



## General Meetings

### Form Version 1 (Enhanced)

Initiated by KUMPULAN FIMA on 28/08/2014 08:55:58 AM  
 Submitted by KUMPULAN FIMA on 28/08/2014 05:23:11 PM  
 Reference No KF-140828-32158

Submitted

#### Company Information

Main Market Company

New Announcement

Submitting Investment Bank/Advisor (if applicable)

Submitting Secretarial Firm (if applicable)

* Company name	KUMPULAN FIMA BERHAD
* Stock name	KFIMA
* Stock code	6491
* Contact person	JASMIN BINTI HOOD
* Designation	COMPANY SECRETARY
* Contact number	03-20921211
E-mail address	secretarial@fima.com.my

#### Part A - To be filled by Public Listed Company

* Type of Meeting	Annual General Meeting
* Indicator	Notice of Meeting
* Description	Forty-Second (42nd) Annual General Meeting of Kumpulan Fima Berhad
* Date of Meeting	24/09/2014
* Time	03:00 PM
* Venue	Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur
* Date of General Meeting Record of Depositors (Pursuant to paragraph 7.16 (2) of the MAIN LR)	17/09/2014

Attachment(s) [📎 Notice of AGM - KFIMA.doc](#)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Forty Second (42<sup>nd</sup>) Annual General Meeting ("AGM") of **KUMPULAN FIMA BERHAD** will be held at the Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 24 September 2014 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

### ORDINARY BUSINESS

1. To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2014 and the Directors' and Auditors' Reports thereon. **Ordinary Resolution 1**
2. To declare a single-tier final dividend of 8% in respect of the financial year ended 31 March 2014 as recommended by the Directors. **Ordinary Resolution 2**
3. To re-appoint Tan Sri Dato' Ir. Muhammad Radzi bin Haji Mansor as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965. **Ordinary Resolution 3**
4. To re-appoint Encik Azizan bin Mohd Noor as a Director of the Company and to hold office until the conclusion of the next Annual General Meeting pursuant to Section 129(6) of the Companies Act, 1965. **Ordinary Resolution 4**
5. To re-elect the following Directors who retire by rotation pursuant to Article 114 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:-
  - (i) Dato' Rosman bin Abdullah **Ordinary Resolution 5**
  - (ii) Rozilawati binti Haji Basir **Ordinary Resolution 6**
6. To approve the payment of Directors' fees for the ensuing financial year. **Ordinary Resolution 7**
7. To re-appoint Messrs. Hanafiah Raslan & Mohamad as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**

### SPECIAL BUSINESS

#### 8. **ORDINARY RESOLUTION - PROPOSED SHAREHOLDERS' MANDATE**

"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, a mandate be and is hereby granted to allow recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, entered into or to be entered into by the Company and/or its subsidiaries, provided that such transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public, particulars of which are set out in Section 2.4 of the Circular to Shareholders dated 29 August 2014 AND THAT such approval conferred by the mandate shall continue to be in force until: **Ordinary Resolution 9**

- (a) the conclusion of the next AGM of the Company following this AGM, at which time the mandate will lapse, unless by an ordinary resolution passed at general meeting, the mandate is renewed; or
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting;

whichever is earlier,

AND FURTHER THAT the Directors of the Company and/or any of them be and are/is (as the case may be) hereby authorised to complete and do all such acts and things (including executing such documents under the common seal in accordance with the provisions of the Articles of Association of the Company, as may be required) as they may consider expedient or necessary to give effect to the proposed mandate."

9. **ORDINARY RESOLUTION – AUTHORITY FOR ENCIK AZIZAN BIN MOHD NOOR TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 10**

"That authority be and is hereby given to Encik Azizan bin Mohd Noor who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."

10. **ORDINARY RESOLUTION – AUTHORITY FOR DATO' ROSMAN BIN ABDULLAH TO CONTINUE IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** **Ordinary Resolution 11**

"That authority be and is hereby given to Dato' Rosman bin Abdullah who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance 2012."

**NOTICE OF DIVIDEND ENTITLEMENT**

**NOTICE IS ALSO HEREBY GIVEN** that subject to the approval of the shareholders at the AGM to be held on 24 September 2014, a single-tier final dividend of 8% for the financial year ended 31 March 2014 will be paid on 15 October 2014 to Depositors whose names appear in the Record of Depositors on 10 October 2014.

A Depositor shall qualify for entitlement to the dividend only in respect of:-

- (a) Securities transferred into the Depositor's Securities Account before 4.00 p.m. on 10 October 2014 in respect of transfers; and
- (b) Securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD**

**MOHD YUSOF BIN PANDAK YATIM (MIA 4110)**  
**JASMIN BT HOOD (LS 0009071)**  
*Company Secretaries*

Kuala Lumpur  
29 August 2014

**Explanatory Notes on Special Business:**

**(I) ORDINARY RESOLUTION 9**

The proposed Ordinary Resolution 9, if passed, will empower the Company and/or its subsidiaries ("the Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business 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.

The details of the proposal are set out in the Circular to Shareholders dated 29 August 2014 which is circulated together with the Annual Report.

**(II) ORDINARY RESOLUTIONS 10 AND 11**

The following Directors were appointed as Independent Non-Executive Directors of the Company and have reached the cumulative nine (9) years term limit as recommended by Malaysian Code on Corporate Governance 2012 ("MCCG 2012"):-

<u>Directors</u>	<u>Appointed on</u>
(i) Encik Azizan bin Mohd Noor	2 April 2003
(ii) Dato' Rosman bin Abdullah	5 May 2004

In accordance with MCCG 2012, the Nomination Committee and the Board, through the annual assessment carried out have concluded that the above Directors remain independent and recommended them to continue to act as Independent Non-Executive Directors based on the following justifications:-

- a) Have fulfilled the criteria as an Independent Director as defined in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and therefore is able to bring independent and objective judgement to the Board;
- b) Have provided effective check and balance in the proceedings of the Board and the Board Committees;
- c) Have provided objectivity in decision making through unbiased and independent views as well as advice and judgement, to the Board;
- d) Have contributed sufficient time and effort and attended all the Committee and Board Meetings for an informed and balanced decision making; and
- e) Have exercised due care during their tenure as Independent Non-Executive Director of the Company and carried out professional duties in the interest of the Company and shareholders.

**Notes:**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy may not be a Member of the Company and a Member may appoint more than two (2) proxies by specifying the proportion of his shareholding to be represented by each proxy.
2. Where a member of the Company is an exempt authorized 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 authorized nominee may appoint in respect of each omnibus account it holds.
3. The instrument appointing a proxy must be completed and deposited at the registered office of the Company not less than forty-eight (48) hours before the time of holding the Meeting or any adjournment thereof.
4. Only members registered in the General Meeting Record of Depositors as at 17 September 2014 shall be eligible to attend the Annual General Meeting or appoint proxy(ies) to attend and/or vote on their behalf.

**STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING**

1. The Directors who are standing for re-appointment under Section 129(6) of the Companies Act, 1965, are:
  - a. Tan Sri Dato' Ir. Muhammad Radzi bin Haji Mansor
  - b. Encik Azizan bin Mohd Noor
2. The Directors who are retiring pursuant to Article 114 of the Company's Articles of Association and seeking re-election are:
  - a. Dato' Rosman bin Abdullah
  - b. Rozilawati binti Haji Basir
3. The Directors who are continuing to act as Independent Non-Executive Director are:
  - a. Encik Azizan bin Mohd Noor
  - b. Dato' Rosman bin Abdullah

The profiles of the above Directors are set out in the Profile of Directors section of this Annual Report.