

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

You should consult your stockbroker, bank manager, solicitor, accountant or other professional advisers immediately if you have any doubt about the Offer (as defined herein).

If you have sold or transferred all your Offer Shares (as defined herein), you should hand this Notice immediately to the person through whom you effected the sale or transfer for transmission to the purchaser or transferee.

Neither the Securities Commission Malaysia (“SC”) nor Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has reviewed this Notice and as such each of the SC and Bursa Securities shall not have any responsibility for the contents of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.

NOTICE TO HOLDERS OF

FGV HOLDINGS BERHAD

IN RELATION TO THE UNCONDITIONAL MANDATORY TAKE-OVER OFFER

BY



FEDERAL LAND DEVELOPMENT AUTHORITY (“OFFEROR”)

(Established under the Land Development Act 1956 (Act 474))

THROUGH



MAYBANK INVESTMENT BANK BERHAD

(Co. Reg. No.: 197301002412)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN FGV HOLDINGS BERHAD (“FGV”) (“FGV SHARES”) (EXCLUDING TREASURY SHARES) NOT ALREADY HELD BY THE OFFEROR AND THE PERSONS ACTING IN CONCERT WITH IT (“OFFER SHARES”) INCLUDING ALL FGV SHARES UNDER FGV’S LONG TERM INCENTIVE PLAN, FOR A CASH CONSIDERATION OF RM1.30 PER OFFER SHARE (“OFFER”)

This Notice is dated 16 February 2021



Maybank
Investment Bank

Maybank Investment Bank Berhad

(Co. Reg. No.: 197301002412)
(A Participating Organisation of Bursa Securities)

16 February 2021

Registered office of
FEDERAL LAND DEVELOPMENT AUTHORITY
Level 47,
Menara FELDA, Platinum Park
No. 11, Persiaran KLCC
50088 Kuala Lumpur
Malaysia

Registered office of
MAYBANK INVESTMENT BANK BERHAD
33rd Floor, Menara Maybank
100 Jalan Tun Perak
50050 Kuala Lumpur
Malaysia

To: The Holders

Dear Sir/Madam,

UNCONDITIONAL MANDATORY TAKE-OVER OFFER BY THE OFFEROR, THROUGH MAYBANK INVESTMENT BANK BERHAD, TO ACQUIRE ALL THE REMAINING ORDINARY SHARES IN FGV HOLDINGS BERHAD ("FGV") ("FGV SHARES") (EXCLUDING TREASURY SHARES) NOT ALREADY HELD BY THE OFFEROR AND THE PERSONS ACTING IN CONCERT WITH IT ("OFFER SHARES") INCLUDING ALL FGV SHARES UNDER FGV'S LONG TERM INCENTIVE PLAN, FOR A CASH CONSIDERATION OF RM1.30 PER OFFER SHARE ("OFFER")

*(Unless otherwise stated, all abbreviations used herein shall have the same meaning as defined in the offer document dated 12 January 2021 in relation to the Offer ("**Offer Document**") and notice to Holders of FGV dated 2 February 2021 in relation to the Offer ("**Notice**")*

We refer to the past announcements in relation to the Offer, the Offer Document and the Notice which set out the details, terms and conditions of the Offer as well as the press notice dated 11 February 2021 in relation to the further extension of the closing date of the Offer.

On behalf of the Offeror, we, Maybank IB, wish to notify the Holders that the closing time and date for the acceptance of the Offer has been further extended from 5.00 p.m. (Malaysian time) on Tuesday, 16 February 2021 to **5.00 p.m. (Malaysian time) on Tuesday, 2 March 2021 ("Extended Closing Date")**.

We also wish to notify the Holders that the Board had, on 5 February 2021, announced that the public shareholding spread of FGV is at 23.93% of the total issued FGV Shares (excluding treasury shares) based on the record of depositors of FGV as at 4 February 2021. Accordingly, FGV does not comply with the minimum public shareholding spread requirement of 25% pursuant to Paragraph 8.02(1) of the Listing Requirements.

As set out in Section 4.1 of the Offer Document, the Offeror has stated that it does not intend to maintain the listing status of FGV on the Main Market of Bursa Securities. Accordingly, in the event the Offeror receives valid acceptances resulting in the Offeror and its associates holding in aggregate 90% or more of the FGV Shares (excluding treasury shares), an immediate announcement will be made by FGV. Upon such announcement, Bursa Securities will suspend the trading in FGV Shares immediately upon expiry of five (5) market days from the Closing Date. Thereafter, the Offeror will submit a request to FGV to take the necessary procedures to withdraw its listing status from the Official List in accordance with Chapter 16 of the Listing Requirements.

Save for the Extended Closing Date, all other details, terms and conditions of the Offer as set out in the Offer Document remain unchanged.

In compliance with Paragraph 13.01 of the Rules, the level of acceptance of the Offer as at 5.00 p.m. (Malaysian time) on Wednesday, 10 February 2021, as referred to in the press notice dated 11 February 2021, is as follows:

	No. of FGV Shares	% of total issued shares of FGV (excluding treasury shares)⁽¹⁾
FGV Shares held by the Offeror and the PACs as at the Posting Date	1,841,877,500	50.49
FGV Shares for which acceptances of the Offer (which are complete and valid in all respects) have been received by the Offeror after the Posting Date and up to 5.00 p.m. (Malaysian time) on 10 February 2021	662,571,988	18.16
FGV Shares acquired or agreed to be acquired by the Offeror (other than by way of acceptances of the Offer) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 10 February 2021	120,306,700	3.30
Total FGV Shares held by the Offeror and the PACs as at 5.00 p.m. (Malaysian time) on 10 February 2021	2,624,756,188	71.95
FGV Shares for which acceptances of the Offer have been received by the Offeror (which are subject to verification) after the Posting Date and up to 5.00 p.m. (Malaysian time) on 10 February 2021	14,212,200	0.39
	<u>2,638,968,388</u>	<u>72.34</u>

Note:

(1) Based on the total number of 3,648,151,500 issued shares of FGV (excluding treasury shares) as at 10 February 2021.

The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) on the Extended Closing Date, unless further extended in accordance with the Rules or as the Offeror may decide and as may be announced by Maybank IB, on behalf of the Offeror, at least two (2) days before the Extended Closing Date.

If you wish to accept the Offer, you are advised to refer to the Offer Document for the details, terms and conditions of the Offer and the procedures for acceptance of the Offer.

You are also advised to carefully consider the Independent Advice Circular dated 22 January 2021 before making any decision.

You may obtain additional copies of the Offer Document including the Form of Acceptance and Transfer from the office of the Registrar for the Offer, Boardroom Share Registrars Sdn Bhd, during normal business hours from 8:30 a.m. to 5:30 p.m. (Malaysian time) on Mondays to Fridays (excluding public holidays). The details of the Registrar are set out below:

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

Telephone no. : 603-7890 4700
Facsimile no. : 603-7890 4670
E-mail address : bsr.helpdesk@boardroomlimited.com

The Offer Document including the Form of Acceptance and Transfer and the Independent Advice Circular are also available on the website of Bursa Securities at www.bursamalaysia.com.

Yours faithfully
for and on behalf of
Maybank Investment Bank Berhad

Fad'I Mohamed
Chief Executive Officer

Wong Cheong Keat
Managing Director
Co-Head, Corporate Finance & Advisory