

**FGV Holdings Berhad**

Registration No.: 200701042133 (800165-P)

CDS ACCOUNT NO.	NO. OF SHARES HELD

FORM OF PROXY

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

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

of
 (Address in full)

Telephone No.: E-mail Address:

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

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

of
 (Address in full)

Telephone No.: E-mail Address:

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

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

of
 (Address in full)

Telephone No.: E-mail Address:

or failing the abovenamed Proxies, the Chairman of the meeting, as my/our Proxy/Proxies to attend and vote for me/us on my/our behalf at the 15th Annual General Meeting (AGM) of the Company to be **held on a virtual basis and entirely via Remote Participation and Electronic Voting (RPEV) facilities from the Broadcast Venue at Banquet Hall 3, Level B2, Menara Felda, Platinum Park, No. 11 Persiaran KLCC, 50088 Kuala Lumpur, Malaysia on Tuesday, 20 June 2023 at 11.00 a.m.** to transact the following businesses, with or without modifications:

NO.		RESOLUTION	FOR	AGAINST	ABSTAIN
	Ordinary Resolutions:				
1	To approve the payment of Directors' fees for the Non-Executive Chairman (NEC) from 21 June 2023 until the next AGM of FGV.	1			
2	To approve the payment of Directors' fees for the Non-Executive Directors (NED) from 21 June 2023 until the next AGM of FGV.	2			
3	To approve the payment of benefits payable to the NEC from 21 June 2023 until the next AGM of FGV.	3			
4	To approve the payment of benefits payable to the NED from 21 June 2023 until the next AGM of FGV.	4			
5	Re-election of Dato' Nonee Ashirin Dato' Mohd Radzi as Director pursuant to Clause 97 of the Company's Constitution.	5			
6	Re-election of Kasmuri Sukardi as Director pursuant to Clause 97 of the Company's Constitution.	6			
7	Re-election of Dato' Shahrol Anuwar Sarman as Director pursuant to Clause 103 of the Company's Constitution.	7			
8	Re-election of Azmin Che Yusoff as Director pursuant to Clause 103 of the Company's Constitution.	8			
9	Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Board of Directors to determine their remuneration.	9			
10	Proposed renewal of Shareholders' Mandate and proposed new Shareholders' Mandate for Recurrent Related Party Transactions of revenue or trading nature.	10			

(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 of2023.

.....
 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. 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 15th AGM remotely via meeting platform <https://meeting.boardroomlimited.my>. For further information on the RPEV, kindly refer to the Administrative Details relating to the 15th AGM.

2. Proxy

- (i) Shareholders who are unable to participate in the 15th 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) The appointment of Proxy may be made in a hardcopy form or by electronic means as follows:

In Hardcopy Form

The Proxy Form must be deposited at the office of the Share Registrar of the Company at Boardroom Share Registrars Sdn Bhd at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, no later than Sunday, 18 June 2023 at 11.00 a.m., and in default the Proxy Form shall not be treated as valid.

By Electronic Means

The Proxy Form may be submitted:

- a) to the Share Registrar of the Company, Boardroom Share Registrars Sdn Bhd via e-mail to bsr.helpdesk@boardroomlimited.com, no later than Sunday, 18 June 2023 at 11.00 a.m. OR
- b) via electronic means (e-Proxy) no later than Sunday, 18 June 2023 at 11.00 a.m. (please refer to the Annexure to the Proxy Form for further information on submission via e-Proxy).

If a Shareholder has submitted the Proxy Form and subsequently decides to appoint another person or wishes to participate in the virtual 15th AGM by himself, please email to bsr.helpdesk@boardroomlimited.com to revoke the appointment of Proxy no later than Sunday, 18 June 2023 at 11.00 a.m., being 48 hours before the 15th AGM. On revocation, the Proxy(ies) will not be allowed to participate in the 15th 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 15th AGM of the Company, please refer to the procedures in the Administrative Details for the 15th AGM.

4. Shareholders entitled to participate and vote

For the purposes of determining a Shareholder who shall be entitled to participate and vote at the 15th AGM of the Company, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Clause 63 of the Company's Constitution and Section 34(1) of Securities Industry (Central Depositories) Act 1991 (SIDCA), to issue a General Meeting Record of Depositors as at 13 June 2023. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 13 June 2023 shall be entitled to participate and vote at the 15th AGM or appoint a Proxy(ies) to participate and vote on such depositor's behalf.**

5. Registration for remote participation

The registration for remote participation will be opened from **11.00 a.m. on Friday, 28 April 2023 up to 11.00 a.m. on Sunday, 18 June 2023**. Please follow the procedures provided in the Administrative Details for the 15th AGM in order to participate in the 15th AGM remotely via RPEV facilities.

6. Voting

Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of the 15th 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 15th AGM at 11.00 a.m. until a time when the Chairman of the AGM (Chairman) announces the completion of the voting session. Upon completion of the voting session for the 15th 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 15th AGM

Shareholders may submit questions in relation to the agenda items for the 15th 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 15th AGM.

Fold Here



15th Annual General Meeting
FGV Holdings Berhad
20 June 2023



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

Fold Here