

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Notice of the Annual General Meeting ("AGM") and the Proxy Form are set out in the Annual Integrated Report 2018 of FGV Holdings Berhad (formerly known as Felda Global Ventures Holdings Berhad) ("FGV" or the "Company") thereof. The AGM will be held at TM Convention Centre, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Tuesday, 25 June 2019 at 11.00 a.m. or at any adjournment thereof.

The Proxy Form must be completed and lodged with FGV's share registrar, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than Monday, 24 June 2019 at 1.00 p.m., and in default the Proxy Form shall not be treated as valid. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting if you are able to do so.

Bursa Malaysia Securities Berhad has only perused sections in respect of the proposed shareholders' mandate for the new recurrent related party transactions of a revenue or trading nature of this Circular on a limited review basis pursuant to the provisions of Practice Note 18 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and, takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposed Mandates (as defined herein) as set out in this Circular.



FGV HOLDINGS BERHAD

(Formerly known as Felda Global Ventures Holdings Berhad)
(Company No. 800165-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE:

- (I) **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**
- (II) **PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE FOR FGV GROUP**

(to be read together with the Ordinary Resolution 11 in the Notice of the AGM of FGV as set out in our Company's Annual Integrated Report 2018)

Last date and time for lodging the Proxy Form : Monday, 24 June 2019 at 1.00 p.m.

Date and time of the AGM : Tuesday, 25 June 2019 at 11.00 a.m. or any adjournment thereof

This Circular is dated 29 April 2019

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Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:

| | |
|-------------------------------|---|
| Act | : Companies Act, 2016, as amended from time to time and any re-enactment thereof |
| AGM | : Annual General Meeting of FGV |
| Annual Integrated Report 2018 | : The annual integrated report of FGV Group for the FYE 31 December 2018 |
| Audit Committee | : Audit Committee of FGV |
| Board | : Board of Directors of FGV |
| Bursa Securities | : Bursa Malaysia Securities Berhad |
| CMSA | : Capital Markets and Services Act, 2007, as amended from time to time and any re-enactment thereof |
| CPO | : Crude Palm Oil |
| Delima Oil Products | : Delima Oil Products Sdn Bhd |
| Director | : (a) A director of FGV or its subsidiary, and shall have the meaning given in Section 2(1) of the CMSA; and (b) for the purpose of the disclosure of Related Parties pursuant to the Proposed Mandates, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director as referred to in paragraph (a) above or chief executive officer of our Company or our subsidiary or holding company |
| EGM | : Extraordinary General Meeting of FGV |
| F Engineering | : Felda Engineering Services Sdn Bhd |
| F Properties | : Felda Properties Sdn Bhd |
| FAHC | : Felda Asset Holdings Company Sdn Bhd |
| FELDA | : Federal Land Development Authority |
| FELDA Group of Companies | : Collectively, FELDA and its subsidiaries |
| FFB | : Fresh fruit bunches |
| FGT | : FGV Grains Terminal Sdn Bhd (formerly known as Felda Grains Terminal Sdn Bhd) |
| FGV or Company | : FGV Holdings Berhad (formerly known as Felda Global Ventures Holdings Berhad) |
| FGV Agri Services | : FGV Agri Services Sdn Bhd (formerly known as Felda Agricultural Services Sdn Bhd) |

| | |
|--------------------------|---|
| FGV Capital | : FGV Capital Sdn Bhd (formerly known as Felda Global Ventures Capital Sdn Bhd) |
| FGV Group or our Group | : Collectively, FGV and its subsidiaries |
| FGV Kernel Products | : FGV Kernel Products Sdn Bhd (formerly known as Felda Kernel Products Sdn Bhd) |
| FGV Marketing Services | : FGV Marketing Services Sdn Bhd (formerly known as Felda Marketing Services Sdn Bhd) |
| FGV Palm Industries | : FGV Palm Industries Sdn Bhd (formerly known as Felda Palm Industries Sdn Bhd) |
| FGV Prodata | : FGV Prodata Systems Sdn Bhd (formerly known as Felda Prodata Systems Sdn Bhd) |
| FGV Refineries | : FGV Refineries Sdn Bhd (formerly known as Felda Vegetable Oil Products Sdn Bhd) |
| FGV Rubber Industries | : FGV Rubber Industries Sdn Bhd (formerly known as Felda Rubber Industries Sdn Bhd) |
| FGV Security | : FGV Security Services Sdn Bhd (formerly known as Felda Security Services Sdn Bhd) |
| FGV Trading | : FGV Trading Sdn Bhd |
| FGV Transport | : FGV Transport Services Sdn Bhd (formerly known as Felda Transport Services Sdn Bhd) |
| FGVPM | : FGV Plantations (Malaysia) Sdn Bhd (formerly known as Felda Global Ventures Plantations (Malaysia) Sdn Bhd) |
| FYE | : Financial year ended or where the context otherwise requires, financial year ending |
| GIS | : Geometrical Information System |
| GPS | : Global Positioning System |
| IT | : Information technology |
| KPF | : Koperasi Permodalan FELDA Malaysia Berhad |
| KPF-linked Subsidiaries | : FGV's subsidiaries in which KPF has effective shareholding of 20% or more |
| KPF Related Corporations | : Collectively, KPF and its subsidiaries (other than KPF-linked Subsidiaries) |
| Ladang Kluang | : Ladang Kluang Sdn Bhd |
| Listing Requirements | Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof |
| LPD | : 31 March 2019, being the latest practicable date prior to the printing of this Circular |

| | |
|---|--|
| Major Shareholder | : <ul style="list-style-type: none"> (a) A person who has an interest or interests in 1 or more voting shares in our Company and the number or aggregate number of those shares, is: <ul style="list-style-type: none"> (i) 10% or more of the total number of voting shares in our Company; or (ii) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company. (b) For the purpose of the Proposed Mandates, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of our Company or our subsidiary as referred to in paragraph (a) above |
| MSM Group of Companies | : <p>Collectively, MSM Holdings and its subsidiaries (which are MSM Prai Berhad, MSM Perlis Sdn Bhd, MSM Trading & Distribution Sdn Bhd, MSM Sugar Refinery (Johor) Sdn Bhd, MSM Trading International DMCC and MSM Logistics Sdn Bhd)</p> |
| MSM Holdings | : <p>MSM Malaysia Holdings Berhad</p> |
| N/A | : <p>Not applicable</p> |
| PK | : <p>Palm Kernel</p> |
| PMC | : <p>Project Management Consultant</p> |
| Proposed Mandates | : <p>Collectively, the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate</p> |
| Proposed New Shareholders' Mandate | : <p>Proposed shareholders' mandate for the new RRPTs to be entered into by FGV Group and provision of financial assistance as set out in Appendix I (B) of this Circular</p> |
| Proposed Renewal of Shareholders' Mandate | : <p>Proposed renewal of shareholders' mandate for the existing RRPTs for FGV Group as set out in Appendix I (A) of this Circular</p> |
| PUP | : <p>Pontian United Plantations Berhad</p> |
| Related Party(ies) | : <p>A Director or Major Shareholder of our Company and persons connected with such Director or Major Shareholder as defined under the Listing Requirements</p> |
| RRPT(s) | : <p>Recurrent related party transaction(s) of a revenue or trading nature which is necessary for the day-to-day operations of FGV Group</p> |
| SKSB | : <p>Sri Kehuma Sdn Bhd</p> |
| SMR | : <p>Standard Malaysia Rubber</p> |
| Transacting Parties | : <p>The relevant companies under the FGV Group and the respective Related Parties</p> |
| Yapidmas | : <p>Yapidmas Plantation Sdn Bhd</p> |

Currencies

| | |
|------------|---|
| RM and sen | : Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia |
| USD | : United States Dollar, the lawful currency of the United States of America |

All references to “**our Company**” or “**FGV**” in this Circular are to FGV Holdings Berhad (formerly known as Felda Global Ventures Holdings Berhad), and references to “**our Group**” and “**FGV Group**” are to our Company and our subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, or where the context otherwise requires, our subsidiaries.

All references to “**you**” and “**your**” in this Circular are to the shareholders of our Company.

Words denoting the singular shall, where applicable, include the plural and *vice versa*, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations.

Any reference to time of day or date in this Circular is a reference to Malaysian time or date, respectively.

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FGV HOLDINGS BERHAD

(Formerly known as Felda Global Ventures Holdings Berhad)
(Company No. 800165-P)
(Incorporated in Malaysia)

Registered Office:
Level 21 Wisma FGV
Jalan Raja Laut
50350 Kuala Lumpur
Malaysia

29 April 2019

Board of Directors

Datuk Wira Azhar Abdul Hamid (*Chairman, Non-Independent Non-Executive Director*)
Mohd Hassan Ahmad (*Non-Independent Non-Executive Director*)
Dato' Dr. Othman Haji Omar (*Non-Independent Non-Executive Director*)
Dato' Yusli Mohamed Yusoff (*Senior Independent Non-Executive Director*)
Dato' Mohamed Suffian Awang (*Independent Non-Executive Director*)
Datuk Dr. Salmiah Ahmad (*Independent Non-Executive Director*)
Dr. Mohamed Nazeeb P. Alithambi (*Independent Non-Executive Director*)
Datuk Mohd Anwar Yahya (*Independent Non-Executive Director*)
Dr. Nesadurai Kalanithi (*Independent Non-Executive Director*)
Datin Hoi Lai Ping (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED MANDATES

1. INTRODUCTION

1.1 At our Company's 10th AGM held on 28 June 2018, our Company had obtained a shareholders' mandate for our Group to enter into RRPTs ("**2018 Shareholders' Mandate**"). The 2018 Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM, unless the authority for its renewal is obtained from our shareholders at the forthcoming AGM.

In addition to the renewal of the 2018 Shareholders' Mandate, our Company will also be seeking a shareholders' mandate for our Group to enter into new RRPTs and provision of financial assistance.

1.2 On 27 March 2019, our Board had announced its intention to seek shareholders' approval for the Proposed Mandates at our forthcoming AGM.

The Proposed Mandates, if approved by our shareholders, will take effect from the passing of the relevant Ordinary Resolution at the 11th AGM and be subject to annual renewal. In this respect, any authority conferred by the Proposed Mandates shall only continue to be in force until:

- (a) the conclusion of our Company's next AGM at which time it will lapse, unless by a resolution passed at such general meeting, whereby the authority is renewed; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Sections 340(1) and (2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by shareholders at a general meeting;

whichever is the earliest.

The purpose of this Circular is to provide you with the relevant information pertaining to the Proposed Mandates together with our Board's recommendation thereon and also to seek your approval for the resolution in respect of the Proposed Mandates to be tabled at our forthcoming AGM, the notice of which is set out in the Annual Integrated Report 2018. The extract of the ordinary resolution on the Proposed Mandates is enclosed together with this Circular.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION IN RELATION TO THE PROPOSED MANDATES TO BE TABLED AT OUR FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED MANDATES

2.1 The Proposed Mandates

Part E of Chapter 10 of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for related party transactions which are recurrent, of revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of Related Parties involved in each type of transaction made and their relationship with the listed issuer), where the aggregate value, in relation to a listed issuer with a share capital of RM60.0 million and above, is as follows:
 - (i) the consideration, value of the assets, capital outlay or cost of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more;

whichever is the higher;

- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or person connected with such interested director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or an interested major shareholder must ensure that persons connected with him or it abstain from voting on the resolution deliberating or approving the transactions; and
- (d) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of such transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

In the ordinary course of our business, our Group has entered into certain RRPTs and it is anticipated that the companies within our Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are as set out in Section 2.5 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In respect of provision of financial assistance, Paragraph 3.4 of Practice Note 12 ("PN12") stipulates that notwithstanding Paragraph 3.2(d) of PN12 and subject to Paragraph 10.09 of the Listing Requirements and the other provisions of PN12, a listed issuer may obtain a mandate in respect of pooling of funds within the listed issuer's group of companies via a centralised treasury management function or such similar arrangements, which entails the provision of financial assistance by the listed issuer, its subsidiaries not listed on any stock exchange, or both, on a short or medium term basis provided that -

- (a) the listed issuer in seeking such a mandate in accordance with Paragraphs 8.23 and 10.09 of the Listing Requirements, must include in its circular, in addition to such other information as prescribed under the Listing Requirements, the estimated amounts or value of financial assistance ("Estimate"); and
- (b) notwithstanding Paragraph 10.09(2)(e) of the Listing Requirements, if the actual amount of financial assistance provided or rendered exceeds the Estimate, the listed issuer must immediately announce the same to Bursa Securities. If the percentage ratio of the amount of financial assistance provided or rendered in excess of the Estimate is 5% or more, the listed issuer must comply with Paragraph 10.08 of the Listing Requirements.

For purposes of pooling of funds:

- (i) "short or medium term basis" means for a duration not exceeding 3 years; and
- (ii) "group of companies" means the subsidiaries, or where applicable, associates or joint ventures of our Company and the immediate holding company of our Company which is listed;

Paragraph 8.23(2)(a) of the Listing Requirements states that where a listed issuer or its subsidiaries provide financial assistance to or in favour of the following:

- (a) directors or employees of the listed issuer or its subsidiaries;
- (b) persons to whom the provision of financial assistance is necessary to facilitate the ordinary course of business of the listed issuer or its subsidiaries or pursuant to the ordinary course of business of the listed issuer or its subsidiaries, such as the provision of advances to its sub-contractors; or

- (c) the subsidiaries, or where applicable, associates or joint ventures of the listed issuer, the listed issuer (in the case of the subsidiaries providing financial assistance) or its immediate holding company which is listed,

the board of directors of the listed issuer must ensure that the provision of financial assistance referred to above is fair and reasonable to the listed issuer and is not to the detriment of the listed issuer and its shareholders.

In this regard, our Board proposes to seek a general mandate from our shareholders to enter into arrangements or transactions with the Related Parties, which are necessary for the day-to-day operations of our Group and are based on normal commercial terms, at arm's length, in the best interests of our Group, on terms that are not more favourable to the Related Parties than those generally available to the public, and will not be detrimental to our minority shareholders.

2.2 Validity period of the Proposed Mandates

The Proposed Mandates, if approved at our forthcoming AGM, shall take effect immediately upon the passing of the ordinary resolution proposed at our AGM to approve the Proposed Mandates and is subject to annual renewal. In this respect, the authority conferred by the Proposed Mandates shall only continue to be in force until:

- (a) the conclusion of our next AGM following our forthcoming AGM at which time it will lapse, unless the authority is renewed by a resolution passed at the said next AGM; or
- (b) the expiration of the period within which our next AGM after that date is required to be held pursuant to Sections 340(1) and (2) of the Act (excluding however such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by resolution passed by you in a general meeting,

whichever is the earliest.

Thereafter, your approval will be sought for the renewal of the Proposed Mandates at each subsequent AGM or at an EGM that may be held on the same day as the AGM, subject to a satisfactory review by our Audit Committee.

2.3 Principal activities of the FGV Group

As at the LPD, our principal activity is that of investment holding whilst the principal activities of our group of companies are as follows:

| Company name | Effective equity interest held (%) | Principal activities |
|---|------------------------------------|----------------------|
| Felda Global Ventures Indonesia Sdn Bhd | 100.0 | Investment holding |
| FGV Sugar Sdn Bhd (formerly known as Felda Global Ventures Sugar Sdn Bhd) | 100.0 | Investment holding |
| Felda Global Ventures Perlis Sdn Bhd | 100.0 | Under liquidation |
| FGV Resources Sdn Bhd | 100.0 | Dormant |

| Company name | Effective equity interest held (%) | Principal activities |
|---|---|--|
| FGV USA Properties, Inc | 100.0 | Operator of residential real estate in the United States of America |
| MSM Holdings (listed on the Main Market of Bursa Securities) | 51.0 | Investment holding |
| FGV Downstream Sdn Bhd (formerly known as Felda Global Ventures Downstream Sdn Bhd) | 100.0 | Investment holding |
| FGV Plantations Sdn Bhd (formerly known as Felda Global Ventures Plantations Sdn Bhd) | 100.0 | Investment holding |
| FGV Shared Services Centre Sdn Bhd (formerly known as Felda Global Ventures Shared Services Centre Sdn Bhd) | 100.0 | Provision of shared services |
| FGV R&D Sdn Bhd (formerly known as Felda Global Ventures Research & Development Sdn Bhd) | 100.0 | Research and development |
| FGV Capital | 100.0 | Undertake the business of all kinds of treasury services |
| FGV Investment (L) Pte Ltd | 100.0 | Investment holding |
| PUP | 100.0 | Investment holding and cultivation of oil palm |
| Felda Holdings Bhd | 100.0 | Investment holding |
| FGV Research Sdn Bhd (formerly known as FGV R&D and Agri Services Sdn Bhd) | 100.0 | Investment holding company, research and development, technical services and product development |
| Felda Global Ventures Rubber Sdn Bhd | 100.0 | Dissolved |
| FGV Trading | 100.0 | Commodity trading |
| FGV China Oils Ltd | 100.0 | Refining of palm oil |
| FGV Leads Sdn Bhd | 100.0 | Dormant |
| MSM Prai Berhad | 51.0 | Sugar refining, sales and marketing of refined sugar product |
| MSM Perlis Sdn Bhd | 51.0 | Sugar refining, sales and marketing of refined sugar product and planting of rubber and oil palm |
| MSM Trading & Distribution Sdn Bhd | 51.0 | Conduct commodity trading and related business activities |

| Company name | Effective equity interest held (%) | Principal activities |
|--|---|---|
| MSM Sugar Refinery (Johor) Sdn Bhd | 51.0 | Carry on business in sugar products and by-products |
| MSM Trading International DMCC | 51.0 | Raw and refind sugar trading |
| MSM Logistics Sdn Bhd | 51.0 | Provision of lorry transportation services |
| Felda Global Ventures North America Sdn Bhd | 100.0 | Investment holding |
| FGV Biotechnologies Sdn Bhd | 100.0 | Processing and sale of biodiesel products |
| FGV Cambridge Nanosystems Limited | 70.0 | Production, manufacturing, biodiesel marketing, selling and/or trading of high grade carbon nanotubes and graphene |
| FGV Green Energy Sdn Bhd | 60.0 | Producing and manufacturing biodiesel |
| FGV Lipid Venture Sdn Bhd ⁽¹⁾ | 60.0 | Producing of tocotrienol from refined bleached palm oil |
| ⁽¹⁾ <i>In striking off process</i> | | |
| Twin Rivers Technologies Holdings, Inc. | 100.0 | Investment holding |
| Twin Rivers Technologies Holdings Entreprises De Graines Oleagineuses Du Quebec Inc. | 100.0 | Investment holding |
| Twin Rivers Technologies Manufacturing Corporation | 100.0 | Procurement, processing and supply of fatty acids |
| TRT Europe GmbH | 100.0 | Dormant |
| Fore River Transportation Corporation | 100.0 | Operation, management and maintenance of a railroad service |
| GasPlas AS | 70.0 | Research and experimental development on natural sciences and engineering |
| FGVPM | 100.0 | Production of FFB, rubber cup-lump, commodity trading, management of plantation estates and other biological assets |
| FGV Kalimantan Sdn Bhd (formerly known as Felda Global Ventures Kalimantan Sdn Bhd) | 100.0 | Investment holding |
| Asian Plantations Limited | 100.0 | Investment holding |

| Company name | Effective equity interest held (%) | Principal activities |
|---|---|---|
| Asian Plantations (Sarawak) Sdn Bhd | 100.0 | Investment holding |
| Asian Plantations (Sarawak) II Sdn Bhd | 100.0 | Investment holding |
| Asian Plantations (Sarawak) III Sdn Bhd | 100.0 | Investment holding |
| BJ Corporation Sdn Bhd | 100.0 | Oil palm plantation |
| Incasetia Sdn Bhd | 100.0 | Oil palm plantation |
| Fortune Plantation Sdn Bhd | 100.0 | Oil palm plantation |
| Asian Plantations Milling Sdn Bhd | 100.0 | Oil palm milling |
| South Asian Farms Sdn Bhd | 100.0 | Dormant |
| Kronos Plantation Sdn Bhd | 100.0 | Oil palm plantation |
| Grand Performance Sdn Bhd | 100.0 | Oil palm plantation |
| Jubilant Paradise Sdn Bhd | 60.0 | Oil palm plantation |
| PT Citra Niaga Perkasa | 95.0 | Oil palm plantation |
| PT Temila Agro Abadi | 95.0 | Oil palm plantation |
| PT Bumi Agro Nusantara | 100.0 | Management and consulting services |
| FGV Myanmar (L) Pte Ltd | 100.0 | Investment holding |
| FGV Cambodia (L) Pte Ltd | 100.0 | Investment holding |
| FGV-CVC (Cambodia) Co Ltd | 75.0 | Production and export of rubber blocks and other processed rubber |
| Redefined Land Sdn Bhd | 100.0 | Investment holding and property investment |
| Kilang Kelapa Sawit Pontian Sdn Bhd | 100.0 | Investment holding and property investment |
| Bangsan Sdn Bhd | 100.0 | Investment holding |
| Sabahanya Plantations Sdn Bhd | 100.0 | Investment holding and cultivation of oil palm |
| Pontian Fico Plantations Sdn Bhd | 78.3 | Investment holding, cultivation of oil palm and extraction of crude palm oil and palm kernel for sale |
| Pontian Orico Plantations Sdn Bhd | 78.3 | Cultivation of oil palm |
| Pontian Pendirosa Plantations Sdn Bhd | 78.3 | Cultivation of oil palm |

| Company name | Effective equity interest held (%) | Principal activities |
|---|---|--|
| Pontian Materis Plantations Sdn Bhd | 78.3 | Cultivation of oil palm |
| Pontian Hillco Plantations Sdn Bhd | 78.3 | Cultivation of oil palm |
| Pontian Subok Plantations Sdn Bhd | 78.3 | Cultivation of oil palm |
| Yapidmas | 100.0 | Cultivation of oil palm |
| SKSB | 100.0 | Cultivation of oil palm |
| Ladang Kluang | 100.0 | Cultivation of oil palm |
| Tanah Emas Oil Palm Processing Sdn Bhd | 100.0 | Cultivation of oil palm |
| Rawajaya Sdn Bhd | 100.0 | Cultivation of oil palm |
| Blossom Plantations Sdn Bhd | 100.0 | Cultivation of oil palm |
| FGV Palm Industries | 72.0 | Tolling manufacturer by processing oil palm FFB into crude palm oil and palm kernel and investment holding |
| FGV Agri Services | 76.9 | Production and sale of palm oil, cocoa, rat poison, fertilisers and oil palm seeds and provision of agricultural research services |
| Felda Travel Sdn Bhd | 100.0 | Travel and tour agent |
| Malaysia Cocoa Manufacturing Sdn Bhd | 100.0 | Ceased operations in 2016 |
| FGV Fertiliser Sdn Bhd (formerly known as FPM Sendirian Berhad) | 100.0 | Manufacturing and selling of granulated compound fertilisers |
| FGV Prodata | 80.0 | Provision of computer services, sale of computer software and equipment |
| Felda-Johore Bulkers Sdn Bhd | 73.1 | Storing and handling of palm oil products |
| FGV Rubber Industries | 71.4 | Processing of raw latex to concentrated latex and SMR |
| F Engineering | 51.0 | Engineering services including project management, sale of industrial equipment and road maintenance |
| FGV Transport | 51.0 | Provision of transportation for palm oil based products |

| Company name | Effective equity interest held (%) | Principal activities |
|---|---|--|
| FGV Security | 51.0 | Provision of security services |
| F.W.Q. Enterprises (Pvt) Ltd | 65.0 | Provision of jetty services |
| FGV Logistics Sdn Bhd | 90.0 | Provision of transportation |
| FGV Refineries | 48.0 | Tolling services of crude palm oil and palm kernel oil |
| FGV Kernel Products | 60.0 | Processing of oil palm kernels |
| Delima Oil Products | 72.0 | Processing, packaging and distribution of finished consumer and industrial palm oil products |
| FGV Marketing Services | 36.7 | Marketing of group products |
| FNI Biofuel Sdn Bhd | 72.0 | Manufacturing of biomass fuel from empty fruit bunch |
| Sutrajaya Shipping Sdn Bhd | 72.0 | Dissolved |
| FS Oils Sdn Bhd | 48.0 | Dormant |
| PT Cashgrow Ventures | 34.9 | Commodity trading |
| Felda Farm Products Sdn Bhd | 51.0 | Dissolved |
| Feltex Co Ltd | 36.4 | Processing and marketing of latex concentrate |
| PT Felda Indo Rubber | 50.0 | Processing and marketing of latex |
| Felda Rubber Products Sdn Bhd | 71.4 | Dissolved |
| FGV Bulkers Sdn Bhd (formerly known as Felda Bulkers Sdn Bhd) | 86.3 | Storing and handling export of palm oil, oleochemical products, latex concentrate and SMR |
| PT Patisindo Sawit | 72.7 | Storing and handling export of vegetable oil |
| Langsat Bulkers Sdn Bhd | 73.1 | Provision of bulking installation services for palm oil and related vegetable oil products |
| FGT | 70.3 | Handling, storage, transportation, mixing and blending of palm kernel and grains |
| Allied Engineering Services Sdn Bhd | 51.0 | Provision of engineering consultancy services |
| F Properties | 51.0 | Property management of FELDA projects |

| Company name | Effective equity interest held (%) | Principal activities |
|----------------------------------|---|--|
| Felda Construction Sdn Bhd | 51.0 | Dissolved |
| Plantation Resorts Sdn Bhd | 100.0 | Dormant |
| FGV Applied Technologies Sdn Bhd | 100.0 | Research and development of oleo and bio-chemicals, food technologies, mill and biomass technologies, automation, mechanization and remote sensing |
| FGV Green Rubber Sdn Bhd | 100.0 | Dissolved |

2.4 Classes of Related Parties

The Proposed Mandates will apply to the following classes of Related Parties:

- (a) Directors;
- (b) Major Shareholders; and
- (c) person(s) connected to Directors and/or Major Shareholders.

2.5 Details of RRPTs

The class and nature of RRPTs which were entered into and are to be entered into by our Group are set out in Appendix I of this Circular.

Disclosure will be made in our Group's annual integrated report of the breakdown of the aggregate value of the RRPTs conducted, types of transactions made, names of the Related Parties involved and their relationship with our Company pursuant to the Proposed Mandates during the financial year in accordance with Paragraph 10.09(2) of the Listing Requirements and PN 12.

2.6 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs, for which the Proposed Mandates are being sought, are based on estimated prevailing prices which are or will be formalised in agreements/ contracts to be entered into by relevant members of our Group with the Transacting Parties based on our Group's usual levels of transaction and on the projected business volume from the date of our forthcoming AGM to our next AGM. The actual value of transactions may, however, vary from the estimated value disclosed in Appendix I of this Circular should there occur any changes in the business, economic and/or competitive environment or due to fluctuations of crude palm oil prices.

Nevertheless, if the Proposed Mandates are approved, disclosure will be made in accordance with the Listing Requirements in our Group's annual integrated report for the FYE 31 December 2019 of the aggregate value of transactions conducted pursuant to the Proposed Mandates as approved during the financial year.

2.7 Threshold of authority

There is no specific threshold for approval of the RRPTs within our Company. However, all RRPTs are subject to the review and/or approval of the appropriate level of authority pursuant to the procedures as disclosed in Section 3 of this Circular. Where any Director has any interest (direct or indirect) in any RRPTs, such Director shall abstain from deliberation and voting on the matter. In any case, if it is determined that the guidelines and/or procedures stipulated in

Section 3 of this Circular are inadequate, our Company will obtain a fresh shareholders' mandate to ensure that:

- (a) RRPTs will be conducted on an arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (b) such transaction will not be detriment to the minority shareholders of our Company or prejudicial to the interest of our shareholders.

2.8 Benefits to FGV Group

The services and transactions as set out in Appendix I of this Circular are to be provided and entered into by the relevant subsidiaries under our Group in their ordinary course of business and on terms not more favourable to the Transacting Parties than those generally available to the public. These transactions are an integral part of our business and are intended to meet our business needs.

Our Board is of the view that the close working relationships and co-operation between the Transacting Parties will allow our Group to be more competitive in the provision of such services and operation of such transactions.

2.9 Amounts due and owing to FGV Group by the Related Parties

As at 31 December 2018, breakdown of the principal sum for the total outstanding amount due and owing by the Related Parties to our Group pursuant to the RRPTs (details of which are set out in Appendix I of this Circular) which exceeded the credit terms are as follows:

| Nature of RRPT | Amount of the outstanding RRPT receivables | | | |
|---|--|-----------------|-----------------|-------------------------|
| | 1 year or less | 1 to 3 years | 3 to 5 years | More than 5 years |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Sale of packed products by FGV Group to KPF Related Corporation | 2,638 | - | - | - |
| Sale of seeds palms, provision of advisory and laboratory analysis services by FGV Group to FELDA Group of Companies | 13,301 | - | - | - |
| Supply of marketing and management services by FGV Group to KPF-linked Subsidiaries | 382 | - | - | - |
| Supply of marketing and management services, and rental by KPF-linked Subsidiaries to FGV Group | 441 | 3,841 | 36 | - |
| Provision of engineering consultancy and project management services by KPF-linked Subsidiaries to FGV Group and FELDA Group of Companies | 8,593 | 11,020 | 1,656 | - |
| Supply raw material (rubber) by FGV Group to KPF-linked Subsidiaries | 882 | - | - | - |
| Provision of security services by KPF-linked Subsidiaries to FGV Group, FELDA Group of Companies, KPF Related Corporation and KPF | 19,588 | 12,723 | 567 | - |

| Nature of RRPT | Amount of the outstanding RRPT receivables | | | |
|--|--|-----------------|-----------------|-------------------------|
| | 1 year or less | 1 to 3 years | 3 to 5 years | More than 5 years |
| | RM'000 | RM'000 | RM'000 | RM'000 |
| Provision of tank, storage and warehouse rental by FGV Group to KPF-linked Subsidiaries | 6,240 | - | - | - |
| Provision of travel and accommodation services by FGV Group to FELDA Group of Companies, KPF Related Corporations and KPF-linked Subsidiaries | 1,414 | 7,739 | 2,543 | 5,586 |
| Supply of fertiliser by FGV Group to FELDA Group of Companies | 111,161 | 160,218 | - | - |
| Provision of logistic services (including courier, transportation, freight forwarder services) by KPF-linked Subsidiaries to FGV Group, KPF Related Corporation and FELDA Group of Companies | 31,788 | 813 | - | - |
| Computer and printer rentals, sale and renting of IT services, rental and service of computers by FGV Prodata to FGV Group, FELDA Group of Companies, KPF Related Corporations, KPF-linked Subsidiaries, and Yayasan Felda | 36,699 | 26,915 | 119 | 21 |
| Rental for office premises by FELDA to FGV Group | 2,324 | - | - | - |
| Provision of plantation management services and sale of FFB by FGV Group to FELDA and KPF-linked Subsidiary | 346,586 | 969 | 67 | - |
| Provision of raw materials, electricity and steam (biomass), building and office rental, management and maintenance services by KPF-linked Subsidiaries to FGV Group, FELDA Group of Companies and KPF Related Corporations ⁽¹⁾ | 88,768 | 116,327 | - | - |
| TOTAL | 670,805 | 340,565 | 4,988 | 5,607 |

Note:

⁽¹⁾ The overdue amount pursuant to the provision of raw materials are subjected to late payment charges.

Save as disclosed above, no late payment charges imposed on the above overdue amounts as our Company had reviewed the outstanding amounts and is of the opinion that the overdue amounts were part of the normal business transactions of our Group and the Related Parties are long term business partners. The management has and will continuously review and hold discussions with the Related Parties for early settlement of the outstanding due.

Our Board is of the opinion that the overdue amount is closely monitored to ensure early settlement by the Related Parties and that proper steps are taken by the management to pursue any amount that is long overdued by the Related Parties to mitigate the irrecoverability of any such amount. This includes the management to engage in prompt discussions with the corresponding Related Parties and to procure the settlement arrangements to ensure that the outstanding overdue amount of more than 1 year will be settled before the FYE 31 December 2020.

3. REVIEW PROCEDURES FOR THE RRPTs

Our Company has established the following methods and procedures to ensure that RRPTs have been or will be undertaken on transaction prices and terms not more favourable to the Transacting Parties than those generally available to the public and not to the detriment of our minority shareholders:

- (a) all members of our Group are made aware of the requirements relating to RRPTs;
- (b) the RRPTs are to be undertaken on arm's length basis and on normal commercial terms, i.e. on terms which are no more favourable to the interested parties than those extended to third parties/public, and are not detrimental to the minority shareholders;
- (c) the RRPTs must be transacted on terms which are comparable to at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities. The contemporaneous pricing test are as follows:
 - (i) comparison of the particular RRPT with 2 unrelated third parties for similar products/services and/or quantities transacted; or
 - (ii) comparison of the particular RRPT with any other 2 external sources for similar products/ services and/or quantities.

These RRPTs are at commercial transaction prices and terms, and the approval of the transactions are based on the normal sales and purchases procedures and the authority limits of our Group;

- (d) where both contemporaneous pricing tests in (c) could not be performed, to present to the Audit Committee:
 - (i) the justification for the transaction pricing; and
 - (ii) confirmation that the pricing is not detrimental to our Group.

In addition, the transaction price for such RPPTs must be approved by our Board;

- (e) our support divisions and each member of our Group must ensure that proper records of RRPTs are maintained and must monitor the actual RRPTs transacted against the mandate on a monthly basis;
- (f) our support divisions and each member of our Group must submit RRPT reports for quarter and cumulative periods to our Group's finance division for the purpose of quarterly Audit Committee reporting;
- (g) our Group's finance division shall compile the quarterly RRPT information for reporting to the Audit Committee;
- (h) at any time, where the aggregate actual value of the mandated RRPTs is anticipated to exceed the aggregate estimate value by 10% or more, our Group's Chief Financial Officer shall advise the corresponding heads of reportable segments and corporate centres, and the Chief Executive Officers of the affected subsidiaries to immediately prepare the necessary papers for our Group's Chief Financial Officer to recommend to the Audit Committee for our Board's approval;
- (i) Audit Committee shall review our Group's internal audit reports on yearly assessment of RRPT policies and procedures and, assessment of compliance of RRPTs and monitoring of the established policies and procedures; and

- (j) in the event that a member of the Audit Committee or our Board has an interest and/or deemed interest in any particular RRPT, he or she shall declare his or her interest in the RRPT, refrain from any deliberation and abstain from voting on the matter at the Audit Committee meeting or our Board meeting (as applicable) in respect of the RRPT in question or at the EGM or AGM to be convened for that purpose.

4. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee has reviewed the procedures on the RRPTs mentioned in Section 3 of this Circular and is of the view that the stipulated procedures are:

- (a) adequate to monitor, track and identify RRPTs in a timely and orderly manner as these procedures and processes are reviewed annually; and
- (b) sufficient to ensure that the RRPTs are not more favourable to the Related Parties than those generally available to the third parties and, not to the detriment of our Company's minority shareholders.

5. RATIONALE FOR THE PROPOSED MANDATES

The Proposed Mandates, subject to annual review and renewal, will enable our Group to carry out RRPTs necessary for the respective day-to-day operations and, will eliminate the need to frequently make announcements to Bursa Securities; convene separate general meetings and/or seek your approval as and when RRPTs comprised within the Proposed Mandates arise. In this respect, the Proposed Mandates are intended to save administrative time and expenses which could be better utilised by our Group to pursue its corporate objectives and realise business opportunities in a more timely and effective manner.

The provision of financial assistance by FGV Capital to our Group will enable our Group to optimise the corresponding deposit and funding rate by managing our Group's (including KPF-linked Subsidiaries) cash at FGV Capital, for purposes of intercompany liquidity management.

6. EFFECTS OF THE PROPOSED MANDATES

The Proposed Mandates are not expected to have any effect on our share capital and our substantial shareholders' shareholdings in our Company and, are not expected to have any material effect on the earnings, net assets and gearing of our Group.

7. APPROVAL REQUIRED

The Proposed Mandates are subject to your approval being obtained at our forthcoming AGM.

8. INTERESTS OF OUR DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

As at the LPD, the direct and indirect shareholdings of the interested Directors, Major Shareholders of our Company and/or persons connected with them are as follows:

| | Direct Interest | | Indirect Interest | |
|---|-----------------|-------------|-------------------|-------------|
| | No. of Shares | % of Shares | No. of Shares | % of Shares |
| Interested Directors | | | | |
| Datuk Wira Azhar Abdul Hamid ("Datuk Wira Azhar") | 694,500 | 0.02 | - | - |
| Dato' Dr. Othman Haji Omar ("Dato' Othman Omar") | - | - | - | - |

| Interested Major Shareholders | | | | | |
|--------------------------------------|-------------|-------|------------------------------|------------------------|---|
| FELDA | 775,029,800 | 21.24 | (¹) 452,921,192 | (¹) 12.42 | - |
| FAHC | 452,921,192 | 12.42 | - | - | - |

Interested Person Connected

| | | | | |
|-----|-------------|------|---|---|
| KPF | 191,566,608 | 5.25 | - | - |
|-----|-------------|------|---|---|

Note:-

⁽¹⁾ Deemed interested by virtue of its interest in FAHC pursuant to Section 8 of the Act

Based on details as disclosed in Appendix I of this Circular, Datuk Wira Azhar and Dato' Othman Omar, being interested Directors, have abstained and will continue to abstain from all Board deliberations and voting in relation to the Proposed Mandates. They will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company (where applicable) on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM. They have respectively undertaken to ensure that persons connected with them will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

FELDA and FAHC being interested Major Shareholders, will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM. They have respectively undertaken to ensure that persons connected with them will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

KPF holds 5.25% direct interest in the Company and is a person connected to FELDA. KPF has effective shareholdings of not less than 20% in FGV Palm Industries, FGV Agri Services, FGV Prodata, FGV Rubber Industries, F Engineering, FGV Transport, FGV Security, FGV Refineries, FGV Kernel Products and FGV Marketing Services. Accordingly, KPF will abstain from voting in respect of its direct and/or indirect shareholdings on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

Save as disclosed, none of the other Directors or Major Shareholders and persons connected with them has any interest, direct or indirect, in the Proposed Mandates.

9. DIRECTORS' RECOMMENDATION

Our Board (save for the Interested Directors), having considered all aspects of the Proposed Mandates, is of the opinion that the Proposed Mandates are in the best interests of our Company.

Accordingly, our Board (save for the Interested Directors) recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Mandates to be tabled at our forthcoming AGM.

10. AGM

Our AGM will be held at TM Convention Centre, Jalan Pantai Baharu, 50672 Kuala Lumpur, Malaysia on Tuesday, 25 June 2019 at 11.00 a.m. or any adjournment thereof, for the purpose of considering and if thought fit, passing the ordinary resolution to give effect to the Proposed Mandates.

If you are unable to attend and vote at the AGM, you are requested to complete, sign and return the enclosed Proxy Form in accordance with the instructions printed on it, so as to arrive at FGV's share registrar's office, Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd), Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than Monday, 24 June 2019 at 1.00 p.m., and in default the Proxy Form shall not be treated as valid. You may attend to vote in person at the AGM, if you wish to do so. In the event that you have nominated a

proxy to attend and vote on your behalf, please revoke the appointment of your proxy prior to the commencement of the AGM in order for you to attend the AGM yourself.

11. FURTHER INFORMATION

You are requested to refer to the Appendices for further information.

Yours faithfully
For and on behalf of the Board of
FGV HOLDINGS BERHAD
(Formerly known as Felda Global Ventures Holdings Berhad)

Datuk Mohd Anwar Yahya
Independent Non-Executive Director

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A. Details of the RRPTs entered into by FGV Group with Related Parties under the Proposed Renewal of Shareholders' Mandate

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate Estimated value as disclosed in the circular dated 30 April 2018 (RM'000) | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) | |
|------|---|-----------|---|---|--|--|---|---------|
| | Recipient | Provider | | | | | | |
| 1. | KPF-linked Subsidiaries, MSM Group of Companies & FGV Trading | FGV Group | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | 74,600 | 106,478 | The increase was due to under provision for 2018/2019 fees. However the actual value falls within the 10% aggregate estimated value of mandated RRPTs in the circular dated 30 April 2018 | 161,200 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-------------------------------------|-------------------------|---|--|-----------------------------|---|---|
| | Recipient | Provider | | | | | |
| 2. | FGV Group, FELDA Group of Companies | KPF-linked Subsidiaries | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Manat @ Taib • Zaid Sidek • Dato' Safariyah Awang Ngah • Anuar Malek • Sakinah Saleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> | <p>17,820</p> <p>39,609</p> | <p>39,609</p> <p>The increase was due to under provision for 2018/2019. However the actual value falls within the 10% aggregate estimated value of mandated RRPTs in the circular dated 30 April 2018</p> | <p>60,510</p> |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) | |
|------|-------------------------------------|-------------------------|---|--|----------------------------|--|---|---------------|
| | Recipient | Provider | | | | | | |
| 3. | FGV Group, FELDA Group of Companies | KPF-linked Subsidiaries | <p>Interested Major Shareholders/ Directors and persons connected with them</p> <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Sufiah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> | <p>32,600</p> | <p>29,967</p> | <p>N/A</p> | <p>8,200</p> |
| 4. | FGV Group | FGV Prodata | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13),</p> | <p>95,000</p> | <p>36,877</p> | <p>N/A</p> | <p>71,100</p> |

| Item | Recipient | Provider | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|--|-------------|--|---|--|----------------------------|--|---|
| | | | | | | | | |
| | | | Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariyah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi Interested person connected: <ul style="list-style-type: none"> • KPF | | | | | |
| 5. | FELDA Group of Companies, KPF Related Corporations | FGV Prodata | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Anuar Malek Interested person connected: <ul style="list-style-type: none"> • KPF | See notes (2), (3), (4), (6), (7), (12) | Computer and printer rentals; sale and renting of IT services; rental and service of computers | 46,100 | 22,521 | N/A 44,000 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|-------------------------|--|--|----------------------------|--|---|
| | Recipient | Provider | | | | | |
| 6. | Yayasan Felda | FGV Prodata | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Director:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Anuar Malek <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>See notes (2), (3), (4), (5), (6), (7), (12)</p> <p>Computer and printer rentals; sale and renting of IT services; rental and service of computers</p> | 500 | 121 | N/A 300 |
| 7. | FGV Group | KPF-linked Subsidiaries | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> <p>Provision of security services</p> | 8,100 | 29,498 | <p>The increase was due to under provision for 2018/2019. However the actual value falls within the 10% aggregate estimated value of mandated RRPTs in the circular dated 30 April 2018</p> <p>38,100</p> |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|--|----------------------------|--|---|--|--|---|
| | Recipient | Provider | | | | | |
| | | | • Saodah Sudi Interested person connected: • KPF | | | | |
| 8. | FELDA Group of Companies, KPF Related Corporations | KPF-linked Subsidiaries | Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Othman Omar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Saleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramlil Ismail • Saodah Sudi Interested person connected: • KPF | See notes (2), (3), (4), (6), (7), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | Provision of security services 35,000 | 15,799 | N/A 39,000 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) | |
|------|--|-------------------------|---|--|----------------------------|--|---|----------------|
| | Recipient | Provider | | | | | | |
| 9. | FGV Group | KPF-linked Subsidiaries | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Dato' Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Matat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> | <p>5,200</p> | <p>127,047</p> | <p>The increase was due to under provision for 2018/2019. However the actual value falls within the 10% aggregate estimated value of mandated RRPTs in the circular dated 30 April 2018</p> | <p>235,900</p> |
| 10. | FELDA Group of Companies, KPF Related Corporations | KPF-linked Subsidiaries | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar | <p>See notes (2), (3), (4), (6), (7), (9), (10), (11), (12), (13), (14), (15), (16),</p> | <p>1,700</p> | <p>580</p> | <p>N/A</p> | <p>2,300</p> |

| Item | Recipient | Provider | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|--|-----------|---|---|--|----------------------------|--|---|---|
| | | | | | | | Estimated value as disclosed in the circular dated 30 April 2018 (RM'000) | Actual value transacted from the last AGM to the LPD (RM'000) | |
| | | | <ul style="list-style-type: none"> Dato' Ab Ghani Mohd Ali Datuk Khamis Mohamed Som Rahayu Mahat @ Taib Zaid Sidek Dato' Safariah Awang Ngah Anuar Malek Sakinah Salleh Abu Bakar Ibrahim Dato' Saari Din Samsudin Othman Dato' Zainal Hassan Dato' Ramli Ismail Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> KPF | | | | | | |
| 11. | FELDA Group of Companies, KPF Related Corporations , MSM Group of Companies, and KPF-linked Subsidiaries | FGV Group | Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Othman Omar Datuk Wira Azhar Dato' Ab Ghani Mohd Ali Datuk Khamis Mohamed Som Rahayu Mahat @ Taib Zaid Sidek | See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | Provision of travel and accommodation services | 5,400 | 2,675 | N/A | 7,900 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|---------------|-----------------------------|----------|--|----------------|----------------------------|--|---|
| | Recipient | Provider | | | | | |
| | | | Interested Major Shareholders/ Directors and persons connected with them | | | | |
| 12. FGV Group | KPF-linked Subsidiaries | | <ul style="list-style-type: none"> • Dato' Safarikh Awang Ngah • Anuar Malek • Sakinah Saleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | | | |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) | |
|------|-----------------------------|--|---|--|---|--|---|------------------|
| | Recipient | Provider | | | | | | |
| | | | Interested Major Shareholders/ Directors and persons connected with them | | | | | |
| 13. | FGV Group | FELDA Group of Companies, KPF Related Corporations | <ul style="list-style-type: none"> • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed • Sorn • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi | <p>Purchase of FFB</p> <p>5,400,000</p> <p>Payment of incentive for the settlers' welfare to the Joint Consultative Committee (JCC)/ FELDA</p> <p>Natural resources income charged for the management fee for extraction of rock material on FELDA's land</p> <p>Rental for office premises having rental period of less than 3 years on pro-rated monthly or annual instalments basis</p> <p>Purchase of bleaching earth</p> | <p>1,933,820</p> <p>9,735</p> <p>100</p> <p>72</p> <p>60,700</p> <p>20,688</p> <p>3,600</p> <p>998</p> | <p>N/A</p> <p>13,600</p> <p>100</p> <p>22,100</p> <p>2,600</p> | <p>3,933,300</p> |

| Item | Recipient | Provider | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ |
|------|---|-----------|---|--------------------------------------|----------------|---|--|---|
| | | | | | | | | (RM'000) |
| 14. | FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations | FGV Group | <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | | <p>Sale of packed products</p> <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> | <p>11,300</p> <p>598</p> | <p>N/A</p> <p>600</p> |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) | |
|------|---|---|--|---|----------------------------|--|--|--------------------------|
| | Recipient | Provider | | | | | | |
| 15. | FGV Group, FELDA Group of Companies | KPF-linked Subsidiaries & Delima Oil Products | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Manat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Saleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> <p>Sale of cooking oil to FVOP for their employees on quarterly basis</p> <p>Supply of steam and electricity</p> | <p>60</p> <p>3,500</p> | <p>11</p> <p>3,556</p> | <p>N/A</p> <p>The increase was due to under provision for 2018/2019. However the actual value falls within the 10% aggregate estimated value of mandated RRPTs in the circular dated 30 April 2018</p> | <p>100</p> <p>17,000</p> |
| 16. | FGV Group, FELDA Group of Companies, KPF Related Corporations | KPF-Linked Subsidiaries & FGV Trading | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15),</p> | <p>5,000,000</p> | <p>2,207,168</p> | <p>N/A</p> <p>3,865,200</p> | |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|--------------------------------|-----------|--|---|---|--|---|
| | Recipient | Provider | | | | | |
| | | | Interested Major Shareholders/ Directors and persons connected with them <ul style="list-style-type: none"> • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed • Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariyah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramlil Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | | | |
| 17. | FELDA, KPF-linked Subsidiaries | FGV Group | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed • Som • Rahayu Mahat @ Taib | See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | Provision of plantation management services | 3,000 | - |

| Item | Recipient | Provider | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-------------------------|-----------|---|---|----------------------------|--|---|---|
| | | | | | | Estimated value as disclosed in the circular dated 30 April 2018 (RM'000) | Actual value transacted from the last AGM to the LPD (RM'000) | |
| | | | Interested Major Shareholders/ Directors and persons connected with them | | | | | |
| 18. | KPF-linked subsidiaries | FGV Group | <ul style="list-style-type: none"> • Zaid Sidek • Dato' Safarikh Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected: • KPF</p> | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> <p>Interested Directors: • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safarikh Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim</p> | 2,400,000 | 1,096,639 | N/A | N/A see note (2) |

| Item | Recipient | Provider | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|---|-----------|--|--------------------------------------|----------------|----------------------------|--|---|---|
| | | | | | | | Estimated value as disclosed in the circular dated 30 April 2018 (RM'000) | Actual value transacted from the last AGM to the LPD (RM'000) | |
| 19. | FELDA Group of Companies, and KPF-linked Subsidiaries | FGV Group | <ul style="list-style-type: none"> Dato' Saari Din Samsudin Othman Dato' Zainal Hassan Dato' Ramli Ismail Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> KPF | | | | | | |
| | | | | | | | | | |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|----------------------------|-----------------------------|---|---------------------------------------|--|----------------------------|--|---|
| | Recipient | Provider | | | | | |
| 20. MSM Group of Companies | FGV Group | Interested Major Shareholders/ Directors and persons connected with them | Interested person connected: • KPF | See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | Supply of fertiliser | 1,000 | - |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|---------------|-----------------------------|----------|--|--|----------------------------|--|---|
| | Recipient | Provider | | | | | |
| 21. FGV Group | MSM Group of Companies | | <p>Interested Major Shareholders/ Directors and persons connected with them</p> <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>Sale of raw materials (rubber)</p> <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> | <p>5,000</p> <p>-</p> | <p>N/A</p> | <p>5,000</p> |
| 22. FELDA | FGV Group | | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar | <p>See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15),</p> | <p>4,400</p> <p>-</p> | <p>N/A</p> | <p>200</p> |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|---------------|-----------------------------|----------|--|--|-------------------------------|--|---|
| | Recipient | Provider | | | | | |
| | | | Interested Major Shareholders/ Directors and persons connected with them <ul style="list-style-type: none"> Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed • Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariyah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramlil Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | | | |
| 23. FGV Group | FELDA | | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed • Som • Rahayu Mahat @ Taib | See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | Purchase of rubber 180,000 | 98,580 | N/A 210,000 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|-----------|-----------------------------|----------|--|--|---|--|---|
| | Recipient | Provider | | | | | |
| | | | Interested Major Shareholders/ Directors and persons connected with them | | <ul style="list-style-type: none"> • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected: • KPF</p> | | |
| 24. FELDA | FGV Group | | Interested Major Shareholders: • FELDA • FAHC | See notes (2), (3), (4), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20) | Provision of project management consultant (PMC) services | 4,000 | 64 |
| | | | Interested Directors: • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek | Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim | N/A | 300 | |

| Item | Recipient | Provider | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) | |
|------------|-------------------------|-------------|--|--|--|----------------------------|--|---|---------|
| | | | | | | | Estimated value as disclosed in the circular dated 30 April 2018 (RM'000) | | |
| 25. | KPF-linked subsidiaries | FGV Capital | <ul style="list-style-type: none"> Dato' Saari Din Samsudin Othman Dato' Zainal Hassan Dato' Ramli Ismail Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> KPF | <p>See notes (2), (3), (4), (6), (7), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19), (20)</p> <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> FELDA FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> Dato' Othman Omar Dato' Ab Ghani Mohd Ali Datuk Khamis Mohamed Som Rahayu Manat @ Taib Zaid Sidek Dato' Safariah Awang Ngah Anuar Malek Sakinah Saleh Abu Bakar Ibrahim Dato' Saari Din Samsudin Othman Dato' Zainal Hassan Dato' Ramli Ismail Saodah Sudi | <p>Provision of financial assistance to the FGV Group on a short or medium term basis (i.e. for a duration of not exceeding 3 years)</p> | 800,000 | 502,998 | N/A | 800,000 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | 2018 Shareholders' Mandate | | Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable) | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|----------|--|----------------|---|---|--|---|
| | Recipient | Provider | | | Estimated value as disclosed in the circular dated 30 April 2018 (RM'000) | Actual value transacted from the last AGM to the LPD (RM'000) | | |
| | | | Interested person connected: <ul style="list-style-type: none"> • KPF | | | | | |
| | | | Total | | 14,643,480 | 6,471,997 | N/A | 10,013,410 |

Notes:

- (1) The estimated value shown above represents the best estimates by our management. Accordingly, the actual transacted values may vary and are subject to change.
- (2) FELDA is a Major Shareholder of FGV with 21.24% direct interest and 12.42% indirect interest in FGV through its direct shareholdings in FAHC, a wholly-owned subsidiary of FELDA.
- (3) FAHC is a Major Shareholder of FGV with 12.42% direct interest in FGV.
- (4) KPF holds 5.25% direct interest in FGV and is a person connected to FELDA.
- (5) Yayasan Felda is a person connected to FELDA.
- (6) KPF is a Major Shareholder in:- FGV Palm Industries with 28.0% direct interest, FGV Agri Services with 23.1% direct interest, FGV Prodata with 20.0% direct interest, FGV Rubber Industries with 28.6% direct interest, F Engineering with 49.0% direct interest, FGV Transport with 49.0% direct interest, FGV Security with 49.0% direct interest, FGV Refineries with 52.0% effective interest (with 33.3% direct interest and 18.7% indirect interest in FGV Refineries through its direct shareholdings in FGV Palm Industries), FGV Kernel Products with 40.0% effective interest (with 16.7% direct interest and 23.3% indirect interest in FGV Kernel Products through its direct shareholdings in FGV Palm Industries), and FGV Marketing Services with 63.3% effective interest (with 49.0% direct interest and 14.3% indirect interest in FGV Marketing Services through its direct shareholdings in FGV Palm Industries). A common Director who sits on the boards of KPF and any of the aforesaid companies is an interested Director.

(7) *Dato' Othman Omar is sitting on the board of directors of FELDA and on the Board of FGV.*

(8) *Datuk Wira Azhar is representative of FGV on the Board of MSM Holdings. He is also a Director of FGV.*

(9) *Dato' Ab. Ghani Mohd Ali is a representative of KPF on the Board of MSM Holdings. He is also a Director of KPF.*

(10) *Saodah Sudi is a representative of KPF on the Board of FGV Palm Industries and FGV Refineries. She is also a Director of KPF.*

(11) *Datuk Khamis Mohamed Som and Rahayu Matat @ Taib are representatives of KPF on the Board of FGV Agri Services. They are also Directors of KPF.*

(12) *Anuar Malek is a representative of KPF on the Board of FGV Prodata and FGV Refineries. He is also a Director of KPF.*

(13) *Dato' Zainal Hassan and Dato' Ab. Ghani Mohd Ali are representatives of KPF on the Board of FGV Rubber Industries. They are also Directors of KPF.*

(14) *Zaid Sidek is a representative of KPF on the Board of F Engineering. He is also a Director of KPF.*

(15) *Abu Bakar Ibrahim is a representative of KPF on the Board of FGV Transport. He is also a Director of KPF.*

(16) *Dato' Ramli Ismail and Dato' Saari Din are representatives of KPF on the Board of FGV Security. They are also Directors of KPF.*

(17) *Zaid Sidek and Samsudin Othman are representatives of KPF on the Board of FGV Kernel Products. They are also Directors of KPF.*

(18) *Dato' Saari Din and Rahayu Matat @ Taib are representatives of KPF on the Board of FGV Marketing Services. They are also Directors of KPF.*

(19) *Dato' Safariah Awang Ngah is a representative of KPF on the Board of FGV Palm Industries.*

(20) *Sakinah Salleh is a representative of KPF on the Board of F Properties.*

(21) *Renewal of mandate is not sought.*

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B. Details of the RRPTs to be entered into by FGV Group with Related Parties under the Proposed New Shareholders' Mandate

| Item | Recipient | Provider | Transacting Related Parties | Interested Major Shareholders/Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|--------------------------|-------------------------|--|--|--|--|--|
| 1. | FELDA Group of Companies | FGV Group | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC | Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi | See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19) | Provision of agency services in relation to FELDA projects | 500 |
| 2. | FGV Group | KPF-linked Subsidiaries | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC | Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali | See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19) | Provision of tolling services – manufactured CPO & PK | 1,015,300 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|--------------------------|--|--|--|
| | Recipient | Provider | | | |
| | | | <ul style="list-style-type: none"> • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | |
| 3. | FGV Group | FELDA Group of Companies | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail | <p>See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19)</p> <p>Received rubber incentive from FELDA Group of Companies</p> | 200 |

| Item | Transacting Related Parties | | Interested Major Shareholders/Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|-----------|---|-------|--|--|--|--|
| Recipient | Provider | | | | | |
| 4. | FGV Group | FELDA | <p>Interested person connected:</p> <ul style="list-style-type: none"> • Saodah Sudi • KPF <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>Leasing land at Plentong, Johor (Terminal T4X) having leased/ rental period of less than 3 years on pro-rated monthly or annual instalments basis</p> | 200 | |
| 5. | FGV Group, KPF- FGVPFM linked Subsidiaries, FELDA Group of Companies and KPF Related | | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC | <p>See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19)</p> | <p>Provision of maintenance services for Infra Sabah</p> | 3,700 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|-----------|---|--|---|
| | Recipient | Provider | | | |
| | Corporations | | <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | |
| 6. | FELDA | FGV Group | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim | <p>Rental of land having rental period of less than 3 years on pro-rated monthly or annual instalments basis</p> | 300 |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|--------------------------|---|----------------------------------|--|
| | Recipient | Provider | | | |
| | | | <ul style="list-style-type: none"> • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | |
| 7. | FGV Group | KPF Related Corporations | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>Purchase of petro/ diesel</p> | 100 |

| Item | Transacting Related Parties | Recipient | Provider | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|---|-----------|----------|--|--------------------------------------|----------------|--|
| 8. | FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations | FGV Group | | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi Interested person connected: <ul style="list-style-type: none"> • KPF | | | |
| 9. | KPF-linked Subsidiaries | FGV Group | | Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek | | | |

APPENDIX I

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|-----------|---|---|--|
| | Recipient | Provider | | | |
| | | | <ul style="list-style-type: none"> • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | |
| 10. | KPF-linked Subsidiaries | FGV Group | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi | <p>See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19)</p> | 17,200 |

| Item | Transacting Related Parties | Interested Major Shareholders/ Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|---------------|---------------------------------|---|---|---|---|
| Recipient | Provider | | | | |
| 11. FGV Group | KPF Related Corporations | <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Salleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | <p>Food and beverage services</p> | 1,100 |
| 12. FGV Group | KPF-linked Subsidiaries and FGT | | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali | <p>See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19)</p> | <p>Villa,land and warehouse rental for a period less than 3 years on pro-rated monthly or annual installments basis</p> |

APPENDIX I

| Item | Transacting Related Parties | | Interested Major Shareholders/Directors and persons connected with them | Nature of relationship as at the LPD | Nature of RRPT Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|-----------|-----------------------------|---|---|--|---|
| Recipient | Provider | | | | |
| | | <ul style="list-style-type: none"> • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Saleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | | |
| 13. | KPF-linked Subsidiaries | FGV Group | <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Othman Omar • Datuk Wira Azhar • Dato' Ab Ghani Mohd Ali • Datuk Khamis Mohamed Som • Rahayu Mahat @ Taib • Zaid Sidek • Dato' Safariah Awang Ngah • Anuar Malek • Sakinah Saleh • Abu Bakar Ibrahim • Dato' Saari Din • Samsudin Othman • Dato' Zainal Hassan • Dato' Ramli Ismail | See notes (2), (3), (4), (5), (6), (7), (8), (9), (10), (11), (12), (13), (14), (15), (16), (17), (18), (19) | 38,100 Provision of research and development services |

| Item | Transacting Related Parties | | Nature of relationship as at the LPD | Nature of RRPT | Estimated value from forthcoming AGM on 25 June 2019 to next AGM ⁽¹⁾ (RM'000) |
|------|-----------------------------|---|--------------------------------------|----------------|---|
| | Recipient | Provider | | | |
| | | <ul style="list-style-type: none"> • Saodah Sudi <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF | | | |
| | | | | Total | 1,082,600 |

Notes:

- (1) The estimated value shown above represents the best estimates by our management. Accordingly, the actual transacted values may vary and are subject to change.
- (2) FELDA is a Major Shareholder of FGV with 21.24% direct interest and 12.42% indirect interest in FGV through its direct shareholdings in FAHC, a wholly-owned subsidiary of FELDA.
- (3) FAHC is a Major Shareholder of FGV with 12.42% direct interest in FGV.
- (4) KPF holds 5.25% direct interest in FGV and is a person connected to FELDA.
- (5) KPF is a Major Shareholder in:- FGV Palm Industries with 28.0% direct interest, FGV Agri Services with 23.1% direct interest, FGV Prodata with 20.0% direct interest, FGV Transport with 49.0% direct interest, FGV Security with 49.0% direct interest, FGV Refineries with 52.0% effective interest (with 33.3% direct interest and 18.7% indirect interest in FGV Refineries through its direct shareholdings in FGV Palm Industries), FGV Kernel Products with 40.0% effective interest (with 16.7% direct interest and 23.3% indirect interest in FGV Kernel Products through its direct shareholdings in FGV Palm Industries), and FGV Marketing Services with 63.3% effective interest (with 49.0% direct interest and 14.3% indirect interest in FGV Marketing Services through its direct shareholdings in FGV Palm Industries). A common Director who sits on the boards of KPF and any of the aforesaid companies is an interested Director.
- (6) Dato' Othman Omar is sitting on the board of directors of FELDA and on the Board of FGV.
- (7) Datuk Wira Azhar is representative of FGV on the Board of MSM Holdings. He is also Director of FGV.

- (8) *Dato' Ab. Ghani Mohd Ali is a representative of KPF on the Board of MSM Holdings. He is also a Director of KPF.*
- (9) *Saodah Sudi is a representative of KPF on the Board of FGV Palm Industries and FGV Refineries. She is also a Director of KPF.*
- (10) *Datuk Khamis Som and Rahayu Mahat @ Taib are representatives of KPF on the Board of FGV Agri Services. They are also Directors of KPF.*
- (11) *Anuar Malek is a representative of KPF on the Board of FGV Prodata and FGV Refineries. He is also a Director of KPF.*
- (12) *Dato' Zainal Hassan and Dato' Ab. Ghani Mohd Ali are representatives of KPF on the Board of FGV Rubber Industries. They are also Directors of KPF.*
- (13) *Zaid Sidek is a representative of KPF on the Board of F Engineering. He is also a Director of KPF.*
- (14) *Abu Bakar Ibrahim is a representative of KPF on the Board of FGV Transport. He is also a Director of KPF.*
- (15) *Dato' Ramli Ismail and Dato' Saari Din are representatives of KPF on the Board of FGV Security. They are also Directors of KPF.*
- (16) *Zaid Sidek and Samsudin Othman are representatives of KPF on the Board of FGV Kernel Products. They are also Directors of KPF.*
- (17) *Dato' Saari Din and Rahayu Mamat @ Taib are representatives of KPF on the Board of FGV Marketing Services. They are also Directors of KPF.*
- (18) *Dato' Safariah Awang Ngah is a representative of KPF on the Board of FGV Palm Industries.*
- (19) *Saknah Salleh is a representative of KPF on the Board of F Properties.*

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ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of our Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries, and to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither our Company nor our subsidiaries have entered into any other material contracts (not being contracts entered into in the ordinary course of business) within 2 years preceding the LPD:

- (i) sale and purchase agreement dated 21 December 2017 between FGV Marketing Services and AXA Asia for the disposal of 3,721,772 ordinary shares representing 3.13% of the issued share capital of AXA AFFIN General Insurance Berhad ("AAGI") by FGV Marketing Services to AXA Asia for a cash consideration of RM43,842,474.00, subject to the terms and conditions contained therein. This agreement was completed on 28 December 2017, in accordance with the terms and conditions therein; and
- (ii) sale and purchase agreement dated 21 December 2017 between FGV Marketing Services and AFFIN Bank Berhad for the disposal of 15,325,747 ordinary shares representing 12.87% of the issued share capital in AAGI by FGV Marketing Services to AFFIN Bank Berhad for a cash consideration of RM180,537,300.00, subject to the terms and conditions contained therein. This agreement was completed on 28 December 2017, in accordance with the terms and conditions therein.
- (iii) sale and purchase agreement dated 14 May 2018 between FGV Palm Industries and Orient View Sdn Bhd ("OVSB") for the disposal of 12,000,000 ordinary shares representing 30% of the issued share capital of Taiko Clay Chemicals Sdn Bhd by FGV Palm Industries to OVSB for a cash consideration of RM145,000,000.00, subject to the terms and conditions contained therein. This agreement was completed on 23 August 2018, in accordance with the terms and conditions therein.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, the FGV Group has not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant and our Board is not aware of any proceedings, pending or threatened, against the FGV Group or any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the FGV Group:

- 3.1 **High Court of Sabah & Sarawak at Sandakan (Civil Suit No. SDK-22NCVC-9/5-2016 (HC)) brought by Abdul Malik bin Said Omar (suing as the Administrator of the Estates of the late Norhuda Bt S Said and 6 others) and Fathiyah binti S. Abdul Salam ("Plaintiffs") against SKSB ("Defendant")**

By a Writ of Summons dated 12 May 2016, the Plaintiffs had commenced the above legal proceedings on 30 June 2016 against the Defendant for the recovery of land held under title CL 085310443. The Plaintiffs alleged that the transfer of the land to the Defendant was done through fraud and forgery, which was completed prior to the acquisition of the Defendant by PUP.

An injunction application was filed by the 1st and 2nd Plaintiffs against the Defendant to restrain the Defendant from dealing with/disposing of the said land. The Sandakan High Court had dismissed the 1st Plaintiff's injunction application on 1 February 2017

while the 2nd Plaintiff's injunction application was withdrawn on 18 May 2017, respectively. The 1st Plaintiff had appealed to the Court of Appeal against the High Court's dismissal of his injunction application and the same was dismissed by the Court of Appeal on 28 September 2017.

The Defendant made an application to amend the Statement of Defence but it was opposed by the Plaintiffs. However, on 27 March 2018, the High Court granted the Defendant's amendment application with costs.

On 20 July 2018, the Sandakan High Court had allowed the Defendant's application to strike out the Plaintiffs' Statement of Claim, with cost of RM3,000.00 to be paid to the Defendant. The Plaintiffs vide a Notice of Appeal dated 14 August 2018 filed an appeal to the Court of Appeal on the whole decision given by the Sandakan High Court on 20 July 2018. Hearing of the appeal has yet to be fixed.

3.2 High Court of Sabah & Sarawak at Sandakan (Civil Suit No. SDK-22NCVC-1/2-2016) brought by Euggine Kausai ("Plaintiff") against Yapidmas and 12 others ("Defendants")

By a Writ of Summons and Statement of Claim both dated 3 February 2016, the Plaintiff had commenced the above legal proceedings against Yapidmas as the 1st Defendant for the allegation of fraud in respect of 40 pieces of land situated in the district of Tongod ("Lands") sub-leased to Yapidmas. The Plaintiff is seeking for, among others, a declaration that the sub-lease agreements executed by the Plaintiff dated 19 May 2005 to sub-lease the Lands to Yapidmas are null and void, *ab initio*, of no legal effect and an injunction to refrain the Defendants from dealing with the Lands in any manner until final adjudication of the action.

Yapidmas entered its appearance and filed its Statement of Defence on 20 April 2016 and applied to the Court to strike out the Plaintiff's suit on the ground that the suit was caught by the limitation period and that the matter was previously decided by the Court under Suit No. 22-34 of 2010.

On 28 December 2016, the Sandakan High Court dismissed the Defendants' application to strike out the Plaintiff's Statement of Claim on grounds that the abovementioned suit dealt with different land titles and not the land titles in question. The Court ordered costs shall be costs in the cause.

During the hearing of the application, the 9th Defendant filed and served his defence together with Counterclaim. The 1st Defendant subsequently filed an application to strike out the 9th Defendant's Counterclaim and the same was granted by the High Court.

Full trial of the suit had commenced from 30 October 2017 until 10 January 2018. The High Court had fixed 25 May 2018 for decision.

Further to several adjournments on the decision date, on 23 November 2018, the Sandakan High Court Judge had decided that:

- (i) in respect of the said sub-lease agreements and sub-leases created on the disputed native titles in favour of Yapidmas, the Plaintiff had failed to prove his case on the balance of probability. In the premises, Yapidmas' sub-lease on the disputed native titles are valid and remains intact.
- (ii) in respect of the transfer of the said subject Lands to the 9th Defendant (Lahida), the High Court Judge was of the opinion that the said transfer has been tainted with illegality and therefore ruled that the Plaintiff has on the balance of probability proven the case. It was established that the said Lahida is a non-native and therefore is not entitled to hold a native title.

- (iii) the High Court Judge has further ordered that Yapidmas must deliver/surrender all the relevant title deeds to the said disputed Lands to the Assistant Collector of Land Revenue, District of Tongod, Kinabatangan, Sandakan within three (3) months from the date of the order i.e. 23 November 2018, for cancellation of the endorsement of the transfer.
- (iv) in respect of costs, the High Court ordered the Plaintiff to pay Yapidmas a cost in the sum of RM50,000.00.

The Plaintiff subsequently filed a Notice of Appeal dated 20 December 2018 against part of the High Court's judgement (particularly the part of the decision favouring Yapidmas). The appeal has yet to be fixed for hearing.

An issue arises where Yapidmas is unable to comply with the delivery of the title deeds to the said disputed Lands within the stipulated time per the High Court's judgement (sub-paragraph (iii) above), due to its failure to locate the same. Yapidmas's solicitors had written to the High Court requesting for further direction. On 8 March 2019, a meeting was held before the High Court Judge whereby parties to the suit had agreed as follows:

- (I) Yapidmas is given six (6) months extension from 8 March 2019 to locate the 40 title deeds to the said disputed Lands;
- (II) Yapidmas shall through its solicitors, managers, officers and/or appointed representatives conduct a meeting with the 2nd and 3rd Defendants to sort out the issue regarding the 40 title deeds to the said disputed Lands; and
- (III) Yapidmas shall on 10 June 2019 update all parties to the suit of the development on this matter.

3.3 **Kuala Lumpur High Court (Civil Suit No. WA-27NCC-41-07/2016) brought by Jiang Xin Shipping Company Limited (“Plaintiff”) against FGV Trading (“Defendant”)**

By a Writ of Summons together with an application for an injunction dated 15 July 2016, the Plaintiff had commenced the above legal proceedings on 18 July 2016 against the Defendant concerning the Plaintiff's demand for security under an alleged letter of indemnity issued by the Defendant as charterer pursuant to a charter party with the Plaintiff as ship owner for the delivery of 10,000 metric tonnes of refined, bleached and deodorized palm olein to Ruchi Soya Industries Limited of India at New Mangalore Port. The Plaintiff also alleged that due to the Defendant's breach, the Plaintiff suffered loss and damage by the arrest of the vessels “Yue You 902” and “GNC Concord 1” by OCBC Bank of Singapore (“**OCBC Singapore**”), who is the holder of the bills of lading.

The injunction application and the Defendant's stay application were heard by the Court on 28 July 2016.

Subsequent to the service of the Writ, the Plaintiff served its Statement of Claim on the Defendant on 3 August 2016.

On 17 August 2016, FGV Trading (as Claimant) commenced a Palm Oil Refiners Association of Malaysia arbitration proceeding in Kuala Lumpur (“**PORAM Arbitration**”) against Avanti Industries Pte Ltd (“**Respondent**”) for indemnity for all loss, damage, costs and expense arising from or connected with the delivery of vessel to the Respondent's nominated receiver without production of the originals of the bills of lading at the request of the Respondent (pursuant to the letter of indemnity issued by the Respondent to the Claimant under the terms of the sales contract).

The High Court had, on 19 August 2016, disallowed the interim injunction applied by the Plaintiff and directed the matter to be fixed for early trial on 3 to 5 January 2017. The High Court also dismissed the Defendant's application for stay of proceedings.

On 20 October 2016, the Court fixed the matter for case management where the Plaintiff sought to file an application to amend its Statement of Claim. The Court allowed the Plaintiff's application to amend its Statement of Claim on 16 November 2016.

On 14 February 2017, the PORAM arbitration tribunal had issued its decision in respect of the PORAM Arbitration whereby the tribunal denied the relief sought by FGV Trading (as the Claimant) on the basis that the Claimant has no case against the Respondent as the Claimant had already been paid for the full value of the cargo.

On 26 April 2017, the High Court had allowed some of the Plaintiff's claim for indemnity for the claim by OCBC Singapore, among others. The Court also ordered the Defendant to substitute the security provided by the Plaintiff previously to the pledgee and Nova Carriers, the Charterers of the Yue You 902 at the time of arrest within 30 working days of the date of the order and awarded interest at the rate of 5% per annum from the date of the writ and ordered costs in the amount of RM100,000.00.

An appeal was filed by the Defendant to the Court of Appeal against the whole of the decision vide a Notice of Appeal dated 17 May 2017. An application to stay the execution and to any assessment under the judgment pending appeal was also filed on 22 May 2017. On 18 July 2017, upon the provision of a bank guarantee to the Plaintiff, a consent order was recorded that the execution of the High Court decision dated 17 May 2017 and the assessment of damages ordered therein be stayed.

This matter has been fixed for hearing of the Defendant's appeal at the Court of Appeal on 11 April 2018. On 11 April 2018, upon hearing the oral submission by parties, the Court of Appeal found that the High Court Judge had not committed any appealable error that warranted an appellate intervention, and the appeal by the Defendant was dismissed with cost of RM10,000.00

On 8 May 2018, the Defendant filed an application for leave to appeal to the Federal Court, and on 13 August 2018, the Federal Court had dismissed the Defendant's appeal with costs.

In relation to the Singapore proceedings commenced by OCBC Singapore against the Plaintiff (HC/ADM 105/2016 and HC/ADM 115/2016), OCBC Singapore had obtained summary judgement before the Assistant Registrar in its favour which the Plaintiff had subsequently appealed to the Singapore High Court and the Singapore High Court had affirmed the Assistant Registrar's decision. The Plaintiff then filed an appeal to the Singapore Court of Appeal. There has yet to be any hearing dates fixed for the appeal.

3.4 High Court of Sabah & Sarawak at Sandakan (Civil Suit No. SDK-22NCVC-16/5-2017 (HC)) brought by Asmarin Bin Abdul Rahim (suing as authorised applicant of the estates of the Deceased (namely Bahallia Bte Muhiddin), and on behalf of himself and all other beneficiaries of the estates of the Deceased) ("Plaintiff") against Ladang Kluang and Tanah Emas Construction Sdn Bhd ("Defendants") and PUP ("Intervener")

By a Writ of Summons and Statement of Claim dated 11 May 2017, the Plaintiff had, on 5 June 2017, commenced the above legal proceedings against the Defendants. The Plaintiff is seeking for, among others, a declaration that the issue title deeds of the land held under Country Lease No. 085321080 measuring 5.749 hectares (14.20 acres) more or less situated at a place known as Bidu, District of Labuk/Sugut ("Bidu Bidu Land") by the Defendants pursuant to a sale and purchase agreement dated 3

August 1989, power of attorney dated 3 August 1989 and memorandum of transfer dated 27 January 1994 are null and void and an injunction to refrain the Defendants from dealing with the Bidu Bidu Land.

On 7 July 2017, the Defendants had filed a Statement of Defence and Affidavit in Opposition towards the Plaintiff's application for interim injunction on 24 July 2017.

The Plaintiff had filed Amended Writ and Statement of Claim re-dated on 28 July 2017.

On 13 September 2017, the Plaintiff had wrote a proposal for an amicable settlement out of court and demanded compensation of RM2,594,297.60 but the compensation was declined by the Defendants.

On 31 October 2017, the High Court dismissed the Plaintiff's application for interim injunction and awarded cost of RM5,000.00 to the Defendants. As at LPD, the Plaintiff has not paid the cost to the Defendants.

During the case management on 2 February 2018, the High Court rescheduled the trial dates and new trial dates have been fixed from 27 to 29 August 2018 at Sandakan High Court.

On 27 August 2018, PUP filed an application to intervene, and on 20 October 2018, the High Court had allowed PUP's application for Intervener with cost in cause.

On 18 December 2018, the Defendants and PUP had filed an application for striking out the Plaintiff's Amended Writ and Statement of Claim and the High Court had fixed 14 January 2019 to hear the striking out application. The decision of the said application is fixed on 23 April 2019.

The counsels acting for the Defendants in the above suit are of the view that the Defendants have a high chance of success due to the fact that the Plaintiff has no locus standi to commence the action.

3.5 Kuala Lumpur High Court (Civil Suit No. WA-22NCVC-483-09/2017) brought by Chengdu Azonda International Trading Co Ltd ("Plaintiff") against Delima Oil Products ("Defendant")

By a Writ of Summons and Statement of Claim dated 21 September 2017, the Plaintiff had commenced the above legal proceedings against the Defendant for the recovery of incurred damages amounting to approximately RM53,000,000.00.

The Defendant had, on 3 November 2017, filed its Statement of Defence and Counterclaim for non-payment of monies for 6 shipments, which took place in 2017 amounting to RM8,081,853.84, which remains due and owing to the Defendant. The Defendant's defence and Counterclaim are based on the grounds that *inter alia* (a) no formal Exclusive Distributorship had been signed between the Defendant and the Plaintiff; (b) at all material times, the Plaintiff was responsible for any risk of deterioration and the risk attached to the goods shipped to the Plaintiff; (c) the claims made by the Plaintiff are too remote and that the Plaintiff's claim is unsubstantiated.

The Plaintiff filed its Reply to Defence and Defence to Counterclaim on 15 November 2017. The matter has been fixed for trial from 30 to 31 October 2018.

On 30 October and 31 October 2018, the matter was part heard before the High Court Judge, and the High Court had fixed the following dates:

- (i) 15 January 2019 for hearing of the Defendant's application to call on additional witness;
- (ii) 4 March 2019 to 5 March 2019 for continued trial; and

(iii) 6 May 2019 for continued trial.

On 15 January 2019, the High Court allowed the Defendant's application for leave to call an additional witness to adduce evidence on behalf of the Defendant. The trial is scheduled to continue on 4th, 5th and 6th March 2019.

The counsels acting for the Defendant in the above suit are of the view that the Defendant has a good chance in defending this suit by the Plaintiff, especially against the Plaintiff's claim for loss of profits and damages by virtue of there being no Exclusive Distributorship Agreement between both parties. Further, any alleged claims to quality or specifications are also unsubstantiated as pursuant to the Sales Contract, all risks are borne by the Plaintiff from the time the shipments are delivered to the Port of Discharge. The Defendant has also complied with all specifications of the goods during the shipment.

3.6 Civil suit brought by Delima Oil Products (“Plaintiff”) against Safitex General Trading LLC (“Defendant”) at the Dubai Court of First Instance

By a Statement of Claim filed at the Dubai Court of First Instance (“**Dubai Court**”), the Plaintiff had commenced the above legal proceedings on 27 March 2018 against the Defendant. The Plaintiff is seeking for, among others, the payment of USD11,699,882.59 from the Defendant together with interest at the rate of 12% annually from 27 March 2018 until payment is made in full, as well as charges, expenses and costs incurred by the Plaintiff in respect of this suit.

The Plaintiff's claim arises from the Defendant's failure to complete its contractual obligations in the payment of USD11,699,882.59 for refined crude palm oil and margarine that were purchased by the Defendant from the Plaintiff.

The matter was previously fixed for hearing on 6 September 2018 before the Dubai Court and had subsequently been adjourned to 27 September 2018 to ensure that the court papers were served on the Defendant by way of publication (i.e. a form of substituted service).

At the hearing on 27 September 2018, the Dubai Court adjourned the pronouncement of judgement until the next hearing on 29 October 2018.

Subsequently, the Dubai Court had directed the parties to meet with an independent expert (“**Expert**”) on 23 December 2018, who was appointed by the Dubai Court to ascertain the accuracy of the calculations of the outstanding amount claimed by, and payable to, the Plaintiff. Subsequent to the meeting, the Expert will prepare a report setting out its findings and the Dubai Court will fix a hearing date to pronounce its decision on the matter.

The Dubai Court fixed the matter for decision on 21 March 2019, and on the same date, had delivered its judgement in favour of the Plaintiff, whereby the Dubai Court ordered the Defendant to pay the Plaintiff the sum of USD11,699,882.59 with 9% annual interest from the date of judgment until the full settlement of the judgment debt.

3.7 Arbitration proceedings brought by FGV Trading (“Claimant”) against Twin Wealth Macao Commercial Offshore Limited (“Respondent”)

On 18 September 2018, the Claimant had commenced arbitration proceedings under the auspices of the Palm Oil Refiners Association of Malaysia (“**PORAM**”) against the Respondent. The Respondent had failed to pay the balance of purchase price to the Claimant pursuant to various sale contracts entered into between the parties in November and December 2017 for the sale of 21,765 MT of Refined, Bleached & Deodorised Palm Oil in Bulk (“**Cargo**”) by the Claimant to the Respondent for the total purchase price of USD14,617,728.53.

In this regard, pursuant to their Free on Board obligations under the sale contracts, the Cargo was shipped by the Claimant in November and December 2017 respectively on board the ships/vessels MT "Yue You 901" and MT "Global Uranus". However, as at the LPD the Respondent had only made a part payment for approximately 2,000 MT of the Cargo in the sum of USD1,365,069.62. The balance of the purchase price, i.e. the sum of USD13,252,658.91 ("Debt") remains due and outstanding in favour of the Claimant by the Respondent.

The Claimant filed its Statement of Claim with PORAM, whereby the Claimant claimed against the Respondent the full amount of Debt and interest at the rate of 1.5% per month on the Debt from the date the payment was due to the date of final and full realization thereof, costs and any other/further reliefs which the tribunal deems fit and reasonable.

Subsequently, the Respondent raised preliminary objection on the basis that the Claimant's claim against the Respondent was submitted to PORAM beyond the time period of 120 days stipulated in the PORAM Rules of Arbitration and Appeal ("PORAM Rules"), and hence it was being brought out of time and being barred pursuant to the PORAM Rules. The PORAM arbitration tribunal directed both the Claimant and the Respondent to file their submissions relating to the time barred issue.

On 27 February 2019, the PORAM arbitration tribunal, after considering submissions by both parties, reached an unanimous decision in the Claimant's favour to waive the time period of 120 days stipulated in the PORAM Rules.

The PORAM arbitration tribunal further directed the Respondent to file its defence within 14 days of receiving its ruling on the time barred issue.

Our Board is of the view that the arbitration proceedings are not expected to have any operational impact on our Company or the Claimant, notwithstanding that the matter may have a financial impact on our Company or the Claimant in respect of the Debt, costs and interest claimed therein should the Claimant not be successful to recover the same.

3.8 Arbitration proceedings brought by FGV Trading ("Claimant") against GMS Line Co. Ltd. ("Respondent 1") and Zhu Cheng Shipping Co. Ltd ("Respondent 2")

On 7 November 2018, the Claimant had commenced arbitration proceedings in Singapore against Respondent 1, namely, the charterer of the ship/vessel MT "Global Uranus" (IMO No.: 9426611) ("Vessel 1") addressed in Tokyo, Japan ("Singapore Arbitration").

Simultaneously on 7 November 2018, the Claimant had also commenced arbitration proceedings in Hong Kong against Respondent 2, namely, the owner of the ship/vessel MT "Yue You 901" (IMO No.: 9175072) ("Vessel 2") addressed in Hong Kong, China ("HK Arbitration").

Both the Singapore Arbitration and HK Arbitration were commenced in relation to the arbitration proceedings brought by the Claimant against Twin Wealth Macao Commercial Offshore Limited ("PORAM Arbitration") pursuant to various sale contracts entered into between the parties in November 2017, for the sale of 11,764.796 MT of Refined, Bleached & Deodorised Palm Oil ("Cargo") for the purchase price of USD7,822,272.35 ("1st Sale Contracts"), and the various sale contracts entered into between the parties in October 2017, for the sale of 10,000.67 MT of the Cargo for the purchase price of USD6,795,456.18 ("2nd Sale Contracts").

Pursuant to the 1st Sale Contracts and 2nd Sale Contracts, 11,764.796 MT of the Cargo were shipped by the Claimant in December 2017 at Tawau and Sahabat respectively on board Vessel 1 for delivery at Huangpu, China, and 10,000.67 MT of the Cargo were shipped by the Claimant in November 2017 at Kuantan, Pahang on board Vessel 2 for delivery at Rizhao, China respectively.

The Claimant's claim against Respondent 1 is for the misdelivery of 11,764.796 MT of the Cargo arising from the breach of Respondent 1's obligation as the carrier under the contract of carriage and/or duty in bailment and/or negligence whereby Respondent 1 had discharged and delivered the said Cargo without the production of the original bills of lading which as at the LPD remain in the Claimant's possession.

The Claimant's claim against Respondent 2 is for the misdelivery of 10,000.67 MT of the Cargo arising from the breach of Respondent 2's obligation as the carrier under the contract of carriage and/or duty in bailment and/or negligence whereby Respondent 2 had discharged and delivered the said Cargo without the production of the original bills of lading which as at the LPD remain in the Claimant's possession.

In this regard, the Claimant claimed in the Singapore Arbitration the sum of USD7,822,272.35 reflecting the value of 11,764.796 MT of the Cargo arising from the breach of Respondent 1's obligation, as well as interest at the rate of 1.5% per month on the sum of USD7,822,272.35 from the date the payment was due to the date of final and full realization thereof and costs. With regard to the HK Arbitration, the Claimant claimed the sum of USD5,430,386.56 reflecting the value of 8,000.568 MT of the Cargo (which remains unpaid) arising from the breach of Respondent 2's obligation, as well as interest at the rate of 1.5% per month on the sum of USD5,430,386.56 from the date the payment was due to the date of final and full realization thereof and costs.

Both the Singapore Arbitration and HK Arbitration were pursued as independent causes of action against Respondent 1 and Respondent 2 simultaneously with the PORAM Arbitration.

There has yet to be any hearing dates fixed for the Singapore Arbitration and HK Arbitration.

Our Board is of the view that the Singapore Arbitration and HK Arbitration are not expected to have any operational impact on our Company or the Claimant, notwithstanding that the matter may have a financial impact on our Company or the Claimant in respect of the claims, costs and interest claimed therein should the Claimant fail to recover the same from Respondent 1 and Respondent 2.

3.9 Kuala Lumpur High Court (Civil Suit No. WA-24C(ARB)-44-11/2018) brought by Multazam Development Sdn Bhd ("Plaintiff") against FGVP ("Defendant")

The Plaintiff had commenced the above legal proceedings against the Defendant by serving the Defendant the Originating Summons and Ex Parte Notice of Application dated 7 November 2018, pursuant to termination by the Defendant of a letter of award dated 30 January 2018 (**Letter of Award**).

Based on the said Letter of Award, the Defendant had appointed the Plaintiff, and the Plaintiff had accepted such appointment, as the design and build contractor to carry out works for the project known as "Design and Build and Development of Estate Workers Housing Comprising of Workers Hostels and 6 Door Single Storey Terrace and Other Ancillary Work in Peninsular Malaysia and Sarawak" (**Works**). Due to various defaults and breaches by the Plaintiff, the Defendant issued 2 notices of default dated 31 July 2018 and 30 August 2018 respectively, and subsequently the Defendant issued a notice of termination dated 14 September 2018 (**Notice of Termination**) to the Plaintiff to terminate the Letter of Award.

The Plaintiff by way of its letter dated 1 October 2018 had referred the disputes for a decision pursuant to the terms of the Letter of Award, which is a pre-requisite step before the Plaintiff refers the dispute to arbitration, which the Plaintiff had indicated its intention to do so.

The following reliefs were sought in the Plaintiff's application:

- (i) An injunction prohibiting the Defendant from awarding a contract to any party for the abovementioned Works pending the conclusion of arbitration proceedings ("the Arbitration"); and
- (ii) An order compelling the Defendant to pay to the Plaintiff's solicitors as stakeholder the performance guarantee sum of RM3,750,000.00 which had been paid by the Plaintiff to the Defendant ("Performance Guarantee sum") which shall be held in an interest-bearing account pending the conclusion of the Arbitration,

(collectively, "the Reliefs Sought").

The Defendant is of the view that the termination of the Letter of Award was valid and proper. The Defendant had instructed solicitors to act on its behalf to vigorously resist the Plaintiff's application, which in the Defendant's view is without merits. While the Defendant is prepared to contest the full merits of the dispute with the Plaintiff at the Arbitration, the Defendant should not be prohibited from continuing with and completing the Works.

On 13 December 2018, the High Court refused to grant the injunctive reliefs sought by the Plaintiff, and ordered the parties to proceed expeditiously with the Arbitration ("High Court Order").

The Plaintiff filed a Notice of Appeal dated 10 January 2019 to the Court of Appeal ("Plaintiff's Appeal"), and the Defendant had also filed a Notice of Appeal dated 11 January 2019 to the Court of Appeal ("Defendant's Appeal"), both in respect of the High Court Order.

The Plaintiff's Appeal fixed for case management on 4 March 2019, while the Defendant's Appeal fixed for case management in 7 March 2019. During the case managements on 4 March 2019 and 7 March 2019, both parties have informed the Registrar that the Records of Appeal had been filed with the exception of the Grounds of Judgment from the High Court. The Registrar directed the parties to attend the next case management on 23 April 2019 to update the Court of Appeal on the status of the Grounds of Judgment from the High Court.

With regard to the Arbitration, a sole arbitrator had been appointed and the Claimant (Plaintiff) served its Statement of Claim on the Respondent's (FGVPM) solicitors on 16 April 2019. The Respondent (FGVPM) is required to file its Defence and Counterclaim by 14 May 2019.

3.10 Kuala Lumpur High Court (Civil Suit No. WA-22NCVC-807-11/2018) brought by our Company ("Plaintiff") against Tan Sri Mohd Isa bin Abdul Samad, former Chairman of FGV ("1st Defendant") and Dato Mohd Emir Mavani Abdullah, former group president/ Chief Executive Officer ("2nd Defendant") (collectively, "Defendants")

The Plaintiff had on 30 November 2018 commenced the above legal proceedings against the 1st Defendant and the 2nd Defendant as a result of loss suffered by the Plaintiff from the failure of the Defendants to discharge their respective fiduciary duty, duty of fidelity and/or duty to exercise reasonable care, skill and diligence towards the Plaintiff, which primarily concerned the acquisition by the Plaintiff of 2 luxury condominium units located at the Troika at 19, Persiaran KLCC, 50540 Kuala Lumpur

("**Troika Units**") at prices significantly above market value and without proper due diligence, and the wrongful and/or unauthorised use and possession of the Troika Units by the Defendants.

The above legal proceedings also pertains to the acquisition by the Plaintiff of a number of cars ("**Pool Cars**") and their misuse by the 2nd Defendant, as well as misuse of petrol benefit by the 2nd Defendant.

In this regard, the Plaintiff sought the following reliefs against the Defendants:

- (i) RM 2,918,672.00 jointly and severally against the 1st Defendant and the 2nd Defendant in relation to the acquisition of Troika Units;
- (ii) RM 1,616,488.03 jointly and severally against the the 1st Defendant and the 2nd Defendant in relation to the Defendants' use and possession of the Troika Units;
- (iii) RM 3,141,071.86 against the 2nd Defendant in relation to the Pool Cars;
- (iv) RM 10,837.10 against the 2nd Defendant in relation to the 2nd Defendant's petrol benefit;
- (v) General damages to be assessed;
- (vi) Aggravated damages;
- (vii) Exemplary damages;
- (viii) Interest at the rate of 5% per annum on damages awarded starting from the date of the filing of the suit until the date of full and final settlement;
- (ix) Costs;
- (x) Interest at the rate of 5% per annum on the amount of costs awarded starting from the date when the costs was awarded until the date of full and final settlement;
- (xi) Such other and further reliefs that the Court deems fit and proper.

The Defendants had filed their respective defences. The High Court has fixed for case management on 18 April 2019 for further directions on this suit.

Our Board is of the view that the above legal proceedings is not expected to have any material operational and financial impact on our Company.

3.11 Kuala Lumpur High Court (Civil Suit No. WA-22NCVC-779-11/2018) brought by our Company ("Plaintiff") against Mohd Emir Mavani Abdullah & 13 Others ("Defendants")

The Plaintiff had on 23 November 2018 commenced the above legal proceedings against the following Defendants:

- (i) Dato' Mohd Emir Mavani Abdullah ("**1st Defendant**"), the Plaintiff's former Group President / Chief Executive Officer and Non-Independent Non-Executive Director.
- (ii) Farisan Bin Mokhtar ("**2nd Defendant**"), the Plaintiff's former Senior Vice President, Business Development of Downstream Cluster, at the material time.

- (iii) Rasydan Bin Alias Mohamed (“**3rd Defendant**”), the Plaintiff’s former Senior General Manager, Downstream Cluster, at the material time.
- (iv) Ahmad Tifli Bin Dato Mohd Talha (“**4th Defendant**”), the Plaintiff’s former Chief Financial Officer.
- (v) Tan Sri Hj. Mohd Isa Dato Hj Abdul Samad (“**5th Defendant**”), the Plaintiff’s former Chairman and Non-Executive Director.
- (vi) Datuk Dr. Omar Salim (“**6th Defendant**”), the Plaintiff’s former Non-Independent Non-Executive Director.
- (vii) Datuk Noor Ehsanuddin Mohd Harun Narrashid (“**7th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (viii) Dato’ Yahaya Abd Jabar (“**8th Defendant**”), the Plaintiff’s former Senior Independent Non-Executive Director.
- (ix) Datuk Haji Faizoull Ahmad (“**9th Defendant**”), the Plaintiff’s former Non-Independent Non-Executive Director.
- (x) Tan Sri Dato’ Paduka Ismee Ismail (“**10th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (xi) Tan Sri Dato’ Dr. Wan Abdul Aziz Wan Abdullah (“**11th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (xii) Tan Sri Dr Sulaiman Mahbob (“**12th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (xiii) Datuk Nozirah Bahari (“**13th Defendant**”), the Plaintiff’s former Non-Independent Non-Executive Director.
- (xiv) Datuk Fazlur Rahman Ebrahim (“**14th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.

The above legal proceedings concerned the Plaintiff’s acquisition of 100% equity interest in Asian Plantation Limited (“**APL**”) via a voluntary conditional cash offer in 2014, whereby the Plaintiff brought this action for loss suffered as a result of the Defendants’ failure to discharge their respective fiduciary duty, duty or fidelity and/or duty to exercise reasonable care, skill and diligence towards the Plaintiff.

In this regard, the Plaintiff sought the following reliefs against the Defendants:

- (i) Damages totalling RM514 million for loss from the acquisition APL. Alternatively, damages for loss from the acquisition of APL to be assessed by High Court;
- (ii) General damages;
- (iii) Interest at the rate of 5% per annum on damages awarded starting from the date of the filing of the suit until the date of full and final settlement;
- (iv) Costs;
- (v) Interest at the rate of 5% per annum on the amount of costs awarded starting from the date when the costs was awarded until the date of full and final settlement;
- (vi) Such other and further reliefs that the Court deems fit and proper.

All Defendants had filed their respective defences.

The 10th Defendant, the 11th Defendant, the 12th Defendant, the 13th Defendant and the 14th Defendant (“**10th to 14th Defendants**”) had on 11 February 2019 filed a counterclaim against the Plaintiff (“**Counterclaim**”), and the following individuals:

- (1) Azhar bin Abdul Hamid;
- (2) Mohd Hassan bin Ahmad;
- (3) Othman bin Omar;
- (4) Mohamed Nazeeb bin P. Alithambi;
- (5) Salmiah binti Ahmad;
- (6) Hoi Lai Peng;
- (7) Yusli bin Mohamed Yusoff;
- (8) Nesadurai Kalanithi;
- (9) Mohd Anwar bin Yahya; and
- (10) Mohamad Suffian bin Awang,

(the above individuals (1) – (10) are collectively referred to as “**the Counterclaim Defendants**”, who are current members of our Board),

The Counterclaim was brought by the 10th to 14th Defendants against the Plaintiff and the Counterclaim Defendants for wrongfully deciding to initiate the above legal proceedings against them, and accordingly sought for the following reliefs, jointly and severally, against the Plaintiff and the Counterclaim Defendants:

- (i) Declaration that the Plaintiff and the Counterclaim Defendants are liable for the loss of RM514 million (in the Plaintiff's legal proceedings) (if any);
- (ii) Order that any damages (from Plaintiff's legal proceedings) (if any) imposed against the 10th to 14th Defendants shall be indemnified by the Plaintiff and the Counterclaim Defendants;
- (iii) General damages;
- (iv) Interest at a rate of 5% per annum on the damages awarded starting from the date of the filling of the Counterclaim until the date of full and final settlement;
- (v) Costs;
- (vi) Such other and further reliefs that the Court deems fit and proper.

Applications had been filed against the 10th to 14th Defendants to strike out the Counterclaim.

The matter has been fixed for case management before the High Court Judge on 22 April 2019 for further directions.

Our Board is of the view that there is no impact on existing operations, however our Board will continuously access the financial impact arising from this legal proceedings and will make further announcement at a later date.

3.12 Arbitration proceedings brought by FGV Trading (“Claimant”) against TM Line SA, Panama (“Respondent”)

The Claimant had, by way of a notice of arbitration dated 7 December 2018, commenced arbitration proceedings in Singapore against the Respondent, who is the registered owner of the ship/vessel MT “Global Uranus” (IMO No:9426611) (the “**Vessel**”) (“**TM Line Singapore Arbitration**”). The TM Line Singapore Arbitration is now pursued by the Claimant concurrently with the Singapore arbitration proceedings against GMS Line Co. Ltd. (“**GMS Singapore Arbitration**”), as protective measure

pending determination of the identity of the party responsible for the misdelivery of the Cargo (as defined in the GMS Singapore Arbitration) pursuant to relevant contracts of carriage. Please refer to Paragraph 3.14 of Appendix II of this Circular for background information in relation to this matter,

Both the Respondent and GMS Line Co. Ltd. shall be collectively referred to as "**Respondents**".

In this regard, the Claimant claimed against the Respondents the sum of USD7,822,272.35 reflecting the value of 11,764.796 tons of the Cargo pursuant to the Sale Contracts arising from the breach of the Respondents' obligation as the carriers under the contract of carriage and/or duty in bailment and/or negligence whereby the Respondents discharged and delivered the said Cargo without the production of the original bills of lading which as at the LPD, remain in the Claimant's possession. The Claimant also claimed interest at the rate of 1.5% per month on the sum of USD7,822,272.35 from the date of payment was due to the date of final and full realisation thereof and costs.

There has yet to be any dates fixed for the TM Line Singapore Arbitration and the GMS Singapore Arbitration.

Our Board is of the view that the TM Line Singapore Arbitration is not expected to have any operational impact on our Company or the Claimant. The arbitration proceedings may have a financial impact on our Company or the Claimant in respect of the claim, interest and costs claimed therein in the event the Claimant fails to recover the same from the Respondents.

3.13 Kuala Lumpur High Court (Civil Suit No. WA-22NCVC-788-11/2018) brought by Entry Constructions (M) Sdn Bhd ("Plaintiff") against FGVPM ("Defendant")

By a Writ of Summons and Statement of Claim served by the Plaintiff to the Defendant on 29 November 2018, the Plaintiff had commenced the above legal proceedings against the Defendant, by alleging, amongst others, that:

- (i) the Defendant had acted wrongly by awarding a project in relation to the proposed design and build for development of estate workers' housing comprising of workers' hostel and 6-door single storey including other related works in Sabah ("Project"), which was advertised by the Defendant on 29 November 2017, to Hyup Soon Industries Sdn Bhd ("Hyup Soon Industries"), and
- (ii) upon terminating the contract awarded to Hyup Soon Industries on a mutually agreed basis, the Defendant had acted wrongly by awarding the said Project to Jawala Corporation Sdn Bhd ("Jawala Corporation"), which had a higher tender price compared to the Plaintiff.

In this regard, the Plaintiff sought for the following orders:

- (I) that the Defendant re-award the Project to the Plaintiff for the sum of RM185,640,000.00;
- (II) alternatively, that the Defendant pays damages and/or compensation to the Plaintiff in the sum of RM18,564,090.00

On 26 December 2018, the Defendant had filed its Statement of Defence, and on 16 January 2019, the Defendant had also filed an application to strike out the Plaintiff's Writ. The striking out application is fixed for decision on 30 April 2019.

The counsels acting for the Defendant in the above suit are of the view that the Plaintiff's claim for the Project to be awarded to the Plaintiff and its alternative claim for damages is without basis whatsoever.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Level 21 Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia during normal business hours from Mondays to Fridays (except public holidays) the period commencing from the date of this Circular up to and including the date of our forthcoming AGM:

- (a) our Constitution;
- (b) our audited consolidated financial statements for the past 2 FYE 31 December 2017 and 31 December 2018;
- (c) the material contracts as referred to in Section 2 above; and
- (d) the relevant cause papers in respect of the material litigation as referred to in Section 3 above.

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FGV HOLDINGS BERHAD

(Formerly known as Felda Global Ventures Holdings Berhad)
(Company No. 800165-P)
(Incorporated in Malaysia)

EXTRACT OF THE NOTICE OF THE AGM

As Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolutions:

Resolution 11

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 FGV GROUP

"THAT subject always to the Companies Act, 2016, the Constitution of FGV, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (where applicable), approval be and is hereby given to the Company and its subsidiaries to enter into all arrangements and/or transactions involving the interests of the Related Parties as specified in Appendix I of the Circular to the Shareholders dated 29 April 2019 ("RRPT Circular"), provided that such arrangements and/or transactions are:

- (a) recurrent transactions of a revenue or trading nature;
- (b) necessary for the day-to-day operations;
- (c) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (d) not detrimental to the minority Shareholders of the Company;

("Proposed Mandates").

AND THAT the Proposed Mandates shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which time the Proposed Mandates will lapse, unless the Proposed Mandates are renewed by a resolution passed at the next AGM of the Company; or
- (ii) the expiration of the period within which the next AGM is required by law to be held; or
- (iii) the Proposed Mandates are revoked or varied by a resolution passed by the Shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and/or its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this resolution and the Proposed Mandates."

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