

NOTICE IS HEREBY GIVEN that the Thirty-Fifth Annual General Meeting ("35th AGM") of FSBM Holdings Berhad ("FSBM" or "the Company") will be held at Level 1, Tower 1, Avenue 5, Bangsar South City, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Tuesday, 22 September 2020 at 10.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS:

- To receive the Audited Financial Statements of the Company for the financial period ended 31 December 2019 and the Reports of the Directors and Auditors thereon. **Note 8(i)**
- To approve payment of Directors' fees amounting to RM47,500 for the Non-Executive Directors for the financial period ended 31 December 2019. **Resolution 1**
- To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company's Constitution:

Dato' Ir Dr Abdul Rahim Bin Daud **Resolution 2**
Mr Tan Ee Ern **Resolution 3**
- To re-appoint Messrs. Moore Stephens Associates PLT as the Company's Auditors for the ensuing financial year and to authorise the Directors to fix their remuneration. **Resolution 4**

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"), the 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 YOUN KIM

Practicing Certificate No. 201908000410

(MAICSA 7018778)

Secretary

Petaling Jaya

30 July 2020

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 authorised 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. Any alteration to the instrument appointing a proxy must be initialised.
- 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 twenty-four (24) hours before the time appointed for holding this meeting or any adjournment thereof.
- A member entitled to attend and vote at this meeting is entitled to appoint one (1) or more proxies to attend and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies 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.
- The Company has put all the Resolutions as set out in the Notice of AGM to be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- 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 15 September 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.
- EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS

(i) 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.

(ii) 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 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 period ended 31 December 2019 shall remain unchanged having taken into consideration the financial position of the Company.

(iii) Ordinary Resolutions 2 and 3 – Re-election of Directors pursuant to Clause 97 of the Constitution.

Clause 97 of the Constitution of the Company provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire and be eligible for re-election provided that each Director must retire from office at least once in every three (3) years.

The profiles of Dato' Ir Dr Abdul Rahim Bin Daud and Mr Tan Ee Ern who stand for re-election and their interest in the securities of the Company are set out on pages 6 and 8 of the Annual Report.

(iv) 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 emphasises 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 Adjourned Thirty-Fourth (34th) AGM of the Company held on 6 February 2020 which will lapse at the conclusion of this AGM.

There were no shares issued pursuant to the general mandate granted at the Adjourned Thirty-Fourth (34th) AGM held on 6 February 2020.