

**FGV Holdings Berhad**

Registration No.: 200701042133 (800165-P)

CDS ACCOUNT NO.	NO. OF SHARES HELD

PROXY FORM

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

MYKAD No. (for Malaysian)/Passport No. (for non-Malaysian)/Company No.: _____

of _____
(Address in full)

Telephone No.: _____ E-mail Address: _____

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

MYKAD No. (for Malaysian)/Passport No. (for non-Malaysian): _____

of _____
(Address in full)

Telephone No.: _____ E-mail Address: _____

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

MYKAD No. (for Malaysian)/Passport No. (for non-Malaysian): _____

of _____
(Address in full)

Telephone No.: _____ E-mail Address: _____

or failing the abovenamed Proxies, the Chairman of the meeting, as my/our Proxy/Proxies to attend and vote for me/us on my/our behalf at the 14th Annual General Meeting (AGM) of 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.**, or any adjournment thereof, to transact the following businesses, with or without modifications:

NO.	RESOLUTION	FOR	AGAINST	ABSTAIN
1	To approve the payment of Directors' fees for the Non-Executive Chairman (NEC) from 24 June 2021 until the next AGM of FGV.	1		
2	To approve the payment of Directors' fees for the Non-Executive Directors (NED) from 24 June 2021 until the next AGM of FGV.	2		
3	To approve the payment of Board Sustainability Committee fees and meeting allowances to the NED for the period from 1 September 2021 until 23 June 2022.	3		
4	To approve the payment of benefits payable to the NEC from 24 June 2021 until the next AGM of FGV.	4		
5	To approve the payment of benefits payable to the NED from 24 June 2021 until the next AGM of FGV.	5		
6	Re-election of Dato' Amiruddin Abdul Satar as Director pursuant to Clause 97 of the Company's Constitution.	6		
7	Re-election of Dato' Nonee Ashirin Dato' Mohd Radzi as Director pursuant to Clause 103 of the Company's Constitution.	7		
8	Re-election of Dato' Mohd Rafik Shah Mohamad as Director pursuant to Clause 103 of the Company's Constitution.	8		
9	Re-election of Nik Fazila Nik Mohamed Shihabuddin as Director pursuant to Clause 103 of the Company's Constitution.	9		
10	Re-election of Kasmuri Sukardi as Director pursuant to Clause 103 of the Company's Constitution.	10		
11	Re-election of Datuk Yatimah Sarjiman as Director pursuant to Clause 103 of the Company's Constitution.	11		
12	Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2021 and to authorise the Board of Directors to determine their remuneration.	12		
13	Proposed renewal of Shareholders' Mandate and proposed new Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature.	13		

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

Dated this _____ day of _____ 2022.

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

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

NOTES:

1. Precautionary measures against Coronavirus disease 2019 (COVID-19) pandemic

- (i) Having regard to the well-being and the safety of our Shareholders, the Company will conduct its forthcoming 14th AGM fully virtual through live streaming and online remote voting. Please follow the procedures provided in the Administrative Details for the 14th AGM in order to register, participate and vote remotely via LUMI AGM facilities.
- (ii) With LUMI AGM facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Chairman/Board/Management of the Company) and vote at the 14th AGM, at the comfort of their home.
- (iii) The venue of the 14th AGM is the virtual meeting platform at <https://meeting.boardroomlimited.my> (Domain Registration No. with MYNIC – D6A357657) which is located in Malaysia being the main venue and is strictly for the purpose of compliance with Section 327(2) of the Companies Act, 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. In a fully virtual general meeting, all meeting participants including the Chairman, Board, Management of the Company and Shareholders will participate virtually through the virtual meeting platform.
- (iv) Due to the constant evolving situation of the COVID-19 pandemic, we may be required to change the arrangements of our 14th AGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the 14th AGM.

2. Proxy

- (i) 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.

- (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) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

In Hardcopy Form

The Proxy Form shall be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd at Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than **Wednesday, 22 June 2022 at 1.00 p.m.**, and in default the Proxy Form shall not be treated as valid.

By Electronic Means

The Proxy Form may be submitted:

- a) to the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd via e-mail to bsr.helpdesk@boardroomlimited.com, no later than **Wednesday, 22 June 2022 at 1.00 p.m.** or
- b) via electronic means (e-Proxy) no later than **Wednesday, 22 June 2022 at 1.00 p.m.** (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

3. Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees

For Corporate Shareholders, Authorised Nominees and Exempt Authorised Nominees who wish to participate and vote remotely via LUMI AGM facilities at the 14th AGM of the Company, please refer to the procedures in the Administrative Details for the 14th AGM.

4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to

participate and vote at the 14th 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, to issue a General Meeting Record of Depositors as at 15 June 2022. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 15 June 2022 shall be entitled to participate and vote at the 14th AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

5. Request for remote participation user ID and password

The registration for remote participation will be open from **11.00 a.m. on Thursday, 28 April 2022 up to 11.00 a.m. on Wednesday, 22 June 2022**. Please follow the procedures provided in the Administrative Details for the 14th AGM in order to participate in the 14th AGM remotely via LUMI AGM facilities.

6. Voting

Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 14th 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 14th AGM at 11.00 a.m. until a time when the Chairman of the meeting announces the completion of the voting session. Upon completion of the voting session for the 14th AGM, the Independent Scrutineers will verify the poll results followed by the Chairman of the meeting's announcement of the poll results and declaration whether the resolutions are duly passed.

7. Submission of questions before and during the 14th AGM

Shareholders may submit questions in relation to the agenda items for the 14th 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 14th AGM.

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14th Annual General Meeting
FGV Holdings Berhad
23 June 2022

STAMP

Share Registrar

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

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