



FIAMMA HOLDINGS BERHAD
(Registration No. 198201008992 (88716-V))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Fiamma Holdings Berhad ("FHB" or the "Company") will be conducted on a virtual basis through live streaming from the broadcast venue at Main Board Room, Level 10, Wisma Fiamma, No. 20, Jalan 7A/62A, Bandar Menjalara, 52200 Kuala Lumpur on Tuesday, 18 February 2025 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without modifications:

ORDINARY RESOLUTION 1

PROPOSED JOINT VENTURE BETWEEN FHB AND BKG DEVELOPMENT SDN BHD ("BDSB"), A WHOLLY-OWNED SUBSIDIARY OF CHIN HIN GROUP PROPERTY BERHAD ("CHGPB") TO UNDERTAKE A PROPOSED DEVELOPMENT ON A PARCEL OF LAND OWNED BY DAWN LAND SDN BHD (FORMERLY KNOWN AS FIAMMA LAND SDN BHD) ("DLSB"), A WHOLLY-OWNED SUBSIDIARY OF FHB ("PROPOSED DLSB JOINT VENTURE")

- (i) "THAT subject to the terms and conditions set out in the shareholders agreement dated 29 February 2024 ("**DLSB Shareholders Agreement**") and supplemental agreement dated 29 October 2024 ("**DLSB Supplemental Shareholders Agreement**") entered into between FHB, DLSB and BDSB pursuant to the Proposed DLSB Joint Venture, approvals being obtained from all relevant parties and/or authorities, approval be and is hereby given to FHB to undertake the Proposed DLSB Joint Venture in accordance with the terms and conditions of the DLSB Shareholders Agreement and DLSB Supplemental Shareholders Agreement; and
- (ii) FHB to subscribe for 10,900,000 redeemable preference shares in BDSB ("RPS") for a nominal subscription price of RM1,090 in accordance with the terms and conditions of the subscription agreement dated 29 February 2024 and supplemental agreement dated 29 October 2024 entered into between FHB and BDSB,

AND THAT the Board of Directors of FHB ("**Board**") (save for Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon) be and is hereby empowered and authorised to give full effect to the Proposed DLSB Joint Venture with full power to deal with all matters incidental, ancillary and/or relating thereto and to do all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to the Proposed DLSB Joint Venture with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed DLSB Joint Venture, DLSB Shareholders Agreement and DLSB Supplemental Shareholders Agreement and to do all such things as the Board may consider necessary or expedient or in the best interest of the Company."

ORDINARY RESOLUTION 2

PROPOSED JOINT VENTURE BETWEEN FHB AND BDSB, A WHOLLY-OWNED SUBSIDIARY OF CHGPB TO UNDERTAKE A PROPOSED DEVELOPMENT ON A PARCEL OF LAND OWNED BY ARICIA SDN BHD (FORMELY KNOWN AS FIAMMA PROPERTIES SDN BHD) ("ASB"), A WHOLLY-OWNED SUBSIDIARY OF FHB ("PROPOSED ASB JOINT VENTURE")

- (i) "THAT subject to the terms and conditions set out in the shareholders agreement dated 29 February 2024 ("**ASB Shareholders Agreement**") and supplemental agreement dated 29 October 2024 ("**ASB Supplemental Shareholders Agreement**") entered into between FHB, ASB and BDSB, approvals being obtained from all relevant parties and/or authorities, approval be and is hereby given to FHB to undertake the Proposed ASB Joint Venture in accordance with the terms and conditions of the ASB Shareholders Agreement and ASB Supplemental Shareholders Agreement;
- (ii) FHB to subscribe 1,100,000 RPS for a nominal subscription price of RM110 in accordance with the terms and conditions of the subscription agreement dated 29 February 2024 and supplemental agreement dated 29 October 2024 entered into between FHB and BDSB,

AND THAT the Board (save for Datuk Seri Chiau Beng Teik, JP and Chiau Haw Choon) be and is hereby empowered and authorised to give full effect to the Proposed ASB Joint Venture with full power to deal with all matters incidental, ancillary and/or relating thereto and to take all such steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, sign and deliver on behalf of the Company, all such documents as may be necessary, expedient and/or appropriate to implement and give full effect to the Proposed ASB Joint Venture with full powers to assent to any conditions, modifications, variations and/or amendments as the Board may in its absolute discretion deem fit, necessary, expedient, appropriate and/or as may be imposed or permitted by any relevant authorities in connection with the Proposed ASB Joint Venture, ASB Shareholders Agreement and ASB Supplemental Shareholders Agreement and to do all such things as the Board may consider necessary or expedient or in the best interest of the Company."

BY ORDER OF THE BOARD

Chow Chiew Chin (MIA 15198)
Chin Wai Yi (MAICSA 7069783)
Chia Siew Li (MAICSA 7075719)

Company Secretaries
28 Jan 2025
Selangor

Notes:

- The EGM will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation Voting ("**RPV**") facilities which are available on Tricor's TIH Online website at <https://tjih.online>. Please refer to the Administrative Guide for Shareholders for the extraordinary general meeting ("**EGM**") on the procedures to register, participate and vote remotely via the RPV facilities.*
- The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the Meeting to be present at the main venue of the EGM. Members/proxies/corporate representatives are not allowed to physically present nor admitted at the broadcast venue on the day of the EGM.*
- Members may submit questions to the Board prior to the EGM via Tricor's TIH Online website at <https://tjih.online> by selecting "e-Services" to login and submit questions electronically no later than 10.00 a.m. on Tuesday, 18 February 2025 or to use the query box to transmit questions to Board of Directors via RPV facilities during live streaming.*
- A member of the Company is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy.*
- A member of the Company may appoint up to 2 proxies to attend and vote at the same meeting. Where a member of the Company appoints 2 proxies, the appointment shall be invalid unless the member specifies the proportion of his shareholdings to be represented by each proxy.*
- Where a member of the Company is an exempt authorised nominee 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.*
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised.*
- The instrument appointing a proxy, with the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy of such power or authority, shall be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, drop-in box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Alternatively, the instrument appointing proxy may be electronically submitted to Tricor via TIH Online at <https://tjih.online>. Please refer to the Administrative Guide for further information on electronic submission of Proxy Forms.*
- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in the notice of the general meeting will be conducted by.*
- For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 10 February 2025 and only a Depositor whose name appears in such Record of Depositors shall be entitled to attend, speak and vote at this meeting and entitled to appoint proxy or proxies.*

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.



FIAMMA HOLDINGS BERHAD

(Registration No.: 198201008992 (88716-W))
(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR EXTRAORDINARY GENERAL MEETING

Date : Tuesday, 18 February 2025
Time : 10.00 a.m.
Broadcast Venue : Main Board Room
Level 10, Wisma Fiamma,
No. 20, Jalan 7A/62A, Bandar Menjalara
52200 Kuala Lumpur
Online Meeting Platform : TIIH Online website at <https://tiih.online>

MODE OF MEETING

The extraordinary general meeting (“**EGM**”) will be conducted on a **virtual basis through live streaming and online remote voting via Remote Participation and Voting (“RPV”) facilities from the Broadcast Venue.**

Shareholder(s) or proxy(ies) or attorney(s) or authorised representative(s) **WILL NOT BE ALLOWED** to physically attend the EGM at the Broadcast Venue.

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

REMOTE PARTICIPATION AND VOTING FACILITIES

Shareholders are to attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely at the EGM using RPV facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) via its **TIIH Online** website at <https://tiih.online>. Please refer to Procedure for RPV facilities.

Shareholders who have appointed proxy(ies) or attorney(s) or authorised representative(s) to participate in the EGM via RPV facilities shall request the proxy(ies) or attorney or authorised representative to register himself/herself for RPV facilities at TIIH Online website at <https://tiih.online>. Please refer to Procedure for RPV facilities.

As the EGM is held virtually, shareholders who are unable to participate in the EGM may appoint the Chairman of the meeting as his/her proxy and indicate the voting instructions in the proxy form.

PROCEDURES FOR RPV FACILITIES

Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) who wish to participate in the EGM remotely using the RPV facilities are to follow the requirements and procedures as summarised below:

Procedure		Action
BEFORE THE EGM		
(a)	Register as user with TIIH Online	<ul style="list-style-type: none"> Visit https://tiih.online to register as a user under the “e-Services”. Refer to the tutorial guide on the homepage for assistance. You will be prompted to fill in your details and to upload a copy of your MyKad (front and back) or passport. This is a ONE-TIME Registration. If you are already a user with TIIH Online, you are not required to register again. Registration as user will be approved within one working day and an email notification will be sent to you that the remote participation is available for registration at TIIH Online.
(b)	Submit your registration for RPV facilities	<ul style="list-style-type: none"> Registration is open from Tuesday, 28 January 2025, 10.00 a.m. until the day of EGM on Tuesday, 18 February 2025. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance to ascertain their eligibility to participate in the EGM via the RPV facilities. Login with your user ID and password and select the corporate event: “(REGISTRATION) FIAMMA EGM 2025” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. You will receive an email notification that your registration for remote participation has been received and is pending verification. After the verification of your registration against the General Meeting Record of Depositors (“ROD”) dated 10 January 2025, an email notification will be sent to you after 16 February 2025 approving your registration for remote participation and the procedures to use the RPV facilities are detailed therein. In the event your registration is not approved, you will also be notified accordingly via email. <i>(Note: Please allow additional time for the approval as new user of TIIH Online and registration for RPV facilities.)</i>
ON THE DAY OF THE EGM		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for the remote participation at the EGM from 9.00 a.m. i.e. one (1) hour before the commencement of the EGM on Tuesday, 18 February 2025 at 10.00 a.m..
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) FIAMMA EGM 2025” to participate in the proceedings of the EGM remotely. Shareholders that wish to pose question(s) to the Board of Directors (the “Board”) may use the query box to transmit his/her question(s). The Board will endeavour to respond to the questions submitted during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Tuesday, 18 February 2025, or at any adjournment thereof, until a time when the Chairman announces the end of the session. Select the corporate event: “(REMOTE VOTING) FIAMMA EGM 2025” or if you are on the live stream meeting page, you may select “GO TO REMOTE VOTING PAGE” button below the Query Box.

Procedure		Action
		<ul style="list-style-type: none"> • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Cast your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
(f)	End of remote participation	<ul style="list-style-type: none"> • The live streaming will end upon the announcement by the Chairman on the closure of the EGM.

Note to users of the RPV facilities:

1. Should your registration for RPV facilities be approved, the Company will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues related to log-in, connection to the live streamed meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@vistra.com for assistance.

GENERAL MEETING RECORD OF DEPOSITORS

Only depositor whose name appears on the ROD as at 10 February 2025 shall be entitled to attend the EGM or appoint proxy(ies) to attend and/or vote on his/her behalf.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

Shareholders who appoint proxy(ies) to participate via RPV facilities at the EGM must ensure that the duly executed proxy forms are deposited in a hard copy form or by electronic means to Tricor not later than **Sunday, 16 February 2025 at 10.00 a.m.**

The appointment of proxy(ies) may be made in a hard copy form or by electronic means in the following manner:

(i) In hard copy form

The proxy form shall be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn Bhd, Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur or alternatively, drop-in box located at Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur.

(ii) By electronic means

The proxy form may be electronically lodged with the Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Procedure for Electronic Submission of Proxy Form as below.

Please complete ALL the fields in the proxy form, sign and date the form.

Attorneys appointed by power of attorney are to deposit their power of attorney with Tricor's office no later than **Sunday, 16 February 2025 at 10.00 a.m.** to participate in the EGM via RPV facilities. A copy of the power of attorney may be accepted provided that it is notarised in compliance with the legal or regulatory provisions of the respective jurisdiction in which it is executed.

For corporate member who has appointed representative, the **ORIGINAL** certificate of appointment shall be deposited with Tricor's office to participate via RPV facilities in the EGM. The certificate of appointment shall be executed in the following manner:

- (i) If the corporate member has a common seal, the certificate of appointment shall be executed under seal in accordance with the constitution of the corporate member.
- (ii) If the corporate member does not have a common seal, the certificate of appointment shall be affixed with the rubber stamp of the corporate member and executed by:
 - (a) at least two (2) authorised officers, of whom at least one must be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

PROCEDURE FOR ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit proxy form electronically via Tricor's **TIIH Online** website are summarised below:

Procedure	Action
1. Steps for individual shareholders	
(a) Register as user with TIIH Online	<ul style="list-style-type: none"> • Visit https://tiih.online to register as a user under the "e-Services". Refer to the tutorial guide on the homepage for assistance. • If you are already a user with TIIH Online, you are not required to register again.
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. • Select the corporate event: "FIAMMA EGM 2025 - Submission of Proxy Form". • Read and agree to the Terms & Conditions and confirm the Declaration. • Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf. • Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairperson as your proxy. • Indicate your voting instructions – FOR or AGAINST, otherwise your proxy holder shall vote at his sole and absolute discretion. • Review and confirm your proxy(ies) appointment. • Print the proxy form for record purpose.
2. Steps for corporate or institutional shareholders	
(a) Register as User with TIIH Online website	<ul style="list-style-type: none"> • Visit https://tiih.online. • Under e-Services, the authorised or nominated representative of the corporate or institutional shareholder to select "Create Account by Representative of Corporate Holder". • Complete the registration form and upload the requisite documents. • You will be notified by email within one (1) to two (2) working days after your registration has been verified. • Proceed to activate your account with the temporary password and re-set your own password. <p>Note: The representative of corporate or institutional shareholder must register as user before he is allowed to submit proxy form by electronic means. Please contact our Share Registrar if you need clarifications on the user registration.</p>

Procedure	Action
(b) Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online website at https://tiih.online. • Select the corporate event: “FIAMMA EGM 2025 - Submission of Proxy Form”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Download the file “Submission of Proxy Form” by following the steps in the Guidance Note. • Complete ALL the mandatory fields in the proxy appointment file. • Upload and submit the duly completed proxy appointment file. • Print the confirmation report of your submission for record purpose.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Tricor as Poll Administrator to conduct the poll by way of electronic voting (e-voting).

Shareholders or proxy(ies) or corporate representative(s) or attorney(s) may proceed to vote on the resolutions at any time from 10.00 a.m. **on Tuesday, 18 February 2025** but before the end of the voting session which will be announced by the Chairman of the meeting. Kindly refer to item (e) of Procedures for RPV facilities for guidance on the Online Remote Voting via TIIH Online website at <https://tiih.online>.

Upon the completion of the voting session of EGM, the Scrutineers will verify the poll results followed by the Chairman’s announcement whether the resolutions are duly passed.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

Shareholders may submit questions to the Board in advance of the EGM via Tricor’s TIIH Online website at <https://tiih.online> by selecting “e-Services” to login, pose and submit questions electronically not later than **Sunday, 16 February 2025 at 10.00 a.m.** The Board will endeavour to answer the questions received at the EGM.

DOOR GIFT/FOOD VOUCHER

There will be no door gifts nor food vouchers for attending the EGM.

NO RECORDING OR PHOTOGRAPHY

Unauthorised recording and photography of the proceedings of EGM are strictly prohibited.

ENQUIRY

If you have any enquiries, please contact Tricor during office hours from 9.00 a.m. to 5.30 p.m. Mondays to Fridays (except on public holidays):

Tricor Investor & Issuing House Services Sdn Bhd

General Line: +603-2783 9299

Fax Number: +603-2783 9222

Email: is.enquiry@vistra.com