



## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 41<sup>st</sup> 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, 10 June 2015 at 10.00 a.m. to transact the following businesses:-

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Directors' and Auditors' Reports thereon. **Please refer to Note A**
- To approve the payment of a final single tier dividend of 20 sen per share in respect of the financial year ended 31 December 2014 as recommended by Directors. **Ordinary Resolution 1**
- To re-elect Mr Tee Kim Tee @ Tee Ching Tee who retires pursuant to Article 97 of the Company's Articles of Association. **Ordinary Resolution 2**
- To consider and, if thought fit, pass the following resolution pursuant to Section 129(6) of the Companies Act, 1965 as ordinary resolution:-  
"That pursuant to Section 129(6) of the Companies Act, 1965, YH Dato' Tan Bing Hua be and is hereby re-appointed Director of the Company and to hold office until the next Annual General Meeting of the Company." **Ordinary Resolution 3**
- To approve the payment of Directors' fees for the financial year ended 31 December 2014. **Ordinary Resolution 4**
- To re-appoint Messrs McMillan Woods Thomas as auditors for the coming year and to authorise the Directors to fix their remuneration. **Ordinary Resolution 5**

#### As Special Business

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

- Proposed Renewal of Shareholders' Mandate In Respect of Recurrent Related Party Transactions of a Revenue or Trading Nature

"That the mandate granted by the shareholders of the Company on 11 June 2014 pursuant to paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad, authorising the Company to enter into recurrent transactions of a revenue nature as set in paragraph 2.1 of the Circular to Shareholders dated 18 May 2015 ("Circular") with the related parties mentioned therein which are necessary for the Company's day to day operations, be and is hereby renewed.

That the Company is hereby authorised to enter into the recurrent transactions with the related parties mentioned therein provided that the transactions are in the ordinary course of business and 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 the Board will seek shareholders' approval for the renewal of the proposed Shareholders' Mandate annually subject to satisfactory review by the Audit Committee of its continued application to the interested parties transaction. In this respect, if approved at the forthcoming Annual General Meeting such mandate shall continue in force until:

- the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at a general meeting, the authority is renewed;
- the expiration of the period within which the next Annual General Meeting after that date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- revoked or varied by resolution passed by the shareholders 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 transactions contemplated and/or authorised by this resolution."

- To transact any other ordinary business for which due notice shall have been given.

#### Notice Of Dividend Entitlement And Payment

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 20 sen per share for the financial year ended 31 December 2014 if approved by the shareholders at the Annual General Meeting will be paid on 15 July 2015 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 1 July 2015.

A depositor shall qualify for entitlement to the dividend only in respect of:-

- Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 29 June 2015 (in respect of share which are exempted from mandatory deposit);
- Shares transferred into Depositor's Securities Account before 4.00 p.m. on 1 July 2015 (in respect of ordinary shares) and
- Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

#### By Order of the Board

ASMIN BINTI YAHYA (MIA 10161)  
NOOR ANISAH BINTI SABARUDIN (LS 0008153)  
Company Secretaries  
Kuantan, Pahang

Date: 18 May 2015

#### Notes On Proxy

- Depositor who appear in the Record of Depositors as at 4 June 2015 (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 41<sup>st</sup> General Meeting or appoint a proxy or proxies to attend and vote on his behalf.
- A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Companies Act, 1965, shall not apply to the Company.
- To be valid, the duly completed form of proxy must be deposited at the registered office of the Company, Suite 5 & 6, Tingkat 8, Kompleks Teruntum, Jalan Mahkota, 25000 Kuantan, Pahang Darul Makmur, not less than 48 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 appointor 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.

#### Explanatory Notes on

##### Ordinary Business Note A

This agenda item is meant for discussion only as the provision of Section 169 (1) of the Companies Act, 1965 does not require a formal approval by the members and hence, is not put forward for voting.

##### Re-appointment of Director pursuant to Section 129(6) of the Companies Act 1965

Pursuant to Section 129(6) of the Companies Act, 1965, a person of or over the age of 70 years who is proposed for appointment as a Director of the Company shall be appointed by a resolution passed by a majority of not less than three-fourths of the members of the Company present and voting in person or by proxy at a general meeting, and if so appointed, the Director shall hold office until the conclusion of the next AGM of the Company. The proposed Ordinary Resolution 3, if passed, would enable Dato' Tan Bing Hua to hold office until the next AGM of the Company.

##### Special Business Ordinary Resolution 6

##### Proposed Renewal of Shareholders' Mandate For Recurrent Related Party Transactions of A Revenue Nature

This proposed Resolution 6, 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 Circular to Shareholders dated 18 May 2015 accompanying the Company's Annual Report for the financial year ended 31 December 2014.