

be eligible for re-election at the AGM. A Director retiring at a meeting shall retain office until the close of the meeting whether adjourned or not.

The Board endorsed that the Directors who retire in accordance with Article 102 of the Company's Constitution are eligible to stand for re-election.

The profiles of the retiring Directors are set out in Our Board of Directors section of the Company's Annual Report 2019.

#### (IV) Resolutions 4 and 5

Article 84 of the Constitution provides that a Director appointed by the Board shall hold office until the conclusion of the next AGM of the Company and shall be eligible for re-election.

Dato' Idris bin Kechot and Datuk Anuar bin Ahmad, who were appointed as Independent Non-Executive Directors of the Company on 3 May 2019, shall hold office until the conclusion of the Company's 47<sup>th</sup> AGM and shall then be eligible for re-election in accordance with Article 84 of the Company's Constitution.

#### (V) Resolutions 6, 7 and 8

Section 230(1) of the Act provides amongst others, that 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. In this respect, the Board agreed that the shareholders' approval shall be sought at the 47<sup>th</sup> AGM of the Company on the following payments to Directors in three (3) separate resolutions as below:-

- **Resolution 6** on payment of Directors' fees for the ensuing financial year.
- **Resolution 7** on payment of Directors' fees for the Non-Executive Directors ("NEDs") who sit on the Board of Directors of subsidiary companies from 29 August 2019 until the conclusion of the next AGM of the Company.

- **Resolution 8** on payment of Directors' remuneration from 29 August 2019 until the conclusion of the next AGM of the Company.

Ordinary Resolutions 6, 7 and 8 comprises fees, allowances and other benefits payable to the Non-Executive Chairman, NEDs and Board Committees, including fees and allowances payable to them by subsidiaries are set out in the table:-

#### Company

	Fee (per annum)	Meeting Allowance (per meeting)	Benefits
Board			
Chairman	RM90,000	RM2,000	Medical coverage and other claimable benefits
Member	RM60,000	RM2,000	
Committees			
Chairman of Audit and Risk Committee	RM15,000	RM2,000	N/A
Member of Audit and Risk Committee	RM7,500	RM2,000	N/A
Member of Nomination and Remuneration Committee	N/A	RM2,000	N/A

#### Subsidiaries

Subsidiary	Position Held	Fee Type	Amount
International Food Corporation Limited	Chairman	Director's fee - per annum	RM18,000
		Meeting allowance - per meeting	RM1,000
Fima Bulking Services Berhad	Chairman	Director's fee - per annum	RM18,000
		Meeting allowance - per meeting	RM1,000