

NOTICE OF 46th ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 46th Annual General Meeting of FAR EAST HOLDINGS BERHAD (“the Company”) will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 15 July 2020 at 10.00 a.m. to transact the following businesses:-

AGENDA

As Ordinary Business

- To receive the Audited Reports and Financial Statements for the financial year ended 31 December 2019 together with the Directors’ and Auditors’ Reports thereon. **Please refer to Note A**
- To re-elect the following Directors who retire by rotation in accordance with Clause 77 of the Company’s Constitution:-
 - Mr Tee Kim Tee @ Tee Ching Tee **Ordinary Resolution 1**
 - Mr Tee Cheng Hua **Ordinary Resolution 2**
- To re-elect YH Dato’ Suhaimi Bin Mohd Yunus who retires in accordance with Clause 76 of the Company’s Constitution. **Ordinary Resolution 3**
- To approve the Directors’ fee for the financial year ended 31 December 2019 amounting to RM648,090 (2018: RM675,863). **Ordinary Resolution 4**
- To approve the payment of Directors’ benefits (other than Directors’ fees) of up to RM1,025,900 (2018: RM1,301,291) for the period from the 46th Annual General Meeting to the 47th Annual General Meeting to be held in 2021. **Ordinary Resolution 5**
Please refer to Note B
for Directors’ Fees
and Benefits
- To appoint Messrs Moore Stephens Associates PLT as auditors for the coming year and to authorise the Directors to fix the remuneration of Messrs Moore Stephens Associates PLT. **Ordinary Resolution 6**

As Special Business

To consider and, if thought fit, to pass the following resolution:-

- Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders’ Mandate for Additional Recurrent Related Party Transactions

“THAT subject always to the provisions of the Companies Act 2016 (the “Act”), the Constitution of the Company, Main Market Listing Requirements of Bursa Malaysia Securities Berhad or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature which are necessary for day-to-day operations involving the interests of Directors, major shareholders or persons connected to the Directors and/or major shareholders of the Company and its subsidiaries (“Related Parties”), as set out in Section 2 of the Circular to Shareholders of the Company dated 18 June 2020 (“Shareholders’ Mandate”) subject to the following:-

- the transactions are 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 are not to the detriment of the minority shareholders of the Company; and
- disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders’ Mandate during the financial year.

THAT authority conferred by this resolution will commence immediately upon passing of this resolution and shall continue to be in force until:-

- the conclusion of the next Annual General Meeting of the Company, at which time it will lapse, unless renewed by a resolution passed by the shareholders of the Company in a general meeting;
- the expiration of the period within which the next Annual General Meeting of the Company after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is earlier,

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholders’ Mandate.” **Ordinary Resolution 7**

- To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

DATO’ ASMIN BINTI YAHYA (MIA 10161) (201908003182)
NOOR ANISAH BINTI SABARUDIN (LS 0008153) (201908003026)

Company Secretaries
Kuantan, Pahang
Date: 18 June 2020

Notes on Proxy

- Depositors who appear in the Record of Depositors as at 8 July 2020 (which is not less than three (3) market days before the date of this meeting) shall be regarded as member of the Company entitled to attend at the 46th Annual General Meeting or appoint a proxy or proxies to attend and vote on his behalf.
- To be valid, the duly completed form of proxy must be deposited at the registered office of the Company, Level 23, Menara Zenith, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur, not less than 24 hours before the time for holding the meeting.
- A member who is an authorised nominee may appoint one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- A member other than an authorised nominee shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting.
- Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
- If the member is a corporation, the form of proxy must be executed under its Common Seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiples beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- Where an authorised nominee appoints two (2) proxies, or where an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
- Pursuant to Paragraph 8.294 (1) of the Main Market Listing Requirement of Bursa Malaysia Securities Berhad, all the resolution set out in this notice shall be put to vote by poll.
- Voting right of shareholders-Every member of the Company present in person or by proxy shall have one vote on a show of hand and in the case of a poll shall have one vote for every share of which he/she is the holder.

Explanatory Notes on

Note A - Ordinary Business

This agenda item is meant for discussion only as the provision of Section 340 of the Companies Act, 2016 does not require a formal approval by the members and hence, is not put forward for voting.

Note B - Directors’ Fees and Benefits

The Remuneration Committee and the Board have reviewed the Directors’ fees after taking into account fees levels and trends for similar position in the market and time commitment required from the Directors.

Ordinary Resolution 4 - Payment of Directors’ Fees

The Board had approved at its meeting on 11 December 2019, the Remuneration Committee’s recommendation to retain the Directors’ fees to be paid to the Directors as follows:-

	Board (RM) Per Annum
Executive Directors	210,000
Non-Executive Directors/Members	438,090

The payment of the Directors’ fees in respect of the financial year ended 31 December 2019 will only be made if the proposed Ordinary Resolution 4 has been passed at the 46th Annual General Meeting.

Ordinary Resolution 5 - Payment of Directors’ Benefit (Excluding Directors’ Fees)

The Company is seeking the shareholders’ approval for the following payment of benefit to its Directors pursuant to Section 230(1) of the Companies Act, 2016 for the period from the 46th Annual General Meeting to 47th Annual General Meeting to be held in 2021.

Type of Benefit/Allowance	Amount (RM)
Meeting allowance (Board and Committees)	399,400
Other benefits • Business travel, medical, insurance coverage and other claimable and reimbursement for the purpose of enabling the Directors to perform their duties	626,500
Total	1,025,900

Special Business

Ordinary Resolution 7 - Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature and Proposed New Shareholders’ Mandate for Additional Recurrent Related Party Transactions

This proposed Resolution 7, if passed, will enable the Company to enter into recurrent related party transactions involving related parties which are of a revenue nature and necessary for the Group’s day-to-day operations, subject to transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. For further information, please refer to the Company’s Circular to Shareholders dated 18 June 2020 accompanying the Company’s Annual Report for the financial year ended 31 December 2019.

MEASURES TO MINIMISE RISK OF CORONAVIRUS DISEASE (COVID-19)

In order to minimise the risk exposure to those attending the 46th AGM to be held on Wednesday, 15 July 2020, the Company will take the following safety precautionary measures:

- To display sanitiser at the place accessible to all;
 - All persons attending the 46th AGM shall undergo a temperature check;
 - Any person who;
 - has a fever or is exhibiting flu-like symptoms; or
 - has within 14 days preceding the date of the 46th AGM travelled to or returned from countries/regions in respect of which the Ministry of Health Malaysia has issued travel advisories, quarantine orders, or equivalent precautionary measures to minimise the risk of community spread of COVID-19, will be declined entry to the 46th AGM.
 - To observe social distancing; and
 - Light refreshments will be served at the 46th AGM.
- The Company seeks the understanding and cooperation from all shareholders and other attendees to contain the outbreak of COVID-19 pandemic.