



FAR EAST HOLDINGS BERHAD

(Company No. 14809 – W)
(Incorporated in Malaysia)

**MINUTES OF 41ST ANNUAL GENERAL MEETING HELD AT THE ZENITH HOTEL,
JALAN PUTRA SQUARE 6, 25200 KUANTAN, PAHANG DARUL MAKMUR ON
WEDNESDAY, 10 JUNE 2015 AT 10.00 A.M.**

DIRECTORS PRESENT

YH Dato' Kamaruddin bin Mohammed - Group Executive Chairman
YH Dato' Wan Bakri bin Wan Ismail
YH Dato' Tan Bing Hua
Mr Tee Kim Tee @ Tee Ching Tee
Mr Tee Cheng Hua
En Khairul Azahar bin Ariffin
En Hashim Naina Merican bin Yahaya Merican
Mr Tee Lip Teng

MEMBERS

As per attendance list

PROXIES

As per attendance list

BY INVITATION

As per attendance list

IN ATTENDANCE

Puan Asmin bt Yahya - General Manager, Operations/Secretary
Puan Noor Anisah bt Sabarudin - Secretary

1. CHAIRMAN OF THE MEETING

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

2. CHAIRMAN'S OPENING REMARKS

2.1 The Chairman welcomed the shareholders to the 41st Annual General Meeting and proceeded to introduce the members of the Board.

3. QUORUM

3.1 The Secretary confirmed that there was sufficient quorum in accordance with Article 59 of the Company's Articles of Association. Approximately 57 members/proxies for shares of 122,149,900 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 FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2014 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 4 June 2015 and had raised several questions pertaining to the Strategy/Finance and Corporate Governance. Those questions were asked by Mr Lee Leok Soon of MSWG and YH Dato' Executive Chairman, 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 Mr Lee Leok Soon complimented the Board of FEHB on the good performance of the Company in year 2015.

**6. ORDINARY RESOLUTION 1
DECLARATION OF A FINAL DIVIDEND FOR THE FINANCIAL YEAR
ENDED 31 DECEMBER 2014**

6.1 The Ordinary Resolution on the proposed payment of a final single tier dividend of 20 sen per share for the financial year ended 31 December 2014 as recommended by the Directors was tabled to the members.

6.2 As proposed by Madam Seetha a/p Bankkaree and seconded by Mr Han Kee Juan, the following Ordinary Resolution was carried unanimously:-

RESOLVED:

THAT a final single tier dividend of 20 sen per share for the financial year ended 31 December 2014 as recommended by Directors be and is hereby approved and would 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 and with the ex-date on 29 June 2015.

**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, Mr Tee Kim Tee @ Tee Ching Tee, being eligible, offered himself for re-election.

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

RESOLVED:

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

YH Dato' Chairman informed the members that En Khairul Azahar bin Ariffin also retires pursuant to Article 97 of the Company's Articles of Association; however he did not offer himself for re-election.

**8. ORDINARY RESOLUTION 3
RE-APPOINTMENT OF DIRECTOR IN ACCORDANCE TO SECTION 129(6)
OF THE COMPANY'S ACT, 1965**

8.1 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.

8.2 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.

8.3 As proposed by Mr Lee Leok Soon of MSWG and seconded by Mr Kelvin Tan Keh Feng, 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.

**9. ORDINARY RESOLUTION 4
TO APPROVE THE PAYMENT OF DIRECTORS' FEES**

9.1 As proposed by Mr Han Kee Juan and seconded by Mr Lee Leok Soon of MSWG, the following Ordinary Resolution was carried unanimously:-

RESOLVED:

THAT the payment of Directors' Fees in respect of the financial year ended 31 December 2014 be and is hereby approved.

**10. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF MESSRS MCMILLAN WOODS THOMAS AS
AUDITORS**

10.1 As proposed by Madam Seetha a/p Bankkaree and seconded by Puan Noor Anisah binti Sabarudin, 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.

**11. ORDINARY RESOLUTION 6
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**

11.1 As proposed by Mr Soh Kock Huat and seconded by Mr Lee Leok Soon of MSWG, 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 41st 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,
- whichever 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.

11.2 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.

11.3 YH Dato' 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 bt Yahya as person connected to the Proposed Renewal Of Shareholders' Mandate had abstained from voting.

12. ANY OTHER BUSINESS

12.1 There being no other business of which due notice had been given in accordance with the Companies Act, 1965.

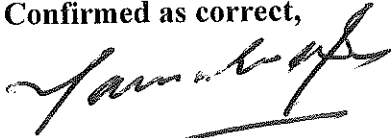
13. CLOSURE

13.1 The Chairman on behalf of the Directors and Management, thanked En Khairul Azahar bin Ariffin for his participation and invaluable guidance during his tenure (*for nearly 8 years*) as Independent Director in FEHB and wished him well in his future undertakings.

13.2 Mr Lee Leok Soon of MSWG congratulated the Chairman for the well organised meeting.

The meeting concluded at 10.45 a.m. with a vote of thanks to the Chair.

Confirmed as correct,

A handwritten signature in black ink, appearing to be 'Samuel', written over a horizontal line.

Chairman,
FAR EAST HOLDINGS BERHAD

Date: 10 June 2015