

## **ADDENDUM TO THE NOTICE OF THE 15<sup>TH</sup> ANNUAL GENERAL MEETING OF FGV HOLDINGS BERHAD**

**NOTICE IS HEREBY GIVEN** by way of an Addendum to the Notice of 15<sup>th</sup> Annual General Meeting dated 28 April 2023 (Addendum), which will be held **on a virtual basis and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue at Banquet Hall 3, Level B2, Menara Felda, Platinum Park, No. 11 Persiaran KLCC, 50088 Kuala Lumpur, Malaysia on Tuesday, 20 June 2023 at 11.00 a.m.**, to withdraw Ordinary Resolutions 5, 6 and 8 as set out in the Notice of 15<sup>th</sup> Annual General Meeting (15<sup>th</sup> AGM), pursuant to the notifications given by the Directors of the Company namely Dato' Nonee Ashirin Dato' Mohd Radzi, Kasmuri Sukardi and Azmin Che Yusoff subsequent to the issuance of the Notice of 15<sup>th</sup> AGM on 28 April 2023 that they do not wish to seek for re-election at the 15<sup>th</sup> AGM.

Pursuant to the above, the following Ordinary Resolutions 5, 6 and 8 of the Notice of 15<sup>th</sup> AGM shall be withdrawn and will no longer be applicable and will not be put forward for voting at the 15<sup>th</sup> AGM:

- |          |  |  |
|----------|--|--|
| Agenda 6 | To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company's Constitution and who, being eligible, have offered themselves for re-election:<br>(i) Dato' Nonee Ashirin Dato' Mohd Radzi<br>(ii) Kasmuri Sukardi<br><b>Please refer to Explanatory Note 7</b> | <b>Resolution 5 (Withdrawn)</b><br><b>Resolution 6 (Withdrawn)</b> |
| Agenda 7 | To re-elect the following Directors in accordance with Clause 103 of the Company's Constitution and who, being eligible, have offered themselves for re-election:<br>(i) Dato' Shahrol Anuwar Sarman<br>(ii) Azmin Che Yusoff<br><b>Please refer to Explanatory Note 8</b>                               | <b>Resolution 7</b><br><b>Resolution 8 (Withdrawn)</b>             |

Dato' Nonee Ashirin Dato' Mohd Radzi and Kasmuri Sukardi who retire by rotation in accordance with Clause 97 of the Constitution of the Company, have expressed their intention not to seek for re-election. Hence, they will retain office as Directors of the Company until the conclusion of the 15<sup>th</sup> AGM.

Azmin Che Yusoff has expressed his intention not to seek for re-election under Clause 103 of the Company's Constitution, hence he will retain office as a Director of the Company until the conclusion of the 15<sup>th</sup> AGM.

**Explanatory Notes 7 and 8 of the Notice of 15<sup>th</sup> AGM are hereby deleted and be replaced with Explanatory Notes 7 and 8 of this Addendum.**

The Statement Accompanying Notice of 15<sup>th</sup> AGM relating to Dato' Nonee Ashirin Dato' Mohd Radzi, Kasmuri Sukardi and Azmin Che Yusoff are hereby deleted and shall be disregarded. The Form of Proxy shall be revised to reflect the withdrawal of the abovesaid Ordinary Resolutions (Revised Proxy Form). Any reference to the Notice of 15<sup>th</sup> AGM and Form of Proxy in the AGM Administrative Details shall include this Addendum and Revised Proxy Form.

Save for the abovementioned amendments and all related amendments and definitions consequential thereto as reflected in this Addendum, Revised Proxy Form and its Annexure, all other information contained in the Notice of 15<sup>th</sup> AGM, Statement Accompanying Notice of 15<sup>th</sup> AGM, Form of Proxy, and AGM Administrative Details remain valid and unchanged.

This Addendum shall be read together and deemed to be part of the Notice of 15<sup>th</sup> AGM and the Explanatory Notes provided therein.

By Order of the Board

**AZNI ARIFFIN**  
Company Secretary  
(SSM PC No.: 202008003324)  
(LS 0010610)  
Kuala Lumpur  
5 June 2023

### **Notes to this Addendum**

#### **1. Mode of Meeting**

Please note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the CA 2016 which stipulates that the Chairman shall be at the main venue of the AGM which shall be held in Malaysia and in line with Clause 58 of the Company's Constitution. As Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to be physically present at or admitted to the Broadcast Venue on the day of the AGM, all members are urged to attend the 15<sup>th</sup> AGM remotely via meeting platform <https://meeting.boardroomlimited.my>. For further information on the RPEV, kindly refer to the Administrative Details relating to the 15<sup>th</sup> AGM.

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### **2. Proxy**

- (i) Shareholders who are unable to participate in the 15<sup>th</sup> AGM may appoint not more than two (2) Proxies to vote on their behalf. Where a Shareholder appoints two (2) Proxies, each Proxy appointed shall represent a minimum of one hundred (100) shares and the appointment of such Proxies shall be invalid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy.
- (ii) The Form of Proxy attached to the Notice of 15<sup>th</sup> AGM (Proxy Form) and/or Revised Proxy Form attached to this Addendum 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 Revised Proxy Form must be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Sunday, 18 June 2023 at 11.00 a.m., and in default the Revised Proxy Form shall not be treated as valid.

#### By Electronic Means

The Revised 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](mailto:bsr.helpdesk@boardroomlimited.com), no later than Sunday, 18 June 2023 at 11.00 a.m. OR
- b) via electronic means (e-Proxy) no later than Sunday, 18 June 2023 at 11.00 a.m. (please refer to the Annexure to the Revised Proxy Form for further information on submission via e-Proxy).

If a Shareholder has submitted the Revised Proxy Form and subsequently decides to appoint another person or wishes to participate in the virtual 15<sup>th</sup> AGM by himself, please email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the appointment of Proxy no later than Sunday, 18 June 2023 at 11.00 a.m., being 48 hours before the 15<sup>th</sup> AGM. On revocation, the Proxy(ies) will not be allowed to participate in the 15<sup>th</sup> AGM. In such an event, the Shareholder should advise his Proxy accordingly.

### **3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees**

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote at the 15<sup>th</sup> AGM of the Company, please refer to the procedures in the Administrative Details for the 15<sup>th</sup> AGM.

### **4. Shareholders entitled to participate and vote**

For purposes of determining a Shareholder who shall be entitled to participate and vote at the 15<sup>th</sup> 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 13 June 2023.

**Only a depositor whose name appears on the General Meeting Record of Depositors as at 13 June 2023 shall be entitled to participate and vote at the 15<sup>th</sup> AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

### **5. Registration for remote participation**

The registration for remote participation will be opened from **11.00 a.m. on Friday, 28 April 2023 up to 11.00 a.m. on Sunday, 18 June 2023**. Please follow the procedures provided in the Administrative Details for the 15<sup>th</sup> AGM in order to participate in the 15<sup>th</sup> AGM remotely via RPEV facilities.

### **6. Voting**

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 15<sup>th</sup> AGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed 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 15<sup>th</sup> AGM on Tuesday, 20 June 2023 at 11.00 a.m. until a time when the Chairman of the AGM (Chairman) announces the completion of the voting session. Upon completion of the voting session for the 15<sup>th</sup> AGM, the Independent Scrutineers will verify the poll results followed by the Chairman's announcement of the poll results and declaration whether the resolutions are duly passed.**

### **7. Submission of questions before and during the 15<sup>th</sup> AGM**

Shareholders may submit questions in relation to the agenda items for the 15<sup>th</sup> AGM prior to the meeting electronically and may also ask questions real time (in the form of typed text) during the meeting. Please refer to the procedures in the Administrative Details for the 15<sup>th</sup> AGM..

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### **EXPLANATORY NOTES ON ORDINARY BUSINESS:**

#### **Explanatory Note 7:**

##### **Retire by Rotation**

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. Clause 98 of the Company's Constitution provides that the Directors to retire, shall be the one that has been longest in office since his/her last election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

The Company has received notices from Dato' Nonee Ashirin Dato' Mohd Radzi and Kasmuri Sukardi that they do not wish to seek for re-election at the 15<sup>th</sup> AGM. Hence, they will retain office as Directors of the Company until the conclusion of the 15<sup>th</sup> AGM.

#### **Explanatory Note 8:**

##### **Resolution 7 - Re-election of Director 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.

Dato' Shahrol Anuwar Sarman's tenure as Government Appointed Director (GAD) of FGV was for a period of two (2) years from 17 November 2020 to 16 November 2022. He was reappointed on 17 November 2022 and is eligible for re-election. For the purpose of determining the eligibility of the Director to stand for re-election at the 15<sup>th</sup> AGM, the Board through its NRC had assessed the Director, and considered the following:

- The Director's performance and contribution based on the outcome of the BEA 2022; and
- The Director's level of contribution to the Board's deliberations through his/her skills, experience and strength in qualities.

Based on the outcome of the above assessment, the Board approved the NRC's recommendation that Dato' Shahrol Anuwar Sarman who is standing for re-election has met the performance criteria required of an effective and high performance Board and has the ability to continuously discharge his duties diligently as Director of the Company.

Dato' Shahrol Anuwar Sarman had abstained from deliberation and decision on his own eligibility to stand for re-election at the relevant Board meeting. Dato' Shahrol Anuwar Sarman's profile is set out in the Statement Accompanying Notice of 15<sup>th</sup> AGM. The reasons for the Board's support on his re-election are stated in the Corporate Governance Overview Statement in the Annual Integrated Report 2022.

The Company has received notice from Azmin Che Yusoff that he does not wish to seek for re-election at the 15<sup>th</sup> AGM. Hence, he will retain office as Director of the Company until the conclusion of the 15<sup>th</sup> AGM.

### **ADDITIONAL NOTES TO THIS ADDENDUM**

#### **1. Validity of Notice of 15<sup>th</sup> AGM**

This Addendum and the Explanatory Notes thereto shall be read together and deemed to be part of the Notice of 15<sup>th</sup> AGM. The withdrawal of Ordinary Resolutions 5, 6 and 8 as set out in this Addendum does not affect the validity of the Notice of 15<sup>th</sup> AGM in respect of the remaining resolutions to be put forward to the members for approval at the 15<sup>th</sup> AGM. The Explanatory Notes in the Notice of 15<sup>th</sup> AGM shall remain unchanged save and except for the amendments set out in this Addendum.

#### **2. Revised Proxy Form**

The Revised Proxy Form **does not invalidate** the Proxy Form or any proxy votes already submitted in respect of the remaining resolutions to be put forward to the members for approval at the 15<sup>th</sup> AGM. Any votes received in respect of the withdrawn Ordinary Resolutions **will no longer be valid and will not be counted**. If the Company receives both the duly executed Proxy Form and Revised Proxy Form from a member, **the latter shall supersede the former**.

In the event the Company does not receive the duly executed Revised Proxy Form within the required timeframe, **the member who has deposited the duly executed Proxy Form in the manner stated in the Notice of 15<sup>th</sup> AGM within the required timeframe is deemed to have appointed and authorised his proxy under the Proxy Form to vote or abstain**.