



FCW HOLDINGS BERHAD
(Registration No. 195701000211 (3116-K))
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of FCW Holdings Berhad (“**FCW**” or “**Company**”) will be conducted in a fully virtual manner *via* Remote Participation and Voting Facilities (“**RPV**”) through live streaming from the online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd *via* its TIH Online website at <https://tjih.online> on Wednesday, 21 July 2021 at 2:30p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY FCW OF A PARCEL OF LEASEHOLD LAND HELD UNDER H.S.(M) 1404, PT NO. 5690, JALAN GENTING KELANG, MUKIM SETAPAK, DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR TOGETHER WITH THE BUILDINGS CONSTRUCTED THEREON (“LOT 1”) FROM CFM DEVELOPMENT SDN BHD (“CFM DEVELOPMENT”) FOR A CASH CONSIDERATION OF RM57,800,000 (“PROPOSED ACQUISITION OF LOT 1”)

“**THAT** subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire Lot 1 for a cash consideration of RM57,800,000, upon the terms and conditions as set out in the conditional sale and purchase agreement dated 26 April 2021 entered into between the Company and CFM Development (“**SPA 1**”).

THAT approval be and is hereby given for the Company (or its nominee), to grant a tenancy over Lot 1 to CFM Development (or its nominee) upon completion of SPA 1, subject to the terms and conditions of the tenancy agreement as attached to SPA 1.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Acquisition of Lot 1 with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Acquisition of Lot 1.”

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION BY FCW OF A PARCEL OF LEASEHOLD LAND HELD UNDER H.S.(M) 1405, PT NO. 5691, JALAN GENTING KELANG, MUKIM SETAPAK, DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR TOGETHER WITH THE BUILDINGS CONSTRUCTED THEREON (“LOT 2”) FROM CFM DEVELOPMENT FOR A CASH CONSIDERATION OF RM22,600,000 (“PROPOSED ACQUISITION OF LOT 2”)

“**THAT** subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire Lot 2 for a cash consideration of RM22,600,000, upon the terms and conditions as set out in the conditional sale and purchase agreement dated 26 April 2021 entered into between the Company and CFM Development (“**SPA 2**”).

THAT approval be and is hereby given for the Company (or its nominee), to grant a tenancy over Lot 2 to CFM Development (or its nominee) upon completion of SPA 2, subject to the terms and conditions of the tenancy agreement as attached to SPA 2.

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Acquisition of Lot 2 with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Acquisition of Lot 2.”

ORDINARY RESOLUTION 3

PROPOSED ACQUISITIONS BY FCW OF 2 PARCELS OF LEASEHOLD LAND HELD UNDER H.S.(D) 122578, PT NO. 10269, MUKIM SETAPAK, DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR TOGETHER WITH THE BUILDINGS CONSTRUCTED THEREON AND H.S.(M) 1015, LOT 14, LIGHT INDUSTRIAL AREA, MUKIM SETAPAK, DISTRICT OF KUALA LUMPUR, WILAYAH PERSEKUTUAN KUALA LUMPUR TOGETHER WITH THE BUILDINGS CONSTRUCTED THEREON (COLLECTIVELY, “LOT 13 AND LOT 14”) FROM CFM PRINTING & STATIONERY SDN BHD FOR A TOTAL CASH CONSIDERATION OF RM10,700,000 (“PROPOSED ACQUISITIONS OF LOT 13 AND LOT 14”)

“**THAT** subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire Lot 13 and Lot 14 for a total cash consideration of RM10,700,000, upon the terms and conditions as set out in the conditional sale and purchase agreement dated 26 April 2021 entered into between the Company and CFM Printing & Stationery Sdn Bhd.

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Acquisitions of Lot 13 and Lot 14 with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Acquisitions of Lot 13 and Lot 14.”

BY ORDER OF THE BOARD

LOH POH WAH

MAICSA No. 7047338

SSM PC No. 202008002733

Company Secretary

Kuala Lumpur

Date: 6 July 2021

Notes:

- (1) *A member entitled to participate and vote at the EGM via RPV is entitled to appoint 1 or more proxies (but not more than 2) to participate and vote instead of him. A proxy may but need not be a member of the Company. Where a member appoints more than 1 proxy to participate in the same meeting, the member shall specify the proportion of his shareholding to be represented by each proxy, failing which the appointment 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 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.*

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.

Where an authorised nominee or an exempt authorised nominee appoints more than 1 proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

- (3) 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 common seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (4) Depositors whose names appear in the Record of Depositors on a date not less than 3 market days before the EGM shall be entitled to participate and vote at the EGM or appoint a proxy to participate, speak and vote on his behalf via RPV.
- (5) The appointment of proxy may be made either in hard copy or by electronic means and shall be deposited with the Company’s appointed service agent in the manner stated below not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof:

Mode of submission **Designated Address**

Hard copy

Tricor Investor & Issuing House Services Sdn Bhd
Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

or

Tricor Customer Service Centre
Unit G-3, Ground Floor, Vertical Podium, Avenue 3
Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur

Electronic

TIIH Online

Weblink: <https://tiih.online>

(Only applicable to individual shareholder. Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online)

ADMINISTRATIVE GUIDE

FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”) OF FCW HOLDINGS BERHAD

Date : **Wednesday, 21 July 2021**

Time : **2.30 p.m.**

Online Meeting Platform : **TIIH Online Website at <https://tiih.online> provided by Tricor Investor & Issuing House Services Sdn Bhd**

MODE OF MEETING

In view of the COVID-19 pandemic and as part of safety measures, the EGM of FCW Holdings Berhad (“**FCW**” or the “**Company**”) will be conducted in a fully virtual manner through live streaming via the Remote Participation and Voting Facilities provided by Tricor Investor & Issuing House Services Sdn Bhd (“**Tricor**”) via its TIIH Online website in Malaysia at <https://tiih.online> (“**Online Meeting Platform**”).

In a fully virtual EGM, all meeting participants including the Chairperson of the meeting, Board members, Advisers, Senior Management Personnel and Shareholders are required to participate in the meeting via the Online Meeting Platform. The Online Meeting Platform can be recognised as the main venue of the meeting as required under Section 327(2) of the Companies Act 2016 as the online meeting platform is located in Malaysia and the Chairperson of the meeting shall be present at the main venue of the meeting.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

Shareholders are to participate, communicate by posing questions to the Board of Directors of the Company (“**Board**”) via real time submission of typed texts and vote remotely at the EGM using the RPV provided by Tricor.

A shareholder who has appointed a proxy or attorney or authorised representative to participate at the EGM via the RPV must request his/her proxy or attorney or authorised representative to register himself/herself for the RPV at TIIH Online website at <https://tiih.online>. Please refer to Procedures for RPV for further details.

As the EGM will be conducted in a fully virtual manner, members who are unable to participate in the EGM may appoint the Chairperson of the meeting as his/her proxy and indicate the voting instructions in the Form of Proxy.

PROCEDURES FOR RPV

Shareholders/ proxies/ authorised representatives/ attorneys who wish to participate in the EGM remotely using the RPV are to follow the requirements and procedures as summarised below:

	Procedure	Action
BEFORE THE DAY OF EGM		
1.	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer access the website at https://tiih.online. Register as a user under the “e-Services” by selecting “Create Account by Individual Holder”. Refer to the tutorial guide posted on the homepage for assistance. Registration as user will be approved within one (1) working day and you will be notified via email. If you are already a user with TIIH Online, you are not required to register again. You will receive an e-mail to notify you that the remote participation is available for registration at TIIH Online.
2.	Submit your Registration for RPV	<ul style="list-style-type: none"> Registration is open from Tuesday, 6 July 2021 until the day of EGM on Wednesday, 21 July 2021. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the EGM to ascertain their eligibility to participate in the EGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) FCW EGM”. Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the General Meeting Record of Depositors as at 12 July 2021, the system will send you an e-mail after 19 July 2021 to approve your registration for remote participation, and the procedures to use the RPV are detailed therein. In the event your registration is not approved, you will also be notified via email. <p><i>Note: For registration as a new user of TIIH Online, please allow one (1) working day for the approval to ensure that you are able to proceed with registration for RPV and login to TIIH Online and participate in the EGM remotely.</i></p>
ON THE DAY OF EGM		
3.	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID and password for remote participation at the EGM at any time from 1.30 p.m. i.e. 1 hour before the commencement of the EGM on Wednesday, 21 July 2021 at 2.30 p.m.
4.	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) FCW EGM” to engage in the proceedings of the EGM remotely. If you have any questions for the Chairperson/Board, you may use the query box to transmit your question. The Chairperson/Board will endeavor to respond to relevant questions submitted by remote participants during the EGM. If there is time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.

	Procedure	Action
BEFORE THE DAY OF EGM		
5.	Online Remote Voting	<ul style="list-style-type: none"> • Voting session commences from 2.30 p.m. on Wednesday, 21 July 2021 until a time when the Chairperson announces the completion of the voting session of the EGM. • Select the corporate event: “(REMOTE VOTING) FCW EGM” or if you are on the live stream meeting page, you can select “GO TO REMOTE VOTING PAGE” button below the Query Box. • Read and agree to the Terms & Conditions and confirm the Declaration. • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes.
6.	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairperson on the closure of the EGM, the live streaming will end.

Notes to users of the RPV:

Should your application to join the meeting be approved, we will make available to you the rights to join the live streamed meeting and to vote remotely. Your login to TIIH Online on the day of meeting will indicate your presence at the virtual meeting.

The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.

In the event you encounter any issues with logging-in, connection to the live streamed meeting or online voting, kindly call Tricor Help Line at 011-40805616/ 011-40803168/ 011-40803169/ 011-40803170 or e-mail to tiih.online@my.tricorglobal.com for assistance.

POLL VOTING

The voting at the EGM will be conducted by poll in accordance with Paragraph 8.29A of Main Market Listing Requirements of Bursa Malaysia Securities Berhad. The company has appointed Tricor as the Poll Administrator to undertake the polling process at the EGM.

Shareholders/ proxies/ corporate representatives/ attorneys can proceed to vote on the resolutions at any time from **2.30 p.m. on Wednesday, 21 July 2021** but before the end of the voting session which will be announced by the Chairperson of the meeting. Kindly refer to item (5) of the above Procedures for RPV for guidance on how to vote remotely from TIIH Online website at <https://tiih.online>.

Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results followed by the Chairperson’s declaration whether the resolutions are duly passed.

APPOINTMENT OF PROXY OR ATTORNEY OR CORPORATE REPRESENTATIVE

The appointment of proxy or attorney or corporate representative may be made in hard copy form or by electronic means and lodged with Tricor no later than **Monday, 19 July 2021 at 2.30 p.m.**

LODGEMENT OF PROXY FORM IN HARD COPY

The proxy form in hard copy must be deposited with **Tricor Investor & Issuing House Services Sdn. Bhd.**,

Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia *or alternatively*, **Tricor Customer Service Centre** at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

LODGEMENT OF PROXY FORM ELECTRONICALLY

The procedures to lodge your proxy form electronically via Tricor’s TIIH Online website are summarised below:

Procedure	Action
Steps for Individual Shareholders	
a. Register as a User with TIIH Online	<ul style="list-style-type: none"> Using your computer, please access the website at https://tiih.online. Register as a user under the “e-Services” by selecting “Create Account by Individual Holder”. Please do refer to the tutorial guide posted on the homepage for assistance. If you are already a user with TIIH Online, you are not required to register again.
b. Proceed with submission of Proxy Form	<ul style="list-style-type: none"> After the release of the Notice of Meeting by the Company, login with your user name (i.e. email address) and password. Select the corporate event: “FCW EGM - SUBMISSION OF PROXY FORM”. Read and agree to the Terms & Conditions and confirm the Declaration. Insert your CDS account number and indicate the number of shares for your proxy to vote on your behalf. Appoint your proxy and insert the required details of your proxy or appoint Chairperson as your proxy. Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your vote. Review and confirm your proxy appointment. Print proxy form for your record.
Steps for Corporation or Institutional Shareholders	
a. Register as a User with TIIH Online	<ul style="list-style-type: none"> Access TIIH Online at https://tiih.online Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. Complete the registration form and upload the required documents. Registration will be verified, and you will be notified by email within one (1) to two (2) working days. Proceed to activate your account with the temporary password given in the email and re-set your own password. <p><i>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact our Share Registrar if you need clarifications on the user registration.</i></p>

Procedure	Action
Steps for Individual Shareholders	
b. Proceed with submission of the Form of Proxy	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online • Select the corporate exercise name: “FCW EGM - SUBMISSION OF PROXY FORM” • Agree to the Terms & Conditions and Declaration. • Proceed to download the file format for “SUBMISSION OF PROXY FORM” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy by inserting the required data. • Submit the proxy appointment file. • Login to TIIH Online, select corporate exercise name: “FCW EGM - SUBMISSION OF PROXY FORM” • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

NO DOOR GIFT/ FOOD VOUCHER

No door gifts nor food vouchers will be provided for participating at the EGM.

NO RECORDING/ PHOTOGRAPHY

Unauthorised recording and photography are strictly prohibited at the EGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General Line: +603-2783 9299

Fax Number: +603-2783 9222

Email: is.enquiry@my.tricorglobal.com

Contact persons: En Zulhafri bin Abdul Rahman

+603-2783 9289 (Zulhafri@my.tricorglobal.com)

En Ahmad Syafiq bin Shaharuddin

+603-2783 9248 (Ahmad.Syafiq@my.tricorglobal.com)