



## FGV Holdings Berhad

Registration No. 200701042133 (800165-P)

| CDS ACCOUNT NO. | NO. OF SHARES HELD |
|-----------------|--------------------|
|                 |                    |

## FORM OF PROXY

I/We .....  
(Full name of Member in BLOCK LETTERS as per Identity Card (MYKAD)/Passport/Certificate of Incorporation)

MYKAD No. (for Malaysian)/Passport No. (for non-Malaysian)/Company No.: .....  
of .....  
(Address in full)

Telephone No.: .....E-mail Address: .....

being a Member of FGV Holdings Berhad (FGV or the Company) hereby appoints .....  
(Full name of Proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD No. (for Malaysian)/Passport No. (for non-Malaysian): .....  
of .....  
(Address in full)

Telephone No.: .....E-mail Address: .....

and/or failing him/her .....  
(Full name of Proxy in BLOCK LETTERS as per MYKAD/Passport)

MYKAD No. (for Malaysian)/Passport No. (for non-Malaysian): .....  
of .....  
(Address in full)

Telephone No.: .....E-mail Address: .....

or failing the abovenamed Proxies, the Chairman of the meeting, as my/our Proxy/Proxies to attend and vote for me/us on my/our behalf at the 16<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on a virtual basis and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue at Level 18, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Thursday, 20 June 2024 at 11.00 a.m. to transact the following businesses, with or without modifications:

| NO. |                                                                                                                                                                                                 | Resolution | For | AGAINST | ABSTAIN |
|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----|---------|---------|
|     | <b>Ordinary Resolutions:</b>                                                                                                                                                                    |            |     |         |         |
| 1   | To approve the payment of Directors' fees for the Non-Executive Chairman (NEC) and Non-Executive Directors (NED) from 21 June 2024 until the next AGM of FGV.                                   | 1          |     |         |         |
| 2   | To approve the payment of benefits payable to the NEC and NED from 21 June 2024 until the next AGM of FGV.                                                                                      | 2          |     |         |         |
| 3   | Re-election of the following as Director pursuant to Clause 103 of the Company's Constitution:                                                                                                  |            |     |         |         |
|     | a) Re-election of Tan Sri Rastam Mohd Isa as Director pursuant to Clause 103 of the Company's Constitution                                                                                      | 3          |     |         |         |
|     | b) Re-election of Mohamad Fadzil Hitam as Director pursuant to Clause 103 of the Company's Constitution                                                                                         | 4          |     |         |         |
|     | c) Re-election of Dato' Dr. Suzana Idayu Wati Osman as Director pursuant to Clause 103 of the Company's Constitution.                                                                           | 5          |     |         |         |
|     | d) Re-election of Nurul Muhaniza Hanafi as Director pursuant to Clause 103 of the Company's Constitution.                                                                                       | 6          |     |         |         |
|     | e) Re-election of Datuk Dr. Yatimah Sarjiman as Director pursuant to Clause 103 of the Company's Constitution.                                                                                  | 7          |     |         |         |
| 4   | Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2024 and to authorise the Board of Directors to determine their remuneration. | 8          |     |         |         |
| 5   | Proposed renewal of Shareholders' Mandate and proposed new Shareholders' Mandate for Recurrent Related Party Transactions of revenue or trading nature.                                         | 9          |     |         |         |

(Please indicate with an "X" in the space whether you wish your votes to be cast for or against the resolutions, or you wish to abstain from voting on the resolutions. In the absence of such specific instructions, your Proxy will vote or abstain as he/she thinks fit).

Dated this .....day of ..... 2024.

Signature(s)/Common Seal of Member(s)

|                                                                                       |               |             |
|---------------------------------------------------------------------------------------|---------------|-------------|
| The proportions of my/our holding to be represented by my/our Proxies are as follows: |               |             |
|                                                                                       | No. of Shares | Percentage  |
| First Proxy                                                                           |               |             |
| Second Proxy                                                                          |               |             |
| <b>Total</b>                                                                          |               | <b>100%</b> |

NOTES:  
1. Mode of Meeting

Please note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the CA 2016 which stipulates that the Chairman shall be at the main venue of the AGM which shall be held in Malaysia and in line with Clause 58 of the Company's Constitution. As such, Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to be physically present at or admitted to the Broadcast Venue on the day of the AGM, all members are urged to attend the 16<sup>th</sup> AGM remotely via meeting platform <https://investor.boardroomlimited.com>. For further information on the RPEV, kindly refer to the Administrative Details relating to the 16<sup>th</sup> AGM.

2. Proxy

- (i) Shareholders who are unable to participate in the 16<sup>th</sup> AGM may appoint not more than two (2) Proxies to vote on their behalf. Where a Shareholder appoints two (2) Proxies, each Proxy appointed shall represent a minimum of one hundred (100) shares and the appointment of such Proxies shall be invalid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy.
- (ii) The 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) Shareholders who has appointed a proxy or attorney or authorised representative to participate at AGM 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 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Tuesday, 18 June 2024 at 11.00 a.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](mailto:bsr.helpdesk@boardroomlimited.com), no later than Tuesday, 18 June 2024 at 11.00 a.m. or
- b) via electronic means (e-Proxy) no later than Tuesday, 18 June 2024 at 11.00 a.m. (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

If a Shareholder has submitted the Proxy Form and subsequently decides to appoint another person or wishes to participate in the virtual 16<sup>th</sup> AGM by himself, please email to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) or via electronic means (as the case maybe) to revoke the appointment of Proxy no later than Tuesday, 18 June 2024 at 11.00 a.m., being 48 hours before the 16<sup>th</sup> AGM. On revocation, the Proxy(ies) will not be allowed to participate in the 16<sup>th</sup> AGM. In such an event, the Shareholder should advise his Proxy accordingly.

3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote at the 16<sup>th</sup> AGM of the Company, please refer to the procedures in the Administrative Details for the 16<sup>th</sup> AGM.

4. Shareholders entitled to participate and vote

For the purposes of determining a Shareholder who shall be entitled to participate and vote at the 16<sup>th</sup> AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 63

of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SIDCA), to issue a General Meeting Record of Depositors as at 13 June 2024. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 13 June 2024 shall be entitled to participate and vote at the 16<sup>th</sup> AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

5. Registration for remote participation

The registration for remote participation will be opened from **11.00 a.m. on Wednesday, 15 May 2024 up to 11.00 a.m. on Thursday, 20 June 2024**. Please follow the procedures provided in the Administrative Details for the 16<sup>th</sup> AGM in order to participate in the 16<sup>th</sup> AGM remotely via RPEV facilities.

6. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 16<sup>th</sup> AGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed to verify the poll results.

**Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 16<sup>th</sup> AGM at 11.00 a.m. until a time when the Chairman of the AGM (Chairman) announces the completion of the voting session. Upon completion of the voting session for the 16<sup>th</sup> AGM, the Independent Scrutineers will verify the poll results followed by the Chairman's announcement of the poll results and declaration whether the resolutions are duly passed.**

7. Submission of questions before and during the 16<sup>th</sup> AGM

Shareholders may submit questions in relation to the agenda items for the 16<sup>th</sup> AGM prior to the meeting electronically and may also ask questions real time (in the form of typed text) during the meeting. Please refer to the procedures in the Administrative Details for the 16<sup>th</sup> AGM.

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16<sup>th</sup> Annual General Meeting  
FGV Holdings Berhad  
20 June 2024

STAMP

Share Registrar

Boardroom Share Registrars Sdn Bhd  
11<sup>th</sup> Floor, Menara Symphony  
No. 5, Jalan Prof. Khoo Kay Kim  
Seksyen 13  
46200 Petaling Jaya  
Selangor Darul Ehsan  
Malaysia

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# ANNEXURE TO THE PROXY FORM

Dear Shareholders,

We are pleased to inform you that as a Shareholder, you have the option to submit your Proxy Form via electronic means (e-Proxy). Once you have successfully submitted your e-Proxy form, you are no longer required to complete and submit the physical Proxy Form to the office of the Share Registrar of the Company.

To assist you on how to engage with e-Proxy, kindly read and follow the guidance notes which are detailed below:

## PROCEDURE FOR ELECTRONIC LODGEMENT OF PROXY FORM OF THE 16<sup>th</sup> AGM (E-PROXY LODGEMENT)

### STEP 1 –REGISTER ONLINE WITH Boardroom Smart Investor Portal (BSIP) (for first time registration only)

*[Note: You are not required to register again and may proceed to Step 2 – Submit Request for Remote Participation User ID and Password if you have already signed up with BSIP (i.e. those with an existing Boardroom account).]*

- (i) Open an internet browser. Latest versions of **Chrome, Firefox, Safari, Edge or Opera** is recommended.
- (ii) Access BSIP website at <https://investor.boardroomlimited.com>
- (iii) Click **"Register"** to sign up as a user and select the correct account type i.e. sign up as **"Shareholder"** or **"Corporate Holder"**.
- (iv) Complete registration with all required information. Upload and attach your MyKad (front and back) or Passport in JPEG, PNG or PDF format. For corporate holder, please also attach the authorisation letter. Click **"Sign Up"**.
- (v) You will receive an e-mail from BSIP Online for e-mail address verification. Click on **"Verify E-mail Address"** from the e-mail received to proceed with the registration.
- (vi) Once your email address is verified, you will be re-directed to BSIP Online for verification of your mobile number. Click on **"Request OTP Code"** and an OTP code will be sent to the registered mobile number. You will need to enter the OTP Code and click **"Enter"** to complete the process.
- (vii) Once your mobile number is verified, registration of your new BSIP account will be pending for final verification.
- (viii) An e-mail will be sent to you within one (1) business day informing on the approval of your BSIP account. You can login to BSIP at <https://investor.boardroomlimited.com> with the e-mail address and Password that you provided during registration to proceed with the next step.

### STEP 2 –Submit your request

#### For Individual Shareholders, Corporate Shareholders

- (a) Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- (b) Go to BSIP website at <https://investor.boardroomlimited.com>
- (c) Login your BSIP account with your registered email address and password.

*[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register/ Sign-up as Online User with Boardroom Smart Investor Portal" above.]*

- (d) Click **"Meeting Event"** and select **"FGV HOLDINGS BERHAD SIXTEENTH (16<sup>th</sup>) ANNUAL GENERAL MEETING"** from the list of companies and click **"Enter"**.

#### By Shareholder and Corporate Holder

- Select the Company that you are representing - **for Corporate Account user only.**
- Go to **"PROXY"** and click on **"Submit eProxy Form"**.
- Click on **"Submit eProxy Form"**
- Enter your 9 digits CDS account number and number of securities held.
- Select your proxy/proxies appointment – either the Chairman of the meeting or individual named proxy/proxies.
- Read and accept the Terms and Conditions and click **"Next"**.
- Enter the required particulars of your proxy/proxies.
- Indicate your voting instructions for each Resolution – FOR, AGAINST, ABSTAIN or DISCRETIONARY. If DISCRETIONARY is selected, your proxy/proxies will decide on your votes during poll at the meeting.
- Review and confirm your proxy/proxies appointment and click **"Submit"**.
- Download or print the eProxy Form as acknowledgement.

#### By Nominees Company

- Select the Nominees Company that you are representing.
- Go to **"PROXY"** and click on **"Submit eProxy Form"**.
- Click on **"Download Excel Template"** to download.
- Insert the appointment of proxy/proxies for each CDS account with the necessary data and voting instructions in the downloaded excel file template. Ensure inserted data is correct and orderly.
- Proceed to upload the duly completed excel file.
- Review and confirm your proxy/proxies appointment and click **"Submit"**.
- Download or print the eProxy form as acknowledgement.

#### Note:

**Shareholders who has appointed a proxy or attorney or authorised representative to participate at AGM via RPEV must request his/her proxy or attorney or authorised representative to register himself/herself as a user via BSIP at <https://investor.boardroomlimited.com>.**

#### Via email

Write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) by providing the name of Member, CDS Account Number accompanied with the Certificate of Appointment of Corporate Representative or Form of Proxy (as the case maybe) to submit the request. Please provide a copy of Corporate Representative's or Proxy's MyKad (Front and Back) or Passport in JPEG, PNG, or PDF format as well as his/her email address.

**Please note that the closing date and time to submit your proxy/proxies form is by 11.00 a.m. on Tuesday, 18 June 2024 (48 hours before the AGM).**

# ANNEXURE TO THE PROXY FORM

## ON THE DAY OF THE 16<sup>th</sup> AGM

### STEP 3 –Login to Boardroom Meeting Portal

- (a) Open an internet browser. Latest versions of Chrome, Firefox, Safari, Edge or Opera are recommended.
- (b) Go to BSIP website at <https://investor.boardroomlimited.com>
- (c) Login your BSIP account with your registered email address and password.

[Note: If you do not have an account with BSIP, please sign-up/register with BSIP for free - refer to process "Step 1: Register/ Sign-up as Online User with Boardroom Smart Investor Portal" above.]

- (d) Meeting platform will be made available at any time from 10:00 a.m. i.e. one hour before the commencement of the AGM at 11:00 a.m. on 20 June 2024.
- (e) Click into "Meeting Event" and go to "FGV HOLDINGS BERHAD SIXTEENTH (16<sup>th</sup>) ANNUAL GENERAL MEETING" and click "Join Live Meeting" to join the proceedings of the AGM remotely.  
If shareholders have any question for the Chairman/Board/Management, they may use the Messaging window facility to submit their questions during the meeting. The Messaging window facility will open one (1) hour before the AGM which is from 10:00 a.m. on 20 June 2024.
- (f) Once the voting has opened, click on the voting icon. The resolution and voting choices will be displayed.
- (g) To vote, please select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received.
- (h) To change your vote, re-select another direction. If you wish to cancel your vote, please select Cancel.

### Important Notes:

- (a) *The quality of the connectivity to the Virtual Meeting Portal for live webcast as well as for remote online voting is dependent on the bandwidth and the stability of the internet connection available at the location of the remote users.*
- (b) *Recommended requirement for live webcast:*
  - (i) *Browser: Latest versions of Chrome, Firefox, Edge, Safari or Opera.*
  - (ii) *Bandwidth: Minimum 9 Mbps stable speed for High Definition (HD) High Quality video quality or 12 Mbps for Extra HD (EHD) video quality.*
  - (iii) *Device with working and good quality speakers.*
- (c) *You may not be able to gain access to the AGM via the RPEV facilities if your connecting device is on network with firewall and other security filtration. Seek onsite IT/technical support if required.*

### Entitlement to Participate and Vote

- Only shareholders whose names appear on the Record of Depositors on 13 June 2024 (General Meeting Record of Depositors) shall be eligible to participate at the AGM.
- If a shareholder is unable to participate at the AGM, he/she may appoint proxy/proxies, including the Chairman, to participate and vote on his/her behalf.
- If a shareholder wishes to participate in the AGM, they must not submit a Proxy Form. A shareholder will not be allowed to participate in the meeting if they have appointed proxy/proxies.