

NOTICE OF 49th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Ninth (“49th”) Annual General Meeting (“AGM”) of KUMPULAN FIMA BERHAD (“KFima” and/or “the Company”) will be conducted fully virtual through an online meeting platform at <https://meeting.boardroomlimited.my> (domain registration number with MYNIC:D6A357657) provided by Boardroom Share Registrars Sdn Bhd in Malaysia on Tuesday, 21 September 2021 at 3.00 p.m. for the following purposes:

ORDINARY BUSINESS

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| 1. | To receive the Audited Financial Statements of the Company for the financial year ended 31 March 2021 and the Directors’ and Auditors’ Reports thereon. | Please refer to Note A |
| 2. | To re-elect the following Directors who retire by rotation in accordance with Article 102 of the Company’s Constitution and who, being eligible, offer themselves for re-election: | |
| | (i) Dato’ Idris bin Kechot | Resolution 1 |
| | (ii) Dato’ Rosman bin Abdullah | Resolution 2 |
| 3. | To approve the payment of Directors’ fees for the Non-Executive Directors of the Company for the ensuing financial year. | Resolution 3 |
| 4. | To approve the payment of Directors’ fees for the Non-Executive Directors who sit on the Boards of subsidiary companies from 22 September 2021 until the conclusion of the next AGM of the Company. | Resolution 4 |
| 5. | To approve the payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors from 22 September 2021 until the conclusion of the next AGM of the Company. | Resolution 5 |
| 6. | To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 6 |

SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions:

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| 7. | PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE | Resolution 7 |
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“THAT pursuant to Paragraph 10.09 of Bursa Malaysia Securities Berhad (“Bursa”) Main Market Listing Requirements (“Listing Requirements”), approval be and is hereby given for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4 Part A of the Company’s Circular/ Statement to Shareholders dated 27 August 2021 which are necessary for the day-to-day operations of the Company and/or its subsidiaries provided that such transactions are entered into in the ordinary course of business of the Company and/or its subsidiaries, are carried out on terms not more favourable to the related party than those generally available to the public and are not detrimental to the minority shareholders of the Company.

THAT such approval shall continue to be in full force and effect until:

- (i) the conclusion of the next AGM of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at such general meeting; or
- (ii) the expiration of the period within which the Company’s next AGM is required to be held under Section 340(1) of the Companies Act, 2016 (“the Act”) (but shall not extend to such extension as may be allowed under Section 340(4) of the Act); or

- (iii) revoked or varied by resolution passed by the shareholders of the Company at a general meeting,

whichever is the earlier;

AND THAT the Board of Directors of the Company be and is hereby empowered and 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 Company's Constitution, as may be required) as they may consider expedient or necessary to give effect to the proposed mandate."

8. PROPOSED RENEWAL OF THE AUTHORITY FOR SHARES BUY-BACK

Resolution 8

"THAT subject to compliance with the Act, the Bursa Listing Requirements, provisions of the Company's Constitution, and all other applicable laws, guidelines, rules and regulations, approval and authority be and are hereby given to the Directors of the Company, to the extent permitted by law, to purchase such number of ordinary shares in KFima ("KFima Shares") as may be determined by the Directors from time to time through Bursa upon such terms and conditions as the Directors may deem fit, necessary and expedient in the interest of the Company, provided that:

- (i) the maximum aggregate number of KFima Shares which may be purchased and/or held by the Company shall not exceed 10% of the issued and paid-up share capital of the Company at any time; and
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of the Company for the time being.

THAT the Directors be and are hereby authorised to deal with the KFima Shares so purchased at their discretion, in the following manner:

- (i) cancel the KFima Shares so purchased; or
- (ii) retain the KFima Shares so purchased as treasury shares which may be dealt with in accordance with Section 127(7) of the Act; or
- (iii) retain part of the KFima Shares so purchased as treasury shares and cancel the remainder of the KFima Shares,

or in any other manner as may be prescribed by the Act, all applicable laws, regulations and guidelines applied from time to time by Bursa and/or other relevant authority for the time being in force and that the authority to deal with the purchased KFima Shares shall continue to be valid until all the purchased KFima Shares have been dealt with by the Directors of the Company;

THAT the authority conferred by this resolution shall be effective immediately upon the passing of this resolution and shall continue to be in force until:

- (i) the conclusion of the next AGM of the Company, at which time it shall lapse, unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever occurs first but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Bursa Listing Requirements or any other relevant authorities;

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AND FURTHER THAT the Board be and is hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the purchase by the Company of its own shares with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities.”

9. To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

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
27 August 2021

(I) Note A

The Audited Financial Statements is for discussion only as it does not require shareholders' approval pursuant to the provision of Section 340(1)(a) of the Act. Hence, it is not put forward for voting.

(II) Resolutions 1 and 2

Article 102 of the Company's Constitution provides that one-third (1/3) of the Directors of the Company for the time being shall retire by rotation at an AGM of the Company provided always that all Directors shall retire from office at least once in every three (3) years, but shall be eligible for re-election at the AGM. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.

The Board has endorsed that the Directors who retire in accordance with Article 102 of the Company's Constitution are eligible to stand for re-election.

The profiles of the retiring Directors are set out in Our Board of Directors section of the Company's Annual Report 2021.

(III) Resolutions 3, 4 and 5

Section 230(1) of the Act provides, among others, that the fees of the directors and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting. In this respect, the Board has agreed that shareholders' approval shall be sought at the 49th

AGM of the Company on the following payments to Directors in three (3) separate resolutions as below:

- **Resolution 3** on payment of Directors' fees for the ensuing financial year.
- **Resolution 4** on payment of Directors' fees for the Non-Executive Directors ("NEDs") who sit on the Board of Directors of subsidiary companies from 22 September 2021 until the conclusion of the next AGM of the Company.
- **Resolution 5** on payment of Directors' remuneration from 22 September 2021 until the conclusion of the next AGM of the Company.

Ordinary Resolutions 3, 4 and 5 comprise fees, allowances and other benefits payable to the Non-Executive Chairman, NEDs and Board Committees, including fees and allowances payable to them by the subsidiaries. Payment of the said fees, allowances and other benefits referred to herein will be made by the Company as and when incurred.

Other fees payable to the NEDs remain unchanged. The Group Managing Director does not receive any Directors' fees and meeting allowances.

Company

		Fee (per annum)	Meeting Allowance (per meeting)	Benefits
Board	Chairman	RM90,000	RM2,000	Medical coverage and other claimable benefits
	Member	RM60,000	RM2,000	
Committees	Chairman of Audit and Risk Committee	RM15,000	RM2,000	N/A
	Member of Audit and Risk Committee	RM10,000	RM2,000	N/A
	Member of Nomination and Remuneration Committee	N/A	RM2,000	N/A
	Member of Group Sustainability Committee	N/A	RM2,000	N/A
	Member of Risk Steering Committee	N/A	RM2,000	N/A
	Member of Ad Hoc Committee	N/A	RM2,000	N/A

Subsidiaries

Subsidiary	Position Held	Fee Type	Amount
International Food Corporation Limited	Chairman	Director's fee per annum	RM18,000
		Meeting allowance per meeting	RM1,000
Fima Bulking Services Berhad	Chairman	Director's fee per annum	RM18,000
		Meeting allowance per meeting	RM1,000

In determining the estimated amount of remuneration payable for the NEDs, various factors, including the number of scheduled meetings of the Board, Board Committees and Board of subsidiaries as well as the number of NEDs involved in these meetings were considered.

(IV) Resolution 6

The Board had at its meeting held on 24 May 2021 approved the recommendation by the Audit and Risk Committee on the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company.

(V) Explanatory Notes on Special Business

(a) Resolution 7

The proposed Ordinary Resolution 7, 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.

Further information on the Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature is set out in Part A of the Circular/Statement to Shareholders dated 27 August 2021 which is available under the 'Investors' section of the Company's website.

(b) Resolution 8

The proposed Ordinary Resolution 8, if passed, will renew the authority granted by the shareholders at the last AGM. The renewed authority will allow the Company to purchase its own shares of up to 10% of its prevailing ordinary issued and paid-up share capital at any time. The renewed authority, unless revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or the expiration of the period within which the next

AGM is required by law to be held, whichever occurs first.

Further information on the Proposed Renewal of Shares Buy-Back Authority is set out in Part B of the Circular/Statement to Shareholders dated 27 August 2021 which is available on the 'Investors' section of the Company's website.

Notes:

A. Fully Virtual AGM

- The 49th AGM of the Company will be conducted on a fully virtual basis where members are only allowed to participate remotely through live streaming and online remote voting via Remote Participation and Electronic Voting ("RPEV") facilities via online meeting platform available at <https://meeting.boardroomlimited.my> (domain registration number with MYNIC: D6A357657) provided by Boardroom Share Registrars Sdn Bhd in Malaysia.

Kindly refer to the procedures provided in the Administrative Guide for the 49th AGM in order to register, participate, speak and vote remotely via RPEV facilities.

- The online meeting platform which is the main venue of the 49th AGM is strictly for the purpose of complying with Section 327(2) of the Act that requires the main venue of a company's general meeting to be in Malaysia and the chairperson to be present at that main venue of the meeting.
- The conduct of a fully virtual 49th AGM is in line with the Guidance Note and Frequently Asked Questions (Revised Guidance Note and FAQ) issued by the Securities Commission Malaysia on 16 July 2021.

B. Appointment of Proxy(ies)

- Only members whose names appear in the General Meeting Record of Depositors as at 14 September 2021 shall be entitled to participate, speak and vote at the 49th AGM or appoint proxy(ies) to participate and/or vote on their behalf.
- A member of the Company who is entitled to participate and vote at the 49th AGM, may appoint up to 2 proxies by specifying the proportion of his 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 one (1) securities account ("omnibus account"), there is no limit to the number of proxies

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which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

Administrative Guide for the 49th AGM on the procedures for electronic lodgement of proxy form.

4. 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 49th AGM 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. Boardroom Share Registrars Sdn Bhd will 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
5. 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 not less than 48 hours before the time of holding the meeting or adjournment thereof. 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.
6. If you have submitted your proxy form prior to the 49th AGM and subsequently, decide to participate in the 49th AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) 48 hours before the 49th AGM. Your proxy(ies) on revocation will not be allowed to participate in the 49th AGM. In such event, you should advise your proxy(ies) accordingly.
7. The voting at the 49th AGM will be conducted on a poll. The Company will appoint independent scrutineers to verify the poll results.

STATEMENT ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

1. The Directors who are retiring pursuant to Article 102 of the Company's Constitution and seeking re-election are:
 - a. Dato' Idris bin Kechot
 - b. Dato' Rosman bin Abdullah

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