

FCW HOLDINGS BERHAD

[195701000211 (3116-K)]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixty-Ninth Annual General Meeting (69th AGM) of the Company will be conducted in a fully virtual manner through live streaming from the Broadcast Venue at 29th Floor, Menara JKG, No. 282, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Friday, 6 September 2024 at 11:00 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 31 March 2024 together with the Reports of the Directors and Auditors thereon. *(Please refer Note A of the Explanatory Notes)*
2. To re-elect the following Directors retiring pursuant to Article 98 of the Company's Constitution: *(Please refer Note B of the Explanatory Notes)*
 - (a) Tan Sri Dato' Tan Hua Choon **Ordinary Resolution 1**
 - (b) Mr Teh Kay Yeong **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 31 March 2024. **Ordinary Resolution 4**

Special Business

5. **PROPOSED RETENTION OF INDEPENDENT NON-EXECUTIVE DIRECTORS** *(Please refer Note C of the Explanatory Notes)*
 - (a) **“THAT** Tuan Haji Azizzuddin Bin Haji Hussein, a Director who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, be retained as an Independent Non-Executive Director of the Company.” **Ordinary Resolution 5**
 - (b) **THAT** subject to the passing of Ordinary Resolution 2, Mr Teh Kay Yeong, a Director who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, be retained as an Independent Non-Executive Director of the Company.” **Ordinary Resolution 6**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act, 2016 and the Company's Constitution.

By Order of the Board

Loh Poh Wah
(MAICSA No. 7047338)
(SSM PC No. 202008002733)
Secretary

Kuala Lumpur
31 July 2024

Explanatory Notes

Note A: This Agenda item is meant for discussion only. Under the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016, the audited financial statements do not require formal approval of shareholders and hence, the matter will not be put forward for voting.

Note B: Tan Sri Dato' Tan Hua Choon and Mr Teh Kay Yeong (collectively "the Retiring Directors") are due for retirement at the 69th AGM and being eligible, have offered themselves for re-election.

The Nomination Committee has during its annual performance evaluation, assessed the performance, fitness and propriety of the Retiring Directors, and concluded that the Retiring Directors, who have met the criteria set out in the Directors' Fit and Proper Policy, possess the required skills set to contribute to the Board's performance and effectiveness. Based on the satisfactory outcome of the performance evaluation by the Nomination Committee which the Board had further deliberated on, the Board seeks your approval for the Retiring Directors to be re-elected to the Board upon the conclusion of the 69th AGM.

Note C: In line with the Malaysian Code of Corporate Governance, the Board is seeking your approval through a two-tier voting process for the proposed retention of the Company's two Independent Directors namely Tuan Haji Azizzuddin Bin Haji Hussein and Mr Teh Kay Yeong (collectively "the Independent Directors").

The Board and its Nomination Committee, had assessed the Independent Directors who have respectively served as Independent Non-Executive Directors of the Company for a cumulative term of more than 9 years, on the suitability for their continuance in office, and recommended that the Independent Directors shall continue to serve the Company in the same capacity, based on the following reasons:

- i. The Independent Directors fulfill the criteria of an independent director as set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad;
- ii. The Independent Directors fulfill the Fit and Proper Criteria as set out in the Group's Directors' Fit and Proper Policy.
- iii. The Independent Directors possess the necessary skills and knowledge to discharge their duties and responsibilities. They had been participating actively at meetings of the Board and its Committees and had approached issues during the Board's deliberations objectively;
- iv. The Independent Directors' long tenure with the Company had never impinged on their independence but rather enhanced their knowledge and understanding about the Group's businesses and operations which enables them to contribute effectively during the Board's deliberations and decision making process.

Premised on the above justifications, the Board seeks your approval for the respective resolutions on the proposed retention of Tuan Haji Azizzuddin Bin Haji Hussein and Mr Teh Kay Yeong as Independent Non-Executive Directors.

Notes on Appointment of Proxy

1. A member entitled to participate and vote at the Annual General Meeting via RPV is entitled to appoint one or more proxies (but not more than two) 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 one 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 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.

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 one 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 three (3) market days before the Annual General Meeting shall be entitled to participate and vote at the Annual General Meeting or appoint a proxy to participate 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 provider in the manner stated below not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof :-

Mode of Submission	Designated Address
<p>Hard Copy</p>	<p>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</p> <p>Or</p> <p>Tricor Customer Service Centre Unit G-3, Ground Floor Vertical Podium, Avenue 3 Bangsar South, No. 8, Jalan Kerinchi 59200 Kuala Lumpur, Malaysia</p>
<p>Electronic Means</p>	<p>TIIH Online Weblink : https://tiih.online</p> <p><i>(Please refer to the Administrative Guide on the procedures for electronic lodgement of proxy form via TIIH Online)</i></p>