

FCW HOLDINGS BERHAD

(Company No. 3116-K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-Fourth Annual General Meeting of the shareholders of the 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 Thursday, 5 December 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:-

AGENDA

Ordinary Business

1. To receive the Audited Financial Statements of the Group and the Company for the financial year ended 30 June 2019 together with the Reports of the Directors and Auditors thereon. **Please refer Explanatory Note A**
2. To re-elect the following Directors retiring pursuant to Article 85 of the Company's Constitution:
 - (a) Mr Teh Kay Yeong **Ordinary Resolution 1**
 - (b) Tuan Haji Azizzuddin Bin Haji Hussein **Ordinary Resolution 2**
3. To re-appoint Messrs Baker Tilly Monteiro Heng PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 3**
4. To approve the payment of Directors' fees in respect of the financial year ended 30 June 2019. **Ordinary Resolution 4**

Special Business

5. **PROPOSED ADOPTION OF NEW CONSTITUTION**

“**THAT** approval be and is hereby given for the adoption of a new set of constitution as the Company's Constitution, content of which is set out in Appendix II of the Circular to Shareholders dated 30 October 2019, in substitution of the existing version in its entirety.” **Special Resolution**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016.

By Order of the Board

Loh Poh Wah (MAICSA No. 7047338)
Secretary

Kuala Lumpur
30 October 2019

Notes:

1. A member entitled to attend and vote at the Annual 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. 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 Annual General Meeting shall be entitled to attend and vote at the Annual 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.
7. The Proxy Form shall be deposited with the Company’s Share Registrar, Shareworks Sdn Bhd, No. 2-1, Jalan Sri Hartamas 8, Sri Hartamas, 50480 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

Explanatory Note A

This Agenda item is meant for discussion only as the audited financial statements do not require formal approval of shareholders pursuant to Sections 248(2) and 340 (1)(a) of the Companies Act, 2016. Hence, the matter will not be put for voting.

Explanatory Note on Special Resolution

The Proposed Adoption of New Constitution is made to align the content of the existing constitution with the provisions of the Act, the Listing Requirements and the prevailing statutory and regulatory requirement applicable to the Company as well as to provide clarity to certain provisions therein so as to facilitate and further enhance administrative efficiency.