



FGV HOLDINGS BERHAD

Registration No.: 200701042133 (800165-P)

(Incorporated in Malaysia)

SUMMARY OF MINUTES OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF FGV HOLDINGS BERHAD (FGV OR THE COMPANY) HELD AT BANQUET HALL 1, LEVEL B2, MENARA FELDA, PLATINUM PARK, NO. 11, PERSIARAN KLCC, 50088 KUALA LUMPUR ON WEDNESDAY, 27 NOVEMBER 2019 AT 10.00 A.M.

1 CHAIRMAN'S WELCOMING ADDRESS

Datuk Wira Azhar Abdul Hamid, Chairman of FGV, presided as Chairman of the meeting. He then welcomed all present at the EGM before introducing the Board of Directors and the Group Chief Executive Officer present, to the members of the floor.

2 QUORUM OF MEETING

The Chairman informed that the requisite quorum was sufficient to convene the EGM in accordance with Clause 67 of the Company's Constitution and thereafter, called the meeting to order.

3 NOTICE OF MEETING

The Chairman informed that the Notice to convene the EGM had been distributed to the Shareholders on 12 November 2019. With the consent of the Shareholders present at the meeting, the Notice to convene the EGM was taken as read.

The Chairman proceeded with his opening remarks and proceeded to thank all present at the EGM. He stated that the purpose of this EGM was to resolve the outstanding matter that arose from the last Annual General Meeting held on 25 June 2019 where the Shareholders did not pass the resolutions on the proposed Directors' fees and benefits payable to the Directors.

The Chairman then provided an outline on the conduct of the EGM 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 the resolution 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 QUESTIONS AND ANSWERS SESSION

Before proceeding with the meeting agenda, the Chairman invited the Nomination and Remuneration Committee Chairman, Dato' Yusli Mohamed Yusoff, to present the questions received from Minority Shareholders Watch Group (MSWG) together with the Company's responses. He then handed over the EGM proceedings to the Chairman.

The Chairman then continued the meeting by inviting Shareholders, Proxies and Corporate Representatives to raise questions in relation to the agenda. Upon addressing those questions, the meeting proceeded with the agenda of the meeting. The question and answer session was recorded as per "Annexure".

5 MEETING AGENDA

The Chairman exercised his powers conferred under Clause 71 of the Company's Constitution, by demanding poll for all resolutions as stated in the Notice of the EGM dated 12 November 2019 as follows :

RESOLUTION	AGENDA
Ordinary Resolution 1	To approve the payment of Directors' Fees for the Non-Executive Chairman in respect of the financial year ended 31 December 2018 based on the fee structure as disclosed in Explanatory Note 1
Ordinary Resolution 2	To approve the payment of Directors' Fees for the Non-Executive Directors in respect of the financial year ended 31 December 2018 based on the fee structure as disclosed in Explanatory Note 1
Ordinary Resolution 3	To approve the payment of Directors' Fees for the Non-Executive Chairman from 1 January 2019 until the next Annual General Meeting of FGV to be held in 2020 at the rate of RM300,000.00 per annum to be paid on a monthly basis
Ordinary Resolution 4	To approve the payment of Directors' Fees for the Non-Executive Directors from 1 January 2019 until the next Annual General Meeting of FGV to be held in 2020 based on the fee structure as disclosed in Explanatory Note 1 to be paid on a monthly basis
Ordinary Resolution 5	To approve the payment of benefits payable to the Non-Executive Chairman based on the Remuneration Structure as disclosed in Explanatory Note 6 for the period from 26 June 2019 until the next Annual General Meeting of FGV to be held in 2020
Ordinary Resolution 6	To approve the payment of benefits payable to the Non-Executive Directors based on the Remuneration Structure as disclosed in Explanatory Note 6 for the period from 26 June 2019 until the next Annual General Meeting of FGV to be held in 2020

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

After 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 EGM 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 EGM proceedings to the Chairman.

The Chairman then announced the poll results for all the resolutions which was given by the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. (formerly known as Symphony Share Registrars Sdn. Bhd.) and validated by the Independent Scrutineers, Tricor Business Services Sdn. Bhd. as follows :

Resolution	Approved/ Not approved	For		Against	
		No. of Shares	%	No. of Shares	%
Ordinary Resolution No. 1	Approved	2,540,497,534	99.962299	958,154	0.037701
Ordinary Resolution No. 2	Approved	2,541,343,984	99.962447	954,704	0.037553
Ordinary Resolution No. 3	Approved	2,540,089,634	99.961982	966,054	0.038018
Ordinary Resolution No. 4	Approved	2,541,076,984	99.961476	979,304	0.038524
Ordinary Resolution No. 5	Approved	2,540,077,634	99.961569	976,554	0.038431
Ordinary Resolution No. 6	Approved	2,541,065,984	99.961401	981,204	0.038599

With the poll results mentioned above, the Chairman thereafter declared that Ordinary Resolutions 1 to 6 as set out in the Notice of EGM were duly approved by the Shareholders and thus carried.

7 CONCLUSION

The Chairman thanked the members present at the EGM and declared the EGM ended at 12.30 noon.