



FELDA GLOBAL VENTURES HOLDINGS BERHAD
(800165-P)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventh (7th) Annual General Meeting of Felda Global Ventures Holdings Berhad ("FGV" or "the Company") will be held at **Banquet Hall 1, Level B2, Menara Felda, Platinum Park, No. 11, Persiaran KLCC, 50088 Kuala Lumpur, Malaysia on Tuesday, 16 June 2015, at 11.00 a.m.**, or any adjournment thereof, for the transaction of the following business:

Agenda

As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.
Please refer to Note (1) of the Explanatory Notes on Ordinary Business
- To approve the payment of a Final Dividend of 4 sen per ordinary share, under single-tier system, in respect of the financial year ended 31 December 2014. **(Resolution 1)**
- To re-elect the following Directors, each of whom retires in accordance with Article 88 of the Company's Articles of Association:
 - Datuk Dr. Omar Salim **(Resolution 2)**
 - YB Datuk Noor Ehsanuddin Mohd Harun Narrashid **(Resolution 3)**
 - Datuk Haji Faizoull Ahmad **(Resolution 4)**
- To re-elect the following Directors, each of whom retires in accordance with Article 94 of the Company's Articles of Association:
 - Dato' Mohd Zafer Mohd Hashim **(Resolution 5)**
 - Dato' Mohamed Suffian Awang **(Resolution 6)**
- To approve the payment of Directors' fees of RM2,091,817 for the financial year ended 31 December 2014. **(Resolution 7)**
- To re-appoint Messrs. PricewaterhouseCoopers as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

As Special Business

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

- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED SHAREHOLDERS' MANDATE FOR THE NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Resolution 9)**

"THAT authority be and is hereby given in line with Rule 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, for the Company, its subsidiaries or any of them to enter into any of the transactions falling within the types of Recurrent Related Party Transactions, particulars of which are set out in Section 2 and Appendix 1 of the Circular to Shareholders dated 25 May 2015 ("Circular"), with the Related Parties as described in the Circular, provided that such transactions are of revenue and/or trading nature, which are necessary for the day-to-day operations of the Company and/or its subsidiaries, carried out in the ordinary course of business of the Company and/or its subsidiaries, made at arm's length basis and on normal commercial terms which were not more favourable to the Related Party than those generally available to the public and are not detrimental to the minority shareholders of the Company;

("Proposed Mandates");

AND THAT such authority shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which the ordinary resolution for the Proposed Mandates for Recurrent Related Party Transactions is approved, at which time it will lapse, unless the authority is renewed by a resolution passed at the next AGM of the Company; or
- the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this resolution and the Proposed Mandates."

- To transact any other business of the Company for which due notice shall be given in accordance with the Company's Articles of Association and the Companies Act, 1965.

Notice of Dividend Entitlement and Payment

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the Seventh (7th) Annual General Meeting of the Company to be held on 16 June 2015, a final dividend of 4 sen per ordinary share, under single-tier system, in respect of the financial year ended 31 December 2014 will be paid on 10 July 2015 to the shareholders. The entitlement date for the said dividend shall be 30 June 2015.

FURTHER NOTICE IS HEREBY GIVEN THAT a depositor shall qualify for entitlement to the dividend only in respect of:

- Shares transferred into the Depositor's securities account before 4.00 p.m. on 30 June 2015 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

BY ORDER OF THE BOARD

KOO SHUANG YEN (MIA 7556)

Company Secretary

Kuala Lumpur

25 May 2015

Notes:

- 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.
- 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.
- 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.
- 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.
- 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.
- 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 PUJ 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 Seventh (7th) Annual General Meeting of the Company, 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 SICDA, to issue a General Meeting Record of Depositors as at 5 June 2015. Only a depositor whose name appears on the General Meeting Record of Depositors as at 5 June 2015 shall be entitled to attend the said meeting or appoint a proxy(ies) to attend and/or vote on such depositor's behalf.

Explanatory Notes on Ordinary Business:

- Agenda item no. 1** is meant for presentation and discussion only as under the provisions of Section 169(1) of the Companies Act, 1965 ("Act") and Article 125 of the Company's Articles of Association, the Audited Financial Statements do not require the formal approval of shareholders and hence, the matter will not be put forward for voting.
- Ordinary Resolution 3, 5 and 6 – Assessment of Independence of Independent Directors**
The independence of YB Datuk Noor Ehsanuddin Mohd Harun Narrashid, Dato' Mohd Zafer Mohd Hashim and Dato' Mohamed Suffian Awang who have served as Independent Non-Executive Director of the Company has been assessed by the Nomination and Remuneration Committee and affirmed by the Board.
- Ordinary Resolution 4 – Re-election of Director**
The Board in respect of this resolution has resolved, on the recommendation of the Nomination and Remuneration Committee, that it shall NOT support the re-election of Datuk Haji Faizoull Ahmad as, among others, he is no longer the Director General of FELDA.
- Abstention from Voting**
 - All the Non-Executive Directors who are shareholders of the Company will abstain from voting on Ordinary Resolution 7 concerning Directors' Fees at the Seventh (7th) Annual General Meeting of the Company.
 - The Directors referred to in Ordinary Resolutions 2, 3 and 4 who are shareholders of the Company will abstain from voting on the resolution in respect of their re-election at the Seventh (7th) Annual General Meeting of the Company.

Explanatory Notes on Special Business:

Ordinary Resolution 9 – Shareholders' Proposed Mandate

The proposed Ordinary Resolution 9, if passed, will allow the Company and/or its subsidiary companies to enter into the Recurrent Related Party Transactions involving the interests, direct or indirect, of the Related Parties, which are of a revenue or trading nature necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not more favourable than those generally available to the public, and are not detrimental to the minority shareholders of the Company.