

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of FGV Holdings Berhad ("FGV" or the "Company") will be held at **Banquet Hall 1, Level B2, Menara Felda, Platinum Park, No. 11, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia (Meeting Venue)** and will be broadcasted live from the Meeting Venue via Remote Participation and Electronic Voting (RPEV) facilities at <https://investor.boardroomlimited.com> (Online Platform) on Thursday, 26 June 2025 at 3.00 p.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:

ORDINARY RESOLUTION

- I. PROPOSED ACQUISITIONS BY FGV PALM INDUSTRIES SDN. BHD. ("FGVPI"), AN INDIRECT 72%-OWNED SUBSIDIARY OF FGV, OF THE REMAINING EQUITY INTEREST IN THREE (3) NON-WHOLLY OWNED SUBSIDIARIES OF FGVPI FROM KOPERASI PERMODALAN FELDA MALAYSIA BERHAD ("KPF") FOR A CASH CONSIDERATION OF RM54,696,719 ("PROPOSED ACQUISITIONS 1"); AND
- II. PROPOSED ACQUISITIONS BY FELDA HOLDINGS BHD ("FHB"), A WHOLLY-OWNED SUBSIDIARY OF FGV, OF THE REMAINING EQUITY INTEREST IN FIVE (5) NON-WHOLLY OWNED SUBSIDIARIES OF FHB FROM KPF FOR A CASH CONSIDERATION OF RM175,054,633 ("PROPOSED ACQUISITIONS 2")

(COLLECTIVELY, PROPOSED ACQUISITIONS 1 AND PROPOSED ACQUISITIONS 2 ARE REFERRED TO AS "PROPOSED ACQUISITIONS")

"THAT, subject to the conditions precedent as set out in the conditional share sale agreement dated 23 May 2025 between FGVPI and KPF in respect of the Proposed Acquisitions 1 being met or waived, approval be and is hereby given to FGVPI to acquire the ordinary shares of the following companies for a total cash consideration of Ringgit Malaysia Fifty-Four Million Six Hundred Ninety-Six Thousand Seven Hundred Nineteen Only (RM54,696,719):

- (a) 4,000,000 ordinary shares in FGV Kernel Products Sdn. Bhd. ("FGVKP"), representing 16.67% of the issued share capital of FGVKP for a cash consideration of RM12,937,998;
- (b) 38,333,333 enlarged ordinary shares in FGV Refineries Sdn. Bhd. ("FGVR") (post-capital injection amounting to RM40,000,000 by the existing shareholders of FGVR), representing 33.33% of the issued share capital of FGVR for a cash consideration of RM17,894,835; and
- (c) 8,330,000 ordinary shares in FGV Marketing Services Sdn. Bhd. ("FGVMS"), representing 49.00% of the issued share capital of FGVMS for a cash consideration of RM23,863,886;

AND THAT, subject to the conditions precedent as set out in the conditional share sale agreement dated 23 May 2025 between FHB and KPF in respect of the Proposed Acquisitions 2 being met or waived, approval be and is hereby given to FHB to acquire the ordinary shares of the following companies for a total cash consideration of Ringgit Malaysia One Hundred Seventy-Five Million Fifty-Four Thousand Six Hundred Thirty-Three Only (RM175,054,633):

- (a) 15,000,000 ordinary shares in FGV Agri Services Sdn. Bhd. ("FGVAS"), representing 23.08% of the issued share capital of FGVAS for a cash consideration of RM62,439,688;
- (b) 14,700,000 ordinary shares in FGV Transport Services Sdn. Bhd. ("FGVTS"), representing 49.00% of the issued share capital of FGVTS for a cash consideration of RM77,904,156;
- (c) 1,411,200 ordinary shares in FGV Security Services Sdn. Bhd. ("FGVSS"), representing 49.00% of the issued share capital of FGVSS for a cash consideration of RM17,234,444;
- (d) 2,500,000 ordinary shares in FGV Prodata Systems Sdn. Bhd. ("FGVPS"), representing 20.00% of the issued share capital of FGVPS for a cash consideration of RM17,476,344; and
- (e) 59,539,917 enlarged ordinary shares in FGV Rubber Industries Sdn. Bhd. ("FGVRI") (post-capital injection amounting to RM166,389,708 by the existing shareholders of FGVRI), representing 28.57% of the issued share capital of FGVRI for a nominal cash consideration of RM1;

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AND THAT, the Proposed Acquisitions 1 and the Proposed Acquisitions 2 are inter-conditional upon each other;

AND THAT, the Board of Directors of FGV ("Board") be and is hereby authorised to do or to procure to be done all acts, deed and things and to execute, sign and deliver on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement, give full effect and to complete the Proposed Acquisitions, with full power to assent to any condition, modification, variation and/or amendment thereto as may be required by the relevant regulatory authorities or as the Board may deem fit, necessary or expedient in the best interest of the Company in connection with the Proposed Acquisitions;

AND THAT, any and all previous actions taken by the Board for the purpose of or in connection with the Proposed Acquisitions be and are hereby adopted, approved, ratified and confirmed."

BY ORDER OF THE BOARD

AZNI ARIFFIN

Company Secretary
(SSM PC No.: 202008003324)
(LS 0010610)
Kuala Lumpur
11 June 2025

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NOTES:

1. Mode of Meeting

(i) The Extraordinary General Meeting (EGM) of FGV Holdings Berhad (FGV or the Company) will be conducted in a hybrid mode in accordance with paragraph 8.27A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements) and in line with the Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 7 April 2022.

The date, time and venue of the EGM are as follows:

EXTRAORDINARY GENERAL MEETING			
Date: Thursday, 26 June 2025	Time: 3.00 p.m.	(a) Meeting Venue: Banquet Hall 1, Level B2, Menara Felda, Platinum Park, No. 11, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia.	Poll Administrator: Boardroom Share Registrars Sdn. Bhd. (Boardroom)
		(b) Online Platform: https://investor.boardroomlimited.com	

(ii) You have the option to attend the EGM either physically at the Meeting Venue (Physical Attendance) or virtually via the Remote Participation and Electronic Voting (RPEV) facilities to be provided by Boardroom, the appointed share registrar for this EGM (Virtual Attendance).

2. Proxy

(i) Shareholders who are unable to participate in the EGM may appoint not more than two (2) Proxies to vote on their behalf. Where a Shareholder appoints two (2) Proxies, each Proxy appointed shall represent a minimum of one hundred (100) shares and the appointment of such Proxies shall be invalid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy.

(ii) The Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.

(iii) Shareholder who has appointed a Proxy or attorney or authorised representative to participate at EGM via RPEV must request his/her Proxy or attorney or authorised representative to register himself/herself as a user via Boardroom Smart Investor Portal (BSIP) at <https://investor.boardroomlimited.com>.

(iv) The appointment of Proxy may be made in a Hardcopy Form or by electronic means as follows:

In Hardcopy Form

The Proxy Form must be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Tuesday, 24 June 2025 at 3.00 p.m., and in default the Proxy Form shall not be treated as valid.

By Electronic Means

The Proxy Form may be submitted:

(a) to the Share Registrar of the Company, Boardroom Share Registrars Sdn. Bhd. via e-mail to bsr.helpdesk@boardroomlimited.com, no later than Tuesday, 24 June 2025 at 3.00 p.m.; or

(b) via electronic means (e-Proxy) no later than Tuesday, 24 June 2025 at 3.00 p.m.

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If a Shareholder has submitted the Proxy Form and subsequently decides to appoint another person or wishes to participate in the EGM by himself, please email to bsr.helpdesk@boardroomlimited.com or via electronic means (as the case maybe) to revoke the earlier appointed Proxy (ies) and appoint another person (if any) no later than Tuesday, 24 June 2025 at 3.00 p.m., being 48 hours before the EGM. On revocation, the Proxy(ies) will not be allowed to participate in the EGM. In such an event, the Shareholder should advise his Proxy accordingly.

3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote at the EGM of the Company, please refer to the procedures in the Administrative Guide for the EGM.

4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to participate and vote at the EGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn. Bhd., in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at 19 June 2025. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 19 June 2025 shall be entitled to participate and vote at the EGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

5. Registration for EGM participation

Please refer to the procedures in the Administrative Guide for the EGM for Physical Attendance and Virtual Attendance.

6. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, the resolution set out in the Notice of the EGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed to verify the poll results.

Shareholders can proceed to vote on the resolution and submit their votes at any time from the commencement of the EGM at 3.00 p.m. until the time when the Chairman of the EGM (the Chairman) announces the completion of the voting session. Upon completion of the voting session for the EGM, the Independent Scrutineers will verify the poll results followed by the Chairman's announcement of the poll results and declaration whether the resolution is duly passed.

7. Submission of questions before and during the EGM

Shareholders may submit questions in relation to the agenda items for the EGM prior to the meeting electronically and may also ask questions real time in the form of typed text (Virtual Attendance) or raise questions at the Meeting Venue (Physical Attendance) during the meeting. Please refer to the procedures in the Administrative Guide for the EGM.

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EXPLANATORY NOTES ON THE ORDINARY RESOLUTION:

Proposed Acquisitions

- i. The Proposed Acquisitions are deemed to be a Related Party Transaction pursuant to Paragraph 10.08 of the Listing Requirements. Accordingly, the Company had on 7 February 2025 appointed QuantePhi Sdn. Bhd. to act as the Independent Adviser to advise the non-interested Directors and non-interested shareholders on the fairness and the reasonableness of the Proposed Acquisitions and whether the Proposed Acquisitions are detrimental to the Company's non-interested shareholders.
- ii. The details of the Proposed Acquisitions and Related Party Transaction are as specified in the Circular to the Shareholders dated 11 June 2025.