

FEDERAL INTERNATIONAL HOLDINGS BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Seventh (“37th”) Annual General Meeting (“AGM”) of Federal International Holdings Berhad will be held at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan on 17 December 2020 at 3:30 p.m. for the following purposes:-

AGENDA

1. To receive the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and the Auditors thereon. **Please refer to Explanatory Note (1)**
2. To approve the payment of Directors’ Fees and benefit payable amounting to RM420,000/- payable to the Directors from 18 December 2020 until the next Annual General Meeting of the Company to be held in the year 2021. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who are retiring in accordance with Clause 120 of the Company’s Constitution:-
 - (a) Dato’ Choy Wai Hin; and **(Ordinary Resolution 2)**
 - (b) Datuk Choy Wai Ceong **(Ordinary Resolution 3)**
4. To re-elect the following Directors who are retiring in accordance with Clause 119 of the Company’s Constitution:
 - (a) Choy Yui Yi; **(Ordinary Resolution 4)**
 - (b) James Shii Lihton; and **(Ordinary Resolution 5)**
 - (c) Ng Chee Kwong. **(Ordinary Resolution 6)**
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. **(Ordinary Resolution 7)**

Special Business

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

6. **Retention of Tuan Haji Hussein Bin Hamzah as an Independent Non-Executive Director** **(Ordinary Resolution 8)**

“**THAT** Tuan Haji Hussein Bin Hamzah who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years be and is hereby retained as an Independent Non-Executive Director of the Company.”
7. **Retention of Encik Mohd Arif Bin Mastol as an Independent Non- Executive Director** **(Ordinary Resolution 9)**

“**THAT** Encik Mohd Arif Bin Mastol who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years be and is hereby retained as an Independent Non-Executive Director of the Company.”

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

8. Authority to issue shares pursuant to the Companies Act 2016 (Ordinary Resolution 10)

“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 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 FURTHER 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.”

9. Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Proposed New Shareholders’ Mandate) (Ordinary Resolution 11)

“THAT subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries (**“FIHB Group”**) to enter into recurrent related party transactions of a revenue or trading nature as set out in Part A of the Circular/Statement to Shareholders dated 30 October 2020, which are necessary for the day-to-day operations of FIHB Group to be entered into by FIHB 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 the Proposed New Shareholders’ Mandate is subject to annual review. In this respect, any authority conferred by the Proposed New Shareholders’ Mandate, shall only continue to be in force until:-

- (i) 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; or
- (ii) 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 Act but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) 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 this resolution.”

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

10. **Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue and/or Trading Nature ("Proposed Renewal of Existing Shareholders' Mandate")** **(Ordinary Resolution 12)**

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and its subsidiaries (**"FIHB Group"**) to enter into recurrent related party transactions of a revenue or trading nature as set out in Part A of the Circular/Statement to Shareholders dated 30 October 2020, which are necessary for the day-to-day operations of FIHB Group to be entered into by FIHB 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:-

- (i) 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;
- (ii) 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 but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) revoked or varied by resolution passed by the shareholders 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 this resolution."

11. **Proposed Renewal of Authority for Share Buy-Back of up to 10% of the Total Number of Issued Shares of the Company ("Proposed Renewal of Share Buy-Back Authority")** **(Ordinary Resolution 13)**

"THAT subject to the compliance with Section 127 of the Act, the Constitution of the Company, the Main Market Listing Requirements of the Bursa Securities (**"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 including shares previously purchased and retained as treasury shares (if any); 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.

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;
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities;
- (iii) retain part thereof as treasury shares and cancel the remainder;
- (iv) transfer the shares so purchased for the purposes of or under an employees' share scheme;
- (v) transfer the shares so purchased as purchased consideration; or

in such manner as permitted or 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 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 the 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 the Directors of the Company be authorised to give effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any modifications and/or amendments as may be required by the relevant authorities."

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

By Order of the Board

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

Kuala Lumpur
30 October 2020

NOTICE OF ANNUAL GENERAL MEETING (Cont'd)

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 Companies Act 2016, the fees and benefits payable to the Directors of the Company will have to be approved by the Company's shareholders at a general meeting.

Ordinary Resolution 1 is proposed to seek the shareholders' approval for the payment of Directors' fees and benefit payable to the Directors amounting to RM420,000/- from 18 December 2020 until the next Annual General Meeting of the Company to be held in year 2021.

The Directors' benefit payable to Non-Executive Directors which comprises 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.

3. Ordinary Resolutions 2 to 6 – Re-election of Directors

In determining the eligibility of the Directors to stand for re-election at the forthcoming 37th AGM, the Nomination Committee ("**NC**"), guided by the requirements of Paragraph 2.20A of the Main Market Listing Requirements of Bursa Securities had recommended Dato' Choy Wai Hin and Datuk Choy Wai Ceong for re-election as Directors pursuant to Clause 120 of the Constitution of the Company and Choy Yui Yi, James Shii Lihton and Ng Chee Kwong for re-election as Directors pursuant to Clause 119 of the Company's Constitution ("**Retiring Directors**"). The Board of Directors ("**Board**") has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors. Therefore, the Board recommended the same to be tabled to the shareholders for approval at the forthcoming 37th AGM of the Company under Ordinary Resolutions 2 to 6 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 2020 of the Company. All 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, respectively.

4. Ordinary Resolution 8 - Retention of Tuan Haji Hussein Bin Hamzah as an Independent Non-Executive Director

Tuan Haji Hussein Bin Hamzah ("**Tuan Haji Hussein**") was appointed as a Senior Independent Non-Executive Director on 7 August 2004 and has served the Board for a cumulative term of more than twelve (12) years.

The NC and the Board had assessed the independence of Tuan Haji Hussein, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than twelve (12) years, and with his consent, had recommended for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) he fulfilled the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;

NOTICE OF ANNUAL GENERAL MEETING

(Cont'd)

- (b) his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement as well as to provide constructive opinion in the Board's deliberations;
- (c) he has served the Company as an Independent Director for a cumulative term of more than twelve (12) years during which he had acted in good faith and in the best interests of the Company, exercising his independent judgement during deliberations and decision making during the Company's meetings and was familiar with the Company's business operations; and
- (d) he has proven to be a reliable Independent Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.

5. Ordinary Resolution 9 - Retention of Encik Mohd Arif Bin Mastol as an Independent Non-Executive Director

Encik Mohd Arif Bin Mastol ("**Encik Mohd Arif**") was appointed as an Independent Non-Executive Director on 30 January 2010 and has served the Board for a cumulative term of more than nine (9) years.

The NC and the Board had assessed the independence of Encik Mohd Arif, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, and with his consent, had recommended for him to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:-

- (a) he fulfilled the criteria of the definition of Independent Director as stated in the Main Market Listing Requirements of Bursa Securities and had expressed his willingness to continue in office as an Independent Non-Executive Director of the Company;
- (b) his vast experience would enable him to provide the Board with a diverse set of experience, expertise and independent judgement without the influence of the Management;
- (c) he has served the Company as an Independent Director for a cumulative term of more than nine (9) years during which he had acted in good faith and in the best interests of the Company, exercising his independent judgement during deliberations and decision making during the Company's meetings and was familiar with the Company's business operations; and
- (d) he has proven to be a reliable Independent Director with his professionalism aptitude and outlook of business perspective, devoted sufficient time and attention to his professional obligations for informed and balance decision making and had also exercised due care during his tenure in the best interests of the Company and the shareholders.

6. Ordinary Resolution 10 - Authority to issue shares pursuant to the Act

The proposed resolution is for the purpose of seeking a renewal for the general mandate to empower the Directors of the Company pursuant to the Act, from the date of the above Meeting, to issue and allot ordinary shares of not more than ten per centum (10%) of the total number of issued shares of the Company for such purposes as the Directors of the Company consider would be in the interest of the Company. This authority will, unless revoked or varied at a general meeting, expire at the conclusion of the next AGM of the Company. This authority will provide flexibility and enable the Directors to take swift action for allotment of shares for any possible fund-raising activities, including but not limited to further placement of shares for purpose of funding future investment project(s), working capital and/or acquisition(s) and to avoid delay and cost in convening general meetings to approve such issue of shares.

As at the date of this Notice, no new shares in the Company were issued under the provision of the general mandate granted to the Directors at the Thirty-Sixth AGM held on 6 December 2019, which will lapse at the conclusion of the 37th AGM.

NOTICE OF ANNUAL GENERAL MEETING

(Cont'd)

7. Ordinary Resolutions 11 and 12 - Proposed New Shareholders' Mandate and Proposed Renewal of Existing Shareholders' Mandate

The proposed resolutions, if passed, will enable the Company and its subsidiaries ("**FIHB 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 FIHB 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.

Please refer to the Part A of the Circular/ Statement to Shareholders dated 30 October 2020 made available together with this Annual Report for more information.

8. Ordinary Resolution 13 - Proposed Renewal of Share Buy-Back Authority

The proposed resolution, if passed, will empower the Directors to purchase the Company's shares up to ten percent (10%) of the total number of issued shares of the Company by utilising the retained profits of the Company. This authority will, unless revoked or varied by the shareholders of the Company in general meeting, expire at the conclusion of the next AGM.

Please refer to the Part B of the Circular/ Statement to Shareholders dated 30 October 2020 made available together with this Annual Report for more information.

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **10 December 2020** ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
3. A member of the Company may appoint more than one proxy to attend at the same meeting. Where a member appoints more than one proxy to attend and vote at the same meeting, such the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
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 appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of attorney or authority, shall be deposited at the registered office of the Company at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or adjourned thereof.

FEDERAL INTERNATIONAL HOLDINGS BERHAD

[Company 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 | % |
| Address | | | |

*and/ or failing *him/ her,

| | | | |
|----------------------|--------------------|-----------------------------|---|
| Full Name (In Block) | NRIC/ Passport No. | Proportion of Shareholdings | |
| | | No. of | % |
| 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 Thirty-Seventh Annual General Meeting of the Company to be held at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan on 17 December 2020 at 3:30 p.m. or any adjournment thereof.

* 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(ies) is/are to vote as indicated below:

| | RESOLUTIONS | FOR | AGAINST |
|-----------------------|--|-----|---------|
| Ordinary Resolution 1 | To approve the payment of Directors' Fees and benefit payable amounting to RM420,000/- from 18 December 2020 until the next Annual General Meeting to be held in 2021. | | |
| Ordinary Resolution 2 | To re-elect Dato' Choy Wai Hin, a Director who retires pursuant to Clause 120 of the Company's Constitution. | | |
| Ordinary Resolution 3 | To re-elect Datuk Choy Wai Ceong, a Director who retires pursuant to Clause 120 of the Company's Constitution. | | |
| Ordinary Resolution 4 | To re-elect Choy Yui Yi, a Director who retires pursuant to Clause 119 of the Company's Constitution. | | |

| | RESOLUTIONS | FOR | AGAINST |
|------------------------|--|------------|----------------|
| Ordinary Resolution 5 | To re-elect James Shii Lihton, a Director who retires pursuant to Clause 119 of the Company's Constitution. | | |
| Ordinary Resolution 6 | To re-elect Ng Chee Kwong, a Director who retires pursuant to Clause 119 of the Company's Constitution. | | |
| Ordinary Resolution 7 | 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 8 | Retention of Tuan Haji Hussein Bin Hamzah as an Independent Non-Executive Director. | | |
| Ordinary Resolution 9 | Retention of Encik Mohd Arif Bin Mastol as an Independent Non-Executive Director. | | |
| Ordinary Resolution 10 | Authority to issue shares pursuant to the Companies Act 2016. | | |
| Ordinary Resolution 11 | Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. | | |
| Ordinary Resolution 12 | Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature | | |
| Ordinary Resolution 13 | Proposed Renewal of Authority for Share Buy-Back of up to 10% of the total number of issued shares of the Company. | | |

(Please indicate with an 'X' in the appropriate spaces how you wish to cast your vote. If you do not indicate how you wish your proxy to vote on any Resolution, the proxy will vote as he thinks fit or, at his discretion, abstain from voting.)

Dated this _____ day of _____ 2020

Signature/Seal

Notes:

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on **10 December 2020** ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
2. A member entitled to attend and vote at this Meeting is entitled to appoint any person as his proxy to attend and vote instead of him. A proxy appointed to attend and vote at this Meeting shall have the same rights as the member to speak at the Meeting.
3. A member of the Company may appoint more than one proxy to attend at the same meeting. Where a member appoints more than one proxy to attend and vote at the same meeting, such the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
4. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
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 appointor or of his attorney duly authorised in writing or if such appointor be a corporation, under its common seal or under the hand of an officer or attorney of the corporation duly authorised.
7. The instrument appointing a proxy and the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power of attorney or authority, shall be deposited at the registered office of the Company at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan, not less than forty-eight (48) hours before the time for holding the meeting or adjourned thereof.

FEDERAL INTERNATIONAL HOLDINGS BERHAD

[Registration No: 198301001857 (97092-W)]

(Incorporated in Malaysia)

ADMINISTRATIVE GUIDE FOR THE THIRTY-SEVENTH (“37TH”) ANNUAL GENERAL MEETING (“AGM”) OF FEDERAL INTERNATIONAL HOLDINGS BERHAD (“THE COMPANY”)

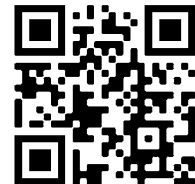
Event : 37th AGM
Date : 17 December 2020
Venue : Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan.
Time : 3:30 p.m.

SHAREHOLDERS/PROXY

1. The instrument appointing a proxy must be deposited at the Company’s Registered Office at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
2. In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised and must be deposited at the Company’s Registered Office at Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.
3. Only members whose names appear in the Record of Depositors on 10 December 2020 (“General Meeting Record of Depositors”) shall be eligible to attend, speak and vote at the AGM or appoint proxies to attend, speak and vote on such members’ behalf.

Please note that the following documents of the Company are available at our Company’s corporate website, <https://www.fihb.my> or scan the QR Code below:-

- (a) Annual Report 2020;
- (b) Notice of the 37th AGM, Administrative Guide and Form of Proxy; and
- (c) Circular/Statement to Shareholders dated 30 October 2020 in relation to:
 - (i) Part A: Part A: Proposed New Shareholders’ Mandate for Recurrent Related Party Transactions (“RRPTs”) of a Revenue or Trading Nature and Proposed Renewal of Existing Shareholders’ Mandate for RRPTs of a Revenue or Trading Nature; and
 - (ii) Part B: Proposed Renewal of Share Buy-Back Authority.



GUIDANCE REGARDING THE 37TH AGM

In compliance with the General Standard Operating Procedures (“SOP”) on Event Implementation of Government and Private Institutions issued by the Malaysian National Security Council (“MKN”) (“MKN’s SOP”) as well as the Guidance and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers (“Guidance Note”) issued by the Securities Commission Malaysia (“SC”) on 18 April 2020 and subsequently revised on 11 June 2020, 18 June 2020, 24 June 2020 and 13 October 2020 respectively, the Company would be implementing the following precautionary measures to minimise possible COVID-19 transmission.

PRIOR REGISTRATION OF ATTENDANCE

The 37th AGM will be a physical annual general meeting. Pursuant to the Guidance and FAQs issued by SC, shareholders are required to pre-register themselves with the Company by providing their NAME, PHONE NO., NRIC NO. and CDS Account No. via email to BSR.Helpdesk@boardroomlimited.com by Tuesday, 15 December 2020, 3:30 p.m. Due to the implementation of social distancing rule and limitation of space at meeting venue, only successfully registered shareholders will be allowed to enter the meeting venue. Shareholders who have successfully registered themselves will be notified via a reply email. This is to allow the Company to make necessary arrangements for the 37th AGM.

The Company is abiding with the MKN’s SOP in conducting the 37th AGM. Shareholders are advised to download the MySejahtera application in advance at their phone and to register their attendance for the meeting. Shareholders are required to present their health declaration at the application and their MyKad for registration and verification purpose.

Precautions and Preventive Measures in view of COVID-19

1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending the AGM.
2. If you have travelled overseas to China, United States of America, Hong Kong, Japan, South Korea, Italy, Iran and other affected countries (as and when announced by the WHO and Malaysia's Ministry of Health in the past 14 days) or if you are unwell with sore throat/fever/flu/cough/shortness of breath, you are required to comply with the directives issued by the Malaysia Government to self-quarantine or seek medical advices.
3. All attendees which were screened and tested positive or is believed to be suffering from pneumonia symptoms (which include fever, cough, breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately.
4. The attendance of outstation shareholders at the AGM are strongly discouraged. Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote on behalf at the forthcoming AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote on behalf.
5. The Company will take the precaution measure by conducting temperature checks on all members upon arrival at the AGM venue. You will not be allowed to enter the meeting venue if you have the above symptoms or having a body temperature above 37.5 °C. All attendees are to sanitize their hands and wear face mask before entering.
6. Shareholders are encouraged to keep abreast with the latest news released by the authority regarding travelling, self-quarantine, other health and safety precautions from time to time.

DOOR GIFTS

There is no door gift provided.

REGISTRATION

1. **Registration will start at 3:00 p.m. on Thursday, 17 December 2020.**
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration staff at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
3. Upon verification, you are required to sign on the Attendance list prepared by the registration staff.
4. After registration, shareholders will be given a barcoded wristband. Shareholders are required to put on the barcoded wristband for voting purpose later.
5. No person will be allowed to register on behalf of another person, even with the original MyKad/Passport of that person.
6. The registration counter will handle only verification of identity and registration.
7. Please vacate the registration area immediately after registration. Attendees are also required to observe social distancing rule.
8. Poll Administrator's Helpdesk will handle the revocation of a proxy's appointment.

PROXY

1. A member entitled to attend and vote is entitled to appoint proxy/proxies, to attend and vote instead of him. If you are unable to attend the Meeting and wish to appoint a proxy to vote on your behalf, please submit your Proxy Form by Tuesday, 15 December 2020 at 3:30 p.m., in accordance with the notes and instructions printed therein.
2. You may submit your Proxy Form to the the Company's Registered Office at **Level P1, Menara Choy Fook On, No. 1B, Jalan Yong Shook Lin, Section 7, 46050 Petaling Jaya, Selangor Darul Ehsan.**
3. If you wish to attend the Meeting yourself, please do not submit any Proxy Form. You will not be allowed to attend the Meeting together with a proxy appointed by you.

SEATING ARRANGEMENT FOR THE 37TH AGM

1. All members who have registered will be allowed to enter the meeting room from 3:20 p.m. onwards.
2. Members are encouraged to be seated at least five (5) minutes before the commencement of the meeting.

VOTING PROCEDURE

1. The voting at the AGM will be conducted on a poll.
2. Boardroom Share Registrars Sdn. Bhd. has been appointed as Poll Administrator to conduct the polling.
3. TF Lee Lum Associates has been appointed as Independent Scrutineers to verify the results of the poll.
4. The Poll Administrator will be available to brief and/or guide all AGM attendees before commencement of and during the voting process.

PARKING

Free parking is provided.

PERSONAL BELONGINGS

Members and proxies are to take care of your own personal belongings. The organiser will not be held responsible for any lost of personal belongings before and after the meeting.