

**FSBM HOLDINGS BERHAD**

[Registration No. 198401003091 (Company No. 115609-U)]
(Incorporated in Malaysia)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Adjourned Thirty-Fourth Annual General Meeting ("Adjourned 34th AGM") of FSBM Holdings Berhad ("FSBM" or "the Company") will be held at Auditorium, 7th Floor, Annexe B, Bangunan Pan Global, 1A Jalan Tandang, 46050 Petaling Jaya, Selangor Darul Ehsan on Thursday, 6 February 2020 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS:

- To table the Audited Financial Statements of the Company for the financial year ended 30 June 2018 and the Reports of the Directors and Auditors thereon. **Note 8(i)**
- To approve payment of Directors' fees amounting to RM72,500 for the Non-Executive Directors for the financial year ended 30 June 2018. **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 (Constitution):
Dato' Tan Hock San @ Tan Hock Ming **Resolution 2**
Mr Chang Wei Ming **Resolution 3**
Note 8 (iv)
- To re-appoint Messrs Ernst & Young as the Company's Auditors for the ensuing financial year and to authorise the Directors to fix their remuneration **Resolution 4**
Note 8 (v)

AS SPECIAL BUSINESS:

- RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE SHARES** **Resolution 5**
To consider and, if thought fit, to pass the following Ordinary Resolution, with or without modifications:

"THAT, subject always to the Companies Act, 2016 (the "Act"), Articles of Association (Constitution) of the Company and approvals from Bursa Malaysia Securities Berhad and any other governmental/ regulatory bodies, where such approval is necessary, authority be and is hereby given to the Directors pursuant to Section 75 and 76 of the Companies Act, 2016 to issue and allot not more than ten per centum (10%) of the total number of issued shares of the Company at any time upon any such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force until the conclusion of the next Annual General Meeting of the Company AND THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof;

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

BY ORDER OF THE BOARD**WONG YOUNG KIM**

Practising Certificate No. 201908000410

(MAICSA 7018778)

Secretary

Petaling Jaya

31 December 2019

NOTES:

- 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.
- 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 authorised.
- 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 initialised.
- 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/her shareholdings to be represented by each proxy.
- Where a member of the company is an exempt authorised 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.

6. GENERAL MEETING RECORD OF DEPOSITORS

For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 31 January 2020. 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/her behalf.

7. ADJOURNED ANNUAL GENERAL MEETING

The Company's 34th AGM was held on 28 November 2018. At the 34th AGM, the Audited Financial Statements of the Company for the financial year ended 30 June 2018 and the Reports of the Directors and Auditors ("Audited Financial Statements") were not ready for tabling before the shareholders due to the unresolved outstanding issues relating to the recoverability of certain trade and other receivables. Accordingly, with the consent of the shareholders present at the 34th AGM, the Chairman of the meeting declared to adjourn the 34th AGM without proceeding to the agendas as set out in the Notice of the 34th AGM dated 31 October 2018. The businesses to be transacted at the 34th AGM shall be discussed at this Adjourned 34th AGM.

The Audited Financial Statements have now been finalised and the Company seeks to convene the Adjourned 34th AGM to deal with the agendas as set out in the Notice of the 34th AGM. As the 34th AGM has been adjourned for twenty-one (21) days and more, pursuant to Article 77 of the Company's Articles of Association (Constitution), the Company is required to give a notice of the adjourned meeting to shareholders as if it is an original meeting.

8. EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

- Agenda 1 is to table the Audited Financial Statements pursuant to the provision of Section 340(1)(a) of the Companies Act, 2016 and is meant for discussion only. It does not require a formal approval by the shareholders of the Company and hence, Agenda 1 is not put forward for voting.

- Ordinary Resolution 1 – Directors' fees

Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. In this respect, the Board seeks the shareholders' approval at this Adjourned 34th AGM on the payment of Directors' fees.

The Board approved the recommendation of the Remuneration Committee that the total Directors' fees for the Non-Executive Directors for the financial year ended 30 June 2018 shall remain unchanged having taken into consideration the financial position of the Company.

- Ordinary Resolution 2 – Re-election of Directors pursuant to Article 100(1) of the Articles of Association (Constitution).

Article 100(1) of the Articles of Association (Constitution) provides that one-third (1/3) of the Directors for the time being shall retire from office at each AGM and being eligible may offer themselves for re-election, provided that all Directors must retire from office at least once in every three (3) years.

The profiles of Dato' Tan Hock San @ Tan Hock Ming who stand for re-election and his interest in the securities of the Company are set out on pages 6 of the Annual Report.

- Ordinary Resolution 3 – Re-election of Directors pursuant to Article 100(1) of the Articles of Association (Constitution). Resolution 3 in respect of re-election of Mr Chang Wei Ming as Director of the Company shall be withdrawn as Mr Chang has resigned as Director of the Company on 19 December 2018.

- Ordinary Resolution 4 – Re-appointment of Messrs Ernst & Young as Auditors of the Company.

Resolution 4 in respect of re-appointment of Messrs Ernst & Young as Auditors of the Company for the ensuing year shall be withdrawn as Messrs Ernst & Young has resigned as Auditors of the Company with effect from 13 September 2019.

- Ordinary Resolution 5 – Renewal of Authority for 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 up to an amount not exceeding ten per centum (10%) of the Company's total number of issued shares 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 best interest of the Company, without having to convene a separate general meeting 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. This authority will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM 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 AGM held on 23 November 2017 which has lapsed at the conclusion of the 34th AGM held on 28 November 2018.

There were no shares issued pursuant to the general mandate granted at the last AGM of the Company.