



## FELDA GLOBAL VENTURES HOLDINGS BERHAD

(Company No. 800165-P)

(Incorporated in Malaysia under the Companies Act, 1965)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Felda Global Ventures Holdings Berhad ("**FGV**" or "**the Company**") will be held at Ballroom Menara Felda, Level B2, Menara Felda, Platinum Park, No. 11, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia on 27 December 2013, at 10:00 a.m., or any adjournment thereof, for the transaction of the following business:

#### ORDINARY RESOLUTION

#### **PROPOSED ACQUISITION BY FGV OF APPROXIMATELY 51% EQUITY INTEREST IN FELDA HOLDINGS BHD ("FHB"), FOR A CASH CONSIDERATION OF RM2.2 BILLION**

**"THAT**, subject to the approvals of all relevant authorities or parties (if required) being obtained and the conditions precedent in the Share Purchase Agreement dated 18 November 2013 ("**SPA**") entered into between the Company and Koperasi Permodalan FELDA Malaysia Berhad ("**KPF**") being fulfilled or waived (as the case may be), approval be and is hereby given for the Company to acquire 112,199,999 ordinary shares of RM1.00 each in FHB representing approximately 51% of the issued and paid-up share capital of FHB, from KPF for a cash consideration of Ringgit Malaysia Two Billion and Two Hundred Million (RM2,200,000,000) only, upon and subject to the terms and conditions stipulated in the SPA ("**Proposed Acquisition**");

**AND THAT** the Directors be authorised to act for and on behalf of the Company, to take all such steps and execute all necessary documents to complete the Proposed Acquisition with full powers to give effect or assent to any conditions, modifications, variations and/ or amendments as may be required by the relevant parties or otherwise deemed by the Directors to be in the best interest of the Company."

BY ORDER OF THE BOARD

**SHAHNIZA ANOM ELIAS (LS 0006472)**

**Company Secretary**

Kuala Lumpur

12 December 2013

Notes:

1. A Member of the Company entitled to attend and vote at a meeting of the Company, or at a meeting of any class of members of the Company, shall be entitled to appoint any person as his proxy to attend and vote instead of the Member at the meeting. There shall be no restriction as to the qualification of the proxy.
2. A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.
3. A proxy need not be a Member and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A Member shall not be precluded from attending and voting in person at any general meeting after lodging the proxy form. However, such attendance shall automatically revoke the proxy's authority. There shall be no restriction as to the qualification of the proxy.
4. A Member may appoint up to two (2) proxies to attend a general meeting of the Company. Where a Member appoints two (2) proxies, the appointment of such proxies shall not be valid unless the Member specifies the proportion of his shareholding to be represented by each of such proxy. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his 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.
5. Where a Member is an exempt Authorised Nominee, which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account") there is no limit to the number of proxies which the exempt Authorised Nominee may appoint in respect of each omnibus account it holds to vote instead of it, and that a proxy need not also be a member and that where a member appoints more than one (1) proxy, the appointment shall be invalid unless it specifies the proportion of its holdings to be represented by each proxy.

An exempt Authorised Nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

6. The instrument appointing a proxy shall be deposited at the Share Registrar of the Company at Symphony Share Registrars Sdn Bhd, Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1A/46, 47301 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in the case of a poll, not less than twenty-four (24) hours before the time appointed in taking of the poll, and in default the instrument of proxy shall not be treated as valid.
7. Members entitled to attend

For purposes of determining a member who shall be entitled to attend the Extraordinary General Meeting, the Company shall be requesting from Bursa Malaysia Depository Sdn Bhd, in accordance with Article 54 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act 1991, to issue a General Meeting Record of Depositors as at 19 December 2013. Only a depositor whose name appears on the General Meeting Record of Depositors as at 19 December 2013 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.