



FELDA GLOBAL VENTURES HOLDINGS BERHAD

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

SUMMARY OF MINUTES OF THE TENTH (“10TH”) ANNUAL GENERAL MEETING 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 THURSDAY, 28 JUNE 2018 AT 11.00 A.M.

1 CHAIRMAN’S WELCOMING ADDRESS

Datuk Wira Azhar Abdul Hamid, Chairman of Felda Global Ventures Holdings Berhad (“FGV” or “the Company”), presided as Chairman of the meeting. He then welcomed all present at the 10th Annual General Meeting of FGV before introducing the Board of Directors and Senior Management present, to the members of the floor.

The Chairman made opening remarks in relation to his appointment as the Non-Executive Chairman of FGV and findings on the assessments done onto the Company to the members of the floor before the meeting was called to order.

2 QUORUM OF MEETING

The Chairman informed that the requisite quorum was sufficient to convene the 10th 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 to convene the 10th Annual General Meeting of FGV had been distributed to the shareholders together with the Annual Integrated Report 2017 and Circular to shareholders on 30 April 2018. With the consent of the shareholders present at the meeting, the Notice to convene the 10th Annual General Meeting of FGV was taken as read.

The Chairman then provided an outline on the conduct of the 10th Annual General Meeting of FGV and informed that the voting would be conducted by poll through electronic voting (“e-Polling”).

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 2017

The Company’s Group President/Chief Executive Officer, Dato’ Zakaria Arshad proceeded to present the Company’s Performance Report for the financial year ended 31 December 2017.

5 QUESTIONS AND ANSWERS SESSION

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

The Chairman then continued the meeting by inviting shareholders, proxies and corporate representatives to raise questions in relation to the Performance Report for the financial year ended 31 December 2017 or questions relating to FGV Group's business or questions which relates to any items on the Agenda or to the business being dealt with at this meeting. Upon addressing those questions, the meeting proceeded with the agenda of the meeting. The question and answer session was recorded as per "**Annexure**".

6 MEETING AGENDA

The Company's Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon as tabled at the 10th Annual General Meeting of FGV was received and adopted.

The Chairman exercised his powers conferred under Article 62 of the Articles of Association of the Company, by demanding poll for all resolutions as stated in the Notice of the 10th Annual General Meeting of FGV dated 30 April 2018 as follows :

RESOLUTION	AGENDA
Ordinary Resolution 1	To approve the payment of Directors' Fees amounting to RM2,462,499.16 in respect of the financial year ended 31 December 2017
Ordinary Resolution 2	To approve the payment of a portion of Directors' fees payable to the Non-Executive Directors up to an amount of RM1,118,400.00 from 29 June 2018 until the next Annual General Meeting of the company to be held in 2019
Ordinary Resolution 3	To approve the payment of benefits payable to the Non-Executive Directors based on the remuneration structure as disclosed in Explanatory Note 4 for the period from 29 June 2018 until the next Annual General Meeting of the Company to be held in 2019
Ordinary Resolution 4	To re-elect Dato' Zakaria Arshad as Director who retires by rotation in accordance with Article 88 of the Company's Articles of Association and who, being eligible, offers himself for re-election
Ordinary Resolution 5	To re-Elect Dato' Ab Ghani Mohd Ali as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers himself for re-election
Ordinary Resolution 6	To re-Elect Dato' Sri Abu Bakar Harun as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers himself for re-election
Ordinary Resolution 7	To re-elect Datuk Wira Azhar Abdul Hamid as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers himself for re-election

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Ordinary Resolution 8	To re-elect Datuk Dr. Salmiah Ahmad as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers herself for re-election
Ordinary Resolution 9	To re-elect Dr. Mohamed Nazeeb P.Alithambi as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers himself for re-election
Ordinary Resolution 10	To re-elect Datuk Mohd Anwar Yahya as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers himself for re-election
Ordinary Resolution 11	To re-elect Dr. Nesadurai Kalanithi as Director who retires in accordance with Article 94 of the Company's Articles of Association and who, being eligible, offers herself for re-election
Ordinary Resolution 12	To re-appoint Messrs. Pricewaterhousecoopers PLT as Auditors of the Company for the financial year ending 31 December 2018 and to authorise the Directors to fix their remuneration
Special Resolution 13	Proposed adoption of a new constitution of the Company
Ordinary Resolution 14	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 the FGV Group
Ordinary Resolution 15	Authority for Directors to allot and issue shares pursuant to Section 75 of the Companies Act, 2016

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

Due to the absence of a seconder, the motion to re-elect Dato' Sri Abu Bakar Harun as Director who retires in accordance with Article 94 of the Company's Articles of Association ("the motion") was withdrawn by the Chairman as this reflected the shareholders' sentiments. The Chairman then declared the withdrawal of Resolution 6 and there was no objection from the shareholders present at the meeting. With the withdrawal of Resolution 6, Dato' Sri Abu Bakar Harun retired as Director of the Company on 28 June 2018 pursuant to Article 94 of the Company's Articles of Association.

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 10th Annual General Meeting of FGV is closed. The Poll Administrator representative then continued with the proceeding and explained the procedures for an e-Polling. Upon completion of the e-Polling process, the Poll Administrator representative handed over the proceedings to the Chairman.

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The Chairman then announced the poll results for all the resolutions which was given by the Poll Administrator, Symphony Share Registrars Sdn Bhd and validated by the Independent Scrutineers, Messrs. Deloitte Enterprise Risk Services Sdn Bhd as follows :

Resolutions	Approved/ Not approved	For		Against	
		No. of Shares	%	No. of Shares	%
Ordinary Resolution No. 1	Approved	1,767,576,016	99.9942	101,950	0.0058
Ordinary Resolution No. 2	Approved	1,767,575,916	99.9942	102,050	0.0058
Ordinary Resolution No. 3	Approved	1,767,553,226	99.9925	133,040	0.0075
Ordinary Resolution No. 4	Approved	1,658,907,204	93.8630	108,462,662	6.1370
Ordinary Resolution No. 5	Approved	1,487,028,388	84.1506	280,076,078	15.8494
Ordinary Resolution No. 7	Approved	1,611,688,438	91.2407	154,725,588	8.7593
Ordinary Resolution No. 8	Approved	1,621,947,578	91.7423	145,990,188	8.2577
Ordinary Resolution No. 9	Approved	1,621,904,978	91.7403	146,025,788	8.2597
Ordinary Resolution No. 10	Approved	1,621,943,278	91.7421	145,994,488	8.2579
Ordinary Resolution No. 11	Approved	1,621,946,578	91.7423	145,991,188	8.2577
Ordinary Resolution No. 12	Approved	1,620,695,678	91.6715	147,241,788	8.3285
Special Resolution No. 13	Approved	1,622,019,678	91.7469	145,909,788	8.2531
Ordinary Resolution No. 14	Approved	980,461,878	87.0406	145,979,788	12.9594
Ordinary Resolution No. 15	Approved	1,337,555,278	90.1600	145,979,888	9.8400

The Chairman then declared that all the 14 resolutions have been approved.

7 CONCLUSION

The Chairman thanked the members present at the 10th Annual General Meeting of FGV and declared the 10th Annual General Meeting of FGV ended at 3.15 p.m.