

NOTICE IS HEREBY GIVEN that the Thirty-Second 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 Monday, 28th November 2016 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS:

- To table the Audited Financial Statements of the Company for the financial year ended 30 June 2016 and the Reports of the Directors and Auditors thereon. **Note 1**
- To approve payment of Directors' fees for the financial year ended 30 June 2016. **Resolution 1**
- To re-elect the following Directors who retire by rotation in accordance with Article 100(1) of the Company's Articles of Association:
 Dato' Tan Hock San @ Tan Hock Ming **Resolution 2**
 Mr Tan Ee Ern **Resolution 3**
- To re-appoint Tan Sri Dato' Seri Dr. Haji Zainul Ariff Bin Haji Hussain, the Director who is over the age of seventy (70) years, and is retiring pursuant to Section 129(6) of the Companies Act, 1965, and being eligible, offered himself for re-appointment **Resolution 4**
- To re-appoint Messrs Ernst & Young as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS:

- RENEWAL OF AUTHORITY UNDER SECTION 132D OF THE COMPANIES ACT, 1965 FOR THE DIRECTORS TO ISSUE SHARES** **Resolution 6**

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."

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

BY ORDER OF THE BOARD
WONG YOUN KIM

(MAICSA 7018778)

Secretary

Petaling Jaya

28 October 2016

NOTES:

- 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.
- 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.
- 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.
- 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.
- Where a member appoints more than one (1) proxy to attend and vote at the same meeting, he/she shall specify the proportion of his shareholdings to be represented by each proxy.
- 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.
- 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 21 November 2016. 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.
- Ordinary Resolution 4 – Re-appointment of Director pursuant to Section 129(6) of the Companies Act, 1965. The re-appointment of Tan Sri Dato' Seri Dr. Haji Zainul Ariff Bin Haji Hussain, being over the age of seventy (70) years as Director of the Company to hold office until the conclusion of the next Annual General Meeting of the Company shall take effect if the Resolution 4 has been passed by a majority of not less than three-fourth (3/4) of such members as being entitled to vote in person or, where proxies are allowed, by proxy, at this Annual General Meeting of which not less than twenty-one (21) days' notice has been duly given.
- Ordinary Resolution 6 – Renewal of Authority under Section 132D of the Companies Act, 1965 for the Directors to Issue Shares

The Proposed Ordinary Resolution 6, 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 ten (10) per centum 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 conclusion of 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 at the last Annual General Meeting held on 22 December 2015 which will lapse at the conclusion of this 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.

On 9 September 2016, the Company had announced its proposal to undertake a private placement comprising the issuance of up to 12,656,700 new ordinary shares of RM0.05 each ("Proposed Placement Shares") representing not more than ten (10) per centum of the issued share capital of the Company to investors to be identified ("Proposed Private Placement"), and made an application to Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the Placement Shares to be issued pursuant to the Proposed Private Placement on the Main Market of Bursa Securities. On 5 October 2016, Bursa Securities granted approval for the listing of and quotation of the Placement Shares on the Main Market of Bursa Securities.

As at the latest practical date of this Notice, private placement of total 6,356,700 new ordinary shares of RM0.05 each have been issued pursuant to the previous mandate granted to the Directors at the last Annual General Meeting held on 22 December 2015. Total proceeds raised from the first tranche of the private placement was amounted to RM1,271,340. Upon the completion of the private placement, the estimated gross proceeds of RM2.28 million will be utilised in the following manner:

Details of utilisation	RM'000
Working capital	2,203
Estimated expenses for the private placement	75
Total	2,278

Save and except for the above, there were no other corporate proposals undertaken by the Company in accordance with the general mandate granted at the last Annual General Meeting of the Company.