

# Notice of 18<sup>th</sup> Annual General Meeting

**NOTICE IS HEREBY GIVEN THAT** the 18<sup>th</sup> Annual General Meeting (AGM) of FGV Holdings Berhad (FGV or the Company) **will be held on a virtual basis and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue at Level 18, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Tuesday, 30 June 2026 at 3.00 p.m.** to transact the following businesses, with or without modifications:

## AGENDA

### As Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 December 2025 together with the Reports of the Directors and Auditors thereon.  
**Please refer to Explanatory Note 1**
2. To approve the payment of Directors' fees and benefits payable to the Non-Executive Chairman (NEC) and Non-Executive Directors (NED) up to an amount of RM3,000,000.00 from 1 July 2026 until the next AGM of FGV based on the Directors' Remuneration structure. **(Resolution 1)**  
**Please refer to Explanatory Note 2, 3 and 4**
3. To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company's Constitution and who, being eligible, have offered themselves for re-election.  
(i) Mohamad Fadzil Hitam **(Resolution 2)**  
(ii) Dato' Dr Suzana Idayu Wati Osman **(Resolution 3)**  
**Please refer to Explanatory Note 5**
4. To re-elect the following Directors in accordance with Clause 103 of the Company's Constitution and who, being eligible, have offered themselves for re-election.  
(i) Dato' Zamzuri Abdul Aziz **(Resolution 4)**  
(ii) Datuk Abu Huraira Abu Yazid **(Resolution 5)**  
**Please refer to Explanatory Note 6**
5. To re-appoint PricewaterhouseCoopers PLT, having consented to act as Auditors of the Company, for the financial year ending 31 December 2026 and to authorise the Board of Directors to determine their remuneration. **(Resolution 6)**  
**Please refer to Explanatory Note 7**
6. To transact any other business of the Company for which due notice have been given in accordance with the Company's Constitution and the CA 2016.

BY ORDER OF THE BOARD

### AKMAL NAZARUDDIN

Company Secretary  
(SSM PC No.: 202008004440)  
(LS 0008220)  
Kuala Lumpur  
8 June 2026

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### NOTES:

#### 1. Mode of Meeting

Please note that the Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the CA 2016 which stipulates that the Chairman shall be at the main venue of the AGM which shall be held in Malaysia and in line with Clause 58 of the Company's Constitution. As Shareholders/Proxies/Corporate Representatives **WILL NOT BE ALLOWED** to be physically present at or admitted to the Broadcast Venue on the day of the AGM, all members are urged to attend the 18<sup>th</sup> AGM remotely via meeting platform <https://investor.boardroomlimited.com>. For further information on the RPEV, kindly refer to the Administrative Details relating to the 18<sup>th</sup> AGM.

#### 2. Proxy

- (i) Shareholders who are unable to participate in the 18<sup>th</sup> AGM may appoint not more than two (2) Proxies to vote on their behalf. Where a Shareholder appoints two (2) Proxies, each Proxy appointed shall represent a minimum of one hundred (100) shares and the appointment of such Proxies shall be invalid unless the Shareholder specifies the proportion of his/her shareholding to be represented by each of such Proxy.
- (ii) The Proxy Form shall be in writing under the hands of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation either under its common seal, or the hand of its officer or its duly authorised attorney. An instrument appointing a Proxy to vote at a meeting shall be deemed to include the power to demand or join in demanding a poll on behalf of the appointor.
- (iii) Shareholders who has appointed a proxy or attorney or authorised representative to participate at AGM via RPEV must request his/ her proxy or attorney or authorised representative to register himself/herself as a user via Boardroom Smart Investor Portal ("BSIP") at <https://investor.boardroomlimited.com>.
- (iv) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

##### In Hardcopy Form

The Proxy Form must be deposited at the office of the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd ("Boardroom") at 11<sup>th</sup> Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Sunday, 28 June 2026 at 3.00 p.m., and in default the Proxy Form shall not be treated as valid.

##### By Electronic Means

The Proxy Form may be submitted:

- a) to Boardroom via e-mail to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com), no later than Sunday, 28 June 2026 at 3.00 p.m. or
- b) via electronic means (e-Proxy) no later than Sunday, 28 June 2026 at 3.00 p.m. (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

If a Shareholder has submitted the Proxy Form and subsequently decides to appoint another person or wishes to participate in the virtual 18<sup>th</sup> AGM by himself, please email to [bsr.proxy@boardroomlimited.com](mailto:bsr.proxy@boardroomlimited.com), or via electronic means (as the case maybe) to revoke the appointment of Proxy no later than Sunday, 28 June 2026 at 3.00 p.m., being 48 hours before the 18<sup>th</sup> AGM. On revocation, the Proxy(ies) will not be allowed to participate in the 18<sup>th</sup> AGM. In such an event, the Shareholder should advise his Proxy accordingly.

#### 3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote at the 18<sup>th</sup> AGM of the Company, please refer to the procedures in the Administrative Details for the 18<sup>th</sup> AGM.

#### 4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to participate and vote at the 18<sup>th</sup> AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a General Meeting Record of Depositors as at 18 June 2026. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 18 June 2026 shall be entitled to participate and vote at the 18<sup>th</sup> AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

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### **5. Registration for remote participation**

The registration for remote participation will be opened from 3.00 p.m. on Monday, 8 June 2026 until a time when the Chairman announces the completion of the voting session during the 18<sup>th</sup> AGM. Please follow the procedures provided in the Administrative Details for the 18<sup>th</sup> AGM in order to participate in the 18<sup>th</sup> AGM remotely via RPEV facilities.

### **6. Voting**

All resolutions set out in the Notice of the 18<sup>th</sup> AGM of the Company will be put to vote by poll. Poll Administrator will be appointed to conduct the poll via e-voting process and Independent Scrutineers will be appointed to verify the poll results.

**Shareholders can proceed to vote on the resolutions and submit their votes at any time from the commencement of the 18<sup>th</sup> AGM at 3.00 p.m. until a time when the Chairman announces the completion of the voting session. Upon completion of the voting session for the 18<sup>th</sup> AGM, the Independent Scrutineers will verify the poll results followed by the Chairman's announcement of the poll results and declaration whether the resolutions are duly passed.**

### **7. Submission of questions before and during the 18<sup>th</sup> AGM**

Shareholders may submit questions in relation to the agenda items for the 18<sup>th</sup> AGM prior to the meeting electronically and may also ask questions real time (in the form of typed text) during the meeting. Please refer to the procedures in the Administrative Details for the 18<sup>th</sup> AGM.

## **EXPLANATORY NOTES ON ORDINARY BUSINESS:**

### **Explanatory Note 1:**

#### **Audited Financial Statements for the financial year ended 31 December 2025**

This agenda item is meant for presentation and discussion only as under the provisions of Section 340(1)(a) of the CA 2016 and Clause 135 of the Company's Constitution, the Audited Financial Statements do not require the formal approval of Shareholders and hence, will not be put forward for voting.

### **Explanatory Note 2:**

#### **Directors' remuneration - fees and benefits payable**

Section 230(1) of the CA 2016 provides amongst others, that the fees of the Directors and any benefits payable to the Directors of a public company shall be approved at a general meeting.

In this respect, the Board agreed that the Shareholders' approval shall be sought at the 18<sup>th</sup> AGM on the Directors' remuneration and benefits payable as below:

- **Resolution 1** on payment of Directors' fees and benefits payable for the NEC and NED up to an amount of RM3,000,000.00 for the period from 1 July 2026 until the next AGM of FGV.

The calculation of the estimated amount are based on the Board Remuneration Policy, the estimated number of scheduled Board/ Board Committees' meetings, and the composition of NEDs from 1 July 2026, being the day after the 18<sup>th</sup> AGM until the next AGM. The Board will seek shareholders' approval at the next AGM in the event the Directors' Fees and benefits are insufficient.

The Board Remunerations Policy sets out the processes and procedures in determining the remuneration for the Directors. The Board Remunerations Policy provides that the Board, via the Nomination and Remuneration Committee (NRC), shall conduct a high level review and shall perform an in-depth benchmarking of the remuneration packages of the Board at least once in two (2) years to ensure fairness and competitiveness relative to the market (based on market positioning, revenue, performance, total assets, profit after tax and market capitalisation of the comparator groups), to attract, retain and motivate the Board.

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### **Explanatory Note 3: Payment of Directors' fees to the NEC and NED**

The proposed Resolution 1, if passed, will allow the Company to pay:

- Board and Board Committees' fees on monthly basis to the NEC and each of the NEDs for the relevant period in accordance with the existing Directors' Remuneration Policy.

### **Explanatory Note 4: Payment of benefits payable to the NEC and NED**

The proposed Resolution 1, if passed, will allow the Company to pay benefits payable to the NEC and each of the NEDs on a monthly basis and/or as and when incurred from 1 July 2026 until the next AGM of FGV based on the remuneration structure under Explanatory Note 2.

The Board is of the view that it is just and equitable for the NEC and NED to be paid benefits payable on a monthly basis and/or as and when incurred, in recognition of their responsibilities and services rendered to the Company.

### **Explanatory Note 5: Resolution 2 and 3 - Directors who retire by rotation in accordance with Clause 97 of the Company's Constitution**

Clause 97 of the Company's Constitution states that at each AGM one-third (1/3) of the Directors for the time being, or if their number is not a multiple of three (3), the number nearest to one-third (1/3) with a minimum of one (1) shall retire from office. In addition, each Director shall retire at least once in every three (3) years but shall be eligible for re-election. Clause 98 of the Company's Constitution provides that the Directors to retire, shall be the one that has been longest in office since his/her last election or appointment, but as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.

For the purpose of determining the eligibility of the Director to stand for re-election at the 18<sup>th</sup> AGM, the Board had assessed and considered the following:

- The Director's level of contribution to the Board's deliberations through his/her skills, experience and strength in qualities; and
- The level of independence demonstrated by the Independent Directors, and his/her ability to act in the best interest of the Company in decision-making.

Mohamad Fadzil Hitam and Dato' Dr Suzana Idayu Wati Osman shall retire at the forthcoming 18<sup>th</sup> AGM and are eligible for re-election as Directors of the Company. They are standing for re-election as Directors at the forthcoming 18<sup>th</sup> AGM and have consented to be re-elected as Directors of the Company.

Mohamad Fadzil Hitam and Dato' Dr Suzana Idayu Wati Osman had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

### **Explanatory Note 6: Resolution 4 and 5 - Re-election of Directors in accordance with Clause 103 of the Company's Constitution**

- 6.1 Clause 103 of the Company's Constitution stipulates at any time and from time to time, the Director shall have the power to appoint any person to be a Director either to fill a casual vacancy or as an additional Director by way of ordinary resolution. Any Director so appointed shall hold office only until the next AGM and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- 6.2 Based on Clause 103 above, Dato' Zamzuri Abdul Aziz, the NED and Datuk Abu Huraira Abu Yazid, the NEC who were appointed on 5 January 2026 and 2 March 2026, respectively shall hold office until the 18<sup>th</sup> AGM and are eligible for re-election.

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- 6.3 For the purpose of determining the eligibility of the Director to stand for re-election at the 18<sup>th</sup> AGM, the Board had assessed and considered the following:
- The Director's level of contribution to the Board's deliberations through his/her skills, experience and strength in qualities; and
  - The level of independence demonstrated by the Independent Directors, and his/her ability to act in the best interest of the Company in decision-making.
- 6.4 Based on the above assessment, the Board agreed that Dato' Zamzuri Abdul Aziz and Datuk Abu Huraira Abu Yazid who are standing for re-election have met the performance and fit and proper criteria required of an effective and high performance Board and has the ability to continue discharging their duties diligently as Directors of the Company.
- 6.5 All re-appointed Directors had abstained from deliberations and decisions on their own eligibility to stand for re-election at the relevant Board meeting.

Profiles of all Directors seeking for re-election are published on FGV Holdings Berhad's website, [www.fgyholdings.com](http://www.fgyholdings.com).

### **Explanatory Note 7: Resolution 6 - Re-appointment of Auditors**

The Audit Committee (AC) at its meeting held on 27 March 2026 undertook an annual assessment of the suitability and independence of the external auditors, PricewaterhouseCoopers PLT (PwC), in accordance with the revised External Auditor Policy and Procedures which was approved by the Board on 30 November 2021. In its assessment, the AC considered several factors which include the information in PwC's 2023 Annual Transparency Report and the following:

- Quality of PwC's performance and their communications with the AC and FGV Group, based on feedback obtained via assessment questionnaires from FGV personnel who had substantial contact with the external audit team and FGV during the audit;
- Adequacy of experience and resources provided to FGV Group by PwC, in terms of the firm and the professional staff assigned to the audit; and
- Independence and objectivity of PwC.

The AC also took into account the openness in communication and interaction with the lead audit engagement partner and engagement team through discussions at the private meetings, which demonstrated their independence, objectivity and professionalism.

The AC was satisfied with the suitability of PwC based on the quality of audit, performance, competency and sufficiency of resources the external audit team provided to FGV Group. The AC was also satisfied in its review that the provisions of non-audit services by PwC to the Company for the Financial Year 2025 did not in any way impair their objectivity and independence as external auditors of FGV.

The Board on 31 March 2026 approved the AC's recommendation for the Shareholders' approval to be sought at the 18th AGM on the re-appointment of PwC as Auditors of the Company for the financial year ending 31 December 2026.

The present Auditors, PwC, have indicated their willingness to continue their services for another year.