



**FAR EAST HOLDINGS BERHAD**

(Company No. 14809 – W)

(Incorporated in Malaysia)

**MINUTES OF 42<sup>ND</sup> ANNUAL GENERAL MEETING HELD AT THE ZENITH  
HOTEL, JALAN PUTRA SQUARE 6, 25200 KUANTAN, PAHANG DARUL  
MAKMUR ON WEDNESDAY, 25 MAY 2016 AT 10.00 A.M.**

**DIRECTORS PRESENT**

YH Dato' Sri Kamaruddin bin Mohammed - Group Executive Chairman  
YH Dato' Wan Bakri bin Wan Ismail  
YH Dato' Tan Bing Hua  
YH Dato' Jamaluddin bin Abd Majid  
Mr Tee Kim Tee @ Tee Ching Tee  
Mr Tee Cheng Hua  
En Hashim Naina Merican bin Yahaya Merican  
Mr Tee Lip Teng  
En Nik Mohamed Zaki bin Nik Yusoff

**MEMBERS**

As per attendance list

**PROXIES**

As per attendance list

**BY INVITATION**

As per attendance list

**IN ATTENDANCE**

Puan Asmin binti Yahya - General Manager/Secretary  
Puan Noor Anisah binti Sabarudin - Secretary

**1. CHAIRMAN OF THE MEETING**

1.1 YH Dato' Sri Kamaruddin bin Mohammed took the Chair.

**2. CHAIRMAN'S OPENING REMARKS**

2.1 The Chairman welcomed the shareholders to the 42<sup>nd</sup> Annual General Meeting and proceeded to introduce the members of the Board.

**3. QUOROM**

3.1 The Secretary confirmed that there was sufficient quorum in accordance with Article 59 of the Company's Articles of Association. Approximately 61 members/proxies for shares of 122,635,400 being present.

**4. NOTICE OF MEETING**

4.1 The Shareholders present agreed unanimously that the Notice convening the Meeting be taken as read.

**5. AUDITED REPORT AND FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2015 AND THE REPORTS OF THE DIRECTORS' AND AUDITORS' THEREON**

5.1 The Chairman informed that as per Note A stated in the Notice of Annual General Meeting, this agenda 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.

5.2 The Chairman also briefed that Minority Shareholders Watchdog Group (MSWG) had sent a letter to Far East Holdings Berhad on 19 May 2016 and had raised several questions pertaining to the Strategy/Finance and Corporate Governance. Those questions were asked by Ms Linnert Hoo of MSWG and the Group Executive Chairman, YH Dato' Tan Bing Hua, Mr Tee Cheng Hua and Pn Asmin binti Yahya responded to all the questions raised. A copy of the letter and answers are enclosed.

5.3 Ms Linnert Hoo thanked the Board members for responding to the questions highlighted by MSWG.

**6. ORDINARY RESOLUTION 1  
DECLARATION OF A FINAL SINGLE TIER DIVIDEND FOR THE  
FINANCIAL YEAR ENDED 31 DECEMBER 2015**

6.1 The Ordinary Resolution on the proposed payment of a final single tier dividend of 15 sen per share for the financial year ended 31 December 2015 as recommended by the Directors was tabled to the members.

6.2 As proposed by Madam Seetha a/p Bankkaree and seconded by Mr Tee Lip Jen, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** a final single tier dividend of 15 sen per share for the financial year ended 31 December 2015 as recommended by Directors be and is hereby approved and would be paid on 29 June 2016 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 9 June 2016.

**7. ORDINARY RESOLUTION 2  
RE-ELECTION OF DIRECTOR IN ACCORDANCE TO ARTICLE 97 OF  
THE COMPANY'S ARTICLES OF ASSOCIATION**

7.1 In accordance to Article 97 of the Company's Articles of Association, En Hashim Naina Merican bin Yahaya Merican, being eligible, offered himself for re-election.

7.2 As proposed by En Nazaruddin bin Hasim and seconded by Pn Noor Anisah binti Sabarudin, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** En Hashim Naina Merican bin Yahaya Merican retiring pursuant to Article 97 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

**8. ORDINARY RESOLUTION 3  
RE-ELECTION OF DIRECTOR IN ACCORDANCE TO ARTICLE 97 OF  
THE COMPANY'S ARTICLES OF ASSOCIATION**

8.1 In accordance to Article 97 of the Company's Articles of Association, Mr Tee Lip Teng, being eligible, offered himself for re-election.

8.2 As proposed by Pn Noor Anisah binti Sabarudin and seconded by Mr Tan Boon Seng, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** Mr Tee Lip Teng retiring pursuant to Article 97 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

**9. ORDINARY RESOLUTION 4  
RE-ELECTION OF DIRECTOR IN ACCORDANCE TO ARTICLE 102 OF  
THE COMPANY'S ARTICLES OF ASSOCIATION**

9.1 In accordance to Article 102 of the Company's Articles of Association, YH Dato' Jamaluddin bin Abd Majid, being eligible, offered himself for re-election.

9.2 As proposed by Madam Seetha a/p Bankkaree and seconded by Mr Tan Keh Feng, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** YH Dato' Jamaluddin bin Abd Majid retiring pursuant to Article 102 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

**10. ORDINARY RESOLUTION 5  
RE-ELECTION OF DIRECTOR IN ACCORDANCE TO ARTICLE 102 OF  
THE COMPANY'S ARTICLES OF ASSOCIATION**

10.1 In accordance to Article 102 of the Company's Articles of Association, En Nik Mohamed Zaki bin Nik Yusoff, being eligible, offered himself for re-election.

10.2 As proposed by Pn Noor Anisah binti Sabarudin and seconded by En Nazaruddin bin Hasim, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** En Nik Mohamed Zaki bin Nik Yusoff retiring pursuant to Article 102 of the Company's Articles of Association, be and is hereby re-elected as Director of the Company.

**11. ORDINARY RESOLUTION 6  
RE-APPOINTMENT OF DIRECTOR IN ACCORDANCE TO SECTION  
129(6) OF THE COMPANY'S ACT, 1965**

11.1 Pursuant to Section 129(6) of the Companies Act, 1965; a person of or over the age of seventy (70) who is proposed for appointment as a Director of the Company shall be appointed by a resolution passed at the AGM.

11.2 YH Dato' Tan Bing Hua had reached the age of seventy (70) and his re-appointment was subject to Section 129(6) of the Companies Act, 1965.

11.3 As proposed by Mr Tee Lip Jen and seconded by Madam Seetha a/p Bankkaree, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** YH Dato' Tan Bing Hua pursuant to Section 129(6) of the Companies Act, 1965; be and is hereby re-appointed Director of the Company and to hold office until the next Annual General Meeting of the Company.

**12. ORDINARY RESOLUTION 7  
TO APPROVE THE PAYMENT OF DIRECTORS' FEES**

12.1 As proposed by Mr Soh Kock Huat and seconded by Mr Tan Keh Feng, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

**THAT** the payment of Directors' Fees in respect of the financial year ended 31 December 2015 be and is hereby approved.

**13. ORDINARY RESOLUTION 8  
RE-APPOINTMENT OF MESSRS MCMILLAN WOODS THOMAS AS  
AUDITORS**

13.1 As proposed by Mr Tee Lip Sin and seconded by Mr Tee Lip Jen, the following Resolution was carried unanimously:-

**RESOLVED:**

**THAT** Messrs McMillan Woods Thomas be and are hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and that the Board of Directors be and is hereby authorised to fix their remuneration.

**14. ORDINARY RESOLUTION 9  
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE IN RESPECT  
OF RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE  
NATURE ("Shareholders' Mandate")  
RESOLUTION MADE AS A SPECIAL BUSINESS AND TO BE ADOPTED  
AS ORDINARY RESOLUTION**

14.1 As proposed by Mr Han Kee Juan and seconded by En Nazaruddin bin Hasim, the following Ordinary Resolution was carried unanimously:-

**RESOLVED:**

- (i) **THAT** the Proposed Shareholders' Mandate be approved and renewed, such approval shall continue to be in force until:-
  - (a) the conclusion of the next AGM of the Company following the forthcoming 42<sup>nd</sup> AGM at which such Proposed Renewal of Shareholders' Mandate is passed, at which time it will lapse,

unless by a resolution passed at an AGM, the authority is renewed;

- (b) the expiration of the period within which the next AGM 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
- (c) revoked or varied by resolution passed by the shareholders in an AGM or EGM,

which ever is the earlier.

- (ii) **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 Proposed Renewal of the Recurrent Related Party Transactions Mandate.

14.2 Prosper Trading Sdn Bhd and LKPP were major shareholders of FEHB and were deemed interested parties in the Proposed Renewal of Shareholders' Mandate and therefore abstained from voting.

14.3 YH Dato' Sri Kamaruddin bin Mohammed, YH Dato' Wan Bakri bin Wan Ismail, Mr Tee Kim Tee @ Tee Ching Tee, Mr Tee Cheng Hua and Mr Tee Lip Teng being interested directors and Puan Asmin binti Yahya as person connected to the Proposed Renewal Of Shareholders' Mandate had abstained from voting.

## **15. ANY OTHER BUSINESS**

15.1 There being no other business of which due notice had been given in accordance with the Companies Act, 1965; the meeting concluded at 11.30 a.m. with a vote of thanks to the Chair.

Confirmed as correct,



Group Executive Chairman,  
**FAR EAST HOLDINGS BERHAD**

Date: 25 May 2016