

FORM OF ACCEPTANCE AND TRANSFER FOR THE OFFER SHARE(S) (“FORM”)

TO BE COMPLETED BY PERSONS WHO WISH TO ACCEPT THE OFFER

THIS FORM IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION AND IS TO BE READ IN CONJUNCTION WITH THE OFFER DOCUMENT DATED 12 JANUARY 2021 (“OFFER DOCUMENT”) ISSUED BY FEDERAL LAND DEVELOPMENT AUTHORITY (“OFFEROR”) THROUGH MAYBANK INVESTMENT BANK BERHAD (“MAYBANK IB”).

Unless the context otherwise requires or where otherwise defined in this Form, the definitions contained in the Offer Document shall also apply to this Form.

Pursuant to Section 14(1) of the SICDA, Bursa Securities has prescribed the FGV Shares as securities required to be deposited into the CDS account. Therefore, all dealings in the FGV Shares that have been deposited into the CDS account will be carried out in accordance with the SICDA and the Rules of Bursa Depository as issued under the SICDA.

If you intend to accept the Offer, you should complete and sign this Form in accordance with the instructions contained in this Form and the Offer Document. **YOU DO NOT NEED TO TAKE ANY ACTION SHOULD YOU DECIDE NOT TO ACCEPT THE OFFER.**

You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you have any doubt about the Offer.

If you have sold or transferred all your Offer Shares, you should hand this Form and the accompanying Offer Document immediately to the stock broker or agent through whom you had effected the sale or transfer for delivery to the purchaser or transferee.

UNCONDITIONAL MANDATORY TAKE-OVER OFFER

BY

FEDERAL LAND DEVELOPMENT AUTHORITY (“OFFEROR”)

(Established under the Land Development Act 1956 (Act 474))

THROUGH



MAYBANK INVESTMENT BANK BERHAD

(Co. Reg. No.: 197301002412)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

TO ACQUIRE

ALL THE REMAINING ORDINARY SHARES IN FGV HOLDINGS BERHAD (“FGV”) (“FGV SHARES”) (EXCLUDING TREASURY SHARES) NOT ALREADY HELD BY THE OFFEROR AND THE PERSONS ACTING IN CONCERT WITH IT (“OFFER SHARES”) INCLUDING ALL FGV SHARES UNDER FGV’S LONG TERM INCENTIVE PLAN FOR A CASH CONSIDERATION OF RM1.30 PER OFFER SHARE (“OFFER”)

For Holders whose Offer Shares have been deposited into their CDS account, if you wish to accept the Offer, please refer to Note 1(A) of this Form.

For Holders who have purchased the Offer Shares before the Closing Date but the Offer Shares have not been deposited into their CDS account, if you wish to accept the Offer, please refer to Note 1(D) of this Form.

For Non-Resident Holders, if you wish to accept the Offer, please refer to Note 1(E) of this Form.

Acceptances must be received by **5:00 p.m. (Malaysian time) on Tuesday, 2 February 2021**, being the First Closing Date, unless extended or revised in accordance with the Rules. Any such extension or revision will be announced by Maybank IB, on behalf of the Offeror, at least two (2) days before the Closing Date. Notice of such extension or revision will be posted to the Holder(s) accordingly.

NOTES REGARDING THE COMPLETION AND LODGEMENT OF THIS FORM

If you are an individual, you must, except as mentioned below, personally sign this Form. If you are a corporation, you must execute this Form under your common seal, the common seal being affixed and witnessed in accordance with your Constitution or other regulations applicable to you and signed on your behalf by an authorised officer or attorney.

Please refer to the following procedures to facilitate your completion of this Form:

1. (A) If your Offer Shares have been deposited into your CDS account

To accept the Offer, you are required to:

- (i) complete and sign this Form;
- (ii) complete and sign the Bursa Depository Transfer of Securities Request Form (FTF 010) ("**Bursa Depository Transfer Form**"), which can be obtained from your ADA/ADM or downloaded at https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer_of_Securities_Request-1.pdf, in accordance with the instructions printed on the reverse side of the Bursa Depository Transfer Form*;

Note:

* You are advised to consult your ADA/ADM or stockbroker before completing and executing the Bursa Depository Transfer Form to ensure completeness of information required as well as to ensure that your transfer request can be properly facilitated

- (iii) complete in full the following particulars as contained in the Bursa Depository Transfer Form:
 - (a) particulars of the securities;
 - (b) particulars of the depositor;
 - (c) particulars of the witness;
 - (d) particulars of the transferee as appearing below; and
 - (e) category and approved reason for transfer as appearing below.

In respect of (d) and (e) above, you are requested to complete the particulars on the transferee as follows:

CDS account no.	: 201-001-069646636
Name of transferee	: Maybank Nominees (Tempatan) Sdn Bhd Pledged Securities Account for Lembaga Kemajuan Tanah Persekutuan (564212105881)
Category of transfer	: To cross (X) on category B only (change in beneficial ownership)
Reason for transfer	: To cross (X) on category B1 only (take-over offer)

- (iv) proceed to lodge the completed and signed Bursa Depository Transfer Form with your ADA/ADM* for the transfer of the Offer Shares deposited in the CDS account on any Market Day prior to the Closing Date.

Note:

* Prior to lodging, you are advised to consult your ADA/ADM on how you can submit the completed and signed Bursa Depository Transfer Form to your ADA/ADM and/ or how you can make the necessary payment of fees associated with the transfer request (if any), in view of restriction which may be put in place by your ADA/ADM (if any) due to the Movement Control Order imposed by the Government of Malaysia or in the case of any other emergency, and/ or to avoid risk of possible delay which posting of physical documents may pose

The Bursa Depository Transfer Form shall be submitted by 3:30 p.m. (Malaysian time) to effect the transfer on the same Market Day provided that the request for the transfer is in compliance with the directions and Rules of Bursa Depository; and

- (v) enclose the following:
- (a) the depositor's copy of your Bursa Depository Transfer Form with the details of the reference number to be issued by Bursa Depository for the transfer, as evidence that the transfer has been effected ("**Depositor's Copy of your Bursa Depository Transfer Form**") duly verified and acknowledged by your ADA/ADM; and
 - (b) this completed and signed Form and where applicable, other document(s) of title or the relevant contract note(s),

and despatch by post (either by ordinary mail or courier) or deliver by hand or via email, at your own risk, to the Registrar at the Registrar's office address or email address (as the case may be), so as to arrive **not later than 5:00 p.m. (Malaysian time) on Tuesday, 2 February 2021**, being the First Closing Date or such later date(s) as the Offeror may decide and as may be announced by Maybank IB, on behalf of the Offeror, at least two (2) days before the Closing Date, whose business hours are from 8:30 a.m. to 5:30 p.m. (Malaysian time), on Mondays to Fridays (excluding public holidays) at the following office address or email address (as the case may be):

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Telephone no. : 603-7890 4700
Facsimile no. : 603-7890 4670
E-mail address : bsr.helpdesk@boardroomlimited.com

The Registrar will not issue any acknowledgement of receipt of the Form and the accompanying documents in respect of the Offer. Proof of time of postage shall not constitute proof of time of receipt by the Registrar.

A return envelope is hereby enclosed for your convenience.

(B) If the Holder is away from his/her/its registered address and this Form is received by the agent of the Holder

The agent of the Holder should send this Form by the quickest means (e.g. courier or express post) to the Holder for execution or, if he/she/it has executed or granted a Power of Attorney, have this Form signed by the attorney and accompanied by a statement reading "signed under Power of Attorney which is still in force, no notice of revocation having been received". In the latter case, a copy of the Power of Attorney which should be valid in accordance with the laws of the jurisdiction in which it was created and is exercised and recognised as valid in Malaysia, should be enclosed with this Form for noting and lodged with the Registrar either by post (either via ordinary mail or courier) or by hand or via email, at your own risk, at the office address or email address (as the case may be) set out in Note 1(A)(v) above.

The Holder should then proceed to perform the procedures as set out in Note 1(A) above. No other signature is acceptable.

In the event that this Form, the Offer Document or other documents related to the Offer are sent or transmitted to a Holder in any other jurisdiction other than Malaysia, reference should be made to **Section 3 of Appendix II** of the Offer Document which shall apply equally to the Holder.

(C) If the Holder is deceased

In order to accept the Offer, the duly completed Form of Notification of Death of Depositor (“**Form of Notification**”) as prescribed by the Rules of Bursa Depository must be submitted to Bursa Depository and the transfer of the Offer Shares from the CDS account of the deceased to the CDS account of the executor or administrator of the deceased’s estate must be effected by Bursa Depository. This Form must be signed by the executor or administrator of the deceased’s estate, named in the Form of Notification to whom the Offer Shares have been effectively transferred by Bursa Depository and who is registered as the Holder and the procedures set out in Note 1(A) above shall be applicable.

(D) If your Offer Shares purchased have not been deposited into your CDS account

If you have purchased the Offer Shares before the Closing Date but the Offer Shares have yet to be deposited into your CDS account, you should lodge this completed Form together with the relevant contract notes for the Offer Shares as evidence of your beneficial ownership of the Offer Shares with the Registrar either by post (either via ordinary mail or courier) or delivery by hand or via email, at your own risk, at the office address or email address (as the case may be) set out in Note 1(A)(v) above, so as to arrive no later than 5:00 p.m. (Malaysian time) on the Closing Date.

You must then perform the procedures as set out in Note 1(A)(ii) and (iii) above.

Once the Offer Shares have been deposited into your CDS account, you must perform the procedure as set out in Note 1(A)(iv) above and then forward the Depositor’s Copy of your Bursa Depository Transfer Form, duly verified and acknowledged by your ADA/ADM to the Registrar at the office address or email address (as the case may be) as set out in Note 1(A)(v) above so as to arrive within 7 days from the Closing Date.

(E) If you are a Non-Resident Holder

To accept the Offer, the procedures set out below and in Note 1(A) above are applicable to you. You should also refer to **Section 3 of Appendix II** of the Offer Document for further information.

If you wish to accept the Offer, you are solely responsible to satisfy yourself as to the full compliance with and full observance of the laws of the relevant jurisdiction where you reside and of Malaysia in connection with the Offer, including without limitation the following:

- (i) receipt of cash payments in Ringgit Malaysia by you;
- (ii) repatriation of any monies by you out of Malaysia;
- (iii) obtaining of any governmental, exchange control or other consents which may be required;
- (iv) compliance with the necessary formalities, including legal and regulatory requirements to be observed; and
- (v) payment of any costs relating to the transfer or other taxes or duties due in such jurisdiction.

You will be solely responsible for the payment of any transfer fees or taxes or duties or other requisite payments due in such jurisdiction. The Offeror, the Registrar and Maybank IB shall be fully indemnified and held harmless by you against any transfer fees or taxes or duties or other payments which you may be required to pay.

You should consult the professional advisers in the relevant jurisdiction in relation to your compliance with legal and other applicable requirements. In accepting the Offer, you represent and warrant to the Offeror, the Registrar and Maybank IB that:

- (a) you are in full observance of the laws and regulations of your relevant jurisdiction and of Malaysia;
- (b) you have not received copies or originals of the Offer Document, this Form or any other Offer-related documentation in, into or from a Restricted Jurisdiction;
- (c) you have not, in connection with the Offer or the execution or delivery of this Form or the Bursa Depository Transfer Form, utilised, directly or indirectly, the mails or any means or instrumentality (including, without limitation, electronic mail, facsimile transmission, telex, telephone, internet or other forms of electronic communication) of interstate or foreign commerce of, or any facilities of a national securities exchange of, any Restricted Jurisdiction;
- (d) you are not accepting the Offer from a Restricted Jurisdiction and in accepting the Offer, you are in full compliance with all necessary formalities and legal and regulatory requirements of the relevant jurisdiction; and
- (e) you would not cause the Offeror, the Registrar and Maybank IB to be in breach of any of the laws and regulations of the relevant jurisdiction.

If you receive a copy of the Offer Document and this Form in any jurisdiction other than Malaysia, you may not:

- (a) treat the same as constituting an invitation to sell or offer for the purchase of your securities or participate in the Offer;
- (b) use this Form unlawfully by contravening any relevant regulations or other legal requirements; or
- (c) use this Form if, in the relevant jurisdiction, such an invitation or offer cannot lawfully be made to you.

In such circumstances, the Offer Document and this Form are sent for **information only** and any use or acceptance may be invalid and disregarded.

2. This Form must be completed in English or Bahasa Malaysia and submitted to the Registrar either by post (either via ordinary mail or courier) or by hand or via email, at your own risk, at the office address or email address (as the case may be) set out in Note 1(A)(v) above in its entirety.
3. Please type or write clearly in ink using BLOCK LETTERS. Form defaced by erasures or any kind of correcting fluid may be rejected at the absolute discretion of the Offeror. Amendments must be clearly legible and should be countersigned by you.
4. Additional copies of this Form may be obtained from the office of the Registrar at the address set out in Note 1(A)(v) above from the Posting Date up to the Closing Date. You may also download this Form from the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com.
5. Further instructions are contained in **Appendix II** of the Offer Document.
6. If you fail to comply with any of the terms or conditions pertaining to the acceptance of the Offer as set out in this Form and the Offer Document, the Offeror may, at its discretion, elect to consider whether or not you have validly accepted the Offer. The decision of the Offeror is final and binding.

Settlement of the cash consideration under the Offer cannot be made until all relevant documents have been properly completed, signed and lodged with the Registrar, at the office address or email address (as the case may be) set out in Note 1(A)(v) above.

All documents sent to the Registrar, whether by post, hand or email, will be at your own risk.

The latest time and date for the lodgement of this completed Form (together with the Depositor's Copy of your Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract notes for the Offer Shares) is at 5:00 p.m. (Malaysian time) on the Closing Date, subject to Note 1(D) above, if your Offer Shares have yet to be deposited into your CDS account.

FORM OF ACCEPTANCE AND TRANSFER FOR OFFER SHARE(S)

TO: FEDERAL LAND DEVELOPMENT AUTHORITY (“OFFEROR”)

Dear Sir,

In accordance with the terms and conditions of the Offer Document dated 12 January 2020, I/we hereby accept the Offer made by the Offeror through Maybank Investment Bank Berhad, in respect of _____ (number of units) of my/our FGV Shares in consideration of a cash payment of RM1.30 for every Offer Share⁽¹⁾ hereby transferred by me/us.

I/We enclose herewith the Depositor’s Copy of the executed Bursa Depository Transfer of Securities Request Form (FTF010):

Transfer Reference No.

--	--

 -

--	--

 -

--	--

 -

--	--	--	--	--	--

duly verified and acknowledged by my/our ADA/ADM together with the Power of Attorney⁽²⁾/transfer notice issued by Bursa Depository evidencing the transfer of the Offer Shares from the deceased’s CDS account to my/our CDS account, as the executor or administrator⁽³⁾/contract note(s)⁽⁴⁾ _____ and/or other relevant document(s) which is/are required to effect the transfer of the Offer Shares.

I/We confirm that I/we am/are not a Non-Resident Holder(s) of the Offer Shares or that I/we am/are Non-Resident Holder(s) who is/are ABLE to give the representations and warranties set out in **Section 3.1(v) of Appendix II** of the Offer Document.

I/We acknowledge and agree that the settlement for the Offer Shares will be effected by the Offeror through remittance into my/our bank account which details I/we have registered with Bursa Depository for the purpose of cash dividend/distribution or, if I/we have not registered such details with Bursa Depository prior to the date of my/our complete and valid acceptances in accordance with the terms and conditions set out in the Offer Document, in the form of cheque, banker’s draft or cashier’s order which will be dispatched by ordinary mail to me/us (or my/our designated agents, as I/we may direct) at my/our own risk within 10 days from the date of such complete and valid acceptances in all respects in accordance with the terms and conditions set out in the Offer Document.

By completing and delivering this Form:

- (i) I/We consent to the collection, use and disclosure of my/our personal data by the Offeror, the Registrar and Bursa Depository (the “**Authorised Persons**”) for purposes of facilitating my/our acceptance of the Offer and the implementation of the Offer by the Offeror and in order for the Authorised Persons to comply with any applicable laws, regulations and/or guidelines;
- (ii) where I/we have provided my/our bank account details to Bursa Depository for purposes of cash dividend/distribution, I/we consent in accordance with the relevant laws of Malaysia, including Section 134 of the Financial Services Act 2013 and Section 45(1)(a) of the Securities Industry (Central Depositories) Act 1991, to the disclosure by the Offeror, FGV, Bursa Depository, the Registrar, the relevant financial institutions, their respective agents and any third party who may be involved in facilitating settlement for the Offer Shares to me/us, as the case may be, of information pertaining to myself/ourselves and my/our account with the relevant financial institution and Bursa Depository, to the Authorised Persons, relevant authorities and any person as may be necessary or expedient to facilitate the making of such settlement or for any other purpose in connection with such settlement;
- (iii) I/We warrant that where I/we disclose the personal data of another person, such disclosure is in compliance with applicable law; and
- (iv) I/We agree that I/we will indemnify the Authorised Persons in respect of any penalties, liabilities, claims, demands, losses and damages as a result of my/our breach of such warranty.



Notes:

- (1) *If FGV declares, makes and/or pays any Distribution on or after the date of the Notice but prior to the Closing Date in respect of the FGV Shares and the Holders are entitled to retain such Distribution, the Offer Price in respect of the Offer Shares shall be reduced by the amount equivalent to the net Distribution per Offer Share which such Holders are entitled to retain.*
- (2) *Where Note 1(B) of this Form is applicable.*
- (3) *Where Note 1(C) of this Form is applicable.*
- (4) *Where Note 1(D) of this Form is applicable.*
- (5) *A corporation having a common seal must affix its common seal which must be witnessed in accordance with its Constitution or other regulations and signed on its behalf by an authorised officer or attorney.*

This completed and signed Form, together with the Depositor's Copy of your Bursa Depository Transfer Form duly verified and acknowledged by your ADA/ADM and an acknowledgement of transfer issued by your ADA/ADM and where applicable, other document(s) of title or the relevant contract note for the Offer Shares must be submitted to the Registrar at the following office address or email address (as the case may be):

Boardroom Share Registrars Sdn Bhd

11th Floor, Menara Symphony
No. 5, Jalan Prof. Khoo Kay Kim
Seksyen 13
46200 Petaling Jaya
Selangor Darul Ehsan
Malaysia

Telephone no. : 603-7890 4700
Facsimile no. : 603-7890 4670
E-mail address : bsr.helpdesk@boardroomlimited.com

You should take note that in the event of any further restriction to movement due to the implementation of the Movement Control Order (whether in conditional, restricted, enhanced or any other form) by the Government of Malaysia or any other emergency, electronic documentation and service may be the only mode that can be employed. As such, it is important for you to register your e-mail address with Bursa Depository via:

- (i) **Bursa Malaysia' website at https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement; or**
- (ii) **Bursa Anywhere mobile application which can be downloaded from Google Play Store or Apple App Store.**

