

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 12th Annual General Meeting (AGM) of FGV Holdings Berhad (FGV or the Company) will be held at **Alpha Meeting Room, Level 21, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia** on **Friday, 19 June 2020, at 11.00 a.m.**, or any adjournment thereof, to transact the following businesses, with or without modification:

AGENDA

As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and Auditors thereon.

Please refer to Explanatory Note 1

2. To approve the payment of a Final Dividend of 2 sen per ordinary share, under a single-tier system, in respect of the financial year ended 31 December 2019.

Please refer to Explanatory Note 2

3. To approve the payment of Directors' fees for the Non-Executive Chairman (NEC) from 20 June 2020 until the next AGM of FGV at the rate of RM300,000.00 per annum to be paid on a monthly basis.

Please refer to Explanatory Note 3 and 4

4. To approve the payment of Directors' fees for the Non-Executive Directors (NED) from 20 June 2020 until the next AGM of FGV based on the Directors' fee structure to be paid on a monthly basis.

Please refer to Explanatory Note 3 and 5

5. To approve the payment of benefits payable to the NEC based on the Directors' remuneration structure for the period from 20 June 2020 until the next AGM of FGV.

Please refer to Explanatory Note 6

6. To approve the payment of benefits payable to the NED based on the Directors' remuneration structure for the period from 20 June 2020 until the next AGM of FGV.

Please refer to Explanatory Note 6

7. To approve the payment of monthly allowance to the Non-Executive Deputy Chairman (NEDC) based on the remuneration structure for the period from 2 March 2020 until the next AGM of FGV.

Please refer to Explanatory Note 6

8. To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company's Constitution and who, being eligible, offer themselves for re-election:

- (i) Dr. Mohamed Nazeem P. Alithambi
(ii) Datuk Mohd Anwar Yahya
(iii) Dr. Nesadurai Kalanithi

Please refer to Explanatory Note 7

9. To re-elect Dr. Zunika Mohamed, who retires in accordance with Clause 103 of the Company's Constitution and who, being eligible, offers herself for re-election.

Please refer to Explanatory Note 8

10. To re-appoint PricewaterhouseCoopers PLT, having consented to act as Auditors of the Company, for the financial year ending 31 December 2020 and to authorise the Board of Directors to determine their remuneration.

Please refer to Explanatory Note 9

As Special Business

To consider and if thought fit, to pass the following as Ordinary Resolution:

11. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR FGV AND ITS GROUP OF COMPANIES (FGV GROUP) AND PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR FGV GROUP**

"**THAT** subject always to the Companies Act, 2016 (CA 2016), the Constitution of FGV, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements), other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (where applicable), approval be and is hereby given to the Company and its subsidiaries to enter into all arrangements and/or transactions involving the interests of the Related Parties as specified in Appendix I of the Circular to the Shareholders dated 28 May 2020 (RRPT Circular), provided that such arrangements and/or transactions are:

- (a) recurrent transactions of a revenue or trading nature;
(b) necessary for the day-to-day operations;
(c) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
(d) not detrimental to the minority Shareholders of the Company;

(Proposed Mandates).

AND THAT the Proposed Mandates shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- (i) the conclusion of the next AGM of the Company following this 12th AGM at which time the Proposed Mandates will lapse, unless the Proposed Mandates are renewed by a resolution passed at the next AGM of the Company; or
(ii) the expiration of the period within which the next AGM is required by law to be held; or
(iii) the Proposed Mandates are revoked or varied by a resolution passed by the Shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and/or its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this resolution and the Proposed Mandates."

Please refer to the Explanatory Notes on Special Business

12. To transact any other business of the Company for which due notice have been given in accordance with the Company's Constitution and the CA 2016.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of Shareholders at the 12th AGM of the Company to be held on 19 June 2020, a final dividend of 2 sen per ordinary share, under a single-tier system, in respect of the financial year ended 31 December 2019 will be paid on 15 July 2020 to the Shareholders. The entitlement date for the said dividend shall be 30 June 2020.

FURTHER NOTICE IS HEREBY GIVEN THAT a depositor shall qualify for entitlement to the dividend only in respect of:

- i. Shares transferred into the Depositor's securities account before 04.00 p.m. on 30 June 2020 in respect of ordinary transfers; and
ii. Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

KOO SHUANG YEN

Company Secretary
(SSM PC No. 201908003534)
(MIA 7556)

Kuala Lumpur
28 May 2020

NOTES:

1. Precautionary measures against Coronavirus disease 2019 (Covid-19) pandemic

- (i) In light of the Government of Malaysia's pronouncement of the Movement Control Order, aimed at curbing the spread of Covid-19, and having regard to the well-being and the safety of our Shareholders, the Company will conduct its forthcoming 12th AGM on a virtual basis through live streaming and online remote voting using LUMI AGM facilities. This is in line with the Securities Commission's Guidance Note on the Conduct of General Meetings for Listed Issuers which was issued on 18 April 2020. Please follow the procedures provided in the Administrative Details for the 12th AGM in order to register, participate and vote remotely via LUMI AGM facilities.
(ii) With LUMI AGM facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/Management of the Company) and vote at the 12th AGM, at the comfort of their home.
(iii) The venue of the 12th AGM is to inform Shareholders where the live streaming would be conducted from and is strictly for the purpose of complying with Section 327(2) of the CA 2016 which requires the Chairman of the meeting to be at the main venue (broadcast venue). No Shareholders/Proxy(ies) from the public will be physically present at the broadcast venue on the day of the 12th AGM.
(iv) Due to the constant evolving situation of the Covid-19 pandemic, we may be required to change the arrangements of our 12th AGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the 12th AGM.

2. Proxy

- (i) Shareholders who are unable to participate in the 12th AGM are encouraged to appoint the Chairman of the meeting, in accordance with established practices, to vote on their behalf. This is due to the limitations posed by the online platforms, and to protect the sanctity of their rights to vote. Independent Scrutineer will be present to verify that the voting is conducted properly and fairly. Shareholders may use Boardroom Smart Investor Portal Proxy appointment service to submit their Proxy appointment.
(ii) The Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.
(iii) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

In Hardcopy Form

The Proxy Form shall be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than **Thursday, 18 June 2020 at 11.00 a.m.**, and in default the Proxy Form shall not be treated as valid.

By Electronic Means

The Proxy Form may be submitted:

- a) to the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd via e-mail to bsr.helpdesk@boardroomlimited.com, no later than **Thursday, 18 June 2020 at 11.00 a.m.** or
b) via electronic means (e-Proxy) no later than **Thursday, 18 June 2020 at 11.00 a.m.** (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote remotely via LUMI AGM facilities at the 12th AGM of the Company, please refer to the procedures in item 2 of the Administrative Details for the 12th AGM.

4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to participate and vote at the 12th AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at 10 June 2020. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 June 2020 shall be entitled to participate and vote at the 12th AGM or appoint the Chairman of the meeting as Proxy to participate and vote on such depositor's behalf.**

5. Request for remote participation user ID and password

The registration for remote participation will be open from **11.00 a.m. Thursday, 28 May 2020 up to 11.00 a.m. Thursday, 18 June 2020**. Please follow the procedures provided in the Administrative Details for the 12th AGM in order to participate in the 12th AGM remotely via LUMI AGM facilities.

6. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 12th AGM of the Company will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the poll via e-voting process and to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 12th AGM at 11.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. Upon completion of the voting session for the 12th AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.

EXPLANATORY NOTES ON ORDINARY BUSINESS:

Explanatory Note 1:

Audited Financial Statements for the financial year ended 31 December 2019

This agenda item is meant for presentation and discussion only as under the provisions of Section 340(1)(a) of the CA 2016 and Clause 135 of the Company's Constitution, the Audited Financial Statements do not require the formal approval of Shareholders and hence, will not be put forward for voting.

Explanatory Note 2:

Payment of Final Dividend

Section 131 of the CA 2016, provides that a company may only make a distribution, (i.e. dividend) to the Shareholders out of the company's available profits if the company is solvent. On 28 February 2020, the Board has duly considered the proposal for dividend payment and decided to recommend the same for the Shareholders' approval.

The Directors of FGV are satisfied that the Company will be solvent as it will be able to pay its debts as and when the debts become due within twelve (12) months immediately after the distribution is made on 15 July 2020 in accordance with the provision under Section 132(2) and (3) of the CA 2016.

Explanatory Note 3:

Payment of Directors' Fees

Section 230(1) of the CA 2016 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.

The fee structure is set out in the table below:

BOARD/BOARD COMMITTEES	FEES PER ANNUM
Board	- RM300,000.00 (Chairman)
	- RM120,000.00 (NED)
Audit Committee	- RM64,000.00 (Chairman)
	- RM32,000.00 (NED)
Nomination and Remuneration Committee	- RM35,000.00 (Chairman)
	- RM20,000.00 (NED)
Investment Committee	- RM32,000.00 (Chairman)
	- RM16,000.00 (NED)
Board Tender Committee	- RM32,000.00 (Chairman)
	- RM16,000.00 (NED)
Board Governance & Risk Management Committee	- RM32,000.00 (Chairman)
	- RM16,000.00 (NED)
Special Board Committee 1	- RM36,000.00 (Chairman)
	- RM24,000.00 (NED)

Explanatory Note 4:

Payment of Directors' fees for the NEC from 20 June 2020 until the next AGM of FGV

The proposed Resolution 2, if passed, will allow the Company to pay the NEC a fee of RM25,000.00 per month from 20 June 2020 until the next AGM of FGV.

Explanatory Note 5:

Payment of Directors' fees for the NED from 20 June 2020 until the next AGM of FGV

The proposed Resolution 3, if passed, will allow the Company to pay to each NED a monthly fees of RM10,000.00 per month from 20 June 2020 until the next AGM of FGV.

Explanatory Note 6:

Payment of benefits payable

The remuneration structure (excluding Directors' fees) is set out in the table below:

MEETING ALLOWANCE	NEC and NED
	<ul style="list-style-type: none">Local : RM2,000.00Overseas (Flight time <= 8 hours) : RM2,000.00Overseas (Flight time > 8 hours) : RM5,000.00Teleconferencing : RM1,000.00
OTHER BENEFITS	NEC
	<ul style="list-style-type: none">Company car allowance (RM15,000.00 per month including petrol, toll charges and car maintenance)Driver (actual)Club membership (RM10,000.00 per annum)Mobile phone bills (actual)Personal entertainment (RM24,000.00 per annum)One (1) personal bodyguard at Chairman's disposal within Malaysia (actual)Medical coverage of RM100,000.00 per annumGroup Personal Accident insurance coverage of RM200,000.00 per annum.
	NEDC
	<ul style="list-style-type: none">Allowance (RM3,000.00 per month)Medical coverage of RM100,000.00 per annumGroup Personal Accident insurance coverage of RM200,000.00 per annum
	NED
	<ul style="list-style-type: none">Medical coverage of RM100,000.00 per annumGroup Personal Accident insurance coverage of RM200,000.00 per annum

The Company is seeking Shareholder's approval on the benefits payable to the NEC and the NED from 20 June 2020 until the next AGM of FGV (Relevant Period) in accordance with the remuneration structure (excluding Directors' fees) set out above.

The Company is also seeking Shareholder's approval on the payment of monthly allowance to the NEDC from 2 March 2020 until the next AGM of FGV.

Payment of the benefits payable will be made by the Company on a monthly basis and/or as and when incurred if the proposed Resolution 4, 5 and 6 are passed at the AGM of the Company. The Board is of the view that the payments thereof are just and equitable, as the Directors have diligently discharged their responsibilities and rendered their services to the Company throughout the Relevant Period.

Explanatory Note 7:

Resolution 7, 8 and 9 – Re-election of Directors who retire in accordance with Clause 97 of the Company's Constitution

Clause 97 of the Company's Constitution states that at each AGM 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. In addition, each Director shall retire at least once in every three (3) years but shall be eligible for re-election.

Dr. Mohamed Nazeeb P.Alithambi, Datuk Mohd Anwar Yahya and Dr. Nesarurai Kalanithi who are standing for re-election have not exceeded the nine (9) years tenure as Independent Directors. The independence of Dr. Mohamed Nazeeb P.Alithambi, Datuk Mohd Anwar Yahya and Dr. Nesarurai Kalanithi who have served as Independent Non-Executive Directors of the Company have been assessed by the Nomination and Remuneration Committee (NRC) and also affirmed by the Board to continue to act as Independent Non-Executive Directors of the Company. The NRC has recommended and the Board has approved the Directors to stand for re-election.

The profile of Directors seeking re-elections are set out on page 86 to 89 of the Annual Integrated Report 2019 (AIR 2019) and in the Company's website.

Explanatory Note 8:

Resolution 10 – Re-election of Director who retires in accordance with Clause 103 of the Company's Constitution

Clause 103 of the Company's Constitution stipulates 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. Dr. Zunika Mohamed who was appointed as Director of the Company on 10 February 2020 is standing for re-election in this 12th AGM. She has attended and successfully completed the Mandatory Accreditation Programme as required by the Listing Requirements. The NRC has recommended and the Board has approved for Dr. Zunika Mohamed to stand for re-election.

The profile of Dr. Zunika Mohamed is set out on page 86 to 89 of the AIR 2019 and in the Company's website.

Explanatory Note 9:

Resolution 11 – Re-appointment of Auditors

The present Auditors, PricewaterhouseCoopers PLT (PwC), have indicated their willingness to continue their services for another year. The Audit Committee and the Board have considered the re-appointment of PwC as Auditors of the Company for the financial year ending 31 December 2020 and have collectively agreed that PwC has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirements.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

Resolution 12 – Proposed Mandates

The proposed Resolution 12, if passed, will allow the Company and/or its subsidiary companies to enter into arrangements/transactions involving the interests, direct or indirect, of the Related Parties, which are recurrent transactions of a revenue or trading nature necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business on normal commercial terms which are 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. Detailed information on the Proposed Mandates is set out in the RRPT Circular.

Abstention from Voting

All the NEDs who are Shareholders of the Company will abstain from voting on resolutions concerning their own Directors' fees and benefits payable.

STATEMENT ACCOMPANYING NOTICE OF THE 12TH AGM

Made pursuant to Paragraph 8.27(2) of the Listing Requirements

The details of the following Directors who are seeking re-election pursuant to Clause 97 of the Company's Constitution are set out on page 86 to 89 of the AIR 2019 and the Company's website:

1. Dr. Mohamed Nazeeb P.Alithambi
2. Datuk Mohd Anwar Yahya
3. Dr. Nesarurai Kalanithi

The details of Dr. Zunika Mohamed who is seeking re-election pursuant to Clause 103 of the Company's Constitution is set out on page 86 to 89 of the AIR 2019 and the Company's website.

The Directors' interests in shares of FGV and its related corporations are set out in the Directors' Report in FGV's Financial Statements for the financial year ended 31 December 2019.

The Notice of the 12th AGM, Proxy Form, AGM Administrative Details, AIR 2019, Audited Financial Statements for the financial year ended 31 December 2019 and the Reports of the Directors and Auditors thereon, Circular to Shareholders on Proposed Mandates and Corporate Governance Report 2019 are available on the Company's website at www.fgvholdings.com. Shareholders may request for copies of the printed AIR 2019 by filling up the Request Form which can also be downloaded from the Company's website and submit the same to the Share Registrar of the Company.

The Notice of the 12th AGM will be sent by electronic mail to Shareholders who have maintained their e-mail addresses in the Record of Depositors with Bursa Malaysia Depository Sdn Bhd. The Notice of the 12th AGM has also been advertised in the newspaper.