



FCW HOLDINGS BERHAD

(Company No. 3116-K)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of FCW Holdings Berhad ("FCW" or "Company") will be held at Bukit Kiara Equestrian and Country Resort, Dewan Berjaya Room, Jalan Bukit Kiara, Off Jalan Damansara, 60000 Kuala Lumpur, Malaysia on Friday, 14 March 2014 at 10.30 a.m., for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTION 1

- PROPOSED JOINT-VENTURE BETWEEN FCW AND IJM LAND BERHAD ("IJM LAND") IN RELATION TO A MIXED DEVELOPMENT OF RESIDENTIAL AND COMMERCIAL PROPERTIES PROJECT ("THE PROJECT") ON THE FOLLOWING 4 PIECES OF FREEHOLD LAND TO BE ACQUIRED AND DEVELOPED BY 368 SEGAMBAT Sdn Bhd ("THE JV"):

- (I) GERAN MUKIM 335 LOT 32661, TEMPAT SUNGAI KEIU, MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN
- (II) GERAN MUKIM 2415 LOT 4719, TEMPAT 4TH MILE RAILWAY LINE, MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN
- (III) GERAN MUKIM 1452 LOT 4722, TEMPAT 4TH MILE RAILWAY LINE, MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN
- (IV) GERAN MUKIM 6242 LOT 54833, TEMPAT 4½ MILE RAILWAY LINE, MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN

(COLLECTIVELY "PROPERTIES")

(HEREINAFTER REFERRED TO AS "PROPOSED JOINT-VENTURE")

"THAT subject to the passing of Ordinary Resolution 2, Ordinary Resolution 3, Ordinary Resolution 4 and Ordinary Resolution 5, approval be and is hereby given for the Company to establish the joint-venture with IJM Land for the carrying out of the business of property development on the Properties and to complete the Project via the JV upon such terms and conditions as set out in the SA dated 19 September 2013 entered into between the Company, IJM Land and the JV AND THAT the entering into the SA by FCW be and is hereby ratified.

AND THAT the Directors of the Company be and are hereby empowered and authorised to do all such acts and enter into all such transactions, arrangements and documents as may be necessary or expedient in order to give full effect to the Proposed Joint-Venture with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant parties or authorities, for the best interest of the Company."

ORDINARY RESOLUTION 2

- PROPOSED DISPOSAL BY FEDERAL TELECOMMUNICATIONS SDN BHD ("FTSB"), A WHOLLY OWNED SUBSIDIARY OF FCW, TO 368 SEGAMBAT Sdn Bhd OF THE FOLLOWING PROPERTIES FOR THE AGGREGATE CASH CONSIDERATION OF RM124,717,880:

- (I) LAND HELD UNDER GERAN MUKIM 335 LOT 32661, TEMPAT SUNGAI KEIU, MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN TOGETHER WITH 9 INDEPENDENT BLOCKS OF WAREHOUSES ERRECTED THEREON ("FTSB PROPERTY 1")
- (II) LAND HELD UNDER GERAN MUKIM 2415 LOT 4719 TEMPAT 4TH MILE, RAILWAY LINE MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN TOGETHER WITH A SINGLE-STOREY WOODEN SHACK ERRECTED THEREON ("FTSB PROPERTY 2")
- (III) LAND HELD UNDER GERAN MUKIM 1452 LOT 4722 TEMPAT 4TH MILE, RAILWAY LINE MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN (VACANT LAND) ("FTSB PROPERTY 3")

COLLECTIVELY "FTSB PROPERTIES")

(HEREINAFTER REFERRED TO AS "PROPOSED DISPOSAL 1")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 3, Ordinary Resolution 4 and Ordinary Resolution 5, approval be and is hereby given for FCW, through its wholly owned subsidiary, FTSB, to dispose off to 368 Segambut Sdn Bhd ("the JV") the FTSB Properties for the aggregate cash consideration of RM124,717,880 (Ringgit Malaysia: One Hundred Twenty Four Million Seven Hundred Seventeen Thousand Eight Hundred Eighty Only) upon such terms and conditions as set out in the conditional Sale and Purchase Agreement dated 19 September 2013 entered into between FTSB and the JV ("FTSB SPA"),

AND THAT the execution by FTSB of the FTSB SPA and the performance of its obligations under the FTSB SPA be and are hereby ratified and approved,

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Disposal 1 with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant parties or authorities, for the best interest of the Company"

ORDINARY RESOLUTION 3

- PROPOSED DISPOSAL BY FCW INDUSTRIES SDN BHD ("FCWI"), A WHOLLY OWNED SUBSIDIARY OF FCW, TO 368 SEGAMBAT Sdn Bhd OF THE PROPERTY HELD UNDER GERAN MUKIM 6242 LOT 54833, TEMPAT 41/2 MILE RAILWAY LINE, MUKIM BATU, DAERAH KUALA LUMPUR, NEGERI WILAYAH PERSEKUTUAN TOGETHER WITH A SINGLE-STOREY OFFICE WITH 4 ADJOINING SINGLE-STOREY FACTORIES ERRECTED THEREON ("FCWI PROPERTY") FOR THE CASH CONSIDERATION OF RM63,255,640

(HEREINAFTER REFERRED TO AS "PROPOSED DISPOSAL 2")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 4 and Ordinary Resolution 5, approval be and is hereby given for FCW, through its wholly owned subsidiary, FCWI, to dispose off to 368 Segambut Sdn Bhd ("the JV") the FCWI Property for the cash consideration of RM63,255,640 (Ringgit Malaysia: Sixty Three Million Two Hundred Fifty Five Thousand Six Hundred Forty Only) upon such terms and conditions as set out in the conditional Sale and Purchase Agreement dated 19 September 2013 entered into between FCWI and the JV ("FCWI SPA"),

AND THAT the execution by FCWI of the FCWI SPA and the performance of its obligations under the FCWI SPA be and are hereby ratified and approved,

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Disposal 2 with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant parties or authorities, for the best interest of the Company"

ORDINARY RESOLUTION 4

- PROPOSED PROVISION OF FINANCIAL ASSISTANCE (ON AN EQUITABLE AND PROPORTIONATE BASIS WITH IJM LAND) INCLUDING THE INTEREST-FREE CASH ADVANCE OF RM9.25 MILLION WITHOUT SPECIFIC PERIOD OF REPAYMENT ALREADY GRANTED BY THE COMPANY TO THE JV AND SUCH OTHER ADDITIONAL FINANCIAL ASSISTANCE TO THE JV FROM TIME TO TIME FOR THE PURPOSES OF COMPLETION OF ACQUISITION OF THE PROPERTIES AND IMPLEMENTATION AND COMPLETION OF THE PROJECT ["PROPOSED PROVISION OF FINANCIAL ASSISTANCE"]:

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 5, the granting by FCW of the interest-free cash advance of RM9.25 Million (without specific period of repayment) to the JV on 19 September 2013 be and is hereby ratified.

AND THAT approval be is hereby given for FCW to grant such other additional Financial Assistance to the JV from time to time for the purposes of completing the acquisition of the Properties and implementation and completion of the Project.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all such acts and enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed Provision of Financial Assistance with full power to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by any relevant parties or authorities, for the best interest of the Company"

ORDINARY RESOLUTION 5

- PROPOSED DIVERSIFICATION OF THE EXISTING BUSINESSES OF FCW GROUP TO INCLUDE PROPERTY DEVELOPMENT ("PROPOSED DIVERSIFICATION")

"THAT subject to the passing of Ordinary Resolution 1, Ordinary Resolution 2, Ordinary Resolution 3 and Ordinary Resolution 4, the diversification of the existing businesses of FCW Group to include property development be and is hereby approved."

BY ORDER OF THE BOARD

Loh Poh Wah
Ho Sok Leng
Company Secretaries

Kuala Lumpur
27 February 2014

Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or more proxies (but not more than two) to attend and vote instead of him. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment(s) shall be invalid.
2. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it shall be entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
3. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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.
4. Where an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
5. Depositors whose names appear in the Record of Depositors on a date not less than three (3) market days before the Extraordinary General Meeting shall be entitled to attend and vote at the Extraordinary General Meeting or appoint a proxy to attend, speak and vote on his behalf.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under the corporation's seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
7. The Proxy Form shall be deposited with the Company's Registered Office at No. 8, 3rd Floor, Jalan Segambut, 51200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.