

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Thirtieth Annual General Meeting of FSBM Holdings Berhad ("FSBM" or "the Company") will be held at Auditorium, Level 5, Axis Eureka, 3539 Jalan Teknokrat 7, 63000 Cyberjaya, Selangor Darul Ehsan on Wednesday, 25th June 2014 at 11.00 a.m. to transact the following business:

**AS ORDINARY BUSINESS:**

1. To table the Audited Financial Statements of the Company for the year ended 31 December 2013 and the Reports of the Directors and Auditors thereon. **Note 1**
2. To approve payment of Directors' fees. **Resolution 1**
3. To re-elect the following Directors who retire by rotation in accordance with Article 100(1) of the Company's Articles of Association:  
Tan Sri Dato' Seri Dr Haji Zainul Ariff Bin Haji Hussain **Resolution 2**  
Dato' Ir Dr Abdul Rahim Daud **Resolution 3**
4. To re-appoint Messrs Ernst & Young as Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 4**

**AS SPECIAL BUSINESS :**

5. **RENEWAL OF AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES** **Resolution 5**

To consider and, if thought fit, to pass the following Ordinary Resolution:

"THAT, subject always to the Articles of Association of the Company and the approvals of the relevant Regulatory Authorities, pursuant to Section 132D of the Companies Act 1965, the Directors of the Company be and are hereby empowered to issue shares in the capital of the Company at any time until the conclusion of the next Annual General Meeting of the Company and upon such terms and conditions and for such purposes and to such person or persons as the Directors of the Company, may in their absolute discretion deem fit, PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution does not exceed ten (10) per centum of the issued share capital of the Company for the time being;

AND THAT the Directors of the Company are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."

**AS SPECIAL BUSINESS :**

6. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD****CHEOK KIM CHEE**

(MACS 00139)  
Secretary

Petaling Jaya  
30<sup>th</sup> May 2014

**Notes:**

1. Agenda 1 is to table the Audited Financial Statements pursuant to the provision of Section 169(1) of the Companies Act, 1965 and is meant for discussion only. It does not require a formal approval and/or adoption by the shareholders of the Company and hence, Agenda 1 is not put forward for voting.
2. A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorized.
4. The instrument appointing a proxy must be deposited at the Company's Registered Office at 603, Block A, Phileo Damansara 1, No 9, Jalan 16/11, 46350 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Any alteration to the instrument appointing a proxy must be initialized.
5. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, he shall specify the proportion of his shareholdings to be represented by each proxy.
6. Where a member of the Company is an exempt authorized nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
7. For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting the Bursa Malaysia Depository Sdn Bhd to make available to the Company a Record of Depositors as at 18 June 2014. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend and vote on his behalf.
8. Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to Issue Shares

The Proposed Ordinary Resolution 5, if passed, is to give the Directors of the Company flexibility to issue and allot shares from unissued capital of the Company up to an amount not exceeding 10% of the Company's total issued share capital for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the interest of the Company, without having to convene a general meeting. This authority will expire at the next Annual General Meeting of the Company or at the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is earlier.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders on 26 June, 2013. The Company did not utilize the general mandate that was approved at the last Annual General Meeting. The renewal of the mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions.

The Board of Directors emphasizes that the Company will not issue new shares unless it is an exercise that will ultimately increase shareholders' value.