

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad has only perused sections in respect of the proposed shareholders' mandate for the new recurrent related party transactions of revenue or trading nature of this Circular on a limited review basis pursuant to the provisions of Practice Note 18 of Bursa Malaysia Securities Berhad's Main Market Listing Requirements and, takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or due to your reliance upon the whole or any part of the contents of this Circular. You should rely on your own evaluation to assess the merits and risks of the Proposed Mandates (as defined herein) as set out in this Circular.



FGV HOLDINGS BERHAD

Reg. No. 200701042133 (800165-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE:

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

The resolution set out in this Circular will be tabled at the 16th Annual General Meeting ("AGM") of FGV Holdings Berhad ("FGV" or "the Company") to be held on a virtual basis and entirely via Remote Participation and Electronic Voting ("RPEV") facilities. The notice of the 16th AGM together with the Proxy Form, Administrative Details and this Circular are available on the Company's website. The details of the 16th AGM are as follows:

Date and time of the 16 th AGM	: Thursday, 20 June 2024 at 11.00 a.m. or at any adjournment thereof
Broadcast Venue of the 16 th AGM	: Level 18, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia
Meeting Platform	: https://investor.boardroomlimited.com Members/Proxies will not be allowed to be physically present at the Broadcast Venue
Last date and time for lodging the Form of Proxy	: Tuesday, 18 June 2024 at 11.00 a.m.

If you are unable to participate remotely and vote at the 16th AGM, you may appoint a proxy or proxies to participate and vote on your behalf. If you wish to do so, you must complete, sign and deposit the Form of Proxy with the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for the holding of the 16th AGM, i.e. latest by Tuesday, 18 June 2024 at 11.00 a.m. Alternatively, the proxy appointment can also be submitted to the Share Registrar via email to bsr.helpdesk@boardroomlimited.com or electronic means (e-Proxy) via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above. For further information on the lodgement of Form of Proxy electronically, kindly refer to note 2 of the Administrative Details relating to the 16th AGM.

Kindly refer to the Administrative Details relating to the 16th AGM for further information on the RPEV.

This Circular is dated 15 May 2024

DEFINITIONS

Unless where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act 2016 as amended from time to time and any re-enactment thereof
AGM	:	Annual General Meeting of FGV
Audit Committee	:	Audit Committee of FGV
Board	:	Board of Directors of FGV
Bursa Securities	:	Bursa Malaysia Securities Berhad
CMSA	:	Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof
CPO	:	Crude Palm Oil
Delima Oil Products	:	Delima Oil Products Sdn Bhd
Director	:	(a) A director of FGV or its subsidiary, and shall have the meaning given in Section 2(1) of the CMSA; and (b) for the purpose of the disclosure of Related Parties pursuant to the Proposed Mandates, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a director as referred to in paragraph (a) above or chief executive officer of our Company or our subsidiary or holding company
EGM	:	Extraordinary General Meeting of FGV
F Engineering	:	Felda Engineering Services Sdn Bhd
F Properties	:	Felda Properties Sdn Bhd
FAHC	:	Felda Asset Holdings Company Sdn Bhd
FELDA	:	Federal Land Development Authority
FELDA Group of Companies	:	Collectively, FELDA and its subsidiaries
FFB	:	Fresh Fruit Bunches
FGT	:	FGV Grains Terminal Sdn Bhd
FGV or Company	:	FGV Holdings Berhad
FGV Agri Services	:	FGV Agri Services Sdn Bhd
FGV Bulklers	:	FGV Bulklers Sdn Bhd
FGV Capital	:	FGV Capital Sdn Bhd
FGV Group or our Group	:	Collectively, FGV and its subsidiaries, excluding MSM Group of Companies

FGV Integrated Farming	:	FGV Integrated Farming Holdings Sdn Bhd
FGV Kernel Products	:	FGV Kernel Products Sdn Bhd
FGV Marketing Services	:	FGV Marketing Services Sdn Bhd
FGV Palm Industries	:	FGV Palm Industries Sdn Bhd
FGV Prodata	:	FGV Prodata Systems Sdn Bhd
FGV Refineries	:	FGV Refineries Sdn Bhd
FGV Rubber Industries	:	FGV Rubber Industries Sdn Bhd
FGV Security	:	FGV Security Services Sdn Bhd
FGV Trading	:	FGV Trading Sdn Bhd
FGV Transport	:	FGV Transport Services Sdn Bhd
FGVPM	:	FGV Plantations (Malaysia) Sdn Bhd
FYE	:	Financial year ended or where the context otherwise requires, financial year ending
IT	:	Information technology
KPF	:	Koperasi Permodalan FELDA Malaysia Berhad
KPF-linked Subsidiaries	:	FGV's subsidiaries in which KPF has effective shareholding, other than via FGV, of 10% or more (excluding MSM Group of Companies).
KPF Related Corporations	:	Collectively, KPF and its subsidiaries
Ladang Kluang	:	Ladang Kluang Sdn Bhd
Listing Requirements	:	Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	:	30 April 2024 being the latest practicable date prior to the printing of this Circular
Major Shareholder	:	<p>(a) A person who has an interest or interests in 1 or more voting shares in our Company and the number or aggregate number of those shares, is:</p> <p>(i) 10% or more of the total number of voting shares in our Company; or</p> <p>(ii) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company</p> <p>(b) For the purpose of the Proposed Mandates, includes any person who is or was within the preceding 6 months of the date on which the terms of the transaction were agreed upon, a major shareholder of our Company or our subsidiary as referred to in paragraph (a) above</p>

MSM Group of Companies	:	Collectively, MSM Holdings and its subsidiaries (MSM Prai Berhad, MSM Trading & Distribution Sdn Bhd, MSM Sugar Refinery (Johor) Sdn Bhd, and MSM Logistics Sdn Bhd)
MSM Holdings	:	MSM Malaysia Holdings Berhad
N/A	:	Not applicable
PK	:	Palm Kernel
PKE	:	Palm Kernel Expeller
Proposed Mandates	:	Collectively, the Proposed Renewal of Shareholders' Mandate and the Proposed New Shareholders' Mandate
Proposed New Shareholders' Mandate	:	Proposed shareholders' mandate for the new RRPTs to be entered into by FGV Group as set out in Appendix I (B) of this Circular
Proposed Renewal of Shareholders' Mandate	:	Proposed renewal of shareholders' mandate and provision of financial assistance for the existing RRPTs for FGV Group as set out in Appendix I (A) of this Circular
PUP	:	Pontian United Plantations Berhad
Related Party(ies)	:	A Director or Major Shareholder of our Company and persons connected with such Director or Major Shareholder as defined under the Listing Requirements
RM and sen	:	Ringgit Malaysia and sen, respectively, the lawful currency of Malaysia
RRPT(s)	:	Recurrent related party transaction(s) of revenue or trading nature which is necessary for the day-to-day operations of FGV Group
Sale of packed products	:	Sale of consumer and industrial packed products, including but not limited to cooking oil, margarine, creamer, etc
SKSB	:	Sri Kehuma Sdn Bhd
SMR	:	Standard Malaysia Rubber
Transacting Parties	:	The relevant companies under the FGV Group and the respective Related Parties
Yapidmas	:	Yapidmas Plantation Sdn Bhd

All references to “**our Company**” or “**FGV**” in this Circular are to FGV Holdings Berhad, and references to “**our Group**” and “**FGV Group**” are to our Company and our subsidiaries. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, or where the context otherwise requires, our subsidiaries.

All references to “**you**” and “**your**” in this Circular are to the shareholders of our Company.

Words denoting the singular shall, where applicable, include the plural and *vice versa*, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders and *vice versa*. References to persons shall include corporations.

Any reference to time of day or date in this Circular is a reference to Malaysian time or date, respectively.

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FGV HOLDINGS BERHAD

Reg. No. 200701042133 (800165-P)
(Incorporated in Malaysia)

Registered Office:
Level 21, Wisma FGV
Jalan Raja Laut
50350 Kuala Lumpur
Malaysia

15 May 2024

Board of Directors

Tan Sri Rastam Mohd Isa (*Chairman, Non-Independent Non-Executive Director*)
Dato' Shahrol Anuwar Sarman (*Non-Independent Non-Executive Director*)
Dato' Dr. Suzana Idayu Wati Osman (*Non-Independent Non-Executive Director*)
Datuk Dr. Yatimah Sarjiman (*Non-Independent Non-Executive Director*)
Dato' Mohd Rafik Shah Mohamad (*Senior Independent Non-Executive Director*)
Pn. Nik Fazila Nik Mohamed Shihabuddin (*Independent Non-Executive Director*)
En. Mohamad Fadzil Hitam (*Independent Non-Executive Director*)
Pn. Nurul Muhaniza Hanafi (*Independent Non-Executive Director*)

To: Our Shareholders

Dear Sir/Madam,

PROPOSED MANDATES

1. INTRODUCTION

- 1.1 At our Company's 15th AGM held on 20 June 2023, our Company had obtained a shareholders' mandate for our Group to enter into RRPTs ("**2023 Shareholders' Mandate**"). The 2023 Shareholders' Mandate shall, in accordance with the Listing Requirements, lapse at the conclusion of the forthcoming AGM, unless the authority for its renewal is obtained from our shareholders at the forthcoming AGM.

In addition to the renewal of the 2023 Shareholders' Mandate, our Company will also be seeking a shareholders' mandate for our Group to enter into new RRPTs.

- 1.2 On 27 March 2024, our Board had announced its intention to seek shareholders' approval for the Proposed Mandates at our forthcoming AGM.

The purpose of this Circular is to provide you with the relevant information pertaining to the Proposed Mandates together with our Board's recommendation thereon and also to seek your approval for the resolution in respect of the Proposed Mandates to be tabled at our forthcoming AGM. The extract of the ordinary resolution on the Proposed Mandates is enclosed together with this Circular.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN CAREFULLY BEFORE VOTING ON THE RESOLUTION IN RELATION TO THE PROPOSED MANDATES TO BE TABLED AT OUR FORTHCOMING AGM.

2. DETAILS OF THE PROPOSED MANDATES

2.1 The Proposed Mandates

Part E of Chapter 10 of the Listing Requirements provides that a listed issuer may seek its shareholders' mandate for related party transactions which are recurrent, of revenue or trading nature and which are necessary for the day-to-day operations of a listed issuer or its subsidiaries, subject to the following:

- (a) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (b) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year (based on the type of transactions, names of Related Parties involved in each type of transaction made and their relationship with the listed issuer), where the aggregate value, in relation to a listed issuer with a share capital of RM60.0 million and above, is as follows:
 - (i) the consideration, value of the assets, capital outlay or cost of the RRPTs is RM1.0 million or more; or
 - (ii) the percentage ratio of such RRPT is 1% or more;whichever is the higher;
- (c) in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or person connected with such interested director or major shareholder; and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote on the resolution to approve the transactions. An interested director or an interested major shareholder must ensure that persons connected with him or it abstain from voting on the resolution deliberating or approving the transactions; and
- (d) the listed issuer immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of such transaction disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has procured a shareholders' mandate pursuant to Paragraph 10.09(2) of the Listing Requirements, the provisions of Paragraph 10.08 of the Listing Requirements will not apply.

In the ordinary course of our business, our Group has entered into certain RRPTs and it is anticipated that the companies within our Group would, in the ordinary course of business, continue to enter into such transactions with the Related Parties, details of which are as set out in Section 2.5 below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

In respect of provision of financial assistance, Paragraph 3.4 of Practice Note 12 ("PN12") stipulates that notwithstanding Paragraph 3.2(d) of PN12 and subject to Paragraph 10.09 of the Listing Requirements and the other provisions of PN12, a listed issuer may obtain a mandate in respect of pooling of funds within the listed issuer's group of companies via a centralised treasury management function or such similar arrangements, which entails the provision of financial

assistance by the listed issuer, its subsidiaries not listed on any stock exchange, or both, on a short or medium term basis provided that -

- (a) the listed issuer in seeking such a mandate in accordance with Paragraphs 8.23 and 10.09 of the Listing Requirements, must include in its circular, in addition to such other information as prescribed under the Listing Requirements, the estimated amounts or value of financial assistance (“**Estimate**”); and
- (b) notwithstanding Paragraph 10.09(2)(e) of the Listing Requirements, if the actual amount of financial assistance provided or rendered exceeds the Estimate, the listed issuer must immediately announce the same to Bursa Securities. If the percentage ratio of the amount of financial assistance provided or rendered in excess of the Estimate is 5% or more, the listed issuer must comply with Paragraph 10.08 of the Listing Requirements.

For purposes of pooling of funds:

- (i) “short or medium term basis” means for a duration not exceeding 3 years; and
- (ii) “group of companies” means the subsidiaries, associated company of the listed issuer and the listed issuer’s immediate holding company which is listed;

Paragraph 8.23(2)(a) of the Listing Requirements states that where a listed issuer or its subsidiaries provide financial assistance to or in favour of the following:

- (a) directors or employees of the listed issuer or its subsidiaries;
- (b) persons to whom the provision of financial assistance is necessary to facilitate the ordinary course of business of the listed issuer or its subsidiaries or pursuant to the ordinary course of business of the listed issuer or its subsidiaries, such as the provision of advances to its sub-contractors; or
- (c) the subsidiaries, associated companies or joint arrangements of the listed issuer, the listed issuer (in the case of the subsidiaries providing financial assistance) or its immediate holding company which is listed,

the board of directors of the listed issuer must ensure that the provision of financial assistance referred to above is fair and reasonable to the listed issuer and is not to the detriment of the listed issuer and its shareholders.

In this regard, our Board proposes to seek a general mandate from our shareholders to enter into arrangements or transactions with the Related Parties, which are necessary for the day-to-day operations of our Group and are based on normal commercial terms, at arm’s length, in the best interests of our Group, on terms that are not more favourable to the Related Parties than those generally available to the public, and will not be detrimental to our minority shareholders.

2.2 Validity period of the Proposed Mandates

The Proposed Mandates, if approved at our forthcoming AGM, shall take effect immediately upon the passing of the ordinary resolution proposed at our AGM to approve the Proposed Mandates and is subject to annual renewal. In this respect, the authority conferred by the Proposed Mandates shall only continue to be in force until:

- (a) the conclusion of our next AGM following our forthcoming AGM at which time it will lapse, unless the authority is renewed by a resolution passed at the said next AGM; or
- (b) the expiration of the period within which our next AGM after that date is required to be held pursuant to Sections 340(1) and (2) of the Act (excluding however such extension as may be allowed pursuant to Section 340(4) of the Act); or

(c) revoked or varied by resolution passed by you in a general meeting,
whichever is the earliest.

Thereafter, your approval will be sought for the renewal of the Proposed Mandates at each subsequent AGM or at an EGM that may be held on the same day as the AGM, subject to a satisfactory review by our Audit Committee.

2.3 Principal activities of the FGV Group

As at the LPD, our principal activity is that of investment holding whilst the principal activities of our subsidiary companies are as follows:

Name of company	Effective equity interest (%)	Principal activities
Asian Plantations Limited	100.0	Investment holding
Asian Plantations Milling Sdn Bhd	100.0	Oil palm milling
Asian Plantations (Sarawak) Sdn Bhd	100.0	Investment holding
Asian Plantations (Sarawak) II Sdn Bhd	100.0	Investment holding
Asian Plantations (Sarawak) III Sdn Bhd	100.0	Investment holding
Bangsas Sdn Bhd	100.0	Investment holding
BJ Corporation Sdn Bhd	100.0	Oil palm plantation
Blossom Plantations Sdn Bhd	100.0	Cultivation of oil palm
Delima Oil Products Sdn Bhd	72.0	Manufacture of other food products N.E.C, wholesale of paddy, rice, flour, other grains and sugar and export and import of other foodstuffs
Felda Engineering Services Sdn Bhd	51.0	Engineering services including project management, sale of industrial equipment and property management
Felda Global Ventures North America Sdn Bhd	100.0	Investment holding
Felda Global Ventures Perlis Sdn Bhd	100.0	Dormant
Felda Holdings Bhd	100.0	Investment holding

Name of company	Effective equity interest (%)	Principal activities
Felda Properties Sdn Bhd	51.0	Property development and management, project management for mining and logging activities and acting as manager in managing certain projects on behalf of FELDA
Felda Travel Sdn Bhd	100.0	Travel and tour agent
Feltex Co Ltd	36.4	Processing and marketing of latex concentrate
FGV Agri Services Sdn Bhd	76.9	Research and development, providing advisory services and production and sale of agricultural products
FGV Agro Fresh Technology Sdn Bhd	52.0	Internet retail of groceries, including fresh produce and food items, and the trading, import, export, distribution and wholesaling of food products
FGV Applied Technologies Sdn Bhd	100.0	Research and development of mechanisation, automation, milling, biomass, bio and oleochemicals, and food technology
FGV Biotechnologies Sdn Bhd	100.0	Processing and sale of biodiesel products
FGV Bulkiers Sdn Bhd	86.3	Storage and export of crude and refined palm oil, oleochemical products, PK oil, PKE and palm kernel shell, tank and warehouse rentals
FGV Cambodia (L) Pte Ltd	100.0	Investment holding
FGV Capital Sdn Bhd	100.0	Undertake the business of all kinds of treasury services
FGV Chuping Agro Valley Sdn Bhd	100.0	Rubber, mango and oil palm plantation
FGV-CVC (Cambodia) Co Ltd	75.0	Production and export of rubber blocks
FGV Dairy Farm Sdn Bhd	60.0	Engage in the business of agriculture, general trading and properties
FGV Dairy Industries Sdn Bhd	60.0	Producing and trading of dairy products
FGV Downstream Sdn Bhd	100.0	Investment holding
FGV Fertiliser Sdn Bhd	100.0	Manufacture and sales of fertilisers

Name of company	Effective equity interest (%)	Principal activities
FGV Grains Terminal Sdn Bhd	70.3	Handling, storage, transportation, mixing and blending of PK meal and grains
FGV Green Energy Sdn Bhd	60.0	Processing and sale of biodiesel products
FGV Integrated Farming Holdings Sdn Bhd	100.0	Investment holding, wholesale of paddy, rice, retail sale of other food products, manufacturing of animal feed product and plantation of fruits
FGV Investment (L) Pte Ltd	100.0	Investment holding and investment management
FGV Johor Bulkiers Sdn Bhd	73.1	Storing and handling of vegetable oil and trading in palm kernel shell
FGV Kalimantan Sdn Bhd	100.0	Investment holding
FGV Kernel Products Sdn Bhd	60.0	Buying and processing oil palm kernels, refined palm oil products and selling its products
FGV Logistics Sdn Bhd	90.0	Provision of transportation
FGV Marketing Services Sdn Bhd	36.7	Marketing of FGV Group's commodity products
FGV Palm Industries Sdn Bhd	72.0	Investment holding, provision of tolling services related to the processing of FFB into crude palm oil and palm kernel and the sale of by-products from tolling activities
FGV Plantations Sdn Bhd	100.0	Investment holding
FGV Plantations (Malaysia) Sdn Bhd	100.0	Production and sales of FFB, rubber cup-lump and other agricultural products
FGV Prodata Systems Sdn Bhd	80.0	Provision of information technology solutions, sales of computer hardware, software and equipment and system support services
FGV Products Sdn Bhd	100.0	Sales, marketing, and distribution of retail packed consumer products
FGV-PU India Pte Ltd	70.0	Sale regional office including market intelligence and business development work for India market
FGV R&D Sdn Bhd	100.0	Research and development

Name of company	Effective equity interest (%)	Principal activities
FGV Refineries Sdn Bhd	48.0	Provision of CPO and PK processing service
FGV Research Sdn Bhd	100.0	Investment holding
FGV Resources Sdn Bhd	100.0	Dormant
FGV Rubber Industries Sdn Bhd	71.4	Processing of raw latex to concentrated latex and SMR, manufacturing, trading and distribution of rubber related products
FGV Shared Services Centre Sdn Bhd	100.0	Provide transactional processing activities for finance and human resources function of FGV Group of companies.
FGV Security Services Sdn Bhd	51.0	Provision of security services, sale of security appliances, sales and provision of services of fire protection equipment, pest control and training services
FGV Sugar Sdn Bhd	100.0	Investment holding
FGV Trading Sdn Bhd	100.0	Purchasing of oil palm FFB, processing, refining and sale of its finished products, and trading of commodities products
FGV Transport Services Sdn Bhd	51.0	Provision of liquid and general cargo transportation, courier and forwarding services and jetty operation services
FGV USA Properties, Inc	100.0	Operator of residential real estate in the United States of America
FNI Biofuel Sdn Bhd	72.0	Manufacturing of biomass fuel from empty fruit bunch
Fore River Transportation Corporation	100.0	Operation, management and maintenance of a railroad service
Fortune Plantation Sdn Bhd	100.0	Oil palm plantation
F.W.Q. Enterprises (Pvt) Ltd	65.0	Provision of liquid cargo storage terminal/jetty/berth facilities
Grand Performance Sdn Bhd	100.0	Oil palm plantation
Jubilant Paradise Sdn Bhd	60.0	Oil palm plantation
Incosetia Sdn Bhd	100.0	Oil palm plantation
Kilang Kelapa Sawit Pontian Sdn Bhd	100.0	Investment holding

Name of company	Effective equity interest (%)	Principal activities
Kronos Plantation Sdn Bhd	100.0	Oil palm plantation
Ladang Kluang Sdn Bhd	100.0	Cultivation of oil palm
Langsat Bulkiers Sdn Bhd	73.1	Handling, storing and transshipping biodiesel, biofuel, palm oil products, oleochemicals, soft oils and other vegetable oils
Malaysia Cocoa Manufacturing Sdn Bhd	100.0	Ceased operations in 2014
MSM Logistics Sdn Bhd	51.0	Provision of transportation services
MSM Holdings	51.0	Investment holding
MSM Prai Berhad	51.0	Sugar refining, sales and marketing of sugar products and investment holding
MSM Sugar Refinery (Johor) Sdn Bhd	51.0	Carry on business in sugar product and by-product and to import raw sugar and others for milling and refining of sugar
MSM Trading & Distribution Sdn Bhd	51.0	Dormant
Pontian Fico Plantations Sdn Bhd	78.3	Investment holding, cultivation and purchase of oil palm, FFB, processing, sales of its finished products
Pontian Hillco Plantations Sdn Bhd	78.3	Cultivation of oil palm
Pontian Materis Plantations Sdn Bhd	78.3	Cultivation of oil palm and investment holding
Pontian Orico Plantations Sdn Bhd	78.3	Cultivation of oil palm and sales of oil palm seedlings
Pontian Pendirosa Plantations Sdn Bhd	78.3	Cultivation of oil palm and investment holding
Pontian Subok Plantations Sdn Bhd	78.3	Cultivation of oil palm
Pontian United Plantations Berhad	100.0	Investment holding, provision of management services, cultivation of oil palm and sales of fresh fruit bunches
PT Bumi Agro Nusantara	100.0	Management and consulting services
PT Cashgrow Ventures	34.9	Commodity trading

Name of company	Effective equity interest (%)	Principal activities
PT Felda Indo Rubber	50.0	Under liquidation
Rawajaya Sdn Bhd	100.0	Cultivation of oil palm
Redefined Land Sdn Bhd	100.0	Investment holding
Sabahanya Plantations Sdn Bhd	100.0	Investment holding and cultivation of oil palm
South Asian Farms Sdn Bhd	100.0	Dormant
Sri Kehuma Sdn Bhd	100.0	Cultivation of oil palm
Tanah Emas Oil Palm Processing Sdn Bhd	100.0	Operation of a palm oil mill
TRT Europe GmbH	100.0	Dormant
Twin Rivers Technologies Holdings- Enterprise De Transformation De Graines Oleagineuses Du Quebec Inc.	100.0	Investment holding
Twin Rivers Technologies Holdings, Inc.	100.0	Investment holding
Twin Rivers Technologies Manufacturing Corporation	100.0	Procurement, processing and supply of fatty acids
Yapidmas Plantation Sdn Bhd	100.0	Cultivation of oil palm and provision of management services

2.4 Classes of Related Parties

The Proposed Mandates will apply to the following classes of Related Parties:

- (a) Major Shareholders; and
- (b) person(s) connected to Major Shareholders.

2.5 Details of RRPTs

The class and nature of RRPTs which were entered into and are to be entered into by our Group are set out in Appendix I of this Circular.

Disclosure will be made in our Group's annual integrated report of the breakdown of the aggregate value of the RRPTs conducted during the financial year, providing information of types of transactions made, names of the Related Parties involved in each type of transaction, and their relationship with our Company pursuant to the Proposed Mandates in accordance with Paragraph 10.09(2) of the Listing Requirements and PN12.

2.6 Basis of estimated value of RRPTs

The estimated transaction values of the RRPTs, for which the Proposed Mandates are being sought, are based on estimated prevailing prices which are or will be formalised in agreements/

contracts to be entered into by relevant members of our Group with the Transacting Parties based on our Group's usual levels of transaction and on the projected business volume from the date of our forthcoming AGM to our next AGM. The actual value of transactions may, however, vary from the estimated value disclosed in Appendix I of this Circular should there occur any changes in the business, economic and/or competitive environment or due to fluctuations of crude palm oil prices.

Nevertheless, if the Proposed Mandates are approved, disclosure will be made in accordance with the Listing Requirements in our Group's annual integrated report for the FYE 31 December 2024 of the aggregate value of transactions conducted pursuant to the Proposed Mandates as approved during the financial year.

2.7 Threshold of authority

All RRPTs are subject to approval of the appropriate level of authority as disclosed in Section 3 (c) and (d) of this Circular. Where any Director has any interest (direct or indirect) in any RRPTs, such Director shall abstain from deliberation and voting on the matter.

2.8 Benefits to FGV Group

The services and transactions as set out in Appendix I of this Circular are to be provided and entered into by the relevant subsidiaries under our Group in their ordinary course of business and on terms not more favourable to the Transacting Parties than those generally available to the public. These transactions are an integral part of our business and are intended to meet our business needs.

Our Board is of the view that the close working relationships and co-operation between the Transacting Parties will allow our Group to be more competitive in the provision of such services and operation of such transactions.

2.9 Amounts due and owing to FGV Group by the Related Parties

As at 31 December 2023, breakdown of the principal sum for the total outstanding amount due and owing by the Related Parties to our Group pursuant to the RRPTs (details of which are set out in Appendix I of this Circular) which exceeded the credit terms are as follows:

Nature of RRPT	Amount of the outstanding RRPT receivables			
	1 year or less	1 to 3 years	3 to 5 years	More than 5 years
	RM'000	RM'000	RM'000	RM'000
Provision of management and shared services by FGV Group to KPF-Linked Subsidiaries, MSM Group of Companies, and FGV Trading	4,351	-	-	-
Provision of raw materials, sale of palm oil products and rubber by FGV Group to KPF-linked Subsidiaries	802	-	-	-
Provision of advisory and laboratory analysis services, sales of seeds palm, seedlings, rat bait and agricultural products, by KPF-Linked Subsidiaries to FGV Group, FELDA Group of Companies and KPF Related Corporations	3,798	-	-	-
Provision of IT services and solution by FGV Prodata to FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations and Yayasan Felda	9,206	2,713	3,804	5,136

Nature of RRPT	Amount of the outstanding RRPT receivables			
	1 year or less	1 to 3 years	3 to 5 years	More than 5 years
	RM'000	RM'000	RM'000	RM'000
Provision of security services, pest control and training centre; supply and services of safety equipment and supply of Personal Protection Equipment by KPF-linked Subsidiaries to FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations and Yayasan Felda	14,185	313	-	808
Provision of logistic services; Jetty commissions by KPF-linked Subsidiaries to FGV Group, MSM Group of Companies, FELDA Group of Companies and KPF Related Corporations	9,488	1,110	-	-
Provision of travel and accommodation services by FGV Group to MSM Group of Companies, FELDA Group of Companies, KPF-linked Subsidiaries and KPF Related Corporations	1,435	-	-	-
Provision of rental for buildings/ houses / office / land / warehouse at various places by KPF-linked Subsidiaries to FGV Group, FELDA Group of Companies and KPF Related Corporations	91	75	-	-
Sale of packed products by KPF-linked Subsidiaries to FGV Group	-	-	1,298	-
Provision of tolling services, steam and electricity by KPF-linked Subsidiaries to FGV Group and Felda Group of Companies	632	1,532	450	-
Provision of maintenance services by FGVPM to KPF-linked Subsidiaries, FELDA Group of Companies and KPF Related Corporations	115	-	-	-
Sale of fertiliser by FGV Group to FELDA Group of Companies, KPF-linked Subsidiaries and KPF Related Corporations	31,558	1,839	-	-
Commission on sale of PKE/Animal Feed by FGV Group to KPF-linked Subsidiaries	39	-	-	-
Sale of rice by FGV Group to KPF-linked Subsidiaries	22	-	-	-
Sale of raw material for animal feed product by FGV Group to KPF-linked Subsidiaries	27	3	-	-
TOTAL	75,749	7,585	5,552	5,944

Note:

The overdue amount from Felda Group of Companies and KPF-Related Corporations are subjected to late payment charges.

Save as disclosed above, no late payment charges were imposed on the above overdue amounts as our Company had reviewed the outstanding amounts and is of the opinion that the overdue amounts were part of the normal business transactions between our Group and the Related Parties

being long term business partners. The management has and will continuously review and hold discussions with the Related Parties for early settlement of the outstanding amounts due.

Our Board is of the opinion that the overdue amounts are closely monitored to ensure early settlement by the Related Parties and that proper steps are taken by the management to pursue any amount that is long overdue by the Related Parties to mitigate the irrecoverability of any such amount. This includes the management engaging in prompt discussions with the corresponding Related Parties and procuring the settlement arrangements to reduce the outstanding amount due. The amount recovered as at LPD since 31 December 2023 amounted to RM62 million. Since March 2023 (i.e. from disclosure made in last year's RRPT circular to shareholders dated 28 April 2023), there is no overdue amount being written off or settled partially before writing off.

3. REVIEW PROCEDURES FOR THE RRPTS

Our Company has established the following methods and procedures to ensure that RRPTs have been or will be undertaken on transaction prices and terms not more favourable to the Transacting Parties than those generally available to the public and not to the detriment of our minority shareholders:

- (a) all members of our Group are made aware of the requirements relating to RRPTs;
- (b) the RRPTs are to be undertaken on arm's length basis and on normal commercial terms, i.e. on terms which are no more favourable to the interested parties than those extended to third parties/public, and are not detrimental to the minority shareholders;
- (c) the RRPTs must be transacted on terms which are comparable to at least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities. The contemporaneous pricing test are as follows:
 - (i) comparison of the particular RRPT with 2 unrelated third parties for similar products/services and/or quantities transacted; or
 - (ii) comparison of the particular RRPT with any other 2 external sources for similar products/ services and/or quantities.

There is no specific thresholds for approval of such RRPTs. These RRPTs are at commercial transaction prices and terms, and the approval of the transactions are based on the normal sales and purchases procedures and the authority limits of our Group;

- (d) where both contemporaneous pricing tests in (c) could not be performed, to present to the Management Tender Committee and Audit Committee:
 - (i) the justification for the transaction pricing; and
 - (ii) confirmation that the pricing is not detrimental to our Group.

In addition, the transaction price for such RRPTs are subject to the following specific threshold for approvals by the Management Tender Committee and/or the Board of FGV:

Transaction amount up to RM50.0 million - Management Tender Committee
Transaction amount more than RM50.0 million - Board of FGV

- (e) our support divisions and each member of our Group must ensure that proper records of RRPTs are maintained and must monitor the actual RRPTs transacted against the mandate on a monthly basis;
- (f) our support divisions and each member of our Group must submit RRPT reports for quarter and cumulative periods to our Group's Finance Division for the purpose of quarterly reporting to Audit Committee and Board;

- (g) our Group's Finance Division shall compile the quarterly RRPT information for reporting to the Audit Committee and Board;
- (h) at any time, where the aggregate actual value of the mandated RRPTs (excluding provision of financial assistance) is anticipated to exceed the aggregate estimate value by 10% or more, our Group's Chief Financial Officer shall advise the affected subsidiaries to immediately prepare the necessary papers for our Group's Chief Financial Officer to recommend to the Audit Committee for our Board's approval;
- (i) Audit Committee shall review our Group's internal audit reports on yearly assessment of RRPT policies and procedures; and
- (j) in the event that a member of the Audit Committee or our Board has an interest and/or deemed interest in any particular RRPT, he or she shall declare his or her interest in the RRPT, refrain from any deliberation and abstain from voting on the matter at the Audit Committee meeting or our Board meeting (as applicable) in respect of the RRPT in question or at the EGM or AGM to be convened for that purpose.

4. STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee, save for the Interested Directors, has reviewed the procedures on the RRPTs mentioned in Section 3 of this Circular and is of the view that the stipulated procedures are:

- (a) adequate to monitor, track and identify RRPTs in a timely and orderly manner as these procedures and processes are reviewed annually; and
- (b) sufficient to ensure that the RRPTs are not more favourable to the Related Parties than those generally available to the public and, not to the detriment of our Company's minority shareholders.

5. RATIONALE FOR THE PROPOSED MANDATES

The Proposed Mandates, subject to annual review and renewal, will enable our Group to carry out RRPTs necessary for the respective day-to-day operations and, will eliminate the need to frequently make announcements to Bursa Securities; convene separate general meetings and/or seek your approval as and when RRPTs comprised within the Proposed Mandates arise. In this respect, the Proposed Mandates are intended to save administrative time and expenses which could be better utilised by our Group to pursue its corporate objectives and realise business opportunities in a more timely and effective manner.

The provision of financial assistance by FGV Capital to our Group will enable our Group to optimise the corresponding deposit and funding rate by managing our Group's (including KPF-linked Subsidiaries) cash at FGV Capital, for purposes of intercompany liquidity management.

6. EFFECTS OF THE PROPOSED MANDATES

The Proposed Mandates are not expected to have any effect on our share capital and our substantial shareholders' shareholdings in our Company and, are not expected to have any material effect on the earnings, net assets and gearing of our Group.

7. APPROVAL REQUIRED

The Proposed Mandates are subject to your approval being obtained at our forthcoming AGM.

8. INTERESTS OF OUR DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

As at LPD, the direct and indirect shareholdings of the interested Directors, Major Shareholders of our Company and/or persons connected with them are as follows:

	Direct Interest		Indirect Interest	
	No. of Shares	% of Shares	No. of Shares	% of Shares
Interested Directors				
Dato' Amiruddin Abdul Satar ⁽¹⁾	-	-	-	-
Dato' Dr. Suzana Idayu Wati Osman ⁽²⁾	-	-	-	-
Dato' Shahrol Anuwar Sarman ⁽³⁾	-	-	-	-
Datuk Dr. Yatimah Sarjiman ⁽⁴⁾	-	-	-	-
Interested Major Shareholders				
FELDA	2,535,450,599	69.50	⁽⁵⁾ 452,921,192	12.42
FAHC	452,921,192	12.42	-	-
Interested Persons Connected				
KPF	-	-	-	-
Yayasan Felda	-	-	-	-

Notes:

- (1) Dato' Amiruddin Abdul Satar is a former representative of FELDA on the Board of Directors of FGV until 31 March 2024. He resigned as a director of FGV on 1 April 2024. However, he still serves on the Board of Directors of FELDA and Board of Trustees of Yayasan Felda.
- (2) Dato' Dr. Suzana Idayu Wati Osman is a representative of FELDA on the Board of Directors of FGV. She is also on the Board of Directors of FELDA.
- (3) Dato' Shahrol Anuwar Sarman is on the Board of Directors of FGV and FELDA.
- (4) Datuk Dr. Yatimah Sarjiman is on the Board of Directors of FGV and FELDA.
- (5) Deemed interested by virtue of its interest in FAHC pursuant to Section 8 of the Act.

Based on details as disclosed in Appendix I of this Circular, Dato' Amiruddin Abdul Satar, Dato' Dr. Suzana Idayu Wati Osman, Dato' Shahrol Anuwar Sarman and Datuk Dr. Yatimah Sarjiman being interested Directors ("Interested Directors"), have abstained from Board deliberations and voting in relation to the Proposed Mandates. Dato' Shahrol Anuwar Sarman, Datuk Dr. Yatimah Sarjiman and Dato' Dr. Suzana Idayu Wati Osman will also continue to abstain from Board deliberations and voting in relation to the Proposed Mandates. The Interested Directors will also abstain from voting in respect of their direct and/or indirect shareholdings in the Company (where applicable) on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

FELDA and FAHC being interested Major Shareholders, will abstain from voting in respect of their direct and/or indirect shareholdings on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

FELDA, FAHC and the Interested Directors have respectively undertaken to ensure that persons connected with them will also abstain from voting on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

Yayasan Felda and KPF are persons connected to FELDA. Yayasan Felda and KPF do not have any direct or indirect shareholding in FGV. KPF, however, has effective shareholdings of 10% or more in KPF-Linked Subsidiaries. Accordingly, KPF and Yayasan Felda will abstain from voting in respect of its direct and/or indirect shareholdings on the ordinary resolution, deliberating or approving the Proposed Mandates at the forthcoming AGM.

Save as disclosed, none of the other Directors or Major Shareholders and persons connected with them has any interest, direct or indirect, in the Proposed Mandates.

9. DIRECTORS' RECOMMENDATION

Our Board (save for Dato' Dr. Suzana Idayu Wati Osman, Dato' Shahrol Anuwar Sarman and Datuk Dr. Yatimah Sarjiman), having considered all aspects of the Proposed Mandates, is of the opinion that the Proposed Mandates are in the best interests of our Company.

Accordingly, our Board (save for Dato' Dr. Suzana Idayu Wati Osman, Dato' Shahrol Anuwar Sarman and Datuk Dr. Yatimah Sarjiman) recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Mandates to be tabled at our forthcoming AGM.

10. AGM

Our 16th AGM will be held on a virtual basis and entirely via RPEV facilities from the Broadcast Venue at Level 18, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur, Malaysia on Thursday, 20 June 2024 at 11.00 a.m., for the purpose of considering and if thought fit, passing the ordinary resolution to give effect to the Proposed Mandates.

The notice of the 16th AGM together with the Proxy Form, Administrative Details and this Circular are available on the Company's website.

If you are unable to participate remotely and vote at the 16th AGM, you may appoint a proxy or proxies to participate and vote on your behalf. If you wish to do so, you must complete, sign and deposit the Form of Proxy with the Company's Share Registrar, Boardroom Share Registrars Sdn. Bhd. at 11th Floor, Menara Symphony, No. 5, Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia, not less than forty-eight (48) hours before the time appointed for the holding of the 16th AGM, i.e. latest by Tuesday, 18 June 2024 at 11.00 a.m. Alternatively, the proxy appointment can also be submitted to the Share Registrar via email to bsr.helpdesk@boardroomlimited.com or electronic means (e-Proxy) via "Boardroom Smart Investor Portal" at <https://investor.boardroomlimited.com> before the Form of Proxy submission cut-off time as mentioned above. For further information on the lodgement of Form of Proxy electronically, kindly refer to note 2 of the Administrative Details relating to the 16th AGM.

Kindly refer to the Administrative Details relating to the 16th AGM for further information on the RPEV.

11. FURTHER INFORMATION

You are requested to refer to the Appendices for further information.

Yours faithfully
For and on behalf of the Board of
FGV HOLDINGS BERHAD

Dato' Mohd Rafik Shah Mohamad
Senior Independent Non-Executive Director

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DETAILS OF RRPTS

A. Details of the RRPTs entered into by FGV Group with Related Parties under the Proposed Renewal of Shareholders' Mandate

Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
1.	FGV Group	KPF-Linked Subsidiaries	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF 	Refer notes (2), (3), (4), (6), (7)	Rental for buildings/houses at various places having rental period of less than 3 years on pro-rated monthly or annual instalments basis, for purposes of offices, store rooms, laboratories, pump houses, staff squatters and etc.	1,600	1,255	-	1,600
2.	MSM Group of Companies, FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman 	Refer notes (2), (3), (4), (6), (7)	Purchase of FFB Provision of travel and accommodation services	185,000	122,313	-	160,000
						9,400	8,552	-	11,100

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
3.	FGV Group	KPF-linked Subsidiaries	<ul style="list-style-type: none"> Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC 	Refer notes (2), (3), (4), (6), (7)	Provision of tolling services	899,000	841,283	-	1,022,600
4.	FGV Group	FELDA Group of Companies, KPF Related	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC 	Refer notes (2), (3), (4), (6), (7)	Purchase of FFB	6,213,700	3,940,464	-	Refer Note 8A
					Payment of incentive for the settlers' welfare to the	19,300	13,894	-	Refer Note 8A

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
		Corporations	<p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 		<p>Joint Consultative Committee (JCC)/FELDA (now known as Jawatankuasa Permuafakatan, Produktiviti dan Kualiti (JPPK))</p> <p>Office and land rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis</p>	1,700	622	-	Refer Note 8A
5.	FELDA Group of Companies, KPF-Linked Subsidiaries, KPF Related Corporations	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Sale of product (bunch ash)	600	-	-	Refer Note 8B

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
6.	FGV Group, FELDA Group of Companies	KPF-linked Subsidiaries	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF 	Refer notes (2), (3), (4), (6), (7)	Supply of steam and electricity	9,900	6,088	-	9,900
7.	FGV Group, FELDA Group of Companies, KPF Related Corporations	KPF-linked Subsidiaries, FGV Trading	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II 	Refer notes (2), (3), (4), (6), (7)	Provision of raw materials, sale of palm oil products	3,084,100	2,015,908	-	2,861,700

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
8.	FGV Group	FELDA	<p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Purchase of rubber	300,000	119,117	-	300,000
9.	KPF-linked subsidiaries	FGV Capital	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman 	Refer notes (2), (3), (4), (6), (7)	Provision of financial assistance to the FGV Group on a short or medium term basis (i.e. for a duration of not exceeding 3 years)	800,000	252,546	-	800,000

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
			<p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 						
10.	FGV Bulkers	FELDA	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Lease of land having lease/rental period of less than 3 years on pro-rated monthly or annual instalments basis	200	134	-	Refer Note 8C
11.	KPF-linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGVPM	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman 	Refer notes (2), (3), (4), (6), (7)	Provision of maintenance services for Infra Sabah (i.e. Operations and maintenance of the electric power station and water treatment plant)	4,800	1,577	-	Refer Note 8

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
12.	KPF-linked Subsidiaries	FGV Group	<ul style="list-style-type: none"> Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF 		Sale of raw material (rubber)	23,100	6,357	-	23,100
13.	FGV Group, FELDA Group of Companies, KPF Related	KPF-Linked Subsidiaries	<ul style="list-style-type: none"> Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF 	Refer notes (2), (3), (4), (6), (7)	Provision of advisory and laboratory analysis services, sale of seeds	63,500	47,119	-	63,400

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
	Corporations		<p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 		palm, seedlings, rat bait and agricultural products				
14.	FELDA Group of Companies	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Villa rental for a period of less than 3 years on pro-rated monthly or annual instalments basis	400	-	-	400

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
15.	FGV Group, KPF Related Corporations	MSM Group of Companies, KPF-Linked Subsidiaries	Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> • Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Office, building and warehouse rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis	800	222	-	300
16.	FGV Group	MSM Group of Companies	Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> • Please refer Appendix II 	Refer notes (2), (3), (4), (6), (7)	Supply of sugar, molasses and other sugar products	10,000	71	-	10,000

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
17.	FGV Group, MSM Group of Companies	KPF-linked Subsidiaries	<p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7), (10)	Sale of packed products (e.g. cooking oil, margarine, creamer, etc.)	626,100	1,687	-	4,900
18.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations	KPF-Linked Subsidiaries	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman 	Refer notes (2), (3), (4), (6), (7)	Provision of logistic services; commissions	330,300	191,843	-	337,900

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
19.	KPF-Linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGV Group	<p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Commission on sale of PKE/Animal Feed	700	60	-	100
20.	KPF-Linked Subsidiaries, FELDA Group of Companies, KPF Related Corporations	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman 	Refer notes (2), (3), (4), (6), (7)	Sale of rice	14,500	32	-	100

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
21.	KPF-Linked Subsidiaries	FELDA Group of Companies	<ul style="list-style-type: none"> Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF 	Refer notes (2), (3), (4), (6), (7)	Lease of land having lease/ rental period of more than 3 years on pro-rated monthly or quarterly or annual instalments basis	13,800	10,249	-	18,200
22.	FGV Group, MSM Group of Companies, FELDA Group	FGV Prodata	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC 	Refer notes (2), (3), (4), (5), (6), (7)	Provision of IT services and solution	132,100	93,311	-	142,200

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
	of Companies, KPF Related Corporations, Yayasan Feida		<p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF • Yayasan Feida 						
23.	FGV Group, MSM Group of Companies, FELDA Group of Companies, KPF Related Corporations, Yayasan Feida	KPF-linked Subsidiaries	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p>	Refer notes (2), (3), (4), (5), (6), (7)	Provision of security services, pest control and training centre; supply and services of safety equipment and supply of Personal Protection Equipment.	104,200	60,909	-	104,200

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
24.	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	<ul style="list-style-type: none"> • KPF • Yayasan Feida Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> • Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Sale of fertiliser	512,300	303,939	-	253,300
25.	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman 	Refer notes (2), (3), (4), (6), (7)	Office, building and land rental having rental period of less than 3 years on pro-rated monthly or annual instalments basis	1,300	637	-	1,400

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
26.	FGV Group	KPF-linked Subsidiaries	<p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> • KPF 	Refer notes (2), (3), (4), (6), (7)	Land and warehouse rental for a period of less than 3 years on pro-rated monthly or annual instalments basis	1,500	517	-	1,500
27.	KPF-Linked Subsidiaries, MSM Group of Companies	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman 	Refer notes (2), (3), (4), (6), (7)	Provision of research and development services	33,000	22,846	-	36,000

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
28.	FGV Group	KPF-Linked Subsidiaries	<ul style="list-style-type: none"> Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC Interested Directors: <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: <ul style="list-style-type: none"> KPF 	Refer notes (2), (3), (4), (6), (7)	Sale of PKE	2,400	3,241	Refer Note 9	12,000
29.	KPF-Linked Subsidiaries, FELDA Group of Companies,	FGV Group	Interested Major Shareholders: <ul style="list-style-type: none"> FELDA FAHC 	Refer notes (2), (3), (4), (6), (7)	Sale of raw material for animal feed product	400	4	-	400

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
30.	KPF Related Corporations		<p>Interested Directors:</p> <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> KPF 						
	KPF-Linked Subsidiaries, FELDA Group of Companies, MSM Group of Companies & FGV Trading	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> FELDA FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> Dato' Amiruddin Abdul Satar Dato' Dr. Suzana Idayu Wati Osman Dato' Shahrol Anuwar Sarman Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> Please refer Appendix II <p>Interested person connected:</p> <ul style="list-style-type: none"> KPF 	Refer notes (2), (3), (4), (6), (7)	Provision of management and shared services	85,400	64,609	-	Refer Note 8D

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
31.	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations, MSM Group of Companies	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected: KPF</p>	Refer notes (2), (3), (4), (6), (7), (10)	Sale of packed products (e.g. cooking oil, margarine, creamer etc.) Refer Note 10	17,000	60	-	400
32.	KPF-Linked Subsidiaries, MSM Group of Companies	FGV Group	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p>	Refer notes (2), (3), (4), (6), (7)	Rental of tank and warehouse spaces including storage and handling services for a period of less than 3 years on pro-rated monthly or annual installment basis	13,400	5,316	-	11,700

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
33.	KPF Related Corporations	FGV Trading	<ul style="list-style-type: none"> • Please refer Appendix II Interested person connected: KPF Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> • Please refer Appendix II Interested person connected: KPF 	Refer notes (2), (3), (4), (6), (7)	Payment of volume incentive on purchase of FFB	2600	1,267	-	Refer Note 8A
34.	FGV Group	FGV Palm Industries	<ul style="list-style-type: none"> Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman 	Refer notes (2), (3), (4), (6), (7)	Car leasing	100	18	-	100

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Item	Transacting Parties		Interested Major Shareholders/ Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	2023 Shareholders' Mandate		Reason for deviation where the actual value of transactions exceeds the estimated value by 10% or more (if applicable)	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				Estimated value as disclosed in the circular dated 28 April 2023 (RM'000)	Actual value transacted from the last AGM to the LPD (RM'000)		
			<ul style="list-style-type: none"> Datuk Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> Please refer Appendix II Interested person connected: KPF						
					Total		13,518,200	8,138,067	6,188,500

B. Details of the RRPTs to be entered into by FGV Group with Related Parties under the Proposed New Shareholders' Mandate

Item	Transacting Parties		Interested Major Shareholders/Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				
1.	FGV Group	FELDA Group of Companies, KPF Related Corporations	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected: KPF</p>	Refer notes (2), (3), (4), (6), (7)	Purchase of FFB	5,092,000
					<p>Payment of incentive for the settlers' welfare to the Joint Consultative Committee (JCC)/FELDA (now known as Jawatankuasa Permuafakatan, Produktiviti dan Kualiti (JPPK)) in relation to purchase of FFB</p> <p>Payment of volume incentive to KPF Related Corporations in relation to purchase of FFB</p> <p>Refer Note 11</p>	17,500
					1,900	

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Item	Transacting Parties		Interested Major Shareholders/Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				
2.	FGV Group, FELDA Group of Companies, KPF-Linked Subsidiaries, KPF Related Corporations	KPF-Linked Subsidiaries	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected: KPF</p>	Refer notes (2), (3), (4), (6), (7)	<p>Office, building, warehouse and land rental having period of less than 3 years on pro-rated monthly or annual instalments basis</p> <p>Sale of by-products (e.g. bunch ash, palm kernel shell, decanter cake, black soil, etc.)</p>	2,000 32,800
3.	FGV Bulklers	FELDA	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman 	Refer notes (2), (3), (4), (6), (7)	Lease of land having lease/ rental period of more than 3 years on pro-rated monthly or annual instalments basis	200

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Item	Transacting Parties		Interested Major Shareholders/Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				
4.	KPF-Linked Subsidiaries, FELDA Group of Companies, MSM Group of Companies & FGV Trading	FGV Group	<p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected: KPF</p> <p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Yatimah Sarjiman <p>Interested Directors (KPF-Linked Subsidiaries):</p> <ul style="list-style-type: none"> • Please refer Appendix II <p>Interested person connected: KPF</p>	Refer notes (2), (3), (4), (6), (7)	Provision of management, shared and marketing services	83,900
5.	KPF-Linked Subsidiaries	KPF Related Corporations	<p>Interested Major Shareholders:</p> <ul style="list-style-type: none"> • FELDA • FAHC <p>Interested Directors:</p> <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman <p>Interested Directors</p>	Refer notes (2), (3), (4), (6), (7)	Purchase of insurance (e.g. general life insurance, etc.)	600

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Item	Transacting Parties		Interested Major Shareholders/Directors and persons connected with them	Nature of relationship as at the LPD	Nature of RRPT	Estimated value from forthcoming AGM on 20 June 2024 to next AGM ⁽¹⁾ (RM'000)
	Recipient	Provider				
6.	FGV Group	KPF-Linked Subsidiaries	(KPF-Linked Subsidiaries): <ul style="list-style-type: none"> • Please refer Appendix II Interested person connected: KPF	Refer notes (2), (3), (4), (6), (7)	Provision of sample analysis services	200
			Interested Major Shareholders: <ul style="list-style-type: none"> • FELDA • FAHC Interested Directors: <ul style="list-style-type: none"> • Dato' Amiruddin Abdul Satar • Dato' Dr. Suzana Idayu Wati Osman • Dato' Shahrol Anuwar Sarman • Datuk Dr. Yatimah Sarjiman Interested Directors (KPF-Linked Subsidiaries): <ul style="list-style-type: none"> • Please refer Appendix II Interested person connected: KPF			
					Total	5,231,100

Notes:

- (1) The estimated value shown above represents the best estimates by our management. Accordingly, the actual transacted values may vary and are subject to change.
- (2) FELDA is a Major Shareholder of FGV with 69.50% direct interest and 12.42% indirect interest in FGV through its direct shareholdings in FAHC, a wholly-owned subsidiary of FELDA.
- (3) FAHC is a Major Shareholder of FGV with 12.42% direct interest in FGV.
- (4) KPF is a person connected to FELDA.

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- (5) Yayasan Felda is a person connected to FELDA.
- (6) KPF, a person connected to FELDA, is also a Major Shareholder in KPF-Linked Subsidiaries. Refer to Appendix II for details of:
 - (i) KPF's shareholdings in KPF-Linked Subsidiaries; and
 - (ii) KPF's representatives in respective KPF-Linked Subsidiaries.
- (7) Dato' Dr. Suzana Idayu Wati Osman is a representative of FELDA on the Board of FGV. She is also on the Board of Directors of FELDA. Dato' Shahrol Annuar Sarman and Datuk Dr. Yatimah Sa'jiman are on the Board of Directors of FGV and FELDA. Dato' Amiruddin Abdul Satar is a former representative of FELDA on the Board of FGV until 31 March 2024. He resigned as a director of FGV on 1 April 2024. However, he still serves on the Board of Directors of FELDA and Board of Trustees of Yayasan Felda.
- (8) Renewal of mandate is not sought.
- (8A) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (1), section B, Appendix I (under the Proposed New Shareholders' Mandate).
- (8B) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (2), section B, Appendix I (under the Proposed New Shareholders' Mandate).
- (8C) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (3), section B, Appendix I (under the Proposed New Shareholders' Mandate).
- (8D) Renewal of mandate is not sought as these RRPTs are to be subsumed into item (4), section B, Appendix I (under the Proposed New Shareholders' Mandate).
- (9) Higher volume in sale of PKE due to increase in number of distributors and customers. However, the actual value falls within the 10% aggregate estimated value of total mandated RRPTs in the Circular dated 28 April 2023.
- (10) The Provider for item (17), section A, Appendix I, KPF-Linked Subsidiaries is referring to Delima Oil Products. Meanwhile, the Provider for item (31), section A, Appendix I, FGV Group is referring to FGV Integrated Farming Holdings Sdn Bhd and the Recipient, KPF-Linked Subsidiaries is referring to other than Delima Oil Products.
- (11) The payment of volume incentive is based on a mutually agreed amount per Metric Tonne of FFB to cover administrative and security cost incurred by KPF Related Corporations
- (12) Proposed New Shareholders' Mandate is in compliance with the relevant provisions under Paragraph 10.09 (2) and Paragraph 3.1 of Practice Note 12 of the Listing Requirements.

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C. Addresses of Properties Rented

The addresses of properties rented by the Related Parties as set out in Item A and B of Appendix I are as follows:

No.	Reference	Recipient	Provider	Address
1	Item 1 (Page A-1)	FGV Group	KPF-Linked Subsidiaries	Sahabat 6, 17 & 59 Estates, Kampung Cenderawasih, 91150 Lahad Datu, Sabah
				Bukit Besar Estates, Jalan Felda Bukit Besar, Kemajuan Tanah (Felda) Bukit Besar, 81450 Gugusan Taib Andak, Johor
				Pusat Penyelidikan Pertanian Tun Razak, Bandar Jengka, 26400 Bandar Tun Razak, Pahang
				FGV Innovation Center (Biotechnology), Bandar Baru Enstek, 71760 Nilai, Negeri Sembilan
				FGV Innovation Center (Beneficial Microbe), Bandar Baru Enstek, 71760 Nilai, Negeri Sembilan
				FGV Innovation Center (Food Technology), Bandar Baru Enstek, 71760 Nilai, Negeri Sembilan
				Staff Houses, Pusat Penyelidikan Pertanian Tun Razak, Bandar Jengka, 26400 Bandar Tun Razak, Pahang
2	Item 14 (Page A-8)	FELDA Group of Companies	FGV Group	Villa F6, F7, F8, F9, F19, F20, F12, G10, G11, G13, G14, G15 and G16 Taman Rekreasi Air Panas (TRAP) Sungai Klah, 36000 Sungkai, Perak
3	Item 15 (Page A-9)	FGV Group, KPF Related Corporations	MSM Group of Companies, KPF-Linked Subsidiaries	Ruangan G2, Gudang FGVKPSB, Taman King Fook Utara, Batu 3 1/2, Jalan Utara, 91000 Tawau, Sabah
				Lot No. 1,2,3,4 (A & B) Blok D, Fasa 2, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				Blok M, Fasa 4, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				Lot No. 2, 3, Blok S, Fasa 6, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				Lot 15, Blok S, Fasa 6, 91150 Bandar Cenderawasih, Lahad Datu, Sabah
				No. B 3, Jalan Kayu Manis 1, 91150 Bandar Sahabat, Lahad Datu, Sabah
No. H3A, Jalan Kunyit, 91150 Bandar Sahabat, Lahad Datu, Sabah				

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No.	Reference	Recipient	Provider	Address
				<p>No. Impian 2 A, Jalan Lengkuas, 91150 Bandar Sahabat, Lahad Datu, Sabah</p> <p>No. R C20, Jalan Serai Wangi, 91150 Bandar Sahabat, Lahad Datu, Sabah</p> <p>No. R L2-2, Jalan Serai, 91150 Bandar Sahabat, Lahad Datu, Sabah</p> <p>No. R E29B, Jalan Halia, 91150 Bandar Sahabat, Lahad Datu, Sabah</p> <p>Lot No. 4 Blok F, Fasa 2, 91150 Bandar Cenderawasih, Lahad Datu, Sabah</p> <p>No. E19B, 91150 Bandar Sahabat, Lahad Datu, Sabah</p> <p>No. L3-37, 91150 Bandar Sahabat, Lahad Datu, Sabah</p>
4	Item 21 (Page A-12)	KPF-Linked Subsidiaries	FELDA Group of Companies	<p>Stesen Penyelidikan FGVAS Kota Gelanggi 5, Wakil Pos, Kota Gelanggi 2, 27000 Jerantut, Pahang</p> <p>Stesen Penyelidikan FGVAS Sahabat 9, Cenderawasih, 91150 Lahad Datu, Sabah</p> <p>Stesen Penyelidikan FGVAS Kerteh, Jalan Kelubi Ketengah Jaya, 23300 Dungun, Terengganu</p> <p>Stesen Penyelidikan FGVAS Sahabat 6A, Cenderawasih, 91150 Lahad Datu, Sabah</p> <p>Stesen Penyelidikan FGVAS Sahabat 17, Cenderawasih, 91150 Lahad Datu, Sabah</p> <p>Stesen Penyelidikan FGVAS Jengka 24/25, 26400 Bandar Jengka, Pahang</p> <p>Stesen Penyelidikan FGVAS Bukit Besar, Taib Andak, 81450 Kulai, Johor</p> <p>Stesen Penyelidikan FGVAS Ulu Belitong, 86007 Kluang, Johor</p> <p>Stesen Penyelidikan FGVAS Serting Hilir, 72120 Bandar Sri Jempol, Negeri Sembilan</p> <p>Stesen Penyelidikan FGVAS Merchong, 26700 Muadzam Shah, Pahang</p> <p>Stesen Penyelidikan FGVAS Lepar Utara 10, Wakil Pos Lepar Utara, 26400 Bandar Jengka, Pahang</p>

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No.	Reference	Recipient	Provider	Address
				Stesen Penyelidikan FGVAS Kota Gelanggi 6, Wakil Pos, Kota Gelanggi 2, 27000 Jerantut, Pahang
				Stesen Penyelidikan FGVAS Tembangau 9, 72120 Bandar Sri Jempol, Negeri Sembilan
				Refer Appendix I (A) for list of 77 FGV Palm Industries' mills
5	Item 25 (Page A-14)	FELDA Group of Companies, KPF-linked Subsidiaries, KPF Related Corporations	FGV Group	Unit B & C, Located on Lot No. H.S (D) 16090 P.T. No. 4, Seksyen 15, Bandar Shah Alam, Petaling, Selangor Darul Ehsan being postal address Lot No. 3, Persiaran Selangor, Seksyen 15, 40200 Shah Alam, Selangor
				Pejabat Felda Cawangan Kluang, Km 4, Jalan Batu Pahat, 86000 Kluang, Johor
				Lot No. PTB 7918, Jalan Taruka, Off Jalan Datin Halimah, 80350 Johor Bahru, Johor
				No. 7, Lorong Enggang 31, Taman Keramat, 54200 Kuala Lumpur
				Pejabat Felda Wilayah Jempol, Jalan Dato' Khatib, Kompleks Bangunan Felda, 72120, Bandar Seri Jempol, Negeri Sembilan
				Lot 67 (Lot Tanah C1 & C2), Tanah Perindustrian Gebeng, Kuantan, Pahang Darul Makmur
				No. C1, Jalan Kesum Bandar Sahabat, Lahad Datu Sabah
				No. C13, Jalan Mengkudu Bandar Sahabat, Lahad Datu Sabah
				No. C18, Jalan Serai Wangi Bandar Sahabat, Lahad Datu Sabah
				No. L3-21, No. L3-22 Lorong Cekur Bandar Sahabat, Lahad Datu, Sabah
				No. L3-38, No. L3-39, No. E5A Jalan Kunyit Bandar Sahabat, Lahad Datu, Sabah
				No. E10B, No. E17A, No. E17B Jalan Lengkuas Bandar Sahabat, Lahad Datu, Sabah
				No. E22A, No. E27A Jalan Halia Bandar Sahabat, Lahad Datu, Sabah
				No. Impian 1A, No. Impian 2B Jalan Lengkuas Bandar Sahabat, Lahad Datu Sabah

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No.	Reference	Recipient	Provider	Address
				No. Impian 4B, Bandar Cenderawasih, Lahad Datu Sabah
				No. Impian 1B, Perumahan Petugas , Jalan Kesum , Wilayah Bandar Sahabat , 91150 Lahad Datu , Sabah
6	Item 26 (Page A-15)	FGV Group	KPF-linked Subsidiaries	Kompleks Syarikat-Syarikat Felda, Lot 3, Seksyen 15, Persiaran Selangor, 40200 Shah Alam, Selangor PLO 238, Jalan Timah 1, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor Ruangan G1, Gudang FGVKPSB, Taman King Fook Utara, Batu 3 1/2, Jalan Utara, 91000 Tawau, Sabah Kilang Sawit Bukit Sagu, Jalan Bukit Kuantan, 26700, Sungai Lembing, Pahang
7	Item 32 (Page A-18)	KPF-linked Subsidiaries, MSM Group of Companies	FGV Group	1/6, Jalan Pelabuhan 3, Bukit Tanjung Gelang, 26080 Kuantan, Pahang Lot 129, Lorong Pukal 1, Pelabuhan Johor, 81700 Pasir Gudang, Johor
8.	Item 1 (Page A-22)	FGV Group	FELDA Group of Companies, KPF Related Corporations	Tingkat Bawah, Blok D, Anjung FELDA, Jalan Maktab, 54000 Kuala Lumpur Felda Wilayah Temerloh, Zon Timur, Jalan Ahmad Shah, 28000 Temerloh, Pahang Kompleks Pejabat-Pejabat Felda, 72120 Bandar Seri Jempol, Negeri Sembilan Pejabat Wilayah FGVSSSB Kuala Lipis, Pejabat FELDA Kuala Lipis, Jalan Residen, 27200 Kuala Lipis, Pahang Pejabat Wilayah FGVSSSB Terengganu, Pejabat FELDA Terengganu, Lot 10262 Tepoh, Mukim Kuala Nerus, 21060 Kuala Terengganu, Terengganu Lapang Sasar, Pusat Latihan Polis Bantuan, Felda Bukit Rokan, 73200 Gemencheh, Negeri Sembilan Lot No.10 & 13, Bangunan Kompleks Pejabat Felda Wilayah Sahabat, Jalan Gelugur, Bandar Sahabat, 91150 Lahad Datu, Sabah

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No.	Reference	Recipient	Provider	Address
				<p>Pejabat Wilayah Kuala Lipis, Jalan Bukit Residen, 27200 Kuala Lipis, Pahang</p> <p>Pejabat Wilayah Temerloh, Jalan Haji Ahmad Shah, 28000 Temerloh, Pahang</p> <p>Blok A-G-4, Kompleks Pejabat FELDA Wilayah Sabah, Jalan Gelugur, Bandar Sahabat, 91150, Lahad Datu, Sabah</p> <p>Kilang Makanan Ternakan Bukit Sagu, Jalan Sungai Lembing, Felda Bukit Sagu 2, 26130 Kuantan, Pahang.</p>
9	Item 3 (Page A-22)	FGV Bulkers	FELDA	PLO 90, Jalan Besi 2, Kawasan Perindustrian Pasir Gudang, 81700 Pasir Gudang, Johor (Land at Plentong, Johor (Terminal TX4))

List of FGV Palm Industries' Mills

No.	Address
1	Kilang Sawit Trolak, Felda Trolak, 35600 Sungkai, Perak
2	Kilang Sawit Basout, Felda Basout, 35600 Sungkai, Perak
3	Kilang Sawit Sungai Tenggi, Felda Sungai Tenggi, 44100 Kuala Kubu Baharu, Selangor
4	Kilang Sawit Serting Hilir, Felda Serting Hilir, 72120 Bandar Baru Serting
5	Kilang Sawit Serting, Felda Serting, 72100 Bandar Seri Jempol, N.Sembilan
6	Kilang Sawit Pasoh, Felda Pasoh, 72300 Simpang Pertang, N.Sembilan
7	Kilang Sawit Kemahang, Felda Kemahang, 17507 Tanah Merah, Kelantan
8	Kilang Sawit Aring A, Felda Aring, 18300 Gua Musang, Kelantan
9	Kilang Sawit Aring B, Felda Aring, 18300 Gua Musang, Kelantan
10	Kilang Sawit Chiku, Felda Chiku, 18300 Gua Musang, Kelantan
11	Kilang Sawit Jerangau Barat, Felda Jerangau, 21820 Ajil, Terengganu
12	Kilang Sawit Jerangau Baru, Felda Jerangau, 21820 Ajil, Terengganu
13	Kilang Sawit Kerteh, Jalan Jerangau - Jabor Penghantar 3, Bandar Ketengah Jaya, 23309 Terengganu
14	Kilang Sawit Chalok, Lot 2955, Mukim Hulu Setiu, 21450 Setiu, Terengganu
15	Kilang Sawit Jengka 3, Felda Jengka 3, 26400 Bandar Jengka, Pahang
16	Kilang Sawit Jengka 8, Felda Jengka 8, 26400 Bandar Pusat Jengka, Pahang
17	Kilang Sawit Jengka 21, Felda Jengka 21, 26400 Bandar Jengka, Pahang
18	Kilang Sawit Keratong 2, Jalan Serting - Bandar Tun Razak, Felda Keratong 3, 26900 Bandar Tun Razak, Pahang
19	Kilang Sawit Keratong 3, Lot PT8122, 26900 Bandar Muadzam Shah, Pahang
20	Kilang Sawit Keratong 9, Lebuhraya Segamat - Kuantan, 26900 Bandar Tun Razak, Pahang
21	Kilang Sawit Krau, Felda Krau, 27600 Bentong, Pahang
22	Kilang Sawit Padang Piol, Jalan Jerantut - Kuala Tahan, 27040 Jerantut, Pahang
23	Kilang Sawit Kota Gelanggi, Felda Kota Gelanggi, 27000 Jerantut, Pahang
24	Kilang Sawit Lepar Utara 4, Felda Lepar Utara 4, 26400 Bandar Pusat Jengka, Pahang

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No.	Address
25	Kilang Sawit Lepar Utara 6, Felda Lepar Utara 6, 26400 Bandar Pusat Jengka, Pahang
26	Kilang Sawit Mempaga, Felda Mempaga 1, 28600 Bentong, Pahang
27	Kilang Sawit Kechau A, P.O Box 16, 27200 Kuala Lipis, Pahang
28	Kilang Sawit Kechau B, P.O Box 27, 27200 Kuala Lipis, Pahang
29	Kilang Sawit Selendang, Felda Selendang 1, 26800 Kuala Rompin
30	Kilang Sawit Lepar Hilir, Felda Lepar Hilir, 26300 Kuantan, Pahang
31	Kilang Sawit Bukit Sagu, Jalan Bukit Kuantan, 26700 Sungai Lembing, Pahang
32	Kilang Sawit Neram, Jalan Bukit Kuantan, Felda Neram 1, 26160 Kuantan
33	Kilang Sawit Pancing, Peti Surat 257, 25730 Kuantan, Pahang
34	Kilang Sawit Chini 2, Bandar Chini 1, 26690 Chini, Pahang
35	Kilang Sawit Chini 3, Block 12, Jalan Bandar Chini, Felda Chini, 26690 Chini, Pahang
36	Kilang Sawit Tersang, Felda Sungai Koyan, 27650 Sungai Koyan, Raub, Pahang
37	Kilang Sawit Seroja, Felda Seroja Jengka 18, 26400 Bandar Tun Razak, Pahang
38	Kilang Bukit Mendi, Felda Bukit Mendi, 28320 Triang, Pahang
39	Kilang Sawit Kemasul, Felda Kemasul, 28310 Triang, Pahang
40	Kilang Sawit Bukit Kepayang, Jalan Utama Bera, 28300 Triang, Pahang
41	Kilang Sawit Tementi, Lot 1510, Sebertak, 28300 Triang, Pahang
42	Kilang Sawit Triang, Felda Triang, Jalan Utama Bera, 28310 Triang, Pahang
43	Kilang Sawit Selancar 2A, Felda Selancar 3, 26700 Muadzam Shah, Pahang
44	Kilang Sawit Selancar 2B, 26700 Muadzam Shah, Pahang
45	Kilang Sawit Belitong, Felda Ulu Belitong, 86000 Kluang, Johor
46	Kilang Sawit Kahang, Jalan Kilang Sawit, Felda Kahang, 86000 Kluang
47	Kilang Sawit Semenchu, Felda Semenchu, 81907 Kota Tinggi, Johor
48	Kilang Sawit Adela, Felda Adela, 81930 Kota Tinggi, Johor
49	Kilang Sawit Lok Heng, Felda Lok Heng, 81907 Kota Tinggi, Johor
50	Kilang Sawit Wa Ha, Felda Simpang Wa Ha, 81930 Kota Tinggi, Johor
51	Kilang Sawit Air Tawar, Felda Air Tawar 2, 81920 Kota Tinggi, Johor

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No.	Address
52	Bengkel Sening, 81600 Bandar Penawar, Johor
53	Makmal Bukit Besar, Felda Bukit Besar, 81450 Gugusan Taib Andak, Johor
54	Kilang Sawit Tenggaroh, Felda Tenggaroh, 81930, Kota Tinggi, Johor
55	Kilang Sawit Tenggaroh Timur, Felda Tenggaroh Timur, 81907 Kota Tinggi
56	Kilang Sawit Nitar, KM 27, Jalan Mersing, 86800 Mersing, Johor
57	Kilang Sawit Kulai, Felda Taib Andak, 81000 Kulai
58	Kilang Sawit Peggeli, 28, Bandar Tenggara, 81440 Kota Tinggi, Johor
59	Kilang Sawit Maokil, Felda Maokil, 85300 Labis, Johor
60	Kilang Sawit Palong Timur, Lot 2411, Felda Palong Timur, 85100 Segamat, Johor
61	Kilang Sawit Sampadi, Felda Sampadi, 95407 Lundu Sarawak
62	Kilang Sawit Kalabakan, Felda Kalabakan, 91030 Tawau, Sabah
63	Kilang Sawit Umas, Felda Umas, 91019 Tawau, Sabah
64	Kilang Sawit Baiduri Ayu, P/S 29, 91150 Cenderawasih, Lahad Datu, Sabah
65	Kilang Sawit Embara Budi, P/S 26, 91150 Cenderawasih, Lahad Datu, Sabah
66	Kilang Sawit Fajar Harapan, 91150 Cenderawasih, Lahad Datu, Sabah
67	Kilang Sawit Mercuri Puspita, P/S 26, 91150 Cenderawasih, Lahad Datu, Sabah
68	Kilang Sawit Hamparan Badai, P/S 25, 91150 Cenderawasih, Lahad Datu, Sabah
69	Kilang Sawit Kembara Sakti, P/S 24, 91150 Cenderawasih, Lahad Datu, Sabah
70	Kilang Sawit Nilam Permata, P/S 23, 91150 Cenderawasih, Lahad Datu, Sabah
71	Kilang Sawit Indera Bakti, 91150 Cenderawasih, Lahad Datu, Sabah
72	Kilang Sawit Lanchang Kemudi, P/S 30, 91150 Cenderawasih, Lahad Datu, Sabah
73	Bengkel Ulu Jempol, Felda Ulu Jempol, 26400 Bandar Jengka, Pahang
74	Akademi Latihan FGV, (ALAF) , Bukit Goh, 26050 Kuantan, Pahang
75	Kilang Sawit Sg Koyan @ Pusat Pengumpulan Sungai Koyan, 27650, Sg Koyan, Pahang
76	Kilang Sawit Jengka 4 @ Pusat Pengumpulan Jengka 4, Felda Jengka 4, 26400 Bandar Pusat Jengka, Pahang
77	FTJ Biopower Sdn Bhd, Lot 32087 P.T 17478, Felda Jengka 9, 26400 Bandar Pusat Jengka, Pahang

DETAILS OF KPF-LINKED SUBSIDIARIES

A. KPF's shareholdings in KPF-Linked Subsidiaries as at LPD are as follows:

No.	Name of Company	KPF's Direct Interest	KPF's Indirect Interest	KPF's Effective Interest
1.	Delima Oil Products	-	28.0%	28.0%
2.	F Engineering	49.0%	-	49.0%
3.	F Properties	-	49.0%	49.0%
4.	Feltex Co. Ltd	-	14.6%	14.6%
5.	FGV Agri Services	23.1%	-	23.1%
6.	FGV Kernel Products	16.7%	23.3%	40.0%
7.	FGV Marketing Services	49.0%	14.3%	63.3%
8.	FGV Palm Industries	28.0%	-	28.0%
9.	FGV Prodata	20.0%	-	20.0%
10.	FGV Refineries	33.3%	18.7%	52.0%
11.	FGV Rubber Industries	28.6%	-	28.6%
12.	FGV Security	49.0%	-	49.0%
13.	FGV Transport	49.0%	-	49.0%
14.	FNI Biofuel Sdn Bhd	-	28.0%	28.0%
15.	P.T. Cashgrow Ventures	-	46.6%	46.6%
16.	P.T. Felda Indo Rubber	-	20.0%	20.0%
17.	*MSM Holdings	15.3%	-	15.3%

* For the purpose of this Circular, MSM Holdings is not regarded as KPF-Linked Subsidiaries (Refer Definition)

- B. As at LPD and save for the following, KPF does not have any board representation in KPF-Linked Subsidiaries:

No.	Name of Company	KPF's Board Representatives in KPF-Linked Subsidiaries
1.	F Engineering	<ul style="list-style-type: none"> • Zaid Sidek*
2.	FGV Agri Services	<ul style="list-style-type: none"> • Datuk Khamis Mohamed Som* • Raja Faridah Raja Ahmad*
3.	FGV Kernel Products	<ul style="list-style-type: none"> • Samsudin Othman* • Hasrin Ismail*
4.	FGV Marketing Services	<ul style="list-style-type: none"> • Dato' Muhamad Rizal Abdul Rahim* • Hasbullah Muhamad*
5.	FGV Palm Industries	<ul style="list-style-type: none"> • Sulong Jamil Mohamed Shariff* • Raja Faridah Raja Ahmad*
6.	FGV Prodata	<ul style="list-style-type: none"> • Raja Faridah Raja Ahmad*
7.	FGV Refineries	<ul style="list-style-type: none"> • Sulong Jamil Mohamed Shariff* • Razuwan Che Rose*
8.	FGV Rubber Industries	<ul style="list-style-type: none"> • Dato' Ramli Ismail* • Zaid Sidek*
9.	FGV Security	<ul style="list-style-type: none"> • Dato' Ramli Ismail* • Dr. Mohd Faisal Mustaffa*
10.	FGV Transport	<ul style="list-style-type: none"> • Razuwan Che Rose*
11.	**MSM Holdings	<ul style="list-style-type: none"> • Raja Faridah Raja Ahmad*

* These individuals are also on the Board of Directors of KPF

** For the purpose of this Circular, MSM Holdings is not regarded as KPF-Linked Subsidiaries (Refer Definition)

ADDITIONAL INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of our Company and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all reasonable enquiries, and to the best of their knowledge and belief there are no other facts the omission of which would make any statement in this Circular misleading.

2. MATERIAL CONTRACTS

Save as disclosed below, neither our Company nor our subsidiaries have entered into any other material contracts (not being contracts entered into in the ordinary course of business) within 2 years preceding the LPD:

- (i) Conditional Shareholders' Agreement dated 6 August 2022 between FGV Integrated Farming Holdings Sdn Bhd, Baladna for Trading and Investment W.L.L (a wholly-owned subsidiary of Baladna Q.P.S.C.), and Touch Group Holdings Sdn Bhd to form an incorporated joint venture to carry on the business to develop an integrated dairy farm business in Chuping, Perlis.

3. MATERIAL LITIGATION

Save as disclosed below, as at the LPD, the FGV Group has not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant and our Board is not aware of any proceedings, pending or threatened, against the FGV Group or any facts likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the FGV Group:

3.1 High Court of Sabah & Sarawak at Sandakan (Civil Suit No. SDK-22NCVC-9/5-2016 (HC)) brought by Abdul Malik bin Said Omar (suing as the Administrator of the Estates of the late Norhuda Bt S Said and 6 others) and Fathiyah binti S. Abdul Salam ("Plaintiffs") against SKSB ("Defendant")

By a Writ of Summons dated 12 May 2016, the Plaintiffs had commenced the above legal proceedings on 30 June 2016 against the Defendant for the recovery of land held under title CL 085310443. The Plaintiffs alleged that the transfer of the land to the Defendant was done through fraud and forgery, which was completed prior to the acquisition of the Defendant by Pontian United Plantation Berhad.

On 20 July 2018, the Sandakan High Court had allowed the Defendant's application to strike out the Plaintiffs' Statement of Claim, with cost of RM3,000.00 to be paid to the Defendant. The Plaintiffs vide a Notice of Appeal dated 14 August 2018 filed an appeal to the Court of Appeal on the whole decision given by the Sandakan High Court on 20 July 2018.

On 24 July 2019, the Court of Appeal has decided that 1st and 3rd Plaintiff's cause of action has been caught by Sabah Limitation Ordinance ("**SLO**"). It was further held that the 1st Plaintiff does not have *locus standi* to represent the 7 deceased persons. Hence, the 1st and 3rd Plaintiffs' appeal was dismissed with no order to cost.

However, the Court found that the 2nd Plaintiff action would be sustained as it is not time barred by the SLO on the basis that the 2nd Plaintiff has no knowledge of the police report lodged by the 3rd Plaintiff. Hence, the Court has allowed the 2nd Plaintiff Appeal and the matter to be returned to the High Court for full trial.

On 21 August 2019, the Defendant's solicitors has filed the Notice of Motion to Federal Court to request for leave to appeal against the decision of the Court of Appeal in respect of the 2nd Plaintiff. The hearing of the Notice of Motion to Federal Court for leave to appeal was fixed for 29 September 2020.

On 29 September 2020, the Federal Court had refused to grant leave to the Defendant and instructed for the matter to be returned to the High Court.

On 16 August 2022, the Defendant has filed an application to strike out the 2nd Plaintiff's action for want of prosecution. However, on 6 October 2022, the Sandakan High Court has dismissed the Defendant's application.

In view of the above decision, the case has proceeded for trial on 17-20 January 2023 and 1 February 2023.

On 23 May 2023, the Sandakan High Court had dismissed the 2nd Plaintiff's action against the Defendant with cost of RM40,000.00 to be paid by the 2nd Plaintiff to the Defendant.

On 20 June 2023, the 2nd Plaintiff has filed an appeal against the Sandakan High Court's decision.

The Court of Appeal on 19 February 2024 has fixed a case management on 9 May 2024 to update the filing of the Record of Appeal by the 2nd Plaintiff.

The solicitors are only able to provide a proper written advice pertaining to the prospect of success in the Court of Appeal after receiving the said grounds of judgment.

3.2 Arbitration at Asian International Arbitration Centre (AIAC) Case No. AIAC/D/ADM-662/2019 between Multazam Development Sdn Bhd ("Claimant") against FGV Plantations (Malaysia) Sdn Bhd ("Respondent")

The Claimant served on the Respondent Notice of Arbitration on 27 November 2018 and the statement of claim dated 16 April 2019 under the rules of the Asian International Arbitration Centre ("AIAC").

The Claimant claimed for work done and damages for wrongful termination in respect of a project known as "Design & Build and Development of Estate Workers' Housing Comprising of Workers' Hostel and 6 Doors Single Storey Terrace and Other Ancillary Works in Peninsular Malaysia & Sarawak" ("**the Project**") in which Respondent was the employer and Claimant, the design and build contractor.

Meanwhile, Respondent counterclaimed for the following:-

- (i) Deduction for liquidated and ascertained damages ("**LAD**") for RM470,250.00;
- (ii) Additional costs in engaging other contractors to complete the works, and/or in the alternative, damages to be assessed;
- (iii) Additional fees paid to the project director to carry out the re-tendering exercise in the sum of RM1,054,862.19;
- (iv) Additional costs to employ new workers as a result of absconding workers due to shortage of accommodation, in the sum of RM4,759,555.70; and
- (v) Loss of profit due to decrease in the number of workers in the sum of RM21,224,862.00.

The Hearing for the parties' oral submission was concluded on 20 March 2023 and on 5 February 2024, the Final Award of the Tribunal dated 11 January 2024 was received from the AIAC in which the award are as follows:

- i. RM86,341.45 to be paid by the Respondent to the Claimant (after setting-off/deducting the balance amount unpaid in respect of the value of works done by the Claimant as at the date of the termination of the contract (that is, RM556,591.45) against the Liquidated and Ascertained Damages of RM470,450.00 to be borne by the Claimant) with interest at the rate of 5% per annum from the date of the Award until full satisfaction;
- ii. RM12,517,317.10 to be paid by the Claimant to the Respondent (being RM16,267,317.10, comprising the Respondent's additional costs for completion of the works and the Respondent's loss of profit, set-off/deducted against the value of the

Performance Bond of RM3,750,000.00) with interest at the rate of 5% per annum from the date of the Award until full satisfaction;

- iii. Nett costs of RM294,000.00 to be paid by the Claimant to the Respondent;
- iv. Cost of the Award amounting to RM418,935.17 be apportioned between the Claimant and the Respondent on an 80:20 basis, in which RM335,148.14 to be borne and paid by the Claimant and RM83,787.03 to be borne and paid by the Respondent.
- v. In the event either party fails to pay the costs of the Award in accordance with the apportionment above, the unpaid portion of the costs of the Award which ought to have been borne by the party responsible for such portion shall be deemed as payment due to the other party.

In view of the above, the Respondent substantially won the arbitration with a net principal amount payable by the Claimant of about RM12.85 million.

Based on the Final Award of the Tribunal dated 11 January 2024, the Respondent's solicitors found that the Tribunal had assumedly oversight the Respondent's claim for the costs of the earlier adjudication proceedings and High Court actions in the amount of RM152,864.15. As such, the Respondent through its solicitors had submitted a request to the Tribunal for an additional award.

The Hearing for the request was heard by the Tribunal on 9 April 2024 and the Tribunal is currently deliberating on the request before delivering a decision.

3.3 Kuala Lumpur High Court (Civil Suit No. WA-22NCVC-807-11/2018) brought by our Company ("Plaintiff") against Tan Sri Mohd Isa bin Abdul Samad, former Chairman of FGV ("1st Defendant") and Dato Mohd Emir Mavani Abdullah, former group president/ Chief Executive Officer ("2nd Defendant") (collectively, "Defendants")

The Plaintiff had on 30 November 2018 commenced the above legal proceedings against the 1st and 2nd Defendants as a result of loss suffered by the Plaintiff from the failure of the Defendants to discharge their respective fiduciary duty, duty of fidelity and/or duty to exercise reasonable care, skill and diligence towards the Plaintiff, which primarily concerned the acquisition by the Plaintiff of 2 luxury condominium units located at the Troika at 19, Persiaran KLCC, 50540 Kuala Lumpur ("**Troika Units**") at prices significantly above market value and without proper due diligence, and the wrongful and/or unauthorised use and possession of the Troika Units by the Defendants.

The above legal proceedings also pertains to the acquisition by the Plaintiff of a number of cars ("**Pool Cars**") and their misuse by the 2nd Defendant, as well as misuse of petrol benefit by the 2nd Defendant.

In this regard, the Plaintiff sought the following reliefs against the Defendants:

- (i) RM2,918,672.00 jointly and severally against the 1st Defendant and the 2nd Defendant in relation to the acquisition of the Troika Units;
- (ii) RM1,616,488.03 jointly and severally against the 1st Defendant and the 2nd Defendant in relation to the Defendants' use and possession of the Troika Units;
- (iii) RM3,141,071.86 against the 2nd Defendant in relation to the Pool Cars;
- (iv) RM10,837.10 against the 2nd Defendant in relation to the 2nd Defendant's petrol benefit;
- (v) General damages to be assessed;
- (vi) Aggravated damages;
- (vii) Exemplary damages;

- (viii) Interest at the rate of 5% per annum on damages awarded starting from the date of the filing of the suit until the date of full and final settlement;
- (ix) Costs;
- (x) Interest at the rate of 5% per annum on the amount of costs awarded starting from the date when the costs was awarded until the date of full and final settlement; and
- (xi) Such other and further reliefs that the Court deems fit and proper.

The Trial proceeded and concluded on 19 December 2023 after over thirty (30) witness were called.

On 29 March 2024, the High Court has delivered its judgement as follows: -

- i. The High Court allowed the Company's claim against the Defendants for the wrongful use of the Troika Units and causing the Troika Units to be furnished not in accordance with the internal procedures of the Company.
- ii. The High Court also allowed the Company's claim against the 2nd Defendant for the misuse of the Pool Cars and petrol benefits. The 1st Defendant was ordered to pay RM990,502.61 in damages which includes RM300,000.00 as exemplary damages. The 2nd Defendant was ordered to pay RM2,328,705.86 in damages with RM500,000.00 as exemplary damages ("Judgment Sum").
- iii. Costs of RM200,000.00 was also ordered against the Defendants respectively as well as interest at the rate of 5% per annum calculated on the Judgment Sum and costs from today until full settlement.

Nevertheless, the High Court, however, dismissed the Company's claim in respect of the acquisition of the Troika Units.

On 24 April 2024, the Plaintiff was served with an appeal to the Court of Appeal by the 2nd Defendant against part of the High Court's Judgment delivered on 29 March 2024 ("High Court Judgment") that were unfavourable to the 2nd Defendant.

On 25 April 2024, the Plaintiff was served with an appeal to the Court of Appeal by the 1st Defendant against parts of the High Court's Judgment that were unfavourable to the 1st Defendant.

On 27 April 2024, the Plaintiff lodged an appeal to the Court of Appeal against parts of the High Court's Judgment that were unfavourable to the Plaintiff. The matter is now pending direction from the Court of Appeal.

3.4 Kuala Lumpur High Court (Civil Suit No. WA-22NCVC-779-11/2018) brought by our Company ("Plaintiff") against Mohd Emir Mavani Abdullah & 13 Others ("Defendants")

The Plaintiff had on 23 November 2018 commenced the above legal proceedings against the following Defendants:

- (i) Dato' Mohd Emir Mavani Abdullah ("**1st Defendant**"), the Plaintiff's former Group President / Chief Executive Officer and Non-Independent Non-Executive Director.
- (ii) Farisan Bin Mokhtar ("**2nd Defendant**"), the Plaintiff's former Senior Vice President, Business Development of Downstream Cluster, at the material time.
- (iii) Rasydan Bin Alias Mohamed ("**3rd Defendant**"), the Plaintiff's former Senior General Manager, Downstream Cluster, at the material time.
- (iv) Ahmad Tifli Bin Dato Mohd Talha ("**4th Defendant**"), the Plaintiff's former Chief Financial Officer.

- (v) Tan Sri Hj. Mohd Isa Dato Hj. Abdul Samad (“**5th Defendant**”), the Plaintiff’s former Chairman and Non-Executive Director.
- (vi) Datuk Dr. Omar Salim (“**6th Defendant**”), the Plaintiff’s former Non-Independent Non-Executive Director.
- (vii) Datuk Noor Ehsanuddin Mohd Harun Narrashid (“**7th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (viii) Dato’ Yahaya Abd Jabar (“**8th Defendant**”), the Plaintiff’s former Senior Independent Non-Executive Director.
- (ix) Datuk Haji Faizoull Ahmad (“**9th Defendant**”), the Plaintiff’s former Non-Independent Non-Executive Director.
- (x) Tan Sri Dato’ Paduka Ismee Ismail (“**10th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (xi) Tan Sri Dato’ Dr. Wan Abdul Aziz Wan Abdullah (“**11th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (xii) Tan Sri Dr Sulaiman Mahbob (“**12th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.
- (xiii) Datuk Nozirah Bahari (“**13th Defendant**”), the Plaintiff’s former Non-Independent Non-Executive Director.
- (xiv) Datuk Fazlur Rahman Ebrahim (“**14th Defendant**”), the Plaintiff’s former Independent Non-Executive Director.

The above legal proceedings concerned the Plaintiff’s acquisition of 100% equity interest in Asian Plantation Limited (“**APL**”) via a voluntary conditional cash offer in 2014, whereby the Plaintiff brought this action for loss suffered as a result of the Defendants’ failure to discharge their respective fiduciary duties, duties or fidelity and/or duties to exercise reasonable care, skill and diligence towards the Plaintiff.

In this regard, the Plaintiff sought the following reliefs against the Defendants:

- (i) Damages totalling RM514 million for loss from the acquisition APL. Alternatively, damages for loss from the acquisition of APL to be assessed by the High Court;
- (ii) General damages;
- (iii) Interest at the rate of 5% per annum on damages awarded starting from the date of the filing of the suit until the date of full and final settlement;
- (iv) Costs;
- (v) Interest at the rate of 5% per annum on the amount of costs awarded starting from the date when the costs was awarded until the date of full and final settlement; and
- (vi) Such other and further reliefs that the Court deems fit and proper.

All Defendants had filed their respective defences and the Plaintiff had filed replies to all the defences.

The 10th Defendant, the 11th Defendant, the 12th Defendant, the 13th Defendant and the 14th Defendant (“**10th to 14th Defendants**”) had on 11 February 2019 filed a counterclaim with their defence (“**Counterclaim**”), the Counterclaim was against the Plaintiff and the following individuals:

- (1) Azhar bin Abdul Hamid;
- (2) Mohd Hassan bin Ahmad;

- (3) Othman bin Omar;
- (4) Mohamed Nazeeb bin P.Alithambi;
- (5) Salmiah binti Ahmad;
- (6) Hoi Lai Peng;
- (7) Yusli bin Mohamed Yusoff;
- (8) Nesadurai Kalanithi;
- (9) Mohd Anwar bin Yahya; and
- (10) Mohamad Suffian bin Awang

(the above individuals (1) to (10) are collectively referred to as “**the Counterclaim Defendants**”, who are at the time of the Counterclaim, the members of our Board).

The Counterclaim was premised on the tort of abuse of process and alleged breaches of fiduciary duties by the Counterclaim Defendants’. The Counterclaim sought for the following reliefs, jointly and severally, against the Plaintiff and the Counterclaim Defendants:

- (i) Declaration that the Plaintiff and the Counterclaim Defendants are liable for the loss of RM514 million (in the Plaintiff’s legal proceedings) (if any);
- (ii) Order that any damages (from Plaintiff’s legal proceedings) (if any) imposed against the 10th to 14th Defendants shall be indemnified by the Plaintiff and the Counterclaim Defendants;
- (iii) General damages;
- (iv) Interest at a rate of 5% per annum on the damages awarded starting from the date of the filling of the Counterclaim until the date of full and final settlement;
- (v) Costs; and
- (vi) Such other and further reliefs that the Court deems fit and proper.

An application was filed to strike out the Counterclaim. On 8 November 2019, the Court allowed the Plaintiff’s application to strike out the Counterclaim with costs of RM8,000.00. The 10th to 14th Defendants filed an appeal against the striking out decision (“**Appeal**”) and at the same time applied for a stay of the High Court proceedings pending the disposal of the appeal. (“**Stay Application**”)

On 6 September 2021, the Court of Appeal had accepted 10th to 14th Defendants appeal and reversed the High Court’s decision.

On 5 October 2021, Notice of Motion and Affidavit in Support of the Application for Leave to Appeal to the Federal Court has been filed by the Plaintiff.

On 5 October 2022, the Federal Court dismissed the Plaintiff’s application for Leave to Appeal and therefore the main action and Counterclaim will proceed to trial in the High Court.

The High Court had on 27 November 2023 allowed the 1st Defendant’s and 10th-14th Defendants Amendment Application to the Counter Claim.

Further, on 24 November 2023, the Plaintiff also filed an application for amendment of the Statement of Claim.

As of 30 April 2024, the Parties are still at the stage of finalising the filing of pleadings.

The Plaintiff’s solicitors are unable to advise the prospect outcome of the case at this stage as the matter is still at the pre-trial preparation stage and parties are still in the midst of exchanging and classifying documents.

3.5 Kuala Lumpur High Court (Civil Suit No. WA-22NCvC-364-05/2021) VDSL Technology Sdn Bhd (“the Plaintiff”) v FGV Prodata (“1st Defendant”) and FELDA (“2nd Defendant”)

On 18 May 2021, FGV Prodata had been served with the sealed Writ and Statement of Claim, both dated 12 May 2021 filed by the Plaintiff, VDSL Technology Sdn Bhd (“**VDSL**”) (“**Legal Suit**”).

The Plaintiff claims for a compensation and damages amounting to RM170,707,600.00 due to the 1st and 2nd Defendants' alleged breaches on various arrangements agreed upon by parties in regard to a project titled Felda Broadband Initiative Project.

The Court had instructed the parties to explore and discuss possible settlement via Court assisted mediation and had fixed 11 May 2022 as the mediation date. The Court had also fixed 2 June 2022 for the hearing of all interlocutory applications before the judge and directed that parties may file in respective reply submission for all interlocutory applications (if any) by 19 May 2022.

On 11 May 2022, after hearing parties, the Mediator acknowledged that the mediation was unsuccessful.

In view of the outcome of the mediation, the Hearing of all interlocutory applications continued on 2 June 2022, 12 July 2022, 19 August 2022, 25 November 2022 before the Court fixed for decision on 16 December 2022.

On 16 December 2022, the Court has arrived to the following decisions:

- (i) The Court has recorded a Consent Order between the Plaintiff and the 2nd Defendant in respect of Protective Order application and the 2nd Defendant's Discovery application;
- (ii) the Court allowed the Plaintiff's Protective Order application with costs in the cause; and
- (iii) The Court dismissed the Security for Costs application filed by the Defendants with costs of RM5,000.00.

The Defendants filed an appeal on the High Court's decision for application for Security for Costs.

On 14 March 2023, High Court was informed that the Defendants would like to oppose Plaintiff's application to amend the Statement of Claim. The High Court fixed 16 May 2023 for hearing before the Judge.

The hearing scheduled on 16 May 2023 was adjourned to 12 September 2023 where the High Court granted the Plaintiff's amendment application and the Defendants were ordered to file their Amended Defence respectively.

Additionally, the Court of Appeal had on 10 August 2023 allowed the Defendants' appeal for security for costs where the Court of Appeal directed the Plaintiff to pay a sum of RM100,000 as security for costs to the Defendants.

Subsequently, the High Court has fixed the matter for trial on 16 to 19 June 2025.

Subject to discovery of additional/further/new information/documents, and subject to the Court's assessment of the strength of the evidence tendered by 1st Defendant at the trial, the solicitors is of the view that there is a fair chance of 1st Defendant succeeding in resisting the claim of the Plaintiff.

3.6 **Kota Kinabalu High Court (Civil Suit No.: BKI-22NCvC-21/3-2023) Euggne Kousai ("Plaintiff") v Sri Kehuma Sdn. Bhd. ("1st Defendant") & Yapidmas Plantations Sdn. Bhd. ("2nd Defendant")**

The Plaintiff had on 13 March 2023 commenced the legal proceedings against the Defendants on the following grounds:

- (i) The existing Lease Agreements between the Plaintiff and the Defendants are tainted with fraud and illegality;
- (ii) Continuing trespass by the 2nd Defendant in occupying the Plaintiff's lands without consent; and
- (iii) Illegal use of the Plaintiff's land tittles.

In this regard, the Plaintiff sought the following reliefs against the Defendants:

- (i) Loss of lease of rental in aggregate sum of RM2,000.00 per month for each land title x 41 titles in the amount of RM14,924,000.00;
- (ii) Damages for illegal use of the original titles as collateral for the purpose of obtaining loan from financial institutions in the amount of RM10,000,000.00;
- (iii) A declaration that the alleged illegal clause in the Lease Agreements is void and has no effect;
- (iv) A declaration that the 1st and 2nd Subleases are illegal and void;
- (v) An injunction to compel the Defendants to surrender the original titles of the said Lands to the Plaintiff;
- (vi) An injunction to restrain any further dealings on the said Lands and all assets to be removed from the said Lands; and
- (vii) Cost of this action on a solicitor-client basis in the amount of RM100,000.00.; and

Such further or other reliefs that the Honorable Court may deem fit and proper in the circumstances.

The legal proceedings are still at a pre-trial stage pending disposal of the Defendants' interlocutory application.

The Plaintiff had on 9 June 2023 filed an application under Order 14A of the Rules of Court 2012 to request the Court to dispose the suit without the need for full trial. However, the Court had on 2 September 2023 ordered that the Order 14A application be struck out with costs of RM1,000. to be paid by the Plaintiff to the Defendants.

Subsequently, the Defendants had on 31 October 2023 filed an application under Order 18 of the Rules of Court 2012 to strike out the Plaintiff's summon. After hearing parties' submissions, the Court has fixed the matter for a decision on 17 May 2024.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of our Company at Level 21, Wisma FGV, Jalan Raja Laut, 50350 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) the period commencing from the date of this Circular up to and including the date of our forthcoming AGM:

- (a) our Constitution;
- (b) our audited consolidated financial statements for FYE 31 December 2022 and 31 December 2023;
- (c) the material contracts as referred to in Section 2 above; and
- (d) the relevant cause papers in respect of the material litigation as referred to in Section 3 above.

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FGV HOLDINGS BERHAD
Reg. No. 200701042133 (800165-P)
(Incorporated in Malaysia)

As Special Business

To consider and if thought fit, to pass the following resolution as Ordinary Resolution:

Resolution 9

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF REVENUE OR TRADING NATURE

"THAT subject always to the Companies Act, 2016 (CA 2016), the Constitution of FGV, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (Listing Requirements), other applicable laws, guidelines, rules and regulations, and the approval of the relevant governmental/regulatory authorities (where applicable), approval be and is hereby given to the Company and its subsidiaries to enter into all arrangements and/or transactions involving the interests of the Related Parties as specified in Appendix I of the Circular to the Shareholders dated 15 May 2024 (RRPT Circular), provided that such arrangements and/or transactions are:

- (a) recurrent transactions of revenue or trading nature;
- (b) necessary for the day-to-day operations;
- (c) carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public; and
- (d) not detrimental to the minority Shareholders of the Company.

(Proposed Mandates).

AND THAT the Proposed Mandates shall commence immediately upon passing of this ordinary resolution and continue to be in force until:

- (i) the conclusion of the next AGM of the Company following this 16th AGM at which time the Proposed Mandates will lapse, unless the Proposed Mandates are renewed by a resolution passed at the next AGM of the Company; or
- (ii) the expiration of the period within which the next AGM after that date is required to be held pursuant to Sections 340(1) and (2) of the CA 2016 (excluding however such extension as may be allowed pursuant to Section 340(4) of the CA 2016); or
- (iii) the Proposed Mandates are revoked or varied by a resolution passed by the Shareholders of the Company in a general meeting of the Company,

whichever is the earlier;

AND FURTHER THAT authority be and is hereby given to the Directors of the Company and/or its subsidiaries to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to such transactions as authorised by this resolution and the Proposed Mandates."