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.

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

Reg. No. 200701042133 (800165-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE:

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The resolution set out in this Circular will be tabled at the 14th Annual General Meeting (AGM) of FGV Holdings Berhad ("FGV" or "the Company") to be held fully virtual via virtual meeting platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657) which is located in Malaysia on Thursday, 23 June 2022 at 11.00 a.m. The notice of the 14th AGM together with the Proxy Form, Administrative Details and this Circular are available on the Company's website.

Shareholders who are unable to participate in the 14th AGM may appoint Proxy(ies) 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 not be valid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy. The appointment of Proxy may be made in a hardcopy form or by electronic means. Please submit your Proxy Form in accordance with the notes and instructions printed therein. Please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy.

Last date and time for lodging the Proxy Form	: Wednesday, 22 June 2022 at 1.00 p.m.
Date and time of the AGM	: Thursday, 23 June 2022 at 11.00 a.m.

This Circular is dated 28 April 2022

DEFINITIONS

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
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
FGV or Company	:	FGV Holdings Berhad
FGV Agri Services	:	FGV Agri Services Sdn Bhd
FGV Bulkers	:	FGV Bulkers Sdn Bhd
FGV Capital	:	FGV Capital Sdn Bhd
FGV Group or our Group	:	Collectively, FGV and its subsidiaries, excluding MSM Group of Companies

FGV Integrated Farming	:	FGV Integrated Farming Holdings Sdn Bhd
FGV Kernel Products	:	FGV Kernel Products Sdn Bhd
FGV Marketing Services	:	FGV Marketing Services Sdn Bhd
FGV Palm Industries	:	FGV Palm Industries Sdn Bhd
FGV Prodata	:	FGV Prodata Systems Sdn Bhd
FGV Refineries	:	FGV Refineries Sdn Bhd
FGV Rubber Industries	:	FGV Rubber Industries Sdn Bhd
FGV Security	:	FGV Security Services Sdn Bhd
FGV Trading	:	FGV Trading Sdn Bhd
FGV Transport	:	FGV Transport Services Sdn Bhd
FGVPM	:	FGV Plantations (Malaysia) Sdn Bhd
FYE	:	Financial year ended or where the context otherwise requires, financial year ending
IT	:	Information technology
KPF	:	Koperasi Permodalan FELDA Malaysia Berhad
KPF-linked Subsidiaries	:	FGV's subsidiaries in which KPF has effective shareholding, other than via FGV, of 10% or more
KPF Related Corporations	:	Collectively, KPF and its 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 2022 being the latest practicable date prior to the printing of this Circular
Major Shareholder	:	(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: (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	:	Collectively, MSM Holdings and its subsidiaries (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)
MSM Holdings	:	MSM Malaysia Holdings Berhad
N/A	:	Not applicable
PK	:	Palm Kernel
PKE	:	Palm Kernel Expeller
Proposed Mandates	:	Collectively, the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate
Proposed New Shareholders' Mandate	:	Proposed shareholders' mandate for the new RRPTs to be entered into by FGV Group as set out in Appendix I (B) of this Circular
Proposed Renewal of Shareholders' Mandate	:	Proposed renewal of shareholders' mandate and provision of financial assistance for the existing RRPTs for FGV Group as set out in Appendix I (A) of this Circular
PUP	:	Pontian United Plantations Berhad
Related Party(ies)	:	A Director or Major Shareholder of our Company and persons connected with such Director or Major Shareholder as defined under the Listing Requirements
RM and sen	:	Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia
RRPT(s)	:	Recurrent related party transaction(s) of a revenue or trading nature which is necessary for the day-to-day operations of FGV Group
Sale of packed products	:	Sale of consumer and industrial packed products, including but not limited to cooking oil, margarine, creamer, etc.
SKSB	:	Sri Kehuma Sdn Bhd
SMR	:	Standard Malaysia Rubber
Transacting Parties	:	The relevant companies under the FGV Group and the respective Related Parties
Yapidmas	:	Yapidmas Plantation Sdn Bhd

All references to "**our Company**" or "**FGV**" in this Circular are to FGV 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

Reg. No. 200701042133 (800165-P)
(Incorporated in Malaysia)

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

28 April 2022

Board of Directors

Dato' Dzulkifli Abd Wahab *(Chairman, Non-Independent Non-Executive Director)*
Dato' Amiruddin Abdul Satar *(Non-Independent Non-Executive Director)*
Dato' Shahrol Anuwar Sarman *(Non-Independent Non-Executive Director)*
Datuk Yatimah Sarjiman *(Non-Independent Non-Executive Director)*
Dato' Mohd Rafik Shah Mohamad *(Senior Independent Non-Executive Director)*
Dato' Nonee Ashirin Dato' Mohd Radzi *(Independent Non-Executive Director)*
En. Kasmuri Sukardi *(Independent Non-Executive Director)*
Pn. Nik Fazila Nik Mohamed Shihabuddin *(Independent Non-Executive Director)*

To: Our Shareholders

Dear Sir/Madam,

PROPOSED MANDATES

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1. INTRODUCTION

1.1 At our Company's 13th AGM held on 23 June 2021, our Company had obtained a shareholders' mandate for our Group to enter into RRPTs ("**2021 Shareholders' Mandate**"). The 2021 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 2021 Shareholders' Mandate, our Company will also be seeking a shareholders' mandate for our Group to enter into new RRPTs.

1.2 On 30 March 2022 our Board had announced its intention to seek shareholders' approval for the Proposed Mandates at our forthcoming AGM.

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 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, associated company of the listed issuer and the listed issuer's immediate holding companywhich 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, associated companies or joint arrangements 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 subsidiary companies are as follows:

Name of company	Effective equity interest (%)	Principal activities
Asian Plantations Limited	100.0	Investment holding
Asian Plantations Milling Sdn Bhd	100.0	Oil palm milling
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
Bangsan Sdn Bhd	100.0	Investment holding
BJ Corporation Sdn Bhd	100.0	Oil palm plantation
Blossom Plantations Sdn Bhd	100.0	Cultivation of oil palm
Delima Oil Products Sdn Bhd	72.0	Manufacture of other food products N.E.C, wholesale of paddy, rice, flour, other grains and sugar and export and import of other foodstuffs
Felda Engineering Services Sdn Bhd	51.0	Engineering services including project management, sale of industrial equipment and property management
Felda Global Ventures North America Sdn Bhd	100.0	Investment holding

Name of company	Effective equity interest (%)	Principal activities
Felda Global Ventures Perlis Sdn Bhd	100.0	Currently in process of annulment of winding-up process
Felda Holdings Bhd	100.0	Investment holding
Felda Properties Sdn Bhd	51.0	Property development and management, project management for mining and logging activities and acting as manager in managing certain projects on behalf of FELDA
Felda Travel Sdn Bhd	100.0	Travel and tour agent
Feltex Co Ltd	36.4	Processing and marketing of latex concentrate
FGV Agri Services Sdn Bhd	76.9	Research and development, providing advisory services and production and sale of agricultural products
FGV Agro Fresh Technology Sdn Bhd	52.0	Internet retail of groceries, including fresh produce and food items, and the trading, import, export, distribution and wholesaling of food products
FGV Applied Technologies Sdn Bhd	100.0	Research and development of mechanisation, automation, milling, biomass, bio and oleochemicals, and food technology
FGV Biotechnologies Sdn Bhd	100.0	Processing and sale of biodiesel products
FGV Bulkers Sdn Bhd	86.3	Storage and export of crude and refined palm oil, oleochemical products, PK oil, PKE and palm kernel shell, tank and warehouse rentals
FGV Cambodia (L) Pte Ltd	100.0	Investment holding
FGV Capital Sdn Bhd	100.0	Undertake the business of all kinds of treasury services
FGV-CVC (Cambodia) Co Ltd	75.0	Production and export of rubber blocks
FGV Dairy Farm Sdn Bhd	60.0	Engaged in the business breeding calves for producing milk, genetic improvement, supplying genetic materials and other related services
FGV Dairy Industries Sdn Bhd (formerly known as Bright Cow Industries Sdn Bhd)	60.0	Producing and trading dairy products
FGV Downstream Sdn Bhd	100.0	Investment holding

Name of company	Effective equity interest (%)	Principal activities
FGV Fertiliser Sdn Bhd	100.0	Manufacture and sales of fertilisers
FGV Grains Terminal Sdn Bhd	70.3	Handling, storage, transportation, mixing and blending of PK meal and grains
FGV Green Energy Sdn Bhd	60.0	Processing and sale of biodiesel products
FGV Integrated Farming Holdings Sdn Bhd	100.0	Investment holding, wholesale of paddy, rice, flour, other grains, other general trading and services
FGV Investment (L) Pte Ltd	100.0	Investment holding and investment management
FGV Johore Bulkers Sdn Bhd	73.1	Storing and handling of vegetable oil and trading in palm kernel shell
FGV Kalimantan Sdn Bhd	100.0	Investment holding
FGV Kernel Products Sdn Bhd	60.0	Buying and processing oil palm kernels, refined palm oil products and selling its products
FGV Logistics Sdn Bhd	90.0	Provision of transportation
FGV Marketing Services Sdn Bhd	36.7	Marketing of FGV Group's commodity products
FGV Myanmar (L) Pte Ltd	100.0	Under liquidation
FGV Palm Industries Sdn Bhd	72.0	Investment holding, provision of tolling services related to the processing of FFB into crude palm oil and palm kernel and the sale of by-products from tolling activities
FGV Plantations Sdn Bhd	100.0	Investment holding
FGV Plantations (Malaysia) Sdn Bhd	100.0	Production and sales of FFB, rubber cup-lump and other agricultural products
FGV Prodata Systems Sdn Bhd	80.0	Provision of information technology solutions, sales of computer hardware, software and equipment and system support services
FGV Products Sdn Bhd	100.0	Sales, marketing, and distribution of retail packed consumer products
FGV-PU India Pte Ltd	70.0	Sales regional office including market intelligence and business development work for India market

Name of company	Effective equity interest (%)	Principal activities
FGV R&D Sdn Bhd	100.0	Research and development
FGV Refineries Sdn Bhd	48.0	Provision of CPO and PK processing service
FGV Research Sdn Bhd	100.0	Investment holding
FGV Resources Sdn Bhd	100.0	Dormant
FGV Rubber Industries Sdn Bhd	71.4	Processing of raw latex to concentrated latex and SMR, manufacturing, trading and distribution of rubber related products
FGV Shared Services Centre Sdn Bhd	100.0	Provide transactional processing activities for finance and human resources function of FGV Group of companies.
FGV Security Services Sdn Bhd	51.0	Provision of security services, sale of security appliances, sales and provision of services of fire protection equipment, pest control and training services
FGV Sugar Sdn Bhd	100.0	Investment holding
FGV Trading Sdn Bhd	100.0	Purchasing of oil palm FFB, processing, refining and sale of its finished products, and trading of commodities products
FGV Transport Services Sdn Bhd	51.0	Provision of liquid and general cargo transportation, courier and forwarding services and jetty operation services
FGV USA Properties, Inc	100.0	Operator of residential real estate in the United States of America
FNI Biofuel Sdn Bhd	72.0	Manufacturing of biomass fuel from empty fruit bunch
Fore River Transportation Corporation	100.0	Operation, management and maintenance of a railroad service
Fortune Plantation Sdn Bhd	100.0	Oil palm plantation
F.W.Q. Enterprises (Pvt) Ltd	65.0	Provision of liquid cargo storage terminal/jetty/berth facilities
Grand Performance Sdn Bhd	100.0	Oil palm plantation
Jubilant Paradise Sdn Bhd	60.0	Oil palm plantation

Name of company	Effective equity interest (%)	Principal activities
Incosetia Sdn Bhd	100.0	Oil palm plantation
Kilang Kelapa Sawit Pontian Sdn Bhd	100.0	Investment holding
Kronos Plantation Sdn Bhd	100.0	Oil palm plantation
Ladang Kluang Sdn Bhd	100.0	Cultivation of oil palm
Langsat Bulkers Sdn Bhd	73.1	Handling, storing and transhipping biodiesel, biofuel, palm oil products, oleochemicals, soft oils and other vegetable oils
Malaysia Cocoa Manufacturing Sdn Bhd	100.0	Ceased operations in 2014
MSM Logistics Sdn Bhd	51.0	Provision of transportation services
MSM Holdings	51.0	Investment holding
MSM Perlis Sdn Bhd	100.0	Rubber, mango and oil palm plantations
MSM Prai Berhad	51.0	Sugar refining, sales and marketing of sugar products and investment holding
MSM Sugar Refinery (Johor) Sdn Bhd	51.0	Carry on business in sugar product and by-product and to import raw sugar and others for milling and refining of sugar
MSM Trading & Distribution Sdn Bhd	51.0	Buy and sell commodity products
MSM Trading International DMCC	51.0	Under liquidation
Plantation Resorts Sdn Bhd	100.0	Under liquidation
Pontian Fico Plantations Sdn Bhd	78.3	Investment holding, cultivation and purchase of oil palm, FFB, processing, sales of its finished products
Pontian Hillco Plantations Sdn Bhd	78.3	Cultivation of oil palm
Pontian Materis Plantations Sdn Bhd	78.3	Cultivation of oil palm and investment holding
Pontian Orico Plantations Sdn Bhd	78.3	Cultivation of oil palm and sales of oil palm seedlings
Pontian Pendirosa Plantations Sdn Bhd	78.3	Cultivation of oil palm and investment holding
Pontian Subok Plantations Sdn Bhd	78.3	Cultivation of oil palm

Name of company	Effective equity interest (%)	Principal activities
Pontian United Plantations Berhad	100.0	Investment holding, provision of management services, cultivation of oil palm and sales of fresh fruit bunches
PT Bumi Agro Nusantara	100.0	Management and consulting services
PT Cashgrow Ventures	34.9	Commodity trading
PT Citra Niaga Perkasa	95.0	Oil palm plantation
PT Felda Indo Rubber	50.0	Under liquidation
PT Patisindo Sawit	72.7	Storing and handling of CPO
PT Temila Agro Abadi	95.0	Oil palm plantation
Rawajaya Sdn Bhd	100.0	Cultivation of oil palm
Redefined Land Sdn Bhd	100.0	Investment holding
Sabahanya Plantations Sdn Bhd	100.0	Investment holding and cultivation of oil palm
South Asian Farms Sdn Bhd	100.0	Dormant
Sri Kehuma Sdn Bhd	100.0	Cultivation of oil palm
Tanah Emas Oil Palm Processing Sdn Bhd	100.0	Operation of a palm oil mill
TRT Europe GambH	100.0	Dormant
Twin Rivers Technologies Holdings-Entreprise De Transformation De Graines Oleagineuses Du Quebec Inc.	100.0	Investment holding
Twin Rivers Technologies Holdings, Inc.	100.0	Investment holding
Twin Rivers Technologies Manufacturing Corporation	100.0	Procurement, processing and supply of fatty acids
Yapidmas Plantation Sdn Bhd	100.0	Cultivation of oil palm and provision of management services

2.4 Classes of Related Parties

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

(a) Major Shareholders; and
(b) person(s) connected to 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 during the financial year, providing information of types of transactions made, names of the Related Parties involved in each type of transaction, and their relationship with our Company pursuant to the Proposed Mandates in accordance with Paragraph 10.09(2) of the Listing Requirements and PN12.

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 2022 of the aggregate value of transactions conducted pursuant to the Proposed Mandates as approved during the financial year.

2.7 Threshold of authority

All RRPTs are subject to approval of the appropriate level of authority as disclosed in Section 3 (c) and (d) 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.

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 2021, 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
Provision of management and shared services by FGV Group to KPF-Linked Subsidiaries, MSM Group of Companies, FGV Trading and FELDA Group of Companies	7,340	-	-	-
Provision of raw materials, sale of palm oil products and rubber by FGV Group to KPF-linked Subsidiaries	471	-	-	-
Provision of advisory and laboratory analysis services, sales of seeds palm, seedlings, rait bait and agricultural products, supply of fertiliser, and fertilisers recommendation services by KPF-Linked Subsidiaries to FGV Group, FELDA Group of Companies and KPF Related Corporations	7,124	-	-	-
Computer and printer rentals; sale and renting of IT services; rental and service of computers by FGV Prodata to FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations and Yayasan Felda	7,239	4,650	5,395	455
Provision of security services by KPF-linked Subsidiaries to FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations and Yayasan Felda	4,857	4,877	-	-
Provision of logistic services (including courier, transportation, freight forwarder services) by KPF-linked Subsidiary to FGV Group, MSM Group of Companies, FELDA Group of Companies and KPF Related Corporations	15,008	61	27	59
Provision of travel and accommodation services by FGV Group to FELDA Group of Companies, KPF Related Corporations and KPF-linked Subsidiaries	195	53	-	-
Provision of rental for buildings/houses/office/ warehouse at various places by KPF-linked Subsidiaries to FGV Group, FELDA Group of Companies and KPF Related Corporations	315	36	-	-
Sale of packed products by KPF-linked Subsidiaries to KPF Related Corporation, FGV Group and FELDA Group of Companies	5	-	1,307	-
Provision of tolling services, electricity and steam (biomass) by KPF-linked Subsidiaries to FGV Group and Felda Group of Companies	1,201	4,129	-	-
Provision of maintenance services by FGV Group to FELDA Group of Companies, KPF Related Corporations and KPF-linked Subsidiaries	1,812	-	-	-
Supply of fertiliser by FGV Group to FELDA Group of Companies, KPF-linked Subsidiaries and KPF Related Corporations	71,783	3,221	-	-

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
Supply of sugar, molasses and other sugar products by MSM Group of Companies to FGV Group	1			
Commission on sale of local PKE/Animal Feed by FGV Group to FELDA Group of Companies, KPF Related Corporations and KPF-linked Subsidiaries	50	-	-	-
Supply of fertiliser, oil palm seeds and fertilisers recommendation services by KPF-Linked Subsidiaries to FGV Group	3	-	-	-
TOTAL	**117,404**	**17,027**	**6,729**	**514**

Note:

The overdue amount from Felda Group of Companies and KPF-Related Corporations are subjected to late payment charges.

Save as disclosed above, no late payment charges were 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 between our Group and the Related Parties being long term business partners. The management has and will continuously review and hold discussions with the Related Parties for early settlement of the outstanding amounts due.

Our Board is of the opinion that the overdue amounts are 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 overdue by the Related Parties to mitigate the irrecoverability of any such amount. This includes the management engaging in prompt discussions with the corresponding Related Parties and procuring the settlement arrangements to reduce the outstanding amount due. The amount recovered as at LPD since 31 December 2021 amounted to RM81,257,430. Since March 2021 (i.e. from disclosure made in last year's RRPT circular to shareholders dated 28 April 2021), there is no overdue amount being written off or settled partially before writing off.

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.

There is no specific thresholds for approval of such RRPTs. 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 Management Tender Committee and 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 RRPTs are subject to the following specific threshold for approvals by the Management Tender Committee and/or the Board of FGV:

Transaction amount up to RM50.0 million Management Tender Committee
Transaction amount more than RM50.0 million Board of FGV

(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 reporting to Audit Committee and Board;

(g) our Group's finance division shall compile the quarterly RRPT information for reporting to the Audit Committee and Board;

(h) at any time, where the aggregate actual value of the mandated RRPTs (excluding provision of financial assistance) is anticipated to exceed the aggregate estimate value by 10% or more, our Group's Chief Financial Officer shall advise 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

(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, save for the Interested Directors, 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 public 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				
Dato' Amiruddin Abdul Satar [1]	-	-	-	-
Dato' Shahrol Anuwar Sarman [2]	-	-	-	-
Datuk Yatimah Sarjiman [3]	-	-	-	-
Interested Major Shareholders				
FELDA	2,463,683,591	67.53	[4] 452,921,192	12.42
FAHC	452,921,192	12.42	-	-
Interested Persons Connected				
KPF	77,709,908	2.13	-	-
Yayasan Felda	-	-	-	-

Notes:

(1) Dato' Amiruddin Abdul Satar is a representative of FELDA on the Board of Directors of FGV. He is also on the Board of Directors of FELDA and Board of Trustees of Yayasan Felda.

(2) Dato' Shahrol Anuwar Sarman is on the Board of Directors of FGV and FELDA.

(3) Datuk Yatimah Sarjiman is on the Board of Directors of FGV and FELDA.

(4) 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, Dato' Amiruddin Abdul Satar, Dato' Shahrul Anuwar Sarman and Datuk Yatimah Sarjiman, being interested Directors ("Interested Directors"), have abstained and will continue to abstain from Board deliberations and voting in relation to the Proposed Mandates. The Interested Directors 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.

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.

FELDA, FAHC and the Interested Directors 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.

Yayasan Felda and KPF are persons connected to FELDA. Yayasan Felda does not have any direct or indirect shareholding in FGV or any FGV subsidiaries. KPF, however, holds 2.13% direct interest in FGV. KPF also has effective shareholdings of 10% or more in KPF-Linked Subsidiaries. Accordingly, KPF and Yayasan Felda 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 Dato' Amiruddin Abdul Satar, Dato' Shahrol Anuwar Sarman and Datuk Yatimah Sarjiman), 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 Dato' Amiruddin Abdul Satar, Dato' Shahrol Anuwar Sarman Datuk Yatimah Sarjiman) 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 14th AGM will be held fully virtual via virtual meeting platform at https://meeting.boardroomlimited.my (Domain Registration No. with MYNIC – D6A357657) which is located in Malaysia on Thursday, 23 June 2022 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.

All meeting participants including the Chairman, Board, Management of the Company and Shareholders will participate virtually through the virtual meeting platform. Therefore, Shareholders are strongly advised to participate and vote remotely via LUMI AGM facilities.

Shareholders who are unable to participate in the 14th AGM may appoint Proxy(ies) 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 not be valid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy. The appointment of Proxy may be made in a hardcopy form or by electronic means. Please submit your Proxy Form in accordance with the notes and instructions printed therein.

Please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy.

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

Dato' Mohd Rafik Shah Mohamad
Senior Independent Non-Executive Director

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DETAILS OF RRPTS

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

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
1.	KPF-Linked Subsidiaries, MSM Group of Companies & FGV Trading	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of management and shared services	71,700	54,784		76,700
2.	FGV Group	KPF-Linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman	Refer notes (2), (3), (4), (6), (7)	Supply of fertiliser, oil palm seeds and fertilisers recommendation services	800	283		- Refer note (8A)
					Rental for buildings/ houses at various places having rental period of less than 3 years on pro-rated monthly or annual instalments basis, for	1,600	1,184		1,600

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II		purposes of offices, store rooms, laboratories, pump houses, staff squatters and etc.				
			Interested person connected: • KPF		Purchase of FFB	145,000	144,341		197,000
3.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations, Yayasan Felda	FGV Prodata	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF • Yayasan Felda	Refer notes (2), (3), (4), (5), (6), (7)	Computer and printer rentals; sale and renting of IT services; rental and service of computers	109,500	55,427		- Refer note (8B)
4.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar	Refer notes (2), (3), (4), (5), (6), (7)	Provision of security services	95,600	43,758		- Refer note (8C)

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
	Corporations, Yayasan Felda		• Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF • Yayasan Felda						
5.	MSM Group of Companies, FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of travel and accommodation services	4,400	1,959		5,300
6.	FGV Group	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC	Refer notes (2), (3), (4), (6), (7)	Provision of tolling services	91,500	52,202		856,600

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
7.	FGV Group, MSM Group of Companies	FELDA Group of Companies, KPF Related Corporations	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Purchase of FFB	4,136,000	5,116,972	Refer note (9)	6,094,500
					Payment of incentive for the settlers' welfare to the Joint Consultative Committee (JCC)/FELDA	20,400	13,545		20,400
					Office and land rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis	1,800	391		1,800
8.	FELDA Group of Companies,	FGV Group	Interested Major Shareholders:		Sale of packed products	16,700	34		16,700

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
	KPF-Linked Subsidiaries, KPF Related Corporations		• FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Sale of product (bunch ash)	500	-		600
9.	FGV Group, FELDA Group of Companies	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Supply of steam and electricity	9,900	4,646		9,900

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
10.	FGV Group, FELDA Group of Companies, KPF Related Corporations	KPF-Link Subsidiaries, FGV Trading	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of raw materials, sale of palm oil products	2,839,000	2,886,465		4,121,400
11.	FELDA Group of Companies, KPF-linked Subsidiaries, MSM Group of Companies, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II	Refer notes (2), (3), (4), (6), (7)	Sale of fertiliser	254,500	122,309		- Refer note (8D)

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested person connected: • KPF						
12.	FGV Group	FELDA	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Purchase of rubber	300,000	118,451		300,000
13.	KPF-linked subsidiaries	FGV Capital	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors	Refer notes (2), (3), (4), (6), (7)	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)	800,000	430,085		800,000

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			(KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
14.	FGV Group	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of tolling services – manufactured CPO & PK	778,700	504,289		- Refer note (8E)
15.	FGV Bulkers	FELDA	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman	Refer notes (2), (3), (4), (6), (7)	Leasing land at Plentong, Johor (Terminal T4X) having lease/rental period of less than 3 years on pro-rated monthly or annual instalments basis	200	117		200

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
16.	KPF-linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGVPM	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of maintenance services for Infra Sabah (i.e. Operations and maintenance of the electric power station and water treatment plant)	3,400	2,492		4,400
17.	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar	Refer notes (2), (3), (4), (6), (7)	Office and building rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis	1,000	787		- Refer note (8F)

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			• Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
18.	KPF-linked Subsidiaries	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Tank, storage and handling, and warehouse rental for a period of less than 3 years on pro-rated monthly or annual instalments basis	8,600	4,431		- Refer note (8G)
19.	KPF-linked Subsidiaries	FGV Group	Interested Major Shareholders: • FELDA • FAHC	Refer notes (2), (3), (4), (6), (7)	Sale of raw material (rubber)	23,100	9,542		23,100

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
20.	FGV Group	KPF-linked Subsidiaries, FGT	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Villa, land and warehouse rental for a period of less than 3 years on pro-rated monthly or annual instalments basis	1,600	504		- Refer note (8H)

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
21.	KPF-linked Subsidiaries	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of research and development services	29,900	22,360		- Refer note (8I)
22.	FGV Group, FELDA Group of Companies, KPF Related Corporations	KPF-Linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected:	Refer notes (2), (3), (4), (6), (7)	Provision of advisory and laboratory analysis services, sales of seeds palm, seedlings, rat bait and agricultural products	61,700	37,118		63,000

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			• KPF						
23.	FELDA Group of Companies	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Villa rental for a period of less than 3 years on pro-rated monthly or annual instalments basis	200	-		400
24.	FGV Group, KPF Related Corporations	MSM Group of Companies, KPF-Linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries):	Refer notes (2), (3), (4), (6), (7)	Office, building and warehouse rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis	800	597		800

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1) (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
			• Please refer Appendix II Interested person connected: • KPF						
25.	FGV Group	MSM Group of Companies	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Supply of sugar, molasses and other sugar products	3,100	86		12,000
26.	FGV Group, MSM Group of Companies	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman	Refer notes (2), (3), (4), (6), (7)	Sale of packed products	624,900	613		626,100

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
27.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations	KPF-Linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of logistic services; Jetty commissions	305,100	169,567		315,800
28.	KPF-Linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman	Refer notes (2), (3), (4), (6), (7)	Commision on sale of PKE/Animal Feed	700	404		700

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
29.	KPF-Linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Sale of rice	8,800	-		14,500
30.	FGV Group	MSM Group of Companies	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar	Refer notes (2), (3), (4), (6), (7)	Lease of land having lease/ rental period of more than 3 years on pro-rated monthly or quarterly or annual instalments basis	4,000	-		- Refer note (8)

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2021 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 23 June 2022 to next AGM (1)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2021 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		(RM'000)
			• Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF						
31.	KPF-Linked Subsidiaries	FELDA Group of Companies	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Lease of land having lease/ rental period of more than 3 years on pro-rated monthly or quarterly or annual instalments basis	13,600	16,979	Refer note (10)	13,800
					Total	**10,768,300**	**9,816,722**		**13,577,300**

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

Item	Transacting 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 23 June 2022 to next AGM[1] (RM'000)
	Recipient	Provider				
1.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations, Yayasan Felda	FGV Prodata	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (5), (6), (7)	Provision of IT services and solution	110,900
2.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations,Yayasan Felda	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (5), (6), (7)	Provision of security services, pest control and training centre; supply and services of safety equipment and supply of Personal Protection Equipment.	103,400

Item	Transacting 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 23 June 2022 to next AGM[1] (RM'000)
	Recipient	Provider				
3.	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Sale of fertiliser	498,800
4.	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Office, building and land rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis	1,100

Item	Transacting 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 23 June 2022 to next AGM[1] (RM'000)
	Recipient	Provider				
5.	KPF-linked Subsidiaries	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Rental of tank and warehouse spaces including storage and handling services for a period of less than 3 years on pro-rated monthly or annual instalments basis	9,000
6.	FGV Group	KPF-linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Land and warehouse rental for a period of less than 3 years on pro-rated monthly or annual instalments basis	1,500

Item	Transacting 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 23 June 2022 to next AGM[(1)] (RM'000)
	Recipient	Provider				
7.	KPF-Linked Subsidiaries, MSM Group of Companies	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Provision of research and development services	33,300
8.	KPF-linked Subsidiaries	KPF Related Corporations	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Purchase of general insurance	900

Item	Transacting 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 23 June 2022 to next AGM[1] (RM'000)
	Recipient	Provider				
9.	FGV Group	KPF-Linked Subsidiaries	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Sales of PKE	800
10.	KPF-Linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGV Group	Interested Major Shareholders: • FELDA • FAHC Interested Directors: • Dato' Amiruddin Abdul Satar • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): • Please refer Appendix II Interested person connected: • KPF	Refer notes (2), (3), (4), (6), (7)	Sales of raw material for animal feed product	400
					Total	**760,100**

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 67.53% 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 2.13% direct interest in FGV and is a person connected to FELDA.

(5) Yayasan Felda is a person connected to FELDA.

(6) KPF, a person connected to FELDA, is also a Major Shareholder in KPF-Linked Subsidiaries. Refer to Appendix II for details of:

(i) KPF's shareholdings in KPF-Linked Subsidiaries; and
(ii) KPF's representatives in respective KPF-Linked Subsidiaries.

(7) Dato' Amiruddin Abdul Satar is a representative of FELDA on the Board of FGV. He is also on the Board of Directors of FELDA and Board of Trustees of Yayasan Felda. Dato' Shahrol Anuwar Sarman and Datuk Yatimah Sarjiman are on the Board of Directors of FGV and FELDA.

(8) Renewal of mandate is not sought.

(8A) Renewal of mandate is not sought as these RRPTs can be subsumed into item (22), section A of this Appendix I.

(8B) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (1), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(8C) Renewal of mandate is not sought as this RRPT is to be subsumed into item (2), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(8D) Renewal of mandate is not sought as this RRPT is to be subsumed into item (3), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(8E) Renewal of mandate is not sought as the nature of RRPT in this item can be subsumed into item (6), section A of this Appendix I.

(8F) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (4), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(8G) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (5), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(8H) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (6), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(8I) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (7), section B, Appendix I (under the Proposed New Shareholders' Mandate).

(9) The actual average price per Metric Tonne (MT) of FFB was higher as compared to the estimated price per MT used to calculate the Estimated Value.

(10) Late receipt of invoices from FELDA due to finalisation of rental agreement which require its board approval.

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C. Addresses of Properties Rented

The addresses of properties rented by the Related Parties as set out in Item A and B of Appendix I are as follows:

No.	Reference	Recipient	Provider	Address
1	Item 2 (Page A-1)	FGV Group	KPF-Linked Subsidiaries	Sahabat 6, 17 & 59 Estates, Kampung Cenderawasih, 91150 Lahad Datu, Sabah
				Bukit Besar Estates, Jalan Felda Bukit Besar, Kemajuan Tanah (Felda) Bukit Besar, 81450 Gugusan Taib Andak, Johor
				Pusat Penyelidikan Pertanian Tun Razak, Bandar Jengka, 26400 Bandar Tun Razak, Pahang
				FGV Innovation Center (Biotechnology), Bandar Baru Enstek, 71760 Nilai, Negeri Sembilan
				FGV Innovation Center (Beneficial Microbe), Bandar Baru Enstek, 71760 Nilai, Negeri Sembilan
				FGV Innovation Center (Food Technology), Bandar Baru Enstek, 71760 Nilai, Negeri Sembilan
				Mini Mill, Pusat Penyelidikan Pertanian Tun Razak, Bandar Jengka, 26400 Bandar Tun Razak, Pahang
				Staff Houses, Pusat Penyelidikan Pertanian Tun Razak, Bandar Jengka, 26400 Bandar Tun Razak, Pahang
2	Item 7 (Page A-4)	FGV Group, MSM Group of Companies	FELDA Group of Companies, KPF Related Corporations	Ground floor, Felda CITI Jalan Maktab 6, Off Jalan Perumahan Gurney, 54000 Kuala Lumpur
				Tingkat Bawah, Blok D, Anjung FELDA, Jalan Maktab, 54000 Kuala Lumpur
				Felda Wilayah Temerloh, Zon Timur, Jalan Ahmad Shah, 28000 Temerloh, Pahang
				Kompleks Pejabat-Pejabat Felda, 72120 Bandar Seri Jempol, Negeri Sembilan
				Pejabat Wilayah FGVSSSB Jengka, Bangunan Felda Kompleks PPTR, 26400 Bandar Jengka, Pahang
				Pejabat Wilayah FGVSSSB Kuala Lipis, Pejabat FELDA Kuala Lipis, Jalan Residen, 27200 Kuala Lipis, Pahang
				Pejabat Wilayah FGVSSSB Terengganu, Pejabat FELDA Terengganu, Lot 10262 Tepoh, Mukim Kuala Nerus, 21060 Kuala Terengganu, Terengganu

No.	Reference	Recipient	Provider	Address
				Lapang Sasar, Pusat Latihan Polis Bantuan, Felda Bukit Rokan, 73200 Gemencheh, Negeri Sembilan
				Lot No.10 & 13, Bangunan Kompleks Pejabat Felda Wilayah Sahabat, Jalan Gelugur, Bandar Sahabat, 91150 Lahad Datu, Sabah
				Pejabat Wilayah Kuala Lipis, Jalan Bukit Residen, 27200 Kuala Lipis, Pahang
				Pejabat Wilayah Temerloh, Jalan Haji Ahmad Shah, 28000 Temerloh, Pahang
3	Item 15 (Page A-8)	FGV Bulkers	FELDA	PLO 90, Jalan Besi 2, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor
4	Item 23 (Page A-13)	FELDA Group of Companies	FGV Group	Villa F6, F7, F8, F9, F19, F20, F12, G10, G11, G13, G14, G15 and G16 Taman Rekreasi Air Panas (TRAP) Sungai Klah, 36000 Sungkai, Perak
5	Item 24 (Page A-13)	FGV Group, KPF Related Corporations	MSM Group of Companies, KPF-Linked Subsidiaries	Ruangan G2, Gudang FGVKPSB, Taman King Fook Utara, Batu 3 1/2, Jalan Utara, 91000 Tawau, Sabah
				Lot No. 1,2,3,4 (A & B) Blok D, Fasa 2, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				Blok M, Fasa 4, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				Lot No. 2, 3, Blok S, Fasa 6, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				Lot 15, Blok S, Fasa 6, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				No. B 3, Jalan Kayu Manis 1, 91150 Bandar Sahabat, Lahad Datu, Sabah
				No. H3A, Jalan Kunyit, 91150 Bandar Sahabat, Lahad Datu, Sabah
				No. Impian 2 A, Jalan Lengkuas, 91150 Bandar Sahabat, Lahad Datu, Sabah
				No. R C20, Jalan Serai Wangi, 91150 Bandar Sahabat, Lahad Datu, Sabah
				No. R L2-2, Jalan Serai, 91150 Bandar Sahabat, Lahad Datu, Sabah
				No. R E29B, Jalan Halia, 91150 Bandar Sahabat, Lahad Datu, Sabah

No.	Reference	Recipient	Provider	Address
				Lot No. 4 Blok F, Fasa 2, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				No. E19B, 91150 Bandar Sahabat, Lahad Datu, Sabah
				No. L3-37, 91150 Bandar Sahabat, Lahad Datu, Sabah
				Lot 1, Jalan Pemaju U1/15, Hicom Glenmarie Industrial Park, Seksyen U1, 40150 Shah Alam, Selangor
6	Item 31 (Page A-17)	KPF-Linked Subsidiaries	FELDA Group of Companies	Stesen Penyelidikan FGVAS Kota Gelanggi 5, Wakil Pos, Kota Gelanggi 2, 27000 Jerantut, Pahang
				Stesen Penyelidikan FGVAS Sahabat 9, Cenderawasih, 91150 Lahad Datu, Sabah
				Stesen Penyelidikan FGVAS Kerteh, Jalan Kelubi Ketengah Jaya, 23300 Dungun, Terengganu
				Stesen Penyelidikan FGVAS Sahabat 6A, Cenderawasih, 91150 Lahad Datu, Sabah
				Stesen Penyelidikan FGVAS Sahabat 17, Cenderawasih, 91150 Lahad Datu, Sabah
				Stesen Penyelidikan FGVAS Jengka 24/25, 26400 Bandar Jengka, Pahang
				Stesen Penyelidikan FGVAS Bukit Besar, Taib Andak, 81450 Kulai, Johor
				Stesen Penyelidikan FGVAS Ulu Belitong, 86007 Kluang, Johor
				Stesen Penyelidikan FGVAS Ulu Belitong, 86007 Kluang, Johor
				Stesen Penyelidikan FGVAS Serting Hilir, 72120 Bandar Sri Jempol, Negeri Sembilan
				Stesen Penyelidikan FGVAS Merchong, 26700 Muadzam Shah, Pahang
				Stesen Penyelidikan FGVAS Lepar Utara 10, Wakil Pos Lepar Utara, 26400 Bandar Jengka, Pahang
				Stesen Penyelidikan FGVAS Kota Gelanggi 6, Wakil Pos, Kota Gelanggi 2, 27000 Jerantut, Pahang

No.	Reference	Recipient	Provider	Address
7	Item 4 (Page A-19)	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Unit A,B & C, Located on Lot No. H.S (D) 16090 P.T. No. 4, Seksyen 15, Bandar Shah Alam, Petaling, Selangor Darul Ehsan being postal address Lot No. 3, Persiaran Selangor, Seksyen 15, 40200 Shah Alam, Selangor
				Pejabat Felda Cawangan Kluang, Km 4, Jalan Batu Pahat, 86000 Kluang, Johor
				Lot No. PTB 7918, Jalan Taruka, Off Jalan Datin Halimah, 80350 Johor Bahru, Johor
				No. 7, Lorong Enggang 31, Taman Keramat, 54200 Kuala Lumpur
				Pejabat Felda Wilayah Jempol, Jalan Dato' Khatib, Kompleks Bangunan Felda, 72120, Bandar Seri Jempol, Negeri Sembilan
				Lot 67 (Lot Tanah C1 & C2), Tanah Perindustrian Gebeng, Kuantan, Pahang Darul Makmur
8	Item 5 (Page A-20)	KPF-linked Subsidiaries	FGV Group	1/6, Jalan Pelabuhan 3, Bukit Tanjung Gelang, 26080 Kuantan, Pahang
				Lot 129, Lorong Pukal 1, Pelabuhan Johor, 81700 Pasir Gudang, Johor
9	Item 6 (Page A-20)	FGV Group	KPF-linked Subsidiaries	Kompleks Syarikat-Syarikat Felda, Lot 3, Seksyen 15, Persiaran Selangor, 40200 Shah Alam, Selangor
				PLO 238, Jalan Timah 1, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor
				Ruangan G1, Gudang FGVKPSB, Taman King Fook Utara, Batu 3 1/2, Jalan Utara, 91000 Tawau, Sabah

DETAILS OF KPF-LINKED SUBSIDIARIES

A. KPF's shareholdings in KPF-Linked Subsidiaries as at LPD are as follows:

No.	Name of Company	KPF's Direct Interest	KPF's Indirect Interest	KPF's Effective Interest
1.	Delima Oil Products	-	28.0%	28.0%
2.	F Engineering	49.0%	-	49.0%
3.	F Properties	-	49.0%	49.0%
4.	Feltex Co. Ltd	-	14.6%	14.6%
5.	FGV Agri Services	23.1%	-	23.1%
6.	FGV Kernel Products	16.7%	23.3%	40.0%
7.	FGV Marketing Services	49.0%	14.3%	63.3%
8.	FGV Palm Industries	28.0%	-	28.0%
9.	FGV Prodata	20.0%	-	20.0%
10.	FGV Refineries	33.3%	18.7%	52.0%
11.	FGV Rubber Industries	28.6%	-	28.6%
12.	FGV Security	49.0%	-	49.0%
13.	FGV Transport	49.0%	-	49.0%
14.	FNI Biofuel Sdn Bhd	-	28.0%	28.0%
15.	MSM Holdings	15.3%	-	15.3%
16.	P.T. Cashgrow Ventures	-	46.6%	46.6%
17.	P.T. Felda Indo Rubber	-	20.0%	20.0%

B. KPF's Board Representatives in KPF-Linked Subsidiaries as at LPD are as follows:

No.	Name of Company	KPF's Board Representatives in KPF-Linked Subsidiaries
1.	Delima Oil Products	-
2.	F Engineering	• Zaid Sidek*
3.	F Properties	-
4.	Feltex Co. Ltd	-
5.	FGV Agri Services	• Datuk Khamis Mohamed Som* • Dato' Amir Hamdan Yusof*
6.	FGV Kernel Products	• Samsudin Othman* • Hasrin Ismail*
7.	FGV Marketing Services	• Dato' Muhamad Rizal Abdul Rahim* • En. Hasbullah Muhamad*
8.	FGV Palm Industries	• En. Sulong Jamil Mohamed* • Dato' Amir Hamdan Yusof*
9.	FGV Prodata	• Dato' Amir Hamdan Yusof*
10.	FGV Refineries	• Sulong Jamil Mohamed Sharif* • Norzuki Mustafa*
11.	FGV Rubber Industries	• Dato' Ramli Ismail* • En. Zaid Sidek*
12.	FGV Security	• Dato' Ramli Ismail* • Dato' Amir Hamdan Yusof*
13.	FGV Transport	• Norzuki Mustafa*
14.	FNI Biofuel Sdn Bhd	-
15.	MSM Holdings	• Dato' Amir Hamdan Yusof*
16.	P.T. Cashgrow Ventures	-
17.	P.T. Felda Indo Rubber	-

***** These individuals are also on the Board of Directors of KPF

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) Share Sale Agreement dated 8 June 2021 between MSM Holdings and FGV Integrated Farming in respect of the proposed acquisition of the entire equity interest held in MSM Perlis Sdn Bhd for a consideration of RM175,000,000.00, subject to the adjustment for net debt and net working capital upon completion. This agreement was completed on 29 September 2021.

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 Pontian United Plantation Berhad.

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.

On 24 July 2019, the Court of Appeal has decided that 1st and 3rd Plaintiff's cause of action has been caught by Sabah Limitation Ordinance **("SLO")**. It was further held that the 1st Plaintiff does not have *locus standi* to represent the 7 deceased persons. Hence, the 1st and 3rd Plaintiffs' appeal was dismissed with no order to cost.

However, the Court found that the 2nd Plaintiff action would be sustained as it is not time barred by the SLO on the basis that the 2nd Plaintiff has no knowledge of the police report lodged by the 3rd Plaintiff. Hence, the Court has allowed the 2nd Plaintiff Appeal and the matter to be returned to the High Court for full trial.

On 21 August 2019, the Defendant's solicitors has filed the Notice of Motion to Federal Court to request for leave to appeal against the decision of the Court of Appeal in respect of the 2nd Plaintiff. The hearing of the Notice of Motion to Federal Court for leave to appeal was fixed for 29 September 2020.

On 29 September 2020, the Federal Court had refused to grant leave to the Defendant and instructed for the matter to be returned to the High Court. Currently, the Defendant is waiting for the High Court to fix the trial date. As at the LPD, there is no pre-trial case management and/or trial date fixed by the High Court yet.

The solicitors opined that it is timely and proper for the Defendant to apply to struck out the 2nd Plaintiff's action for want of prosecution. In the event the application is dismissed by the Court and the matter goes for trial, the solicitors is of view that there is a prospect of success for the Defendant. However, the outcome of trial is still subject to the unfavorable facts and/or evidence available.

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.

The Plaintiff had been adjudged a bankrupt on 7 October 2019 by the 2nd and 3rd Defendants. The Plaintiff's solicitors had applied to the Court of Appeal for a Discharge as Solicitors and the same was granted by the Court of Appeal on 27 November 2019. The 2nd and 3rd Defendants have applied to the Court of Appeal for a Security for Costs against the Plaintiff in view of the Plaintiff's current bankruptcy status.

On 28 August 2020, during the hearing of Notice of Motion for Security for Costs by 2nd and 3rd Defendants, it was decided that the Plaintiff needed to pay RM30,000.00 for security for costs to the Court of Appeal before 30 September 2020, failing which the Plaintiff's appeal against all the Defendants shall be dismissed. Further, the Court of Appeal awarded RM3,000.00 as costs to be paid by the Plaintiff to 2nd and 3rd Defendants only. The Plaintiff had paid the RM30,000.00 being the security for cost within the time stipulated by the Court of Appeal.

On 22 April 2021, the Court of Appeal had made ruling in favour of the Respondent (Yapidmas) and upheld the decision made by the High Court.

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 **("Kuala Lumpur High Court Suit")** 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.

On 17 August 2016, FGV Trading (as Claimant) commenced a Palm Oil Refiners Association of Malaysia arbitration proceeding in Kuala Lumpur ("**PORAM Arbitration**") against Aavanti 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 in the Kuala Lumpur High Court Suit 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 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 part of the Plaintiff's claim for among others indemnity for the claim by OCBC Singapore. 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. **("High Court Judgment")**.

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.

On 16 January 2020, the Defendant's solicitor had received an email from the Plaintiff's solicitors, Messrs TS Oon & Partners claiming for a full indemnity of their legal costs amounting to USD 1,212,296.91 on the basis that this is provided for in Malaysian Court judgment dated 17 May 2017.

On 3 July 2020, Messrs TS Oon & Partners had issued another letter to the Defendant's solicitors, demanding a new sum of about USD 4,969,601.90 for other claims and legal fees.

The Plaintiff through its solicitors, Messrs TS Oon & Partners had filed an application dated 5 August 2020 for an order that is at liberty to file a notice of application for directions for the assessment of damages. **("Leave Application")**

On 7 September 2020, the Defendant's solicitors filed an application to strike out part of the averments and exhibits in Plaintiff's affidavit in support of their leave application for assessment of damages. **("Defendant's Striking Out Application")**

On 11 December 2020, the High Court dismissed Defendant's Striking Out Application with RM5,000.00 costs to the Plaintiff.

On 5 February 2021, the Leave Application was allowed with costs of RM5,000.00 to be paid by the Plaintiff to the Defendant.

On 17 February 2021, the Plaintiff filed a Notice of Application for Directions for Assessment of Damages **("Directions Application")**

On 17 March 2022, the parties informed the Court that the parties have reached a settlement and is finalising the terms of the Settlement Agreement. In view of the ongoing settlement, the Court had then fixed a Case Management on 11 April 2022 for parties to update the status of the settlement and the Court further vacated the hearing dates for the assessment proceeding which were initially fixed from 29 to 31 March 2022.

The solicitors is of the considered view that due to commercial considerations, the ongoing settlement is reasonable so that another protracted litigation process can be avoided.

3.4 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.

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. On 6 January 2019, the Expert submitted his report to the Dubai Court confirming the Defendant's indebtedness to the Plaintiff.

On 21 March 2019, the Dubai Court had delivered its judgement in favour of the Plaintiff and 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.

Following the failure of the Defendant to satisfy the judgment debt, a Deed of Execution had been filed with and endorsed by Dubai Court to declare the judgment dated 21 March 2019 is enforceable against Defendant. Upon the service of the deed on the Defendant, the Dubai Court had commenced its official investigations on the available assets and funds of the Defendant which may be applied to satisfy the judgment debt.

The Court addressed the governmental entities (i.e. Department of Economic Development, General Directorate of Residency and Foreigners Affairs, FreeZone departments) to find the whereabouts of Defendant in order to attempt to notify them to pay the adjudged amounts.

The Court could not notify Defendant due to its unclear address. Further, the Court received a response from Dubai Economic Department stated that the Defendant's trade license had expired on November 2019. The solicitors in UAE had published the notification in the newspaper, then, waited for 15 days (as prescribed by UAE law) in order to continue with the execution procedures.

Upon the lapse of the 15 days, the solicitors in UAE submitted requests to the Court to address the UAE governmental entities including but not limited to Central Bank, Roads

and Transport Authority, Real Estate Regulatory Agency and Dubai Financial Market) in order to attempt to locate any funds or assets related to the Defendant and seize the same. The Court accepted the said requests and issued letters to the aid authorities. To date, no fund or asset of the Defendant had been successfully located.

On 22 February 2022, the solicitors informed that there is no movement or progress made on the file since the last update i.e. no funds or assets could be traced.

The solicitors is of the view that due to the lack of assets or funds, the chances of recovery is very low.

3.5 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.

On 23 July 2019, the Tribunal has awarded its decision in the Claimant's favor.

The Claimant postponed the enforcement of the PORAM award to a later date and the reasons for such postponement were, among others, lack of financial information and solvency status of the Respondent.

The counsel acting for the Claimant is of the view that the prospect of recovery against the Respondent will depend on the availability of its assets. A court order may be required to obtain the information of the Respondent. To obtain such court order, it would be necessary to initiate an enforcement/execution action against the Respondent.

3.6 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.

On 18 June 2019 , the Claimant and Respondent 1 have entered into the Settlement Agreement whereby Respondent 1 agree to pay the sum of USD550,000 as the full and final settlement. The Arbitration proceedings has been withdrawn and the settlement sum had been received by the Claimant.

On 2 July 2020, the tribunal in Hong Kong awarded in favour of the Claimant.

On 24 July 2020, a reminder letter was sent by the Claimant's solicitors to the solicitors of Respondent 2 to pay the award to the Claimant.

On 27 September 2021, the Claimant via its solicitors filed a Winding Up Petition in Hong Kong High Court. Subsequently on 4 October 2021, the Claimant also filed an Affidavit Verifying Petition at the same High Court.

On 13 December 2021, the Hong Kong High Court has granted a winding up order against the Respondent with costs payable to the Claimant. The Claimant had filed its Proof of Debt on 15 February 2022 and is currently waiting for the distribution of assets by the liquidators.

The solicitors is of the view that the Claimant's chance to recover the debt is depending on the available assets of the Respondent after the distribution of assets by the liquidators to all its creditors.

3.7 Arbitration at Asian International Arbitration Centre (AIAC) Case No. AIAC/D/ADM-662/2019 between Multazam Development Sdn Bhd ("Claimant") against FGV Plantations (Malaysia) Sdn Bhd ("Respondent")

The Claimant served on the Respondent Notice of Arbitration on 27 November 2018 and the statement of claim dated 16 April 2019 under the rules of the Asian International Arbitration Centre ("AIAC").

The Claimant claimed for work done and damages for wrongful termination in respect of a project known as "Design & Build and Development of Estate Workers' Housing Comprising of Workers' Hostel and 6 Doors Single Storey Terrace and Other Ancillary Works in Peninsular Malaysia & Sarawak" **("the Project")** in which Respondent was the employer and Claimant, the design and build contractor.

Meanwhile, Respondent counterclaimed for the following:-

(i) Deduction for liquidated and ascertained damages **("LAD")** for RM470,250.00;

(ii) Additional costs in engaging other contractors to complete the works, and/or in the alternative, damages to be assessed;

(iii) Additional fees paid to the project director to carry out the re-tendering exercise in the sum of RM1,054,862.19;

(iv) Additional costs to employ new workers as a result of absconding workers due to shortage of accommodation, in the sum of RM4,759,555.70; and

(v) Loss of profit due to decrease in the number of workers in the sum of RM21,224,862.00.

The hearing scheduled in the month of November were only conducted virtually in a single day on 22 November 2021 and once on 9 December 2021. The Arbitrator has fixed new dates for hearing on 21 and 22 April 2022.

The counsel for the Respondent is of the view that the Respondent has a good arguable case against the Claimant's wrongful termination in the Arbitration proceedings.

3.8 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 and 2nd Defendants 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) RM2,918,672.00 jointly and severally against the 1st Defendant and the 2nd Defendant in relation to the acquisition of the Troika Units;

(ii) RM1,616,488.03 jointly and severally against the 1st Defendant and the 2nd Defendant in relation to the Defendants' use and possession of the Troika Units;

(iii) RM3,141,071.86 against the 2nd Defendant in relation to the Pool Cars;

(iv) RM10,837.10 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 trial proceeded on 25- 26 March and 8-9 April 2021.

Given the Movement Control Order and the changes of the presiding judge over this case, the matter is fixed for continued trial on 21 and 23 February 2022, 28-29 March 2022, 6, 7, 11, 12, 13 to 14 October 2022 and 1 November 2022.

The Plaintiff's solicitors is of the view that that it is still too early to comment on the prospects of the Plaintiff's success since the trial is still ongoing.

3.9 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 duties, duties or fidelity and/or duties 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 the 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 and the Plaintiff had filed replies to all the 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 with their defence **("Counterclaim")**, the Counterclaim was against the Plaintiff 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) to (10) are collectively referred to as "**the Counterclaim Defendants**", who are at the time of the Counterclaim, the members of our Board).

The Counterclaim was premised on the tort of abuse of process and alleged breaches of fiduciary duties by the Counterclaim Defendants'. The Counterclaim 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.

An application was filed to strike out the Counterclaim. On 8 November 2019, the Court allowed the Plaintiff's application to strike out the Counterclaim with costs of RM8,000.00. The 10th to 14th Defendants filed an appeal against the striking out

decision **("Appeal")** and at the same time applied for a stay of the High Court proceedings pending the disposal of the appeal. **("Stay Application")**

On 6 September 2021, the Court of Appeal had accepted 10th to 14th Defendants appeal and reversed the High Court's decision.

On 5 October 2021, Notice of Motion and Affidavit in Support of the Application for Leave to Appeal to the Federal Court has been filed by the Company.

On 14 January 2022, the High Court fixed trial dates on 09 January 2023 to 11 January 2023 and the next case management is fixed 24 March 2022 (one day after the Hearing of Leave to Appeal at the Federal Court). The Federal Court has further fixed a new Hearing date on 27 June 2022 and a new case management date is fixed on 13 June 2022. In light of this, the case management at the High Court is postponed to 5 April 2022.

The Plaintiff's solicitors is unable to advise the prospect outcome of the case at this stage as the Leave Application is still pending. If the Federal Court decides in FGV's favour, the Counterclaim will be strucked out.

3.10 Kuala Lumpur High Court (Civil Suit No. WA-22NCvC-364-05/2021) VDSL Technology Sdn Bhd v FGV Prodata (1st Defendant) and FELDA (2nd Defendant)

On 18 May 2021, FGV Prodata had been served with the sealed Writ and Statement of Claim, both dated 12 May 2021 filed by the Plaintiff, VDSL Technology Sdn Bhd ("**VDSL**") ("**Legal Suit**").

The Plaintiff claims for a compensation and damages amounting to RM170,707,600.00 due to the 1st and 2nd Defendants' alleged breaches on various arrangements agreed upon by parties in regard to a project titled Felda Broadband Initiative Project.

The Court had instructed the parties to explore and discuss possible settlement via Court assisted mediation and had fixed 11 May 2022 as the mediation date. The Court had also fixed 2 June 2022 for the hearing of all interlocutory applications before the judge and directed that parties may file in respective reply submission for all interlocutory applications (if any) by 19 May 2022.

Subject to discovery of additional/further/new information/documents, and subject to the Court's assessment of the strength of the evidence tendered by FGV Prodata at the trial, the solicitors is of the view that there is a fair chance of FGV Prodata succeeding in resisting the claim of VDSL.

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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 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 FYE 31 December 2020 and 31 December 2021;

(c) the latest unaudited results since the last audited financial statements for the FYE 31 December 2021;

(d) the material contracts as referred to in Section 2 above; and

(e) the relevant cause papers in respect of the material litigation as referred to in Section 3 above.

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EXTRACT OF THE NOTICE OF THE AGM

FGV HOLDINGS BERHAD
Reg. No. 200701042133 (800165-P)
(Incorporated in Malaysia)

As Special Business

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

Resolution 13

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"**THAT** subject always to the Companies Act, 2016 (CA 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 28 April 2022 (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 AGM of the Company following this 14th 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 after that date is required to be held pursuant to Sections 340(1) and (2) of the CA 2016 (excluding however such extension as may be allowed pursuant to Section 340(4) of the CA 2016); 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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