

General AnnouncementReference No **MI-110826-32227**

Submitting Merchant Bank : MAYBANK INVESTMENT BANK BERHAD
Company Name : **KUMPULAN FIMA BERHAD**
Stock Name : KFIMA
Date Announced : 26/08/2011

Type : Announcement
Subject : GENERAL MEETINGS
NOTICE OF MEETING

Description : KUMPULAN FIMA BERHAD (“KFIMA”)
NOTICE OF EXTRAORDINARY GENERAL MEETING

Attachments : [NOTICE OF EGM KFIMA.pdf](#)

Announcement Details/Table Section :

Please be advised that an Extraordinary General Meeting (“EGM”) of KFIMA will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 21 September 2011 at 4 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Thirty-ninth Annual General Meeting of KFIMA which will be held at 3 p.m. on the same day at the same venue for the purpose of considering and, if though fit, to pass the resolutions as set out in the Notice of EGM as attached herewith.

Please refer to the attachment for Notice of EGM.

This announcement is dated 26 August 2011.

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KUMPULAN FIMA BERHAD

(Company No. 11817-V)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Kumpulan Fima Berhad (“**KFIMA**” or “**Company**”) will be held at Dewan Berjaya, Bukit Kiara Equestrian & Country Resort, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur on Wednesday, 21 September 2011 at 4 p.m. or immediately after the conclusion or adjournment (as the case may be) of the Thirty-ninth Annual General Meeting of KFIMA which will be held at 3 p.m. on the same day at the same venue, for the purpose of considering and if thought fit, passing the following Resolutions:

SPECIAL RESOLUTION 1

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

“**THAT** contingent upon the passing of Ordinary Resolution 1 below, the amendments to the Articles of Association of the Company in the manner set out in the Company’s Circular dated 26 August 2011 be and are hereby approved.”

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF THE EMPLOYEES’ SHARE SCHEME (“ESS”) OF KFIMA FOR THE ELIGIBLE DIRECTORS AND EMPLOYEES OF KFIMA AND ITS SUBSIDIARIES WHICH ARE NOT DORMANT

“**THAT** contingent upon the passing of Special Resolution 1 above and subject to the approvals of the relevant authorities, approval be and is hereby given to the Board of Directors of KFIMA (“**KFIMA Directors**”):

- (a) To establish and administer an employees’ share scheme of KFIMA of up to ten percent (10%) of the issued and paid-up ordinary share capital of KFIMA (excluding treasury shares) at any point in time (“**Proposed ESS**”), for the benefit of the eligible directors and employees of KFIMA and its subsidiary companies which are not dormant (“**KFIMA Group**”), in accordance with the provisions of the Bye-Laws of the Proposed ESS as set out in Appendix I of the Circular to Shareholders dated 26 August 2011 (“**Bye-Laws**”), under which Options (as defined in the Bye-Laws) and/or Restricted Share Grants (as defined in the Bye-Laws) may be offered and granted to eligible directors and employees of KFIMA Group, thereby giving the right to such eligible directors and employees to subscribe for or to be transferred new ordinary shares of RM1.00 each in KFIMA (“**KFIMA Shares**”), and to give full effect to the Proposed ESS with full power to assent to any modification or amendment as may be made or required by the relevant authorities or as the KFIMA Directors may in their absolute discretion deem fit, including any revision to the allocation of the Options and/or Restricted Share Grants to the eligible directors and employees of KFIMA Group;

- (b) To offer and grant such Options and/or Restricted Share Grants as are required to be granted under the Proposed ESS and to allot and issue from time to time such number of new KFIMA Shares as may be required to be issued pursuant to the Options and/or Restricted Share Grants under the Proposed ESS, provided that the total number of new KFIMA Shares to be issued under the Proposed ESS shall not exceed ten per centum (10%) of the issued and paid-up ordinary share capital (excluding treasury shares) of KFIMA at any point of time throughout the duration of the Proposed ESS and that such new KFIMA Shares will, upon allotment and issuance, rank pari passu in all respects with the then issued and paid-up KFIMA Shares except that the KFIMA Shares so allotted will not be entitled to any dividend, rights, allotments or other distributions, the entitlement date of which is prior to the date of allotment of the new KFIMA Shares and will be subject to all the provisions of the Articles of Association of the Company relating to the transfer, transmission and otherwise of the KFIMA Shares. For the purpose hereof, the entitlement date means the date at the close of business on which shareholders must be registered in the Record of Depositors with Bursa Malaysia Depository Sdn Bhd in order to be entitled to any dividends, rights, allotments and/or other distributions;
- (c) To make the necessary application to Bursa Securities and take whatever necessary actions at the appropriate time or times for permission to deal in and for the listing of and quotation for the new KFIMA Shares which may from time to time be allotted and issued pursuant to the Options and/or Restricted Share Grants to be granted under the Proposed ESS; and
- (d) To modify and/or amend the Bye-Laws of the Proposed ESS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Bye-Laws relating to modifications and/or amendments.

AND FURTHER THAT any one of the KFIMA Directors be and are hereby authorised to take all such steps and do all acts, deeds and things and execute, sign and deliver on behalf of KFIMA all necessary documents to give full effect to and for the purpose of completing or implementing the Proposed ESS with full power to assent to any condition, modification, variation and/or amendment in any manner as may be required by any relevant authorities.”

ORDINARY RESOLUTION 2

PROPOSED ALLOCATION OF OPTIONS TO TAN SRI DATO' IR. MUHAMMAD RADZI BIN HAJI MANSOR

“**THAT** contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 above, and subject to the approval of and compliance with any conditions as may be imposed by the relevant authorities, the Company is hereby authorised, at any time and from time to time during the subsistence of the Proposed ESS, to offer and to grant to Tan Sri Dato' Ir. Muhammad Radzi bin Haji Mansor, the Chairman and Independent Non-Executive Director of the Company, Options pursuant to the Proposed ESS, and if such Options are accepted and exercised, to allot and issue such number of new KFIMA Shares as may be required to be issued to him pursuant to the Options so exercised, in accordance with the provisions of the Bye-Laws, provided that:

- (a) not more than 50% of the KFIMA Shares available under the Proposed ESS (“**Scheme Shares**”) shall be allocated, in aggregate, to directors and senior management of the Group. For the purposes of the Bye-Laws, “senior management” shall comprise such persons as shall be determined by the Committee (as defined in the Bye-Laws) at its sole and absolute discretion upon the commencement of the Proposed ESS; and
- (b) not more than 10% of the Scheme Shares shall be allocated to any individual Eligible Participant (as defined in the Bye-Laws), who, either singly or collectively through persons connected with him (as defined under the Listing Requirements of Bursa Malaysia Securities Berhad (“**Listing Requirements**”)) holds 20% or more in the issued and paid-up capital (excluding treasury shares) of the Company.”

ORDINARY RESOLUTION 3

PROPOSED ALLOCATION OF OPTIONS AND/OR RESTRICTED SHARE GRANTS TO ENCIK ROSLAN BIN HAMIR

“**THAT** contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 above, and subject to the approval of and compliance with any conditions as may be imposed by the relevant authorities, the Company is hereby authorised, at any time and from time to time during the subsistence of the Proposed ESS, to offer and to grant to Encik Roslan bin Hamir, the Group Managing Director and Non-Independent Executive Director of the Company, Options and/or Restricted Share Grants pursuant to the Proposed ESS, and if such Options and/or Restricted Share Grants are accepted and/or exercised, to allot and issue such number of new KFIMA Shares as may be required to be issued to him pursuant to the Options and/or Restricted Share Grants so accepted and/or exercised, in accordance with the provisions of the Bye-Laws, provided that:

- (a) not more than 50% of the Scheme Shares shall be allocated, in aggregate, to directors and senior management of the Group. For the purposes of the Bye-Laws, “senior management” shall comprise such persons as shall be determined by the Committee at its sole and absolute discretion upon the commencement of the Proposed ESS; and
- (b) not more than 10% of the Scheme Shares shall be allocated to any individual Eligible Participant, who, either singly or collectively through persons connected with him (as defined under the Listing Requirements) holds 20% or more in the issued and paid-up capital (excluding treasury shares) of the Company.”

ORDINARY RESOLUTION 4

PROPOSED ALLOCATION OF OPTIONS TO ENCIK AZIZAN BIN MOHD NOOR

“**THAT** contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 above, and subject to the approval of and compliance with any conditions as may be imposed by the relevant authorities, the Company is hereby authorised, at any time and from time to time during the subsistence of the Proposed ESS, to offer and to grant to Encik Azizan bin Mohd Noor, the Independent Non-Executive Director of the Company, Options pursuant to the Proposed ESS, and if such Options are accepted and exercised, to allot and issue such number of new KFIMA Shares as may be required to be issued to him pursuant to the Options so accepted and exercised, in accordance with the provisions of the Bye-Laws, provided that:

- (a) not more than 50% of the Scheme Shares shall be allocated, in aggregate, to directors and senior management of the Group. For the purposes of the Bye-Laws, “senior management” shall comprise such persons as shall be determined by the Committee at its sole and absolute discretion upon the commencement of the Proposed ESS; and
- (b) not more than 10% of the Scheme Shares shall be allocated to any individual Eligible Participant, who, either singly or collectively through persons connected with him (as defined under the Listing Requirements) holds 20% or more in the issued and paid-up capital (excluding treasury shares) of the Company.”

ORDINARY RESOLUTION 5

PROPOSED ALLOCATION OF OPTIONS TO PUAN ROZANA ZETI BINTI BASIR

"THAT contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 above, and subject to the approval of and compliance with any conditions as may be imposed by the relevant authorities, the Company is hereby authorised, at any time and from time to time during the subsistence of the Proposed ESS, to offer and to grant to Puan Rozana Zeti binti Basir, the Non-Independent Non-Executive Director of the Company, Options pursuant to the Proposed ESS, and if such Options are accepted and exercised, to allot and issue such number of new KFIMA Shares as may be required to be issued to her pursuant to the Options so accepted and exercised, in accordance with the provisions of the Bye-Laws, provided that:

- (a) not more than 50% of the Scheme Shares shall be allocated, in aggregate, to directors and senior management of the Group. For the purposes of the Bye-Laws, "senior management" shall comprise such persons as shall be determined by the Committee at its sole and absolute discretion upon the commencement of the Proposed ESS; and
- (b) not more than 10% of the Scheme Shares shall be allocated to any individual Eligible Participant, who, either singly or collectively through persons connected with her (as defined under the Listing Requirements) holds 20% or more in the issued and paid-up capital (excluding treasury shares) of the Company."

ORDINARY RESOLUTION 6

PROPOSED ALLOCATION OF OPTIONS TO DATO' ROSMAN BIN ABDULLAH

"THAT contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 above, and subject to the approval of and compliance with any conditions as may be imposed by the relevant authorities, the Company is hereby authorised, at any time and from time to time during the subsistence of the Proposed ESS, to offer and to grant to Dato' Rosman bin Abdullah, the Independent Non-Executive Director of the Company, Options pursuant to the Proposed ESS, and if such Options are accepted and exercised, to allot and issue such number of new KFIMA Shares as may be required to be issued to him pursuant to the Options so accepted and exercised, in accordance with the provisions of the Bye-Laws, provided that:

- (a) not more than 50% of the Scheme Shares shall be allocated, in aggregate, to directors and senior management of the Group. For the purposes of the Bye-Laws, "senior management" shall comprise such persons as shall be determined by the Committee at its sole and absolute discretion upon the commencement of the Proposed ESS; and
- (b) not more than 10% of the Scheme Shares shall be allocated to any individual Eligible Participant, who, either singly or collectively through persons connected with him (as defined under the Listing Requirements) holds 20% or more in the issued and paid-up capital (excluding treasury shares) of the Company."

ORDINARY RESOLUTION 7

PROPOSED ALLOCATION OF OPTIONS TO CIK ROZILAWATI BINTI HAJI BASIR

“THAT contingent upon the passing of Special Resolution 1 and Ordinary Resolution 1 above, and subject to the approval of and compliance with any conditions as may be imposed by the relevant authorities, the Company is hereby authorised, at any time and from time to time during the subsistence of the Proposed ESS, to offer and to grant to Cik Rozilawati binti Haji Basir, the Non-Independent Non-Executive Director of the Company, Options pursuant to the Proposed ESS, and if such Options are accepted and exercised, to allot and issue such number of new KFIMA Shares as may be required to be issued to her pursuant to the Options so accepted and exercised, in accordance with the provisions of the Bye-Laws, provided that:

- (a) not more than 50% of the Scheme Shares shall be allocated, in aggregate, to directors and senior management of the Group. For the purposes of the Bye-Laws, “senior management” shall comprise such persons as shall be determined by the Committee at its sole and absolute discretion upon the commencement of the Proposed ESS; and
- (b) not more than 10% of the Scheme Shares shall be allocated to any individual Eligible Participant, who, either singly or collectively through persons connected with her (as defined under the Listing Requirements) holds 20% or more in the issued and paid-up capital (excluding treasury shares) of the Company.”

BY ORDER OF THE BOARD

MOHD YUSOF BIN PANDAK YATIM (MIA 4110)

JASMIN BT HOOD (LS 0009071)

Company Secretaries

Kuala Lumpur
26 August 2011

Notes:

1. *A member entitled to attend and vote at this Meeting is entitled to appoint a proxy/proxies who may but need not be a member/members of the Company to attend and vote in his/her stead.*
2. *When a member appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.*
3. *The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney duly authorised in writing or, if the appointor is a Corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.*
4. *The instrument appointing a proxy must be deposited at the Registered Office at Suite 4.1, Level 4, Block C, Plaza Damansara, No. 45, Jalan Medan Setia 1, Bukit Damansara, 50490 Kuala Lumpur, Malaysia at least forty-eight (48) hours before the time appointed for holding the Meeting or any adjournment thereof.*