



FARLIM GROUP (MALAYSIA) BHD.
Registration No. 198201002529 (82275-A)
(Incorporated in Malaysia)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Forty-Third Annual General Meeting of the Company will be held at Melati 1, 2 & 3, Dorsett Grand Subang, Jalan SS 12/1, 47500 Subang Jaya, Selangor Darul Ehsan on Thursday, 26 June 2025 at 10.00 a.m. for the following purposes:-

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 and the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Note A*
2. To approve the payment of Directors' Fees of RM136,800.00 and benefits totaling RM380,000.00 for the period from 1 July 2025 until the next Annual General Meeting of the Company.
(Please refer to Explanatory Note B) **ORDINARY RESOLUTION 1**
3. To re-elect the following Directors who retire pursuant to Clause 106 of the Company's Constitution:-
 - 3.1 Datuk Seri Haji Mohamed Iqbal Bin Kuppa Pitchai Rawther **ORDINARY RESOLUTION 2**
 - 3.2 Miss Adlina Hasni Binti Zainol Abidin **ORDINARY RESOLUTION 3**
(Please refer to Explanatory Note C)
4. To reappoint Messrs. Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **ORDINARY RESOLUTION 4**

As Special Business

To consider and, if thought fit, to pass with or without modifications, the following Ordinary Resolutions:-

5. **Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016** **ORDINARY RESOLUTION 5**

"THAT subject always to the Constitution of the Company, Companies Act 2016 (**"the Act"**), Main Market Listing Requirements of Bursa Malaysia Securities Berhad (**"Bursa Securities"**) and approval of the relevant regulatory authorities, where required, the Board of Directors of the Company (**"Board"** or **"Directors"**) be and are hereby authorized and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new shares in the Company (**"New Shares"**) from time to time, at such price, to such persons and for such purposes and upon such terms and conditions as the Directors may in their absolute discretion, deem fit, provided that the aggregate number of such New Shares to be issued, does not exceed ten per centum (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being (**"Proposed General Mandate"**); **AND THAT** such authority shall commence immediately upon the passing of this resolution and continue in force until the conclusion of the next Annual General Meeting (**"AGM"**) of the Company or the expiration of the period within which the next AGM is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting, whichever is earlier.

THAT the Directors be and are empowered to obtain the approval from Bursa Securities for the listing of and quotation for the New Shares to be allotted on the Bursa Securities; **AND THAT** authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or

amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.

THAT the Directors of the Company, be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.

AND FURTHER THAT pursuant to Section 85 of the Act, read together with Clause 52 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company and to offer New Shares arising from the issuance and allotment of the New Shares pursuant to Sections 75 and 76 of the Act; **AND THAT** the Board is exempted from the obligation to offer such New Shares first to the existing shareholders of the Company."

(Please refer to Explanatory Note D)

6. **Retention of Independent Non-Executive Director, Miss Adlina Hasni Binti Zainol Abidin** **ORDINARY RESOLUTION 6**

"THAT Miss Adlina Hasni Binti Zainol Abidin who has served the Board as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years from 23 April 2015 be and is hereby retained as an Independent Non-Executive Director of the Company."

(Please refer to Explanatory Note E)

Other business

7. To transact any other business of which due notice or requisition shall have been given in accordance with the Company's Constitution and the Companies Act 2016.

By Order of the Board

Lim Li Heong (MAICSA 7054716) (SSM PC No. 202008001981)
Wong Mee Kiat (MAICSA 7058813) (SSM PC No. 202008001958)
Company Secretaries

Kuala Lumpur
21 April 2025

Notes:

1. A member of the Company shall be entitled to appoint any person as his/her proxy to exercise all or any of his/her rights to attend, participate, speak and vote at the Meeting. A proxy need not be a member of the Company. There is no restriction as to the qualification of the proxy.
2. A member of the Company may appoint one (1) proxy or more proxies in relation to the Meeting and where a member appoints more than one (1) proxy as aforesaid, such appointment shall be invalid unless he/she specifies the proportion of his/her shareholdings to be represented by each proxy.
3. Where a member of the Company is an authorized nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
4. Where a member of the Company is an exempt authorized nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("**omnibus account**"), there is no limit to the number of proxies it may appoint in respect of each omnibus account it holds. An exempt authorized nominee refers to an authorized nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
5. If the member is a corporation, the proxy form must be executed either under its common seal or under the hand of an officer or attorney duly authorised in writing.
6. The form of proxy or instrument appointing a proxy duly completed and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's Registered Office situated at No. 2-8, Bangunan Farlim, Jalan PJS 10/32, Taman Sri Subang, 46150 Petaling Jaya, Selangor Darul Ehsan or at the Company's Share Registrar, Boardroom

Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan. Alternatively, the form of proxy may also be lodged electronically via <https://investor.boardroomlimited.com> not less than forty-eight (48) hours, i.e. latest by Tuesday, 24 June 2025 at 10.00 a.m., before the time appointed for holding the Meeting, or any adjournment thereof.

7. For the purposes of determining whether a depositor shall be regarded as a member entitled to attend, speak and vote at the Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to issue pursuant to Paragraph 7.16(2) of Main Market Listing Requirements (“MMLR”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) a Record of Depositors as at 19 June 2025 and a depositor shall not be regarded as a member entitled to attend the Meeting and to speak and vote thereat unless his/her name appears in the said Record of Depositors.
8. Details and instructions in addition to the above on participation at the Meeting are set out in the Administrative Guide.

Explanatory Notes :

A This item of the Agenda is meant for discussion only and is not to be put as a motion for voting as the provision of Section 340(1)(a) of the Companies Act 2016 (“**the Act**”) does not require approval of the shareholders for the Audited Financial Statements.

B Ordinary Resolution 1 – Payment of Directors’ Fees and Benefits

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries shall be approved at a general meeting.

At the Forty-Second Annual General Meeting of the Company, shareholders approved the payment of Directors’ Fees of RM136,800.00 and benefits totaling RM380,000.00 to the Directors for the period from 1 July 2024 until the conclusion of the Forty-Third Annual General Meeting of the Company. The Ordinary Resolution 1, if passed, will give authority to the Company to pay the Directors’ fees and benefits from 1 July 2025 until the next Annual General Meeting of the Company.

C Ordinary Resolutions 2 and 3 – Re-election of Directors pursuant to Clause 106 of the Company’s Constitution

Clause 106 of the Company’s Constitution states that an election of Directors shall take place each year at the Annual General Meeting of the Company where one-third (1/3) of the Directors for the time being or if their number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1), shall retire from office, provided always that all Directors shall retire from office once at least in each three (3) years. Any such Directors retiring shall be eligible for re-election. A Director retiring at a meeting shall retain office until the close of the meeting, whether adjourned or not.

Datuk Seri Haji Mohamed Iqbal Bin Kuppa Pitchai Rawther and Miss Adlina Hasni Binti Zainol Abidin who are retiring in accordance with Clause 106 of the Company’s Constitution (collectively referred to as “**retiring Directors**”), and being eligible, have offered themselves for re-election at the Forty-Third Annual General Meeting of the Company.

For the purpose of determining the eligibility of the retiring Directors to stand for re-election at the Forty-Third Annual General Meeting of the Company and in line with Practice 5.1 of the Malaysian Code on Corporate Governance 2021, the Board had, via the Nomination Committee (“**NC**”) reviewed and assessed each of the retiring Directors during the annual assessment and evaluated the Board, Board Committees, Independent Director and individual Directors based on the fit and proper criteria as set out in the Directors’ Fit and Proper Policy. Both NC and the Board were satisfied that the retiring Directors fulfilled the fit and proper criteria. The retiring Directors do not have any conflict of interest with the Company and they had also abstained from deliberation and decision making on their re-election. The profile of the retiring Directors are set out in the Profiles of Board of Directors section of the Company’s Annual Report 2024.

D Ordinary Resolution 5 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The Ordinary Resolution 5 proposed under item 5 of the agenda is a renewal of the general mandate given to the Directors of the Company by the shareholders at the Forty-Second Annual General Meeting of the Company to allot shares. As at the date of this Notice, the previous mandate granted by the shareholders had not been utilized and hence, no proceed was raised therefrom and will lapse at the conclusion of the forthcoming Forty-Third Annual General Meeting of the Company.

The approval of the issuance and allotment of the new shares under Sections 75 and 76 of the Act shall have the effect of the shareholders having agreed to waive their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company, the shareholders of the Company hereby agree to waive and are deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Act and Clause 52 of the Constitution of the Company pertaining to the issuance and allotment of new shares under Sections 75 and 76 of the Act, which will result in a dilution to their shareholding percentage in the Company.

The said proposed Ordinary Resolution 5, if passed, will empower the Directors of the Company to allot and issue not more than ten per centum (10%) of the issued share capital of the Company subject to the approvals of all the relevant governmental and/or other regulatory bodies and for such purposes as the Directors consider would be in the best interest of the Company. This approval will, unless revoked or varied by the Company at a General Meeting, expire at the next Annual General Meeting of the Company.

The general mandate will enable the Directors to take swift action for issuance and allotment of shares for any possible fund raising activities, including but not limited to further placing of shares, for the 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.

E Ordinary Resolution 6 – Retention of Independent Non-Executive Director

Miss Adlina Hasni Binti Zainol Abidin who was appointed as an Independent Non-Executive Director on 23 April 2015 has served the Company for more than nine (9) years.

The NC (save for the interested Director) had assessed the independence of Miss Adlina Hasni Binti Zainol Abidin, and upon its recommendation, the Board had recommended the retention for her to continue to act as an Independent Non-Executive Director of the Company based on the following justifications:

1. Miss Adlina Hasni Binti Zainol Abidin has met the independence guidelines set out in the MMLR of Bursa Securities;
2. She has actively participated in Board and Board Committee meetings and maintained a firm stance in expressing her opinions on pertinent matters; and
3. Her wide experience as an Independent Director is accompanied by a commitment to maintaining independent viewpoints free from external influence; and
4. She has exercised due care in all undertakings of the Company and has carried out her fiduciary duties in the interest of the Company and shareholders during her tenure as an Independent Non-Executive Director.

The Proposed Resolution 6, if passed, will enable Miss Adlina Hasni Binti Zainol Abidin to continue in office as an Independent Non-Executive Director of the Company pursuant to MMLR of Bursa Securities and the Company would be seeking the shareholders' approval through a two-tier voting process, pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance 2021.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company:

- (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (ii) warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.