

FIMA CORPORATION BERHAD

Company No. (197401004110) (21185-P)

MINUTES OF THE FORTY-SEVENTH (47TH) ANNUAL GENERAL MEETING OF FIMA CORPORATION BERHAD (“FIMACORP” OR “THE COMPANY”) HELD ON TUESDAY, 23 AUGUST 2022 AT 9.30 A.M. AT THE BROADCAST VENUE AT TRAINING ROOM, KUMPULAN FIMA BERHAD, SUITE 4.1, LEVEL 4, BLOCK C, PLAZA DAMANSARA, NO. 45, JALAN MEDAN SETIA 1, BUKIT DAMANSARA, 50490 KUALA LUMPUR.

PRESENT AT BROADCAST VENUE

Board of Directors:

| | | |
|-----------------------------------|---|-------------------|
| Datuk Bazlan bin Osman | - | Chairman |
| Dato’ Roslan bin Hamir | - | Managing Director |
| Encik Rosely bin Kusip | | |
| Encik Rezal Zain bin Abdul Rashid | | |
| Dr. Roshayati binti Basir | | |
| Encik Nik Feizal Haidi bin Hanafi | | |

In Attendance:

| | | |
|--|---|--|
| Puan Jasmin binti Hood | - | Company Secretary |
| Encik Muhammad Fadzilah bin Abdul Ra’far | - | Chief Financial Officer/Company Secretary |
| Datin Wan Daneena Liza bt Wan Abdul Rahman | - | Messrs. Ernst & Young PLT (Engagement Partner) |
| Share Registrar/Poll Administrators | - | Boardroom Share Registrars Sdn Bhd |
| Scrutineers | - | SKY Corporate Services Sdn Bhd |
| Moderators | - | As per attendance list |

PRESENT REMOTELY

| | | |
|----------------------|---|--|
| Shareholders/Proxies | - | Participating via Remote Participation and Electronic Voting Facilities as per attendance list |
|----------------------|---|--|

OPENING REMARKS

The Chairman welcomed shareholders and proxies to the live streaming of the Company’s 47th Annual General Meeting (“AGM” or “Meeting”). The Chairman informed the Meeting that the Board has decided to conduct this year’s AGM virtually for the safety and health of everyone as the country is still in the early stages of the endemic phase.

The Chairman thanked the shareholders and proxies for attending the AGM remotely. The holding of the AGM was in line with the provisions of the Companies Act 2016, the Company’s Constitution and the latest Securities Commission Malaysia’s Guidance and FAQs on the Conduct of General Meetings for Listed Issuers with several revisions being made thereafter, the latest being on 7 April 2022.

The Chairman then introduced the Board members who were present at the Broadcast Venue. The Chairman also introduced the Company Secretaries and representatives from Messrs. Ernst & Young PLT. The Chairman also took the opportunity and recorded the Board’s appreciation to his predecessor, Dato’ Adnan bin Shamsuddin who had retired from the Board on 21 September 2021,

for his dedication, wise counsel and leadership he gave to the Group during the 11 years that he served as Chairman.

The Chairman then invited shareholders and proxies to submit questions online for the Board's response. The Chairman informed that the Board would endeavor their best to respond to the questions during the Questions & Answers session.

QUORUM

Upon confirming the presence of the requisite quorum by the Secretary, the Chairman called the Meeting to order.

The Chairman informed the Meeting that the Company has received in total 23 proxy forms from shareholders for a total of 151,073,015 ordinary shares representing 61.58% of the issued share capital of the Company. Out of those, 3 shareholders have appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented are 149,068,858 ordinary shares or 60.76% of the issued share capital of the Company.

NOTICE OF MEETING

The Notice convening the Meeting was tabled and taken as read.

VOTING PROCEDURES

The Chairman advised the members that the voting of all resolutions would be conducted on a poll by way of electronic polling. The Chairman informed that the Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the electronic poll voting and SKY Corporate Services Sdn Bhd as Scrutineers to validate the poll results. The Chairman then invited the shareholders and proxy holders to view a short video on the remote polling process presented by the Poll Administrator.

Members were informed that the online voting was opened until the closure of the voting session to be announced. 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 be conducted upon completion of the deliberation of all items to be transacted at the AGM.

PRESENTATION

Before proceeding with the business of the Meeting, a video presentation on the overview of the financial and operational performance for the financial year ended 31 March 2022 was aired for the members' viewing. The Chairman thereafter invited the Managing Director, Dato' Roslan bin Hamir to give his presentation on the Group's financial performance and business for the financial year ended 31 March 2022 as well as strategic focus and outlook.

The Chairman thanked Dato' Roslan for the presentation and proceeded with the formal business of the Meeting.

AGENDA 1

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2022 AND THE DIRECTORS' AND AUDITORS' REPORTS THEREON

The Chairman informed the Meeting that the first item on the agenda was to receive the Audited Financial Statements for FYE2022 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.

The Chairman concluded the receipt of the AFS and proceeded to the next agenda.

**AGENDA 2:
ORDINARY
RESOLUTION 1**

TO RE-ELECT DATUK BAZLAN BIN OSMAN, WHO RETIRES BY ROTATION IN ACCORDANCE WITH ARTICLE 108 OF THE COMPANY'S CONSTITUTION

Being interested in Ordinary Resolution 1, the Chairman handed over the chair to Tuan Haji Rosely bin Kusip to continue with Ordinary Resolution 1. Tuan Haji Rosely bin Kusip informed the Meeting that the first resolution on the agenda was the re-election of Datuk Bazlan bin Osman, who retires by rotation pursuant to Article 108 of the Company's Constitution, and being eligible, offers himself for re-election.

Ordinary Resolution 1 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

Tuan Haji Rosely bin Kusip then handed back the chair of the Meeting to Datuk Bazlan bin Osman.

**ORDINARY
RESOLUTION 2**

TO RE-ELECT ENCIK REZAL ZAIN BIN ABDUL RASHID, WHO RETIRES BY ROTATION IN ACCORDANCE WITH ARTICLE 108 OF THE COMPANY'S CONSTITUTION

The Chairman informed that Ordinary Resolution 2 was on the re-election of Encik Rezal Zain bin Abdul Rashid, who retires by rotation pursuant to Article 108 of the Company's Constitution, and being eligible, offers himself for re-election.

Ordinary Resolution 2 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

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 RM370,000 for the ensuing financial year.

Ordinary Resolution 3 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

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 FIMACORP SUBSIDIARIES FROM 24 AUGUST 2022 UNTIL THE CONCLUSION OF THE NEXT AGM OF THE COMPANY**

The Chairman continued with the next agenda of the Meeting which was to seek shareholders' approval on the payment of Directors' fees for the Non-Executive Directors who sit on the Boards of subsidiary companies at an estimated amount of RM54,000 from 24 August 2022 until the conclusion of the next AGM of the Company.

Ordinary Resolution 4 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

AGENDA 5: ORDINARY RESOLUTION 5 **TO APPROVE THE PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS' FEES) FOR THE NON-EXECUTIVE DIRECTORS FROM 24 AUGUST 2022 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 RM862,000 from 24 August 2022 until the conclusion of the next AGM of the Company.

Ordinary Resolution 5 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

The Chairman proceeded to the next agenda.

AGENDA 6: ORDINARY RESOLUTION 6 **TO RE-APPOINT MESSRS. ERNST & YOUNG PLT AS AUDITORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 31 MARCH 2023 AND TO AUTHORISE THE DIRECTORS TO DETERMINE THEIR REMUNERATION**

Ordinary Resolution 6 relates to the re-appointment of Messrs. Ernst & Young PLT, who have expressed their willingness to continue in office for the ensuing financial year and to hold office until the conclusion of the next AGM at a remuneration to be determined by the Directors.

Ordinary Resolution 6 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

SPECIAL BUSINESS

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

The Chairman informed the shareholders that Ordinary Resolution 7 was a Special Business to obtain a general mandate from the shareholders for the existing 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 28 July 2022.

Ordinary Resolution 7 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

**AGENDA 8: PROPOSED RENEWAL OF THE AUTHORITY FOR SHARES BUY-
ORDINARY BACK
RESOLUTION 8**

Ordinary Resolution 8 seeks to renew the authority for the Company to purchase its own shares up to 10% of the issued shares of the Company, subject to the compliance with all applicable laws, regulations and guidelines.

Ordinary Resolution 8 was put to the Meeting for consideration. The poll would be taken after tabling all the agendas.

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 further informed that the multiple and repetitive questions posed by shareholders or proxies would be summarised and answered as one question.

The Chairman also informed that the Company had received many questions from shareholders requesting for food/e-vouchers and door gifts, and therefore the Chairman would answer once for all shareholders. He informed that as stated in the AGM Administrative Guide, there would be no distribution of door gifts or vouchers, as this AGM is conducted on a virtual basis. The Company's sole method of rewarding shareholders is through payment of dividends, it being noted that the Company paid a total dividend of 10 sen per share comprising of an interim dividend of 7.5 sen and special dividend of 2.5 sen for FYE2022.

The Board then addressed questions received during the Meeting, as follows:

Question 1 from Ho Wing Seng:

1. Is the Company giving out any form of vouchers to all attendees of this Annual General Meeting (AGM)?
2. Can the hard copy of the annual report to be sent to me?

As stated in the AGM Admin Guide, there will be no distribution of door gifts for AGM. The Company's sole method of rewarding shareholders is through dividend payments.

The Company take note of your request. Kindly provide your address to the Company's Share Registrar and they will make the necessary arrangements accordingly. The soft copy of the Annual Report can be accessed and downloaded from the Company's website.

Question 2 from Lau Chuan Hooi:

What is the Company's future outlook?

For Plantation, the Company has completed acquisition of approximately 3,000 ha in Kelantan in FYE2022, in line with strategy to expand the plantation landbank. The Company has recently obtained Department of Environment approval for replanting and hope to commence the same this year. The Company is also projecting further growth in fresh fruit bunches production based on the expectation of increased contributions from rising yields of young fields as well as harvests from new fields from our Malaysian estates, provided the Company be able to get more workers in. The Company is also stepping up on our mechanization initiatives, inter alia through usage of mechanised wheelbarrows etc. and hope to be able to improve productivity and simultaneously reduce our workforce requirements by 10%-20%.

For Manufacturing, the Company expect the reopening of economies to further strengthen demand for travel and transport document segments. The Company is also leveraging on strategic alliances with IT/technology partners in order to improve our product offerings and competitiveness. At the same time, the division is moving its operations to a new facility complex in Bangi as part of its efforts to lower its cost base. The layout of the new facility complex for example, would enhance operational efficiencies and synergies, resulting in cost savings over the longer term.

Question 3 from Lew Tuck Wai:

With the completion of the additional 3.237 hectares of plantation land in Gua Musang, Kelantan, the Company now has a sizeable plantation land in various locations in Kelantan. Are there any plans to construct a palm oil mill to process the expected increase in fresh fruit bunches (FFB)? If no, what are the reason(s) for only selling FFB instead of crude palm oil for own mill.

The Company is considering to construct a palm oil mill in near future, once a sizable area is fully matured.

Question 4 from Lew Tuck Wai:

What is the capex allocated for new planting and replanting of the Company's plantation in FY2023? What is the targeted areas for new planting and replanting?

For FY2022/23, the Company expect to spend approximately RM28.18 million on land development (infrastructure and bearer plants). Specifically, the bulk of the CAPEX spend will go towards development of:

- Sg. Siput Estate in Perak RM7.28 million (Infrastructure and bearer plants) - 400Ha

- *Ladang FCB Kuala Betis in Gua Musang RM7.19 million - 450Ha*
- *Ladang FCB Aring in Gua Musang RM7.27 million - 300Ha*

Question 5 from Lew Tuck Wai:

The Financial Investments in Islamic money market unit trusts increased to RM153.324 million in FY2022 vs RM144.563 million in FY2021 (Note 25). However, the distribution from financial investments reduced from RM2.924 million in FY2021 to RM1.720 million in FY2022.

1. What is reason(s) for the lower returns?
2. The yield from financial investment was between 1-2% based on the reported distribution income. What is the reason(s) for the low yield?

Generally, the income decreased because the Overnight Policy Rate (OPR) went down. In FYE2022, the return on financial investments ranged between 1.38% to 1.96% as opposed to 1.77% to 2.90% in FYE2021.

Question 6 from Lew Tuck Wai:

In relation to the material litigation involving PT Nunukan Jaya Lestari (PTNJL), the Mahkamah Agung of Indonesia has ruled in favour of PTNJL on 31 March 2022 and directed that a new Izin Usaha Perkebunan (IUP) to be issued less the overlapping areas with 3rd party.

1. What will be the land area in respect of the new IUP?
2. What is the duration of the new IUP to issued?
3. With the issuance of the new IUP, will the material litigation be brought to a closure?

Based on Mahkamah Agung decision, the IUP has been reinstated (less the overlapping area) i.e. 16,474ha. However, at the moment, PTNJL is only operating on the planted areas.

Meanwhile application of Hak Guna Usaha and IUP for the non-disputed areas are still in progress. The process is expected to be long drawn and we do not have a clear timeline on it.

Question 7 from Lee Suan Bee:

How much does the Company spend on this virtual AGM?

The cost of AGM is less than RM50,000.

The Chairman thanked all shareholders for the questions raised during the Meeting. The Meeting was informed that the questions which had yet to be addressed during the Meeting, would be posted together with the answers on the Company's website as soon as practicable. With that, the Chairman declared the Q&A session closed.

POLLING PROCESS

The Chairman announced that an additional 10 minutes would be provided for all resolutions to be voted on by poll and another 20 minutes for the Independent Scrutineer to verify the results. Accordingly, the Chairman declared that the Meeting would resume at 10.40 a.m.

At 10.20 a.m., the Chairman adjourned the AGM for 20 minutes for the conduct of the polling.

ANNOUNCEMENT OF POLL RESULTS

The AGM re-convened at 10.40 a.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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,669,538 | 99.9935 | 280 |
| Against | 9,856 | 0.0065 | 40 |

RESOLVED That Datuk Bazlan bin Osman, who retired pursuant to Article 108 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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,665,532 | 99.9935 | 279 |
| Against | 9,862 | 0.0065 | 41 |

RESOLVED That Encik Rezal Zain bin Abdul Rashid, who retired pursuant to Article 108 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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,389,406 | 99.9348 | 234 |
| Against | 99,388 | 0.0652 | 83 |

RESOLVED That the payment of Directors' fees for each of the Non-Executive Directors of the Company for the ensuing financial year amounting to RM370,000, 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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,573,407 | 99.9332 | 235 |
| Against | 101,987 | 0.0668 | 85 |

RESOLVED That the payment of Directors' fees for each of the Non-Executive Directors who sit on the Boards of FimaCorp subsidiaries at an estimated amount of RM54,000 from 24 August 2022 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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,390,707 | 99.9350 | 239 |
| Against | 99,087 | 0.0650 | 79 |

RESOLVED That the payment of Directors' remuneration (excluding Directors' fees) for the Non-Executive Directors at an estimated amount of RM862,000 from 24 August 2022 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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,683,742 | 99.9963 | 296 |
| Against | 5,652 | 0.0037 | 25 |

RESOLVED That Messrs. Ernst & Young PLT be re-appointed as Auditors of the Company for the financial year ending 31 March 2023 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:

| Poll Results | Number of Holdings | % | Number of Shareholders |
|--------------|--------------------|---------|------------------------|
| For | 152,677,578 | 99.9923 | 272 |
| Against | 11,816 | 0.0077 | 49 |

RESOLVED That pursuant to Paragraph 10.09 of the 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 2.5 Part A of the Company's Circular/Statement to Shareholders dated 28 July 2022 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 earlier,

AND THAT the Board of Directors of the Company be and is hereby empowered and authorized 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.

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 | 152,676,185 | 99.9913 | 279 |
| Against | 13,209 | 0.0087 | 42 |

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 FimaCorp ("FimaCorp 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 FimaCorp 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 authorized to deal with the FimaCorp Shares so purchased at their discretion, in the following manner:

- (i) cancel the FimaCorp Shares so purchased; or
- (ii) retain the FimaCorp 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 FimaCorp Shares so purchased as treasury shares and cancel the remainder of the FimaCorp 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 FimaCorp Shares shall continue to be valid until all the purchased FimaCorp 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

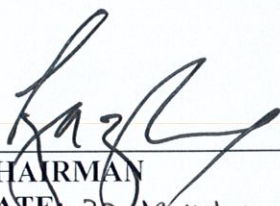
The Chairman informed that the Company Secretary has confirmed that there was no other ordinary business of the Meeting of which due notice had been received.

CLOSURE OF MEETING

The Chairman then concluded the Meeting and thanked the members for their participation in the proceedings and declared the AGM closed.

The Meeting adjourned at 10.48 a.m. with a vote of thanks to the Chairman.

MINUTES CONFIRMED BY:



CHAIRMAN
DATE: 22 November 2022