

NOTICE IS HEREBY GIVEN that the Thirty-Eighth Annual General Meeting ("38th AGM") of FSBM Holdings Berhad ("FSBM" or "the Company") will be held at Strive Room, Level M3, VE Hotel & Residence, Bangsar South City, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur on Monday, 22 May 2023 at 3.00 p.m. to transact the following businesses:

ORDINARY BUSINESS

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Reports of the Directors and Auditors thereon. **Explanatory Note 8(i)**
- To approve payment of Directors' fees amounting to RM87,500 for the financial year ended 31 December 2021. **Resolution 1**
- To approve payment of Directors' fees amounting to RM178,590 for the financial year ended 31 December 2022. **Resolution 2**
- To re-elect the following Directors who retire by rotation in accordance with Clause 97 of the Company's Constitution:
 - Mr. Ng Yew Soon **Resolution 3**
 - Ms. Tan Wan Yen **Resolution 4**
- To re-appoint Messrs. Moore Stephens Associates PLT as the Company's Auditors for the ensuing financial year and to authorise the Directors to fix their remuneration. **Resolution 5**

SPECIAL BUSINESS

To consider and if thought fit, to pass the following Resolution, with or without modifications:

6. RENEWAL OF AUTHORITY FOR DIRECTORS TO ISSUE SHARES **Resolution 6**

"THAT, subject always to the Companies Act 2016 (the "Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), any directives or modifications or reliefs issued by Bursa Securities from time to time in relation to the general mandate for issue of securities, and the approvals of the relevant governmental and/or regulatory authorities, where such approval is necessary, approval be and is hereby given to the Directors of the Company pursuant to Sections 75 and 76 of the Act to issue and allot shares in the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons as the Directors may in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force provided always that the total number of new shares issued pursuant to this resolution when aggregate with the number of new shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being.

THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company.

THAT the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.

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

FURTHER THAT pursuant to Section 85 of the Act read together with Clause 54 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered with new shares ranking equally to the existing issued shares arising from the issuance and allotment of the new shares in the Company pursuant to Sections 75 and 76 of the Act AND THAT the Board of Directors of the Company is exempted from the obligation to offer such new shares first to the existing shareholders of the Company."

ANY OTHER BUSINESS

- To transact any other business of which due notice shall be given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

WONG YOUN KIM

Practising Certificate No. 201908000410
(MAICSA 7018778)
Secretary

Kuala Lumpur
20 April 2023

NOTES:

- A member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy may but need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under the corporation's common seal or under the hand of an officer or attorney duly authorised. Any alteration to the instrument appointing a proxy must be initialled.
- The instrument appointing a proxy must be deposited at the Company's Share Registrar office, Tricor Investor & Issuing House Services Sdn Bhd at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur not less than twenty-four (24) hours before time appointed for the taking of poll at this meeting or at any adjournment thereof.
- A member entitled to attend and vote at this meeting is entitled to appoint one (1) or more proxies to attend and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless the member specifies the proportion of his/her shareholdings to be represented by each proxy.
- Where a member of the company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 which holds ordinary shares in the Company for multiple owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorized nominee may appoint in respect of each omnibus account it holds.
- The Company has put all the Resolutions as set out in the Notice of AGM to be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
- GENERAL MEETING RECORD OF DEPOSITORS**
For the purpose of determining who shall be entitled to attend this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company a Record of Depositors as at 15 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to attend this meeting or appoint a proxy to attend and vote on his/her behalf.
- EXPLANATORY NOTES ON ORDINARY/SPECIAL BUSINESS**
 - Item 1 of the Agenda – Audited Financial Statements for the financial year ended 31 December 2022.
The Audited Financial Statements are laid pursuant to the provision of Section 340(1)(a) of the Companies Act 2016 and is meant for discussion only. It does not require formal approval by the shareholders of the Company and hence, Agenda 1 is not put forward for voting.
 - Ordinary Resolutions 1 and 2 – Directors' fees
Section 230(1) of the Companies Act 2016 provides amongst others, that "the fees" of the directors and "any benefits" payable to the directors of a listed company and its subsidiaries shall be approved by shareholders at a general meeting. In this respect, the Board seeks the shareholders' approval at this AGM on the payment of Directors' fees.
The Board did not recommend seeking shareholders' approval for payment of Directors' fees for the financial year ended 31 December 2021 at the last Annual General Meeting ("AGM") held on 20 May 2022 having taken into consideration the Company's unhealthy financial position at that time. The Board is pleased that the Group achieved a successful turnaround in the financial year 2022. The Board is of the view that it is just and equitable for the Directors to be paid the Directors' fees for their effort to turn the Group from a loss-making position in the past to profit in 2022. The Remuneration Committee had reviewed the proposed Directors' fees and it was recognised that the Directors' fees payable is fair and equitable and it is in the best interest of the Company. Hence, the Board seeks the shareholders to vote in favour of these resolutions.
 - Ordinary Resolutions 3 and 4 – Re-election of Directors pursuant to Clause 97 of the Constitution.
Clause 97 of the Constitution of the Company provides that an election of Directors shall take place each year at the AGM of the Company where one-third (1/3) of the Directors for the time being, or if their number is not three (3) or a multiple of three (3), then the number nearest to one-third (1/3) shall retire and be eligible for re-election provided that each Director must retire from office at least once in every three (3) years.
The profile of the retiring Directors, namely Mr. Ng Yew Soon and Ms. Tan Wan Yen who stand for re-election and their interest in the securities of the Company are set out in the section of Directors' Profile in the Annual Report.
The Nomination Committee had assessed Mr. Ng Yew Soon and Ms. Tan Wan Yen and had rated their performance as "Competent" in discharging his duties and responsibilities as a Director. Both of them meet the Directors' fit and proper criteria as set out in the Directors' Fit and Proper Policy of the Company. Based on the above, the Board supported the recommendation for re-election of them as Directors. Hence, the Board seeks the shareholders to vote in favour of these resolutions.
 - Ordinary Resolution 6 – Renewal of Authority for Directors to Issue Shares.
The Proposed Ordinary Resolution 6, if passed, is to give the Directors of the Company flexibility to issue and allot shares up to an amount not exceeding ten per centum (10%) of the Company's total number of issued shares for the time being upon such terms and conditions and for such purposes and to such person or persons as Directors of the Company in their absolute discretion consider to be in the best interest of the Company, without having to convene a separate general meeting so as to avoid incurring additional cost and time. The purpose of this general mandate is for the possible fund-raising exercises including but not limited to further placement of shares for purposes of funding current and/or future investment projects, working capital and/or acquisitions. The Board of Directors emphasises that the Company will not issue new shares unless it is an exercise that will ultimately increase shareholders' value. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
This general mandate sought for Directors to issue shares is a renewal of the mandate that was approved by the shareholders at the last AGM of the Company held on 20 May 2022 ("previous mandate") which will lapse at the conclusion of this AGM. There were no new shares issued pursuant to the previous mandate.
Shareholders are advised to take note that the approval given to the Directors in this resolution for the issuance and allotment of the new shares pursuant to Sections 75 and 76 of the Companies Act 2016 shall have the effect of the shareholders having agreed to waive and deemed to have waived their statutory pre-emptive rights pursuant to Section 85 of the Companies Act 2016 and Clause 54 of the Constitution of the Company and this will allow the Directors of the Company to issue new shares in the Company which rank equally to the existing issued shares of the Company, to any person without having to offer the new shares to all existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate which this will result in a dilution to their shareholding percentage in the Company.