

Proxy Form



I/We _____ NRIC/Company No. _____
 (Full Name in Capital Letters)

of _____
 (Full Address)

being a Member of **FIMA CORPORATION BERHAD** (“the Company”), do hereby appoint
 _____ NRIC/Company No. _____
 (Full Name in Capital Letters)

of _____
 (Full Address)

or failing him/her _____ NRIC/Company No. _____
 (Full Name in Capital Letters)

of _____
 (Full Address)

as my/our* proxy to vote for me/us* and on my/our* behalf at the Forty-Fifth (45th) Annual General Meeting (“AGM”) of the Company to be held as a fully virtual meeting via live streaming and online remote voting from 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 on Tuesday, 29 September 2020 at 9.30 a.m.

Please indicate the manner in which you wish your votes should be cast with an “X” in the appropriate spaces below. Unless voting instructions are specified herein, the proxy will vote or abstain from voting as he/she thinks fit.

| RESOLUTIONS | | FOR | AGAINST |
|----------------------------|---|-----|---------|
| 1. | To re-elect Rezal Zain bin Abdul Rashid who retire by rotation in accordance with Article 108 of the Company’s Constitution. - Ordinary Resolution 1 | | |
| 2. | To re-elect Dr. Roshayati binti Basir who retire by rotation in accordance with Article 108 of the Company’s Constitution. - Ordinary Resolution 2 | | |
| 3. | To approve the payment of Directors’ fees for the Non-Executive Directors of the Company for the ensuing financial year. - Ordinary Resolution 3 | | |
| 4. | To approve the increase in fees payable to the Audit and Risk Committee members (excluding the Committee Chairman) from 1 April 2020 until the conclusion of the next AGM of the Company. - Ordinary Resolution 4 | | |
| 5. | To approve the payment of Directors’ fees for the Non-Executive Directors who sit on the Boards of subsidiary companies from 30 September 2020 until the conclusion of the next AGM of the Company. - Ordinary Resolution 5 | | |
| 6. | To approve the payment of Directors’ remuneration (excluding Directors’ fees) to the Non-Executive Directors from 30 September 2020 until the conclusion of the next AGM of the Company. - Ordinary Resolution 6 | | |
| 7. | To re-appoint Messrs. Ernst & Young PLT as Auditors of the Company and to authorize the Directors to fix their remuneration. - Ordinary Resolution 7 | | |
| AS SPECIAL BUSINESS | | | |
| 8. | Proposed renewal of shareholders’ mandate for recurrent related party transactions of a revenue or trading nature. - Ordinary Resolution 8 | | |
| 9. | Proposed renewal of the authority for shares buy-back. - Ordinary Resolution 9 | | |
| 10. | Proposed continuation in office as Independent Non-Executive Director for Rezal Zain bin Abdul Rashid. - Ordinary Resolution 10 | | |
| 11. | Proposed continuation in office as Independent Non-Executive Director for Dato’ Adnan bin Shamsuddin. - Ordinary Resolution 11 | | |

* Strike out whichever not applicable

Signature (If Shareholder is a Corporation, this part should be executed under seal)

Dated this _____ day of _____ 2020

| |
|--------------------|
| No. of Shares held |
| |
| CDS Account No. |
| |

Notes:

1. The 45th AGM of the Company will be conducted on a fully virtual basis through live streaming and online remote voting via Remote Participation and Electronic Voting facilities (collectively referred as “45th Virtual AGM”). Kindly refer to the procedures provided in the Administrative Guide for the 45th Virtual AGM in order to register, participate and vote remotely.
2. The broadcast venue of the 45th Virtual AGM which is the main venue of the meeting is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 that requires the Chairman of the meeting to be present at the main venue of the meeting. No shareholders/proxies/corporate representatives should be physically present nor admitted at the broadcast venue on the day of the 45th Virtual AGM of the Company.
3. Only members registered in the General Meeting Record of Depositors as at 22 September 2020 shall be entitled to participate in the 45th Virtual AGM or appoint proxy(ies) to participate and/or vote on their behalf.
4. A member of the Company who is entitled to participate and vote at the 45th Virtual AGM, may appoint up to 2 proxies by specifying the proportion of his shareholding to be represented by each proxy. A proxy may not be a member of the Company.
5. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for the multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

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**AFFIX
STAMP**

Boardroom Share Registrars Sdn Bhd

(Registration No. 199601006647/378993-D)

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13, 46200 Petaling Jaya
Selangor Darul Ehsan

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6. The instrument appointing a proxy must be deposited at the Company's Share Registrar's office in the following manner:
 - (a) by electronic means through the Boardroom Smart Investor Online Portal at www.boardroomlimited.my by lodging in and selecting "E-PROXY LODGEMENT" not less than 48 hours before the time of holding the meeting or adjournment thereof; or
 - (b) by hand or post to Boardroom Share Registrars Sdn Bhd ("Boardroom Share Registrars"), 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, not less than 48 hours before the time of holding the meeting or adjournment thereof. Boardroom Share Registrars will provide a box at the ground floor of its office building to facilitate drop-off of proxy forms.
7. If the appointer is a corporation, the proxy form or certificate of appointment of corporate representative must be deposited by hand or post to Boardroom Share Registrars' office not less than 48 hours before the time of holding the meeting or adjournment thereof. Alternatively, the proxy form or certificate of appointment of corporate representative may also be send to Boardroom Share Registrars via email at BSR.Helpdesk@boardroomlimited.com.
8. If you have submitted your proxy form prior to the 45th Virtual AGM and subsequently, decide to participate in the 45th Virtual AGM yourself, please write in to BSR.Helpdesk@boardroomlimited.com to revoke the appointment of your proxy(ies) 48 hours before the 45th Virtual AGM. Your proxy(ies) on revocation would not be allowed to participate in the 45th Virtual AGM. In such event, you should advise your proxy(ies) accordingly.
9. The voting at the 45th Virtual AGM will be conducted on a poll. The Company will appoint independent scrutineers to verify the poll results.