

**KUMPULAN FIMA BERHAD**  
Company No. 197201000167 (11817-V)

MINUTES OF THE 53<sup>RD</sup> ANNUAL GENERAL MEETING OF KUMPULAN FIMA BERHAD  
HELD ON THURSDAY, 28 AUGUST 2025 AT 3.00 P.M. AT DEWAN BERJAYA, BUKIT KIARA  
EQUESTRIAN & COUNTRY RESORT, JALAN BUKIT KIARA, OFF JALAN DAMANSARA,  
60000 KUALA LUMPUR. (“AGM” or the “Meeting”)

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**PRESENT**

**Board of Directors:**

Dato’ Idris bin Kechot	-	Chairman
Dato’ Roslan bin Hamir	-	Group Managing Director
Datuk Anuar bin Ahmad		
Puan Rozana Zeti bt Basir		
Dato’ Rosman bin Abdullah		
Datin Rozilawati bt Haji Basir		
Mr. Danny Hoe Kam Thong		

**In Attendance:**

Encik Fadzil bin Azaha	-	Company Secretary/ Chief Financial Officer
Puan Jasmin bt Hood	-	Company Secretary
Encik Abdul Hadi bin Gonawan	-	Messrs. Ernst & Young PLT (Audit Partner)
Share Registrar/Poll Administrators	-	Boardroom Share Registrars Sdn Bhd
Scrutineers	-	SKY Corporate Services Sdn Bhd

**BY INVITATION**

Members/Proxies	-	As per attendance list
Other invitees	-	As per attendance list

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**OPENING REMARKS**

The Chairman, Dato’ Idris bin Kechot extended a warm welcome to all members and invitees to the Company’s 53<sup>rd</sup> Annual General Meeting (“AGM” or the “Meeting”).

The Meeting then proceeded with the recitation of a short doa led by Haji Mohamad Jamil bin Zolkifly.

The Chairman reminded everyone that the AGM registration would remain open until the end of the Questions & Answers session, and the e-polling platform would be opened from the commencement of the AGM.

The Chairman then proceeded to introduce each member of the Board, the Company Secretaries, external auditors, poll administrators, as well as the scrutineers who were in attendance.

## **QUORUM**

Upon confirmation by the Company Secretary that there was requisite quorum present, the Chairman called the Meeting to order.

The Chairman informed the Meeting that the Company has received in total 188 proxy forms from shareholders for a total of 126,871,067 ordinary shares representing 45.47% of the issued share capital of the Company. Of these, shareholders of 124,752,758 shares have appointed the Chairman of the Meeting as proxy to vote on their behalf.

## **NOTICE OF MEETING**

The Notice of the Meeting dated 31 July 2025, having been circulated to shareholders within the prescribed period was taken as read.

## **VOTING PROCEDURES**

The Chairman informed the members that the voting of all resolutions would be conducted via a poll using electronic polling methods. Boardroom Share Registrars Sdn Bhd has been appointed as the Poll Administrator to conduct the electronic poll voting process and SKY Corporate Services Sdn Bhd as Scrutineers to verify the poll results. The Chairman then invited the shareholders and proxy holders to view pre-recorded video presentation on the e-polling process.

The members were notified that e-polling has been opened and would remain accessible until end of the e-polling session, which would be announced at a later time. Members could vote using their own personal smartphone or tablet, or cast their vote at the e-polling kiosks located at the registration area.

The Chairman further informed that in his capacity as Chairman of the Meeting, where a proxy vote has been given to him without voting instructions, he would vote in favour of each resolution. The polling process for the resolutions would take place following the completion of the deliberation of all items to be transacted during the AGM.

## **CHAIRMAN'S OPENING REMARKS AND GROUP MANAGING DIRECTOR'S PRESENTATION**

The Chairman briefly outlined the Group's financial performance for FYE2025 where the Group recorded:

- Revenue of RM683.39 million;
- A profit before tax of RM193.06 million (+57.5% year-on-year);
- Growth across Bulking, Plantation and Food divisions supported by operational efficiencies.

The Chairman further stated that the dividend payout for FYE2025 reflected the Group's commitment to creating sustainable shareholder value, and the resilience of the Group in staying focused on executing growth strategies, navigating competition, currency volatility and shifting regulatory landscape.

The Chairman thereafter invited the Group Managing Director, Dato' Roslan bin Hamir to present the highlights of the Group's FYE2025 performance to the Meeting. The Group Managing Director then went on to provide updates on the Group's performance for FYE2025, focusing on the following areas: overview of FYE2025 achievements, financial performance, sustainability initiatives and strategic outlook for each division.

The Chairman thanked Group Managing Director for his presentation. The Chairman emphasized that despite ongoing market conditions presenting both opportunities and challenges, the Company remains committed to strengthening its existing portfolios, expanding its footprint and sustaining cost-optimisation and efficiency programmes.

The Chairman also recorded the Board's appreciation of the significant contributions of the Group's Management and employees, under the leadership of Dato' Roslan, towards the Group's success. The Chairman also extending the Board's appreciation of the significant contributions made by the Group's management team and employees under the leadership of Dato' Roslan, which have been instrumental in achieving the Group's success.

## **QUESTIONS FROM THE MINORITY SHAREHOLDERS WATCH GROUP**

The Chairman informed that the Company has received a list of questions particularly on areas of operational and financial, sustainability and corporate governance from the Minority Shareholder Watch Group ("MSWG") via their letter dated 22 August 2025. The Chairman invited the Chief Financial Officer/Company Secretary, Encik Fadzil bin Azaha to present the Company's responses to MSWG's questions. Encik Fadzil provided the Company's written replies in response to the all questions raised by MSWG and these responses were displayed on the screen during the presentation.

The reply to MSWG is attached as Appendix I of these Minutes.

## **AGENDA 1                      TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2025 AND THE DIRECTORS' AND AUDITORS' REPORTS THEREON**

The Chairman proceeded with the tabling of the Audited Financial Statements for the financial year ended 31 March 2025 and the Director's and Auditor's Reports thereon ("AFS").

The Chairman explained that the AFS would not be put to vote as it did not require a formal approval of the shareholders and was meant for discussion only, and for the Board to address any queries during the Questions and Answers session.

Moreover, the Company's external auditors Messrs. Ernst & Yong PLT ("EY PLT") had in their Auditors Report concluded that the AFS give a true and fair view of the financial position of the Company and Group as at 31 March 2025. Representatives from EY PLT were also present during the Q&A session to address any questions regarding the audit and related matters.

The Chairman concluded the receipt of the AFS and proceeded to the next agenda which was to seek shareholders' approval on the re-election of

directors.

**AGENDA 2:  
ORDINARY  
RESOLUTION 1**      **TO RE-ELECT DATO' ROSLAN BIN HAMIR, WHO RETIRES BY  
ROTATION IN ACCORDANCE WITH ARTICLE 102 OF THE  
COMPANY'S CONSTITUTION.**

**AGENDA 2:  
ORDINARY  
RESOLUTION 2**      **TO RE-ELECT MR DANNY HOE KAM THONG, WHO RETIRES BY  
ROTATION IN ACCORDANCE WITH ARTICLE 102 OF THE  
COMPANY'S CONSTITUTION.**

Ordinary Resolutions 1 and 2 relate the re-election of Dato' Roslan bin Hamir and Mr. Danny Hoe Kam Thong, who retire by rotation pursuant to Article 102 of the Company's Constitution, and being eligible, offers themselves for re-election.

Based on the 2025 Board Effectiveness Evaluation results, the Nomination and Remuneration Committee and the Board were satisfied that Dato' Roslan and Mr. Danny have diligently discharged their responsibilities and accordingly, recommended their re-election as Director of the Company.

The Chairman then requested a seconder for Ordinary Resolution 1 and Ordinary Resolution 2.

Ordinary Resolution 1 and Ordinary Resolution 2 were duly seconded by Irman bin Abdul Shukor.

**AGENDA 3:  
ORDINARY  
RESOLUTION 3**      **TO APPROVE THE PAYMENT OF DIRECTORS' FEES FOR EACH  
OF THE NON-EXECUTIVE DIRECTORS OF THE COMPANY FOR  
THE ENSUING FINANCIAL YEAR.**

Ordinary Resolution 3 relates to the payment of Directors' fees for each of the Non-Executive Directors amounting to RM495,000 for the ensuing financial year.

Ordinary Resolution 3 was duly proposed by Jasmin bt Hood and seconded by Muniandy Karishnan.

**AGENDA 4:  
ORDINARY  
RESOLUTION 4**      **TO APPROVE THE PAYMENT OF DIRECTORS' FEES FOR EACH  
OF THE NON-EXECUTIVE DIRECTORS WHO SIT ON THE  
BOARDS OF KFIMA SUBSIDIARIES FROM 29 AUGUST 2025 UNTIL  
THE CONCLUSION OF THE NEXT AGM OF THE COMPANY.**

The Chairman informed that the Ordinary Resolution 4 relates to the payment of Directors' fees for each of the Non-Executive Directors who sit on the Boards of KFima subsidiaries at an estimated amount of RM36,000 from 29 August 2025 until the conclusion of the next AGM of the Company.

Ordinary Resolution 4 was duly proposed by Jasmin bt Hood and seconded by Neoh Jia En.

**AGENDA 5: TO APPROVE THE PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) FOR THE NON-EXECUTIVE DIRECTORS FROM 29 AUGUST 2025 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

Ordinary Resolution 5 was to seek shareholders' approval on the payment of Directors' remuneration (excluding Directors' fees) to the Non-Executive Directors at an estimated amount of RM1,024,000 from 29 August 2025 until the conclusion of the next AGM of the Company.

Ordinary Resolution 5 was duly proposed by Irman bin Abdul Shukor and seconded by Teh Kian Lang.

The Chairman proceeded to the next agenda.

**AGENDA 6: TO RE-APPOINT MESSRS. ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 MARCH 2026 AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION**

The Chairman moved Ordinary Resolution 6 on the re-appointment of Messrs. Ernst & Young PLT as Auditors of the Company for the financial year ending 31 March 2026 and to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors

Ordinary Resolution 6 was duly seconded by Muniandy Karishnan.

**SPECIAL BUSINESS**

**AGENDA 7: PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The Chairman moved Ordinary Resolution 7, being a special business, to obtain a general mandate from shareholders for recurrent related party transaction of a revenue or trading nature with related parties, as set out in the Company's Circular/Statement to Shareholders dated 31 July 2025, and to authorise the Directors to complete and do all such acts necessary to give effect to such mandate until the next Annual General Meeting.

The Chairman informed that all major shareholders, Directors and persons connected to them who are deemed interested in this resolution will abstain from voting.

Ordinary Resolution 7 was duly seconded by Mohd Yusof bin Pandak Yatim. The Chairman then proceeded to Ordinary Resolution 8.

**AGENDA 8:  
ORDINARY  
RESOLUTION 8**

**PROPOSED RENEWAL OF THE AUTHORITY FOR SHARES BUY-BACK**

The Chairman moved Ordinary Resolution 8 to seek shareholders' approval for the renewal of authority for the Company to purchase its own shares up to 10% of its total number of issued share capital, and to authorise the Directors to complete and do all such act and things as they may deem fit and expedient in the best interest of the Company, subject to the compliance with all applicable laws, regulations and guidelines.

Ordinary Resolution 8, was duly seconded by Irman bin Abdul Shukor.

**QUESTIONS & ANSWERS SESSION**

As all resolutions have been tabled, the Chairman informed that the Meeting will now proceed with the Questions and Answers (Q&A) session. The Chairman informed that the Company received 2 questions from the shareholders which were submitted through Boardroom Smart Investor Portal.

The Chairman then opened the Q&A session and invited questions from the floor. The questions together with the responses thereto are set out in Appendix II of these Minutes.

The Chairman thanked all shareholders for the questions raised during the Meeting. With that, the Chairman declared the Q&A session closed and proceeded with the poll voting session.

**ANY OTHER BUSINESS**

The Chairman informed that the Company Secretary has confirmed that there was no other ordinary business of the Meeting of which due notice had been received.

**POLLING PROCESS**

The Chairman declared that the registration for attendance at the 53<sup>rd</sup> AGM be closed at 4.20 p.m. The Chairman announced that an additional 10 minutes would be provided for shareholders to cast their votes and 20 minutes for the independent scrutineers to verify the polling results.

**ANNOUNCEMENT OF POLL RESULTS**

The AGM was re-convened at 4.50 p.m. and the Chairman called the meeting to order for the declaration of the results.

Based on the poll results verified and validated by the Scrutineers, the Chairman proceeded to read out the poll results as displayed on the screen as follows:

### Ordinary Resolution 1

The Chairman announced the poll result in respect of Ordinary Resolution 1 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	178,289,657	99.9465	175
Against	95,460	0.0535	10

**RESOLVED** That Dato' Roslan bin Hamir, who retired pursuant to Article 102 of the Company's Constitution, be re-elected as a Director of the Company.

### Ordinary Resolution 2

The Chairman announced the poll result in respect of Ordinary Resolution 2 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	179,469,352	99.5083	171
Against	886,765	0.4917	15

**RESOLVED** That Mr. Danny Hoe Kam Thong, who retired pursuant to Article 102 of the Company's Constitution, be re-elected as a Director of the Company.

### Ordinary Resolution 3

The Chairman announced the poll result in respect of Ordinary Resolution 3 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	128,431,403	99.9588	169
Against	52,914	0.0412	12

**RESOLVED** That the payment of Directors' fees for each of the Non-Executive Directors of the Company for the ensuing financial year amounting to RM495,000, be approved and that they be paid in the manner determined by the Board of Directors.

### Ordinary Resolution 4

The Chairman announced the poll result in respect of Ordinary Resolution 4 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	180,345,203	99.9707	176
Against	52,914	0.0293	12

**RESOLVED** That the payment of Directors' fees for each of the Non-Executive Directors who sit on the Boards of KFima subsidiaries at an estimated amount of RM36,000 from 29 August 2025 until the conclusion of the next AGM of the Company, be approved

### Ordinary Resolution 5

The Chairman announced the poll result in respect of Ordinary Resolution 5 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	128,442,403	99.9674	170
Against	41,914	0.0326	11

**RESOLVED** That the payment of Directors' remuneration (excluding Directors' fees) for the Non-Executive Directors at an estimated amount of RM1,024,000 from 29 August 2025 until the conclusion of the next AGM of the Company, be approved.

### Ordinary Resolution 6

The Chairman announced the poll result in respect of Ordinary Resolution 6 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	180,386,507	99.9947	180
Against	9,610	0.0053	7

**RESOLVED** That Messrs. Ernst & Young PLT be re-appointed as Auditors of the Company for the financial year ending 31 March 2026 and to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.

### Ordinary Resolution 7

The Chairman announced the poll result in respect of Ordinary Resolution 7 as carried:

<b>Poll Results</b>	<b>Number of Holdings</b>	<b>%</b>	<b>Number of Shareholders</b>
For	16,476,807	99.9175	164
Against	13,610	0.0825	9

**RESOLVED** 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 stated in Section 2.4 Part A of the Company's Circular/Statement to Shareholders dated 31 July 2025 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 parties 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 earlier, and that the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this resolution.

### Ordinary Resolution 8

The Chairman announced the poll result in respect of Ordinary Resolution 8 as carried:

Poll Results	Number of Holdings	%	Number of Shareholders
For	180,371,982	99.9886	176
Against	20,610	0.0114	12

**RESOLVED** 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 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;

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.

#### **ANY OTHER BUSINESS**

The Chairman informed that the Company Secretary has confirmed that there was no other ordinary business of the Meeting of which due notice had been received.

#### **CLOSURE OF MEETING**

The Chairman concluded the Meeting and thanked the members for their attendance and declared the Meeting closed.

The Meeting adjourned at 5.25 p.m. with a vote of thanks to the Chairman.

#### **MINUTES CONFIRMED BY:**

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**CHAIRMAN**

**DATE:**