enter a valid email address and mobile number. Click "Sign Up"
- (f) You will receive an e-mail from BSIP for e-mail address verification. Click '**Verify E-mail Address**' from the e-mail received to continue with the registration.
- (g) Once your email address is verified, you will be re-directed to BSIP for verification of your mobile number. Click '**Request OTP Code**' and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click '**Enter**' to complete the process.
- (h) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification. Your registration will be verified and approved within one business day and an email notification will be provided.

Step 2 e-Proxy Lodgement

- (a) Access the website <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (b) Select **FEDERAL INTERNATIONAL HOLDINGS BERHAD 41st ANNUAL GENERAL MEETING** from the list of Meeting Event and click "Enter".
- (c) Click on "**Submit eProxy Form**".
- (d) For **Corporate Shareholder**, select the company(ies) you would like to represent. If you wish to appoint more than one (1) company, please click the home button and select "Edit Profile" in order to add the company's name.
- (e) Read the terms & conditions and confirm the Declaration by clicking "**Next**".
- (f) Enter your CDS Account Number and indicate the number of securities held.
- (g) Appoint your proxy(ies) and enter the required particulars of your proxy(ies) or Chairman of the AGM.
- (h) Indicate your voting instructions – FOR or AGAINST, otherwise your proxy(ies) will decide your votes.
- (i) Review and confirm your proxy(ies) appointment.
- (j) Click "Submit".
- (k) Download or print the eProxy Form acknowledgement.

ADMINISTRATIVE GUIDE (CONT'D)

D. **Revocation of Proxy**

If you have submitted your Form(s) of Proxy and subsequently decide to appoint another person or wish to participate in our virtual AGM by yourself, please revoke the earlier appointed proxy forty-eight (48) hours before the Meeting. Please find the below steps for revocation on eProxy form or physical Proxy Form.

eProxy Form
<ul style="list-style-type: none">• Log in to the website https://investor.boardroomlimited.com• Click 'Meeting Event(s)' and select from the list of companies – 'FEDERAL INTERNATIONAL HOLDINGS BERHAD 41st ANNUAL GENERAL MEETING' from the list of companies and click 'Enter'.• Go to 'PROXY' and click on 'Submit Another eProxy Form'.• Go to 'Submitted eProxy Form List' and click 'View' for the eProxy form.• Click 'Cancel/Revoke' at the bottom of the eProxy form.• Click 'Proceed' to confirm.
Physical Proxy Form
Please write in to bsr.helpdesk@boardroomlimited.com to revoke the appointment of proxy/proxies.

E. **Voting Procedure**

1. Pursuant to Clause 104 of the Constitution of the Company and 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.
2. At the Meeting, you will be provided a briefing on the e-voting housekeeping rules.
3. For the purposes of this AGM, e-voting will be carried out via personal smart mobiles, tablets or personal computer/laptops.
4. Shareholders and proxies are required to access the meeting platform at <https://meeting.boardroomlimited.my> to vote remotely.
5. You may proceed to cast your votes on each of the proposed resolutions as soon as the Chairman calls for the poll to be opened until such time when the Chairman announces the closure of the poll. You are reminded to cast your votes before the poll is closed.
6. The Independent Scrutineers will verify the poll results reports upon closing of the poll session by the Chairman and the Chairman will declare whether the resolutions put on vote were successfully carried or otherwise.

F. Virtual Meeting Facilities

1. Please note that this option is available to **(i) individual shareholder; (ii) corporate shareholders; (iii) Authorised Nominee; and (iv) Exempt Authorised Nominee.**
2. If you choose to participate in the Meeting online, you will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time whilst the Meeting is in progress.
3. Kindly follow the steps below on how to request for login ID and password.

STEP 1 – REGISTER ONLINE WITH BSIP (For First Time Registration Only)

(Note: if you have already signed up with BSIP, you are not required to register again. You may proceed to STEP 2. Submit a request for Remote Participation user ID and password.)

- (a) Access the website <https://investor.boardroomlimited.com>.
- (b) Click '**Register**' to sign up as a user.
- (c) Select "Account Type" to "Sign Up As Shareholder" or "Sign Up As Corporate Holder"
- (d) Complete registration and upload a softcopy of MyKad (front and back) or passport and authorisation letter (template available) for Corporate Shareholder.
- (e) Please enter a valid email address and mobile number. Click "Sign Up".
- (f) You will receive an e-mail from BSIP for e-mail address verification. Click '**Verify E-mail Address**' from the e-mail received to continue with the registration.
- (g) Once your email address is verified, you will be re-directed to BSIP for verification of your mobile number. Click '**Request OTP Code**' and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click 'Enter' to complete the process.
- (h) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification. Your registration will be verified and approved within one business day and an email notification will be provided.

STEP 2 – SUBMIT REQUEST FOR REMOTE PARTICIPATION USER ID AND PASSWORD

(Note: Registration for remote access will be opened on 30 October 2024)

Individual Members

- (a) Log in to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (b) Select **FEDERAL INTERNATIONAL HOLDINGS BERHAD 41st ANNUAL GENERAL MEETING** from the list of Meeting Event and click "**Enter**"
- (c) Click on "**Register for RPEV**".
- (d) Read and agree to the terms & conditions and click "**Next**".
- (e) Enter your CDS Account Number and thereafter submit your request.

Corporate Shareholders (via email)

- (a) Write to bsr.helpdesk@boardroomlimited.com by providing the name of the member, and CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy to submit the request.
- (b) Corporate shareholder must also provide a copy of Corporate Representative's MyKad (Front and Back) or Passport in JPEG, PNG or PNG format as well as his/her email address.

ADMINISTRATIVE GUIDE (CONT'D)

Authorised Nominee and Exempt Authorised Nominee (via email)

- (a) Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (b) Click "Meeting Event(s)" select from the list of companies – 'FEDERAL INTERNATIONAL HOLDINGS BERHAD 41st ANNUAL GENERAL MEETING' from the list of companies and click 'Enter' Click on "Submit eProxy Form".
- (c) Select the company you would like to represent.
- (d) Proceed to download the file format for "Submission of Proxy Form" from the investor portal.
- (e) Prepare the file for the appointment of proxies by inserting the required data.
- (f) Proceed to upload the duly completed proxy appointment file.
- (g) Review and confirm your proxy appointment and click "Submit".
- (h) Download or print the eProxy form as acknowledgement.

Thereafter:

- ✓ You will receive a notification from Boardroom that your request has been received and is being verified.
- ✓ Upon system verification against the AGM's Record of Depositories, you will receive an email from Boardroom either approving or rejecting your registration for remote participation.
- ✓ You will also receive your remote access user ID and password along with the email from Boardroom if your registration is approved.
- ✓ Please note that the closing time to submit your request is on **Tuesday, 17 December 2024, 3:30 p.m.**

STEP 3 – LOGIN TO VIRTUAL MEETING PORTAL

(Please note that the quality of the connectivity to Virtual Meeting Portal for live webcast as well as for RPEV is highly dependent on the bandwidth and the stability of the internet connectivity available at the location of the remote users.)

- (a) The Virtual Meeting Portal will be open for login one (1) hour before the commencement of the AGM at 3:30 p.m. on 19 December 2024.
- (b) Follow the steps given to you in the email along with your remote access user ID and password to login to the Virtual Meeting Portal. The virtual meeting can be accessed via the online meeting platform at <https://meeting.boardroomlimited.my>.
- (c) The steps will also guide you on how to view live webcast, ask questions and vote.
- (d) The live webcast will end and the Messaging window will be disabled the moment the Chairman announces the closure of the AGM.
- (e) You can then logout from the Virtual Meeting Portal.

G. No Distribution of Door Gifts

There will be no distribution of door gifts for shareholders/proxies who join or participate in the virtual AGM.

H. No Recording or Photography

No recording or photography of the AGM proceedings is allowed without the prior written permission of the Company.

I. Enquiry

If you have any enquiries prior to the AGM, please contact the following during office hours from Monday to Friday (8:30 a.m. to 5:30 p.m.):-

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor, Menara Symphony
No. 5 Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

General Line : 603-7890 4700

Fax Number : 603-7890 4670

Email : bsr.helpdesk@boardroomlimited.com

Personal Data Policy

By registering for the remote participation and electronic voting meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data for purposes of processing and administration by the Company (or its agents); and to comply with any laws, listing rules, regulations and/or guidelines. The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

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FEDERAL INTERNATIONAL HOLDINGS BERHAD

[Registration No: 198301001857 (97092-W)]
(Incorporated in Malaysia)

Number of Shares		CDS Account No.	
Contact No.		Email address	

FORM OF PROXY

*I/We _____
(FULL NAME IN BLOCK LETTERS)

NRIC / Passport / Company No. _____

Of _____
(FULL ADDRESS)

being a member of **Federal International Holdings Berhad** (“**the Company**”), hereby appoint:

Full Name (In Block)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

*and/ or failing *him/ her,

Full Name (In Block)	NRIC/ Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her, the Chairman of the Meeting as *my/our proxy to vote for *me/us and on *my/our behalf at the Forty-First (“**41st**”) Annual General Meeting (“**AGM**”) of the Company on a **virtual basis** through live streaming at the Broadcast Venue at 12 Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200, Petaling Jaya, Selangor Darul Ehsan Malaysia and via the online meeting platform provided by Boardroom Share Registrars Sdn. Bhd. (“**BSR**”) at <https://meeting.boardroomlimited.my> on Thursday, 19 December 2024 at 3:30 p.m. or any adjournment thereof.

Note: Delete the words “or failing him/her, the Chairman of the Meeting” if you wish to appoint some other person(s) to be your proxy.

*My/Our *proxy/proxies *is/are to vote as indicated below:

	RESOLUTIONS	FOR	AGAINST
Ordinary Resolution 1	To approve the payment of Directors’ Fees and benefits payable amounting to RM500,000 payable to the Directors from 20 December 2024 until the date of the next Annual General Meeting of the Company to be held in the year 2025.		



(Form of Proxy of the 41st AGM to be held on 19 December 2024 - cont'd)

	RESOLUTIONS	FOR	AGAINST
Ordinary Resolution 2	To re-elect Dato' Dr. Choy Fook On, a Director who is retiring in accordance with Clause 120 of the Company's Constitution, being eligible, has offered himself for re-election.		
Ordinary Resolution 3	To re-elect Dato' Choy Wai Hin, a Director who is retiring in accordance with Clause 120 of the Company's Constitution, being eligible, has offered himself for re-election.		
Ordinary Resolution 4	To re-elect Datuk Choy Wai Ceong who is retiring in accordance with Clause 120 of the Company's Constitution, being eligible, has offered himself for re-election.		
Ordinary Resolution 5	To re-appoint Baker Tilly Monteiro Heng PLT as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.		
Special Business			
Ordinary Resolution 6	Authority to issue shares pursuant to the Companies Act 2016		
Ordinary Resolution 7	Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature		
Ordinary Resolution 8	Proposed Renewal of Authority for the Company to Purchase its Own Shares.		

(Please indicate with an 'X' in the appropriate spaces how you wish to cast your vote. If no mark is indicated, the proxy may vote on the resolution or abstain from voting as the proxy thinks fit.)

*Strike out whichever is not applicable.

Dated this day of 2024

.....
Signature of Member/Common Seal

Notes:

1. The 41st AGM of the Company will be conducted on a virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting ("**RPEV**") facilities at <https://meeting.boardroomlimited.my>. Please read carefully and follow the procedures provided in the Administrative Guide for the 41st AGM to register, participate and vote remotely via the RPEV facilities. The Administrative Guide on the conduct of the 41st AGM is available for download at www.fihb.my.

Members are **NOT ALLOWED** to attend the 41st AGM in person at the Broadcast Venue on the day of the meeting.

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on **12 December 2024** ("**General Meeting Record of Depositors**") shall be eligible to participate, speak and vote at the Meeting.

3. A member of the Company entitled to participate, speak and vote at the Meeting is entitled to appoint more than one (1) proxy to attend and vote in his/her stead. Where a member appoints more than one (1) proxy, the member shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.

(Form of Proxy of the 41st AGM to be held on 19 December 2024 - cont'd)

4. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to participate, speak and vote at the Meeting shall have the same rights as the members to participate, speak and vote at the Meeting.

As guided by the Securities Commission Malaysia's Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers as revised, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 41st AGM via real-time submission of typed texts during the AGM via the RPEV provided by BSR via Boardroom Smart Investor Portal at <https://meeting.boardroomlimited.my>. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcast and responded to by the Chairman, Board of Directors and/or Management during the Meeting.

5. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 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.
6. The instrument appointing a proxy shall be in writing under the hand of the member or his/her attorney duly authorised in writing or, if the member is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.
7. A member who has appointed a proxy or attorney or authorised representative to participate, speak and vote at the AGM via RPEV facilities must request his/her proxy to register himself/herself for RPEV facilities via Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com>. **Please refer to the Administrative Guide for procedures to utilise the RPEV facilities.**

8. **Publication of Notice of AGM and Proxy Form on the corporate website**

Pursuant to Section 320(2) of the Companies Act 2016, a copy of the Notice of AGM and the Proxy Form are available at the corporate website of the Company at www.fihb.my.

9. **Submission of Proxy Form in either hard copy form or electronic form**

The instrument appointing a proxy and the power of attorney or other authority, if any, may be made either in hard copy form or by electronic form, and, shall be deposited with BSR either at the designated office as stated below or vide Boardroom Smart Investor Portal, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof:-

Mode of Submission	Designated Address
Hard copy form	Boardroom Share Registrars Sdn. Bhd. 11th Floor, Menara Symphony, No. 5, Jalan Prof Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Email: bsr.helpdesk@boardroomlimited.com
Electronic form	Boardroom Smart Investor Portal Weblink: http://investor.boardroomlimited.com

10. Should you wish to personally participate in the 41st AGM remotely, please register electronically via the Boardroom Smart Investor Portal at <http://investor.boardroomlimited.com> by the registration cut-off date and time. Please follow the procedures as guided in the Administrative Guide.
11. If you have submitted your proxy form(s) and subsequently decide to appoint another person or wish to participate in the 41st AGM by yourself, please write to bsr.helpdesk@boardroomlimited.com to revoke the earlier appointed proxy twenty-four (24) hours before this meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and /or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 30 October 2024.

