



## **FELDA GLOBAL VENTURES HOLDINGS BERHAD**

Company No. : 800165-P  
(Incorporated in Malaysia)

SUMMARY OF MINUTES OF THE EIGHTH ANNUAL GENERAL MEETING (“8TH”) OF FELDA GLOBAL VENTURES HOLDINGS BERHAD HELD AT BANQUET HALL 1, LEVEL B2, MENARA FELDA, PLATINUM PARK, NO. 11, PERSIARAN KLCC, 50088 KUALA LUMPUR ON WEDNESDAY, 1 JUNE 2016 AT 11.00 A.M.

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### **1. CHAIRMAN’S WELCOMING ADDRESS**

The meeting commenced with a recitation of doa. The master of ceremony introduced the Board of Directors and Senior Management present, to the members of the floor. YB Tan Sri Haji Mohd Isa Dato’ Haji Abdul Samad as the Chairman then welcomed all present at the 8th Annual General Meeting of Felda Global Ventures Holdings Berhad (“FGV” or “the Company”).

### **2. QUORUM OF MEETING**

The Chairman informed that the requisite quorum was sufficient to convene the 8th Annual General Meeting of FGV in accordance with Article 58 of the Articles of Association of the Company and thereafter, called the meeting to order.

### **3. NOTICE OF MEETING**

The Chairman informed that the Notice convening the 8th Annual General Meeting of FGV had been circulated to the shareholders together with the 2015 Annual Report and Circular to shareholders on 28 April 2016 and suggested that the Notice convening the 8th Annual General Meeting be taken as read.

The Chairman then provided the guideline on the conduct of the 8th Annual General Meeting and informed that the voting would be conducted on a poll through electronic voting (“e-Polling”) in line with the recommended best practices in corporate governance.

The Chairman informed that the e-Polling process would commence after all the resolutions of the meeting had been dealt with. He then declared that the registration will be closed when the e-Polling process commenced to give ample time and provide opportunity for the late comers to register and join the meeting.

### **4. PRESENTATION OF THE COMPANY’S PERFORMANCE REPORT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015**

The Company’s Group President/Chief Executive Officer, YBhg. Dato’ Zakaria Arshad proceeded to present the Company’s Performance Report for the financial year ended 31 December 2015.

## 5 QUESTIONS AND ANSWERS SESSION

Before proceeding with the meeting agenda, the Chairman invited FGV's Group President/Chief Executive Officer, YBhg. Dato' Zakaria Arshad to present the questions received from Minority Shareholders Watchdog Group ("MSWG") together with the answers.

Thereafter, YBhg Dato' Yahaya Abd Jabar as Chairman of the Nomination and Remuneration Committee of FGV presented the questions received from Employees Provident Fund ("EPF") together with the answers.

Then, Tn. Haji Ahmad Tifli Dato' Haji Mohd Talha as Chief Financial Officer of FGV presented the questions received from Kumpulan Wang Persaraan Diperbadankan ("KWAP") together with the answers.

The Chairman then continued the meeting by inviting shareholders, proxies and corporate representative to raise questions in relation to the Performance Report for the financial year ended 31 December 2015 or questions relating to FGV Group's business. Upon addressing those questions, the meeting proceeded with the agenda of the meeting.

## 6 MEETING AGENDA

The Company's Audited Financial Statements for the financial year ended 31 December 2015 together with the Reports of the Directors and Auditors tabled at the Annual General Meeting was received and adopted.

The Chairman exercised the powers conferred under Article 62 of the Articles of Association of the Company, by demanding a poll for all resolutions as stated in the Notice of the Annual General Meeting dated 28 April 2016 as follows :

<b>RESOLUTION</b>	<b>AGENDA</b>
Ordinary Resolution 1	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 2015
Ordinary Resolution 2	To re-elect YB Tan Sri Haji Mohd Isa Dato' Haji Abdul Samad as Director who retires in accordance with Article 88 of the Company's Articles of Association
Ordinary Resolution 3	To re-elect Tan Sri Dr. Sulaiman Mahbob as Director who retires in accordance with Article 88 of the Company's Articles of Association
Ordinary Resolution 4	To re-elect Dato' Zakaria Arshad as Director who retires in accordance with Article 94 of the Company's Articles of Association
Ordinary Resolution 5	To re-elect Dato' Siti Zauyah Md Desa as Director who retires in accordance with Article 94 of the Company's Articles of Association
Ordinary Resolution 6	To approve the payment of Directors' Fees of RM1,801,561.00 for the financial year ended 31 December 2015
Ordinary Resolution 7	To re-appoint Messrs. PricewaterhouseCoopers as Auditors of the Company and to authorise the Directors to fix their remuneration
Ordinary Resolution 8	Proposed renewal of shareholders' mandate for the existing recurrent related party transactions of a revenue or trading nature and proposed shareholders' mandate for the new recurrent related party transactions of a revenue or trading nature

After all the business of the meeting had been dealt with, the Chairman announced that the e-Polling process will commence as demanded.

He then declared that the registration for attendance at the 8th Annual General Meeting of FGV is closed. The Company Secretary then continued with the proceeding and explained the procedures for an e-Polling. Upon completion of the e-Polling process, the Company Secretary handed over the proceedings to the Chairman.

The Chairman then announced the poll results and informed that all the resolutions were duly passed based on the following results from the Poll Administrator, Symphony Share Registrars Sdn Bhd and the Scrutineers, Symphony Corporatehouse Sdn Bhd :

<b>8<sup>TH</sup> ANNUAL GENERAL MEETING OF FGV</b>	<b>FOR</b>		<b>AGAINST</b>	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution No. 1	2,073,021,575	99.9982	36,800	0.0018
Ordinary Resolution No. 2	1,982,545,296	99.8080	3,813,939	0.1920
Ordinary Resolution No. 3	1,992,642,536	99.8684	2,624,939	0.1316
Ordinary Resolution No. 4	1,992,810,436	99.8623	2,748,839	0.1377
Ordinary Resolution No. 5	1,949,088,380	97.6836	46,220,095	2.3164
Ordinary Resolution No. 6	1,969,049,525	95.0076	103,469,050	4.9924
Ordinary Resolution No. 7	2,072,939,075	99.9933	139,100	0.0067
Ordinary Resolution No. 8	1,369,684,933	99.9963	50,900	0.0037

The Chairman informed that the Company Secretary had not received any notice to table and discuss other ordinary business for this meeting.

## **7 CONCLUSION**

The Chairman thanked the members present at the 8th Annual General Meeting of FGV and declared the 8th Annual General Meeting of FGV ended at 2.40 p.m.