



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 (the Company or FGV) 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 12th Annual General Meeting (AGM) of the Company to be held at **Alpha Meeting Room, Level 21, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Friday, 19 June 2020, at 11.00 a.m.** and at any adjournment thereof. My/our Proxy/Proxies is to vote as indicated below:

NO.		RESOLUTION	FOR	AGAINST	ABSTAIN
1	To approve the payment of a Final Dividend of 2 sen per ordinary share, under a single-tier system, in respect of the financial year ended 31 December 2019.	1			
2	To approve the payment of Directors' fees for the Non-Executive Chairman from 20 June 2020 until the next AGM of FGV.	2			
3	To approve the payment of Directors' fees for the Non-Executive Directors from 20 June 2020 until the next AGM of FGV.	3			
4	To approve the payment of benefits payable to the Non-Executive Chairman from 20 June 2020 until the next AGM of FGV.	4			
5	To approve the payment of benefits payable to the Non-Executive Directors from 20 June 2020 until the next AGM of FGV.	5			
6	To approve the payment of monthly allowance to the Non-Executive Deputy Chairman from 2 March 2020 until the next AGM of FGV.	6			
7	Re-election of Dr. Mohamed Nazeem P. Alithambi as Director pursuant to Clause 97 of the Company's Constitution.	7			
8	Re-election of Datuk Mohd Anwar Yahya as Director pursuant to Clause 97 of the Company's Constitution.	8			
9	Re-election of Dr. Nesadurai Kalanithi as Director pursuant to Clause 97 of the Company's Constitution.	9			
10	Re-election of Dr. Zunika Mohamed as Director pursuant to Clause 103 of the Company's Constitution.	10			
11	Re-appointment of PricewaterhouseCoopers PLT as Auditors of the Company for the financial year ending 31 December 2020 and to authorise the Board of Directors to determine their remuneration.	11			
12	Proposed renewal of Shareholders' mandate for the existing recurrent related party transactions of a revenue or trading nature for FGV and its Group of Companies (FGV Group) and proposed Shareholders' mandate for the new recurrent related party transactions of a revenue or trading nature for FGV Group.	12			

(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 _____ 2020.

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) In light of the Government of Malaysia's pronouncement of the Movement Control Order, aimed at curbing the spread of Covid-19, and having regard to the well-being and the safety of our Shareholders, the Company will conduct its forthcoming 12th AGM on a virtual basis through live streaming and online remote voting using Vote2U AGM facilities. This is in line with the Securities Commission's Guidance Note on the Conduct of General Meetings for Listed Issuers which was issued on 18 April 2020 and revised on 14 May 2020. Please follow the procedures provided in the Administrative Details for the 12th AGM in order to register, participate and vote remotely via Vote2U AGM facilities.
- (ii) With Vote2U AGM facilities, a Shareholder may exercise his/her right to participate (including to pose questions to the Board/Management of the Company) and vote at the 12th AGM, at the comfort of their home.
- (iii) The venue of the 12th AGM is to inform Shareholders where the live streaming would be conducted from and is strictly for the purpose of complying with Section 327(2) of the Companies Act, 2016 (CA 2016) which requires the Chairman of the meeting to be at the main venue (broadcast venue). No Shareholders/Proxy(ies) from the public will be physically present at the broadcast venue on the day of the 12th AGM.
- (iv) Due to the constant evolving situation of the Covid-19 pandemic, we may be required to change the arrangements of our 12th AGM at short notice. Kindly check the Company's website or announcements for the latest updates on the status of the 12th AGM.

2. Proxy

- (i) Shareholders who are unable to participate in the 12th 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, 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia no later than **Thursday, 18 June 2020 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 **Thursday, 18 June 2020 at 11.00 a.m.** or
- b) via electronic means (e-Proxy) no later than **Thursday, 18 June 2020 at 11.00 a.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 Vote2U AGM facilities at the 12th AGM of the Company, please refer to the procedures in the Administrative Details for the 12th AGM.

4. Shareholders entitled to participate and vote

For purposes of determining a Shareholder who shall be entitled to participate and vote at the 12th 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 10 June 2020. **Only a depositor whose name appears on the General Meeting Record of Depositors as at 10 June 2020 shall be entitled to participate and vote at the 12th 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. Thursday, 28 May 2020 up to 11.00 a.m. Thursday, 18 June 2020**. Please follow the procedures provided in the Administrative Details for the 12th AGM in order to participate in the 12th AGM remotely via Vote2U 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 12th AGM of the Company will be put to vote by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the poll via e-voting process and 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 12th AGM at 11.00 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. Upon completion of the voting session for the 12th AGM, the Independent Scrutineers will verify and announce the poll results followed by the Chairman of the meeting's declaration whether the resolutions are duly passed.

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Annual General Meeting
FGV Holdings Berhad
19 June 2020

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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ANNEXURE TO THE PROXY FORM

Dear Shareholders,

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

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

ELECTRONIC LODGEMENT OF PROXY FORM OF THE 12TH AGM (E-PROXY LODGEMENT)

Step 1 - Register online with Boardroom Smart Investor Portal (for first time registration only)

[Note: If you have already signed up with Boardroom Smart Investor Portal, you are not required to register again. You may proceed to Step 2 below for e-Proxy lodgement.]

- a. Access Boardroom's website at <https://boardroomlimited.my>
- b. Click <<Login>> and click <<Register>> to sign up as a user. Registration is free.
- c. Complete registration and upload a softcopy of your MYKAD (for Malaysian) front and back or your Passport (for non-Malaysian).
- d. Please enter a valid e-mail address and wait for Boardroom's e-mail verification.
- e. Your registration will be verified and approved within one (1) business day and an e-mail notification will be provided.

Step 2 - e-Proxy lodgement

- a. Access Boardroom's website at <https://boardroomlimited.my>
- b. Login with your user ID (i.e. e-mail address) and password.
- c. Go to "E-PROXY LODGEMENT" and browse the Meeting List for "FGV 12TH VIRTUAL AGM" and click "APPLY".
- d. Read the terms and conditions and confirm the declaration.
- e. Enter the CDS account number and indicate the number of securities for your Proxy to vote on your behalf.
- f. Appoint your Proxy(ies) and enter the required particulars.
- g. Indicate your voting instructions – FOR or AGAINST or ABSTAIN, otherwise your Proxy will decide your vote.
- h. Review and confirm your Proxy appointment.
- i. Click submit.
- j. Download or print the e-Proxy form acknowledgement.