

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 48th Annual General Meeting (“AGM”) of Far East Holdings Berhad (“FEHB” or “Company”) will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 15 June 2022 at 10.00 a.m. to transact the following businesses:-

AS ORDINARY BUSINESS

1. To lay the Audited Reports and Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon. *Refer to Explanatory Note 1*
2. To approve the payment of a final single tier dividend of 5 sen per ordinary share and a special dividend of 3 sen per ordinary share in respect of the financial year ended 31 December 2021 as recommended by Directors. **(Ordinary Resolution 1)**
3. To re-elect the following Directors who retire pursuant to Clause 77 of the Constitution of the Company and who being eligible, offer themselves for re-election:-
 - (a) Nik Mohamed Zaki bin Nik Yusoff **(Ordinary Resolution 2)**
 - (b) Tee Lip Teng **(Ordinary Resolution 3)**
 - (c) Dato’ Suhaimi bin Mohd Yunus **(Ordinary Resolution 4)***Refer to Explanatory Note 2*
4. To approve the payment of fees to the Directors up to an amount of RM890,000 from the 48th AGM until the next AGM of the Company. **(Ordinary Resolution 5)**
Refer to Explanatory Note 3
5. To approve the payment of benefits to the Directors up to an amount of RM1,336,550 from the 48th AGM until the next AGM of the Company. **(Ordinary Resolution 6)**
Refer to Explanatory Note 4
6. To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to determine their remuneration. **(Ordinary Resolution 7)**
Refer to Explanatory Note 5

AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following Ordinary Resolution:-

Proposed Renewal of Shareholders’ Mandate For Existing Recurrent Related Party Transactions of a Revenue or Trading Nature with Related Parties

“THAT in accordance with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, and subject to the Companies Act 2016 (“Act”), the Constitution of the Company, other applicable laws, guidelines, rules and regulations, and the approvals of the relevant governmental and/or regulatory authorities, approval be and is hereby given to the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature with the related parties involving interest of Directors, major shareholders or person connected, as set out in Section 2.2 of Part A of the Circular to Shareholders dated 29 April 2022, which are necessary for the day-to-day operations in the ordinary course of business of the Company and/or its subsidiary companies on normal commercial terms which are not more favourable to the related parties than those generally available to the public, undertaken on arm’s length basis, and are not detrimental to the minority shareholders of the Company (“Mandate”);

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

THAT the Mandate shall continue to be in force until:-

- (a) the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such Mandate is passed, at which time it will lapse, unless renewed by a resolution passed at that AGM, the authority is again renewed; or
- (b) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act, (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
- (c) the Mandate is revoked or varied by ordinary resolution passed by the shareholders in an AGM or EGM;

whichever is the earlier;

AND THAT the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Mandate."

(Ordinary Resolution 8)
Refer to Explanatory Note 6

8. To consider and if thought fit, pass the following Special Resolution, with or without modification:-

Proposed Amendments of Constitution "THAT the proposed amendments to the following Clauses of the Company's Constitution, be and is hereby approved:-

Clause	Title	Existing Constitution	Proposed Amendments
4	Definitions	Far East Holdings Berhad (Company No. 14809-W);	Far East Holdings Berhad [Company No. 197301001753 (14809-W)];
52	Notice of General Meetings	<p>52.4 (a) In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice of meeting was addressed and <u>posed</u> to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and <u>posed</u>.</p> <p>52.4 (b) Where the notice of meeting is sent by electronic means:-</p> <ul style="list-style-type: none"> (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Clause 54.3(b)(i)</u>, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; (ii) via publication on the Company's website, on the date the notice of meeting is first made available on the Company's website provided that the notification on the publication of the notice of meeting on the website has been given pursuant to <u>Clause 54.3(b)(ii)</u>; or 	<p>52.4 (a) In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice of meeting was addressed and <u>posted</u> to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and <u>posted</u>.</p> <p>52.4 (b) Where the notice of meeting is sent by electronic means:-</p> <ul style="list-style-type: none"> (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Clause 54</u>, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; (ii) via publication on the Company's website, on the date the notice of meeting is first made available on the Company's website provided that the notification on the publication of the notice of meeting on the website has been given pursuant to <u>Clause 54</u>; or

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Clause	Title	Existing Constitution	Proposed Amendments
52	Notice of General Meetings	(iii) via electronic platform maintained by the Company or third parties, on the date the notice of meeting is first made available thereon provided that the notification on the publication or availability of the notice of meeting on the relevant electronic platform has been given pursuant to <u>Clause 54.3(b)(iii)</u> .	(iii) via electronic platform maintained by the Company or third parties, on the date the notice of meeting is first made available thereon provided that the notification on the publication or availability of the notice of meeting on the relevant electronic platform has been given pursuant to <u>Clause 54</u> .
127.5	Capitalisation of Reserves	All sums carried and standing to the Capital Reserve may be applied for any of the purposes to which sums standing to any reserve under the provisions of <u>Clause 129.6</u> are applicable, except and provided that no part of the Capital Reserve or any other moneys in the nature of accretion to capital shall in any event transferred to revenue account or be regarded or treated as profits of the Company available for distribution as dividend or be applied in paying dividends on any Shares in the Company's capital.	All sums carried and standing to the Capital Reserve may be applied for any of the purposes to which sums standing to any reserve under the provisions of <u>Clause 127</u> are applicable, except and provided that no part of the Capital Reserve or any other moneys in the nature of accretion to capital shall in any event transferred to revenue account or be regarded or treated as profits of the Company available for distribution as dividend or be applied in paying dividends on any Shares in the Company's capital.
141	Notices	141.2 (a) Where the notice or document is sent by electronic means:- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Section 143(b)(i)</u> , provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of the notice or document on the website has been given pursuant to <u>Section 143(b) (ii)</u> ; or	141.2 (a) Where the notice or document is sent by electronic means:- (i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Clause 143</u> , provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company; (ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of the notice or document on the website has been given pursuant to <u>Clause 143</u> ; or

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Clause	Title	Existing Constitution	Proposed Amendments
141	Notices	(iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to <u>Section 143(b) (iii)</u> .	(iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to <u>Clause 143</u> .

That the Directors of the Company be and are hereby authorised to assent to any conditions, variations, modifications and/or amendments as may be required by any relevant authorities and to do all act and things and take all such steps as may be considered necessary to give full effect to the proposed amendments to the Constitution for and on behalf of the Company.

AND THAT the Secretary be authorised and instructed to do all the necessary and deemed fit to lodge the Constitution as amended herewith the Companies Commission of Malaysia on behalf of the Company in accordance with the provisions of the Companies Act 2016".

(Special Resolution 1)
Refer to Explanatory Note 7

9. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT a final single tier dividend of 5 sen per ordinary share and a special dividend of 3 sen per ordinary share for the financial year ended 31 December 2021 if approved by the shareholders at the Annual General Meeting will be paid on 6 July 2022 to the shareholders whose names appear in the Record of Depositors of the Company at the close of business on 23 June 2022.

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

- (a) Shares deposited into the Depositor's Securities Account before 12.30 p.m. on 21 June 2022 (in respect of share which are exempted from mandatory deposit); or
- (b) Shares transferred into Depositor's Securities Account before 4.00 p.m. on 23 June 2022 (in respect of ordinary shares).

By Order of the Board

Noor Anisah binti Sabarudin
Company Secretary (LS 0008153)
(SSM PC No. 201908003026)
Kuantan, Pahang Darul Makmur

29 April 2022

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

Notes On Proxy

1. Depositors who appear in the Record of Depositors as at 9 June 2022 (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 48th AGM or appoint a proxy or proxies to attend and vote on his behalf.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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.
9. Pursuant to Paragraph 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions set out in this notice shall be put to vote by poll.
10. 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

1. Audited Reports and Financial Statements for the Financial Year Ended 31 December 2021

The Audited Reports and Financial Statements are laid in accordance with Section 340(1)(a) of the Act for discussion only. The Audited Reports and Financial Statements do not require shareholders' approval and as such, will not be put forward for voting to be formally approved by the shareholders.

NOTICE OF ANNUAL GENERAL MEETING (CONT'D)

2. Ordinary Resolutions 2,3,4 - Re-Election of Directors Pursuant to Clause 77 of the Constitution of the Company

Clause 77 of the Constitution of the Company expressly states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office at each Annual General Meeting. A Director retiring at a meeting shall retain office until the conclusion of the meeting. In addition, Clause 77 of the Constitution of the Company states that all Directors shall retire from office at least once every three (3) years. A retiring Director shall be eligible for re-election.

Nik Mohamed Zaki bin Nik Yusoff, Tee Lip Teng and Dato' Suhaimi bin Mohd Yunus being eligible, have offered themselves for re-election at the 48th AGM pursuant to Clause 77 of the Constitution of the Company.

3. Ordinary Resolution 5 - Payment of Fees to the Directors up to an amount of RM890,000 from the 48th AGM until the next AGM of the Company

Pursuant to Section 230(1) of the Act, fees and benefits payable to the Directors of the Company will have to be approved by shareholders at a general meeting. The Company is requesting for the shareholders' approval for the payment of Directors fees up to an amount of RM890,000 from the 48th AGM until the next AGM of the Company in accordance with the remuneration structure as set out below:-

	RM
Executive Directors	350,000
Non-Executive Directors/Members	540,000
Total	890,000
The payment of the Directors' fees in respect of the financial year ended 31 December 2021 will only be made if the proposed Ordinary Resolution 5 has been passed at the 48 th Annual General Meeting.	

4. Ordinary Resolution 6 - 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 48th Annual General Meeting to 49th Annual General Meeting to be held in 2023:-

Type of Benefit/Allowance	RM
Meeting allowance (Board and Committees)	537,750
Other benefits	
Business travel, medical, insurance coverage and other claimable and reimbursement for the purpose of enabling the Directors to perform their duties.	798,800
Total	1,336,550

Far East Holdings Berhad

197301001753 (14809-W)

PROXY FORM

I/We NRIC/Company No.:

Tel: CDS Account No.: Number of Shares Held:

Address:

being a member/members of **FAR EAST HOLDINGS BERHAD [197301001753 (14809-W)]**, hereby appoint:-

(1) Name of Proxy: NRIC/Company No.:

Address:

Tel: Percentage of Shares Represented: %

(2) Name of Proxy: NRIC/Company No.:

Address:

Tel: Percentage of Shares Represented: %

or failing him/her, *the CHAIRMAN OF THE MEETING, as *my/our proxy(ies) to vote for *me/us on *my/our behalf at the **48th ANNUAL GENERAL MEETING** of the Company will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 15 June 2022 at 10.00 a.m. and at any adjournment thereof.

Please indicate with (√) how you wish your vote to be casted. In the absence of specific instruction, your Proxy will vote or abstain from voting at his/her discretion.

No	Resolutions		For	Against
1.	To approve the payment of a final single tier dividend of 5 sen per ordinary share and a special dividend of 3 sen per ordinary share in respect of the financial year ended 31 December 2021 as recommended by Directors.	Ordinary Resolution 1		
2.	To re-elect the following Directors who retire pursuant to Clause 77 of the Constitution of the Company and who being eligible, offer themselves for re-election:- (a) Nik Mohamed Zaki bin Nik Yusoff (b) Tee Lip Teng (c) Dato' Suhaimi bin Mohd Yunus	Ordinary Resolution 2 Ordinary Resolution 3 Ordinary Resolution 4		
3.	To approve the payment of fees to the Directors up to an amount of RM890,000 from the 48 th AGM until the next AGM of the Company.	Ordinary Resolution 5		
4.	To approve the payment of benefits to the Directors up to an amount of RM1,336,550 from the 48 th AGM until the next AGM of the Company.	Ordinary Resolution 6		
5.	To re-appoint Messrs Moore Stephens Associates PLT as Auditors of the Company for the financial year ending 31 December 2022 and to authorise the Directors to determine their remuneration.	Ordinary Resolution 7		
6.	Proposed Renewal of Shareholders' Mandate for Existing RRPT.	Ordinary Resolution 8		
7.	Proposed Amendments to Constitution.	Special Resolution 1		

Signed this day of 2022

Signature(s)/Company Seal of Shareholder

Notes on Proxy

- Depositors who appear in the Record of Depositors as at 9 June 2022 (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 48th AGM 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 twenty-four (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 8.29A (1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolutions 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 (1) vote on a show of hand and in the case of a poll shall have one (1) vote for every share of which he/she is the holder.

Fold here to seal

STAMP

COMPANY SECRETARY
FAR EAST HOLDINGS BERHAD
Level 23, Menara Zenith
Jalan Putra Square 6
25200 Kuantan
Pahang Darul Makmur

Fold here to seal

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad ("Bursa Securities") did not peruse this Circular prior to issuance as they are exempt documents pursuant to Practice Note No. 18 of Bursa Securities Main Market Listing Requirements.

Bursa Malaysia Securities Berhad takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



Far East Holdings Berhad

[197301001753 (14809-W)]
(Incorporated in Malaysia)

PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS
OF A REVENUE OR TRADING NATURE ("RRPT")**

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO PROPOSED AMENDMENTS TO THE CONSTITUTION
OF THE COMPANY**

The above proposals will be tabled as Special Businesses at the Company's Forty-Eighth Annual General Meeting ("**AGM**") which will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 15 June 2022 at 10.00 a.m. Notice of the Forty-Eighth AGM of Far East Holdings Berhad together with the Form of Proxy are set out in the Annual Report of the Company for the financial year ended 31 December 2021.

A Proxy Form is enclosed which you are urged to complete and return in accordance with the instructions thereon as soon as possible so as to arrive at our registered office at Level 23, Menara Zenith, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur not less than twenty four (24) hours before the time set for holding the meeting. The lodging of the Proxy Form will not preclude you from attending and voting in person at the meeting should you subsequently wish to do so.

Last date and time for lodging the Form of Proxy	:	14 June 2022 at 10.00 a.m.
Date and time of the Forty-Eighth Annual General Meeting	:	15 June 2022 at 10.00 a.m.

This Circular is dated 29 April 2022

DEFINITIONS

In this Circular and the accompanying appendices, the following abbreviations shall have the following meanings unless otherwise stated:

“Act”	: The Malaysian Companies Act, 2016
“AGM”	: Annual General Meeting
“Board”	: The Board of Directors of FEHB
“BSOP”	: B.S. Oil Palm Plantations Sdn. Bhd. [Company No.: 197101000815 (11201-W)], a wholly-owned subsidiary of FEHB
“Bursa Securities”	: Bursa Malaysia Securities Berhad [Company No.: 200301033577 (635998-W)]
“Circular”	: This Circular is dated 29 April 2022 in relation to the Proposed Shareholders’ Mandate for RRPT and Proposed Amendments to the Constitution
“CPO”	: Crude Palm Oil
“Constitution”	: The Constitution of the Company
“DOPP”	: Dawn Oil Palm Plantations Sdn. Bhd. [Company No.: 197101000854 (11200-X)], a wholly-owned subsidiary of FEHB
“Directors”	: Shall have the meaning given in Section 2(1) of the Capital Markets and Services Act and includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a Director of Company or any other Company which is its subsidiary or holding company or a chief executive officer of the Company, its subsidiary or holding Company
“EGM”	: Extraordinary General Meeting
“EPOM”	: Endau Palm Oil Mill Sdn. Bhd. [Company No.: 199701035358 (450858-P)]
“FEHB” or “the Company”	: Far East Holdings Berhad [Company No.: 197301001753 (14809-W)]
“FEHB Group” or “the Group”	: FEHB and its subsidiary Companies
“FFB”	: Fresh Fruit Bunches
“FPSB”	: Future Prelude Sdn. Bhd. [Company No.: 200501031461 (713598-K)], a 47.17% associate of FEHB
“KAOP”	: Kampong Aur Oil Palm Company (Sdn.) Berhad [Company No.: 196701000033 (7017-X)], a 40.61% associate of FEHB
“KSMB”	: Kilang Sawira Makmur Sdn. Bhd. [Company No.: 199301027188 (281926-P)]
“KKSBB”	: Kilang Kosfarm Sdn. Bhd. [Company No.: 198901012012 (189319-K)], a 51% owned subsidiary of FEHB
“KOSMA”	: Koperasi Serbausaha Makmur Berhad, a Co-operative Society registered under the Co-operative Society Act 1993
“PKPP”	: Perbadanan Kemajuan Pertanian Negeri Pahang
“LKPP Corp.”	: LKPP Corporation Sdn. Bhd. [Company No.: 199001008199 (199769-V)]
“LPD”	: Latest Practicable Date which is 31 March 2022 (being a date which is not more than 30 days prior to the date of the Circular)
“Major Shareholder”	: A person who has an interest or interests in one or more voting shares in a Company and the number or the aggregate number of those shares, is:- A person who has an interest or interests in one or more voting shares in a Company and the number or the aggregate number of those shares, is:- (a) 10% or more of the total number of voting shares in the Company; or (b) 5% or more of the total number of voting shares in the Company where such person is the largest shareholder of the Company. For the purpose of this definition, “interest in shares” shall have the same meaning given in Section 8 of the Act Includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a major shareholder of FEHB or any other Company which is its subsidiary or holding Company
“MPOB”	: Malaysian Palm Oil Board
“MPOM”	: Merchong Palm Oil Mill Sdn. Bhd. [Company No.: 201401012241 (1088321-T)]
“PGC”	: PGC Management Services Sdn. Bhd. [Company No.: 200401010079 (648582-P)]
“PCHSB”	: Prosper Capital Holdings Sdn. Bhd. [Company No.: 197801000199 (37206-D)] (formerly known as Prosper Palm Oil Mill Sdn. Berhad)

DEFINITIONS (Cont'd)

"PTSB"	: Prosper Trading Sdn. Bhd. [Company No.: 198501012107 (144561-U)]
"PPOPM"	: Prosper Palm Oil Products Marketing Sdn. Bhd. [Company No.: 199401026380 (312061-M)]
"Person Connected"	: This shall have the same meaning as in Chapter 1 of the Listing Requirements
"Related party(ies)"	: A Director, Major Shareholder or a Person Connected with such Director or Major Shareholder who is interested in a RRPTs. For the purpose of this definition, "Director" and "Major Shareholders" shall have the same meanings as above
"Recurrent Related Party Transactions or RRPTs"	: Recurrent Related Party Transactions of a revenue or trading nature which is necessary for the day to day operations and is entered into by the Company or its subsidiaries in the ordinary course of business which involves the interest, direct or indirect, of a Related Party(ies)
"Related Party Transaction(s)"	: Transaction(s) entered into by FEHB or its subsidiaries which involve(s) the interest, direct or indirect, of Related Party(ies)
"RM" and "sen"	: Ringgit Malaysia and sen respectively
"RPOM"	: Rompin Palm Oil Mill Sdn. Bhd. [Company No.: 199401002833 (288511-T)]
"SC"	: Securities Commission
"WWSB"	: Wujud Wawasan Sdn. Bhd. [Company No.: 200501034093 (716234-P)]
"2021 Mandate"	: The Shareholders' Mandate obtained on 09 June 2021 for the FEHB Group to enter into Recurrent Related Party Transactions
"2022 Mandate"	: The Proposed Shareholders' Mandate to be obtained at the Company's forthcoming AGM for the FEHB Group to enter into Recurrent Related Party Transactions and the Shareholders' Mandate for the RRPT is from the forthcoming AGM until the next AGM

References to "our" in this Circular are to our Company. References to the "Group" are to our Company and our subsidiaries. All references to "you" in this Circular are to our shareholders.

Unless specifically referred to, words denoting the singular shall, if applicable, include the plural and vice versa and words denoting the masculine gender shall, if applicable, include the feminine and/or neuter genders and vice versa. References to persons shall include corporations, unless otherwise specified.

Any references in this Circular to the provisions of any enactment, statute, rules, regulation, rules of stock exchange or guideline shall (when the context admits) be construed as a reference to the provisions of such enactment, statute, rules, regulation, rules of stock exchange or guideline (as the case may be) as modified by any written law or (if applicable) amendments to the enactment, statute, rules, regulation, rules of stock exchange or guideline for the time being in force.

Any reference to a time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Certain amounts and percentage figures included herein have been subject to rounding adjustments. Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof, are due to rounding.

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FURTHER INFORMATION

APPENDIX I - ADDITIONAL INFORMATION

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PART A

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE
FOR EXISTING RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT")**



Far East Holdings Berhad

[197301001753 (14809-W)]
(Incorporated in Malaysia)

Registered Office

Far East Holdings Berhad
Level 23, Menara Zenith
Jalan Putra Square 6
25200 Kuantan
Pahang Darul Makmur

29 April 2022

Board of Directors

Dato' Sri Kamaruddin bin Mohammed	(Non-Independent, Executive Director/Group Executive Chairman)
Dato' Suhaimi bin Mohd Yunus	(Non-Independent, Non-Executive Director)
Datuk Mohd Afrizan bin Husain	(Independent, Non-Executive Director)
Dato' Asmin binti Yahya	(Non-Independent, Executive Director/Chief Operating Officer)
Tee Kim Tee @ Tee Ching Tee	(Non-Independent, Non-Executive Director)
Tee Cheng Hua	(Non-Independent, Senior Executive Director, Plantations & Milling)
Nik Mohamed Zaki bin Nik Yusoff	(Independent, Non-Executive Director)
Tee Lip Teng	(Non-Independent, Non-Executive Director)
Ng Yee Kim	(Independent, Non-Executive Director)

To the Shareholders of Far East Holdings Berhad

Dear Sirs/Madam,

FAR EAST HOLDINGS BERHAD

PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("Proposed RRPT Mandate")

1. INTRODUCTION

- 1.1 On 09 June 2021, the Company had at the Annual General Meeting, obtained a Shareholders' Mandate from its shareholders for the Company and/or its subsidiaries to enter into RRPT of a revenue or trading nature, which are necessary for FEHB Group's day to day operations and are in the ordinary course of business and on terms that are no more favourable to the Related Party than those generally available to the public.
- 1.2 FEHB had on 01 April 2022 announced that it proposed to seek the shareholders' approval at the forthcoming AGM to be convened in relation to the proposed renewal of the Shareholders' Mandate to allow FEHB Group to enter into RRPT provided that such transactions are made at arm's length, in the ordinary course of business and on normal commercial terms which are not more favourable to the Related Party than those generally available to the public and are not to the detriment of the minority shareholders.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION RELATING TO THE RENEWAL OF SHAREHOLDERS' MANDATE TO BE OBTAINED AND TO SET OUT THE VIEW OF YOUR BOARD AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTION WHICH WILL BE TABLED AT THE FORTHCOMING AGM TO BE CONVENED. A NOTICE OF THE FORTY-EIGHTH AGM TOGETHER WITH THE PROXY FORM ARE ENCLOSED HERewith IN THE ANNUAL REPORT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Shareholders are advised to read the contents of this Circular carefully before voting on the relevant resolution to approve the renewal of existing Shareholders' Mandate.

2. DETAILS OF THE PROPOSED RRPT MANDATE

2.1 Introduction

At the last AGM held on 09 June 2021, the shareholders of the Company had approved the Shareholders' Mandate for the existing RRPT to allow the Company and/or its subsidiary Companies, in their normal course of business, to enter into Recurrent Related Party Transactions of a revenue or trading nature with related parties which are necessary for its day-to-day operations on terms not more favourable to the related party than those generally available to the public and are not to the detriment of the minority shareholders of the Company.

Pursuant to Paragraph 10.09(2), Part E of Chapter 10 of the Listing Requirements, the Company may seek a Shareholders' Mandate in respect of RRPT of a revenue nature, which are necessary for its day-to-day operations, subject to the following:-

- (i) The transactions are in the ordinary course of business and are on terms not more favourable to the Related Party than those generally available to the public;
- (ii) The Shareholders' Mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09(1), Part E of Chapter 10 of the Listing Requirements;
- (iii) The Company's circular to shareholders for the Shareholders' Mandate includes the information as may be prescribed by the Exchange, together with a checklist showing compliance with such information when submitting the Circular to the Exchange;
- (iv) In a meeting to obtain the Shareholders' Mandate, the interested related party, interested director, interested major shareholder, person connected with an interested director or major shareholder and where the interested related party is a person connected with a director or major shareholder, such director or major shareholder must not vote on the resolution to approve the RRPT. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution to approve the RRPT; and
- (v) The Company immediately announces to Bursa Securities when the actual value of a RRPT entered into by the listed issuer, exceeds the estimated value of the RRPT disclosed in the circular by 10% or more and must include the information as may be prescribed by Bursa Securities in its announcement.

In complying with this requirement, the Board is now seeking a renewal of Shareholders' Mandate to authorise such transactions which are necessary for its day-to-day operations and are in the ordinary course of business.

Details of these RRPTs, which are in accordance with subparagraph 10.09(1) of the Listing Requirements, are set out in the ensuing sections.

2.2 Class of Related Parties

2.2.1 The principal activities of the Group are cultivation of oil palms, productions and sales of fresh fruit bunches, crude palm oil and palm kernel and investment holdings. The principal activities of the Company's subsidiaries and its related Companies are disclosed below:-

Name	Nature of Relationship	Date and Place of Incorporation	Principal Activities
KKSB	FEHB directly holds 51%* equity interest in KKSB	13.11.1989 Malaysia	Operating of palm oil mill
WWSB	KKSB directly holds 51%* equity interest in WWSB	29.11.2005 Malaysia	Operating of palm oil mill
PTSB	PTSB is a major shareholder of FEHB that holds 23.73%* equity interest in FEHB	09.09.1985 Malaysia	Operating of palm kernel mill
PCHSB	FEHB directly holds 40%* equity interest in PCHSB	13.01.1978 Malaysia	Operating of palm oil mill and cultivation of oil palm
RPOM	PCHSB directly holds 30%* equity interest in RPOM	28.01.1994 Malaysia	Operating of palm oil mill
EPOM	PTSB directly holds 32%* equity interest in EPOM	23.10.1997 Malaysia	Operating of palm oil mill
PGC	KKSB directly holds 30%* equity interest in PGC	10.04.2004 Malaysia	Management Services in palm oil plantations and marketing of sales and purchases of CPO

2. DETAILS OF THE PROPOSED RRPT MANDATE (Cont'd)

Name	Nature of Relationship	Date and Place of Incorporation	Principal Activities
PPOPM	PCHSB directly holds 30%* equity interest in PPOPM	18.08.1994 Malaysia	Trading and Marketing agent
KOSMA	KOSMA is a shareholder of WWSB that holds 49%* equity interest in WWSB	04.12.1967 (Incorporated under Co-operative Act 1993) Malaysia	Operating of palm oil mill and cultivation of oil palm
LKPP Corp.	LKPP Corp. holds 5.96%* equity interest in FEHB. LKPP Corp. is a wholly owned subsidiary of PKPP. PKPP is a major shareholder of FEHB that holds 25.18%* equity interest in FEHB	21.06.1990 Malaysia	Operating of palm oil mill and cultivation of oil palm
KSMB	KKSB indirectly holds 31.50%* stake in KSMB via its associated company i.e. Jaspurna Holdings Sdn. Bhd.	18.11.1993 Malaysia	Operating of palm oil mill
FPSB	FEHB and PCHSB directly hold 47.17%* and 43.74%* equity interest in FPSB respectively	24.10.2005 Malaysia	Manufacturing and exporting palm oil, fatty acids and chemicals compounds or derivatives
MPOM	EPOM and Insan Sejagat Sdn. Bhd. directly holds 60%* and 15%* equity interest in MPOM respectively	09.04.2014 Malaysia	Operating of palm oil mill

* As at 31 March 2022

2.2.2 Pursuant to paragraph 10.02 of the Listing Requirements, the parties related to FEHB Group, which have recurrent transactions of a revenue or trading nature with the Group are as follows:-

(i) Sales of fresh fruit bunches

Related Party	Nature of Transaction	Method of Pricing
KKSB	Sales of FFB by FEHB to KKSB and WWSB	Based on forward sales and MPOB pricing
WWSB	Sales of FFB between KKSB and WWSB	Based on forward sales and MPOB pricing
PCHSB	Sales of FFB by KKSB to PCHSB	Based on forward sales and MPOB pricing
RPOM	Sales of FFB by FEHB to RPOM	Based on forward sales and MPOB pricing
EPOM	Sales of FFB by FEHB to EPOM	Based on forward sales and MPOB pricing
KSMB	Sales of FFB by FEHB to KSMB	Based on forward sales and MPOB pricing
LKPP Corp.	Sales of FFB by FEHB to LKPP Corp.	Based on MPOB pricing
MPOM	Sales of FFB by FEHB to MPOM	Based on forward sales and MPOB pricing

(ii) Purchases of fresh fruit bunches

Related Party	Nature of Transaction	Method of Pricing
FEHB	Purchases of FFB by KKSB from FEHB	Based on forward sales and MPOB pricing
KKSB	Purchases of FFB between KKSB and WWSB	Based on forward sales and MPOB pricing
PCHSB	Purchases of FFB by KKSB from PCHSB	Based on forward sales and MPOB pricing
RPOM	Purchases of FFB by KKSB from RPOM	Based on forward sales and MPOB pricing
KOSMA	Purchases of FFB by WWSB from KOSMA	Based on MPOB pricing

2. DETAILS OF THE PROPOSED RRPT MANDATE (Cont'd)**(iii) Sales of CPO**

Related Party	Nature of Transaction	Method of Pricing
WWSB	Sales of CPO by KKSB to WWSB	Based on the contract price
KKSB	Sales of CPO by WWSB to KKSB	Based on the contract price
PCHSB	Sales of CPO by KKSB and WWSB to PCHSB	Based on the contract price
RPOM	Sales of CPO by KKSB and WWSB to RPOM	Based on the contract price
EPOM	Sales of CPO by KKSB and WWSB to EPOM	Based on the contract price
PGC	Sales of CPO by KKSB and WWSB to PGC	Based on the contract price
PPOPM	Sales of CPO by KKSB and WWSB to PPOPM	Based on the contract price
KSMB	Sales of CPO by KKSB and WWSB to KSMB	Based on the contract price
FPSB	Sales of CPO by KKSB and WWSB to FPSB	Based on the contract price
MPOM	Sales of CPO by KKSB and WWSB to MPOM	Based on the contract price

(iv) Purchases of CPO

Related Party	Nature of Transaction	Method of Pricing
KKSB	Purchases of CPO by WWSB from KKSB	Based on the contract price
WWSB	Purchases of CPO by KKSB from WWSB	Based on the contract price
PCHSB	Purchases of CPO by KKSB and WWSB from PCHSB	Based on the contract price
RPOM	Purchases of CPO by KKSB and WWSB from RPOM	Based on the contract price
EPOM	Purchases of CPO by KKSB and WWSB from EPOM	Based on the contract price
PPOPM	Purchases of CPO by KKSB and WWSB from PPOPM	Based on the contract price
KSMB	Purchases of CPO by KKSB and WWSB from KSMB	Based on the contract price
FPSB	Purchases of CPO by KKSB and WWSB from FPSB	Based on the contract price
MPOM	Purchases of CPO by KKSB and WWSB from MPOM	Based on the contract price

(v) Sales of Kernel

Related Party	Nature of Transaction	Method of Pricing
KKSB	Sales of kernel by KKSB to WWSB	Based on the MPOB/contract price
WWSB	Sales of kernel by WWSB to KKSB	Based on the MPOB/contract price
PTSB	Sales of kernel by KKSB and WWSB to PTSB	Based on the MPOB/contract price
EPOM	Sales of kernel by WWSB to EPOM	Based on the MPOB/contract price
RPOM	Sales of kernel by KKSB and WWSB to RPOM	Based on the MPOB/contract price
KSMB	Sales of kernel by WWSB to KSMB	Based on the MPOB/contract price

2. DETAILS OF THE PROPOSED RRPT MANDATE (Cont'd)

(vi) Purchases of Kernel

Related Party	Nature of Transaction	Method of Pricing
KKSB	Purchases of kernel by KKSB from WWSB	Based on the MPOB/contract price
WWSB	Purchases of kernel by WWSB from KKSB	Based on the MPOB/contract price
EPOM	Purchases of kernel by WWSB from EPOM	Based on the MPOB/contract price
KSMB	Purchases of kernel by WWSB from KSMB	Based on the MPOB/contract price

(vii) Management fee

The management fee charged includes the management services for technical services, marketing services, administrations and accounting services.

Related Party	Nature of Transaction	Method of Pricing
PGC	Management fee charged by PGC to KKSB, WWSB and KSMB	Based on agreed contract agreement for the management services

2.2.3 The RRPTs for which approval is now being sought for the Proposed Renewal of Shareholders' Mandate at the forthcoming AGM are as follows:-

Related Party	2022 Mandate	2021 Mandate		
	(A) Estimated value of transaction pursuant to 2022 Mandate** RM'000	(B) Estimated value of transaction disclosed in 2021 Mandate RM'000	(C) Actual value of transaction conducted pursuant to 2021 Mandate (as at LPD) RM'000	(D) Deviation between values in (C) and (B) %
FEHB	234,959	162,538	116,626	-28
KKSB	178,383	148,068	89,763	-39
WWSB	14,278	33,139	8,474	-74
PCHSB	90,297	80,730	46,844	-42
RPOM	111,796	100,194	40,351	-60
EPOM	79,732	127,680	41,107	-68
KSMB	77,317	77,511	34,129	-56
LKPP Corp.	5,882	2,747	1,821	-34
KOSMA	413,074	260,964	192,275	-26
PGC	4,355	4,990	1,776	-64
PPOPM	20,758	20,758	11,560	-44
PTSB	92,602	71,356	46,435	-35
FPSB	449,575	352,187	225,330	-36
MPOM	141,493	148,575	58,979	-60
Total	1,914,501	1,591,437	915,470	-42

** The estimated value of transaction pursuant to 2022 is based on the estimated value as per 2021 which were based on accounting records and other estimated amount. The estimated figures will vary with the fluctuation of oil palm prices and production during the year.

The validity period of the Proposed Shareholders' Mandate is disclosed in Section 3 of this Circular.

2.2.4 The actual value of the above transactions that were transacted from the date on which the existing mandate was obtained at the last AGM for the Company on 09 June 2021 up to the LPD did not exceed the estimated value by 10% or more.

2.2.5 There is no threshold for the approval of Recurrent Related Party Transactions within the listed issuer's Group of Companies.

2. DETAILS OF THE PROPOSED RRPT MANDATE (Cont'd)

2.3 Amount Due and Owing Under Recurrent Related Party Transactions

The breakdown of the principal sum (without interest) for the total outstanding amount due and owing to the Group under the existing RRPT as per Section 2.2.1 of this Circular which exceeded the credit terms as at 31 December 2021 are as follows:-

(a) Receivables

Company	Outstanding Amount (RM'000) 1 year or less
KSMB	3,264
LKPP Corp.	205
FPSB	9,170
EPOM	35
PCHSB	4,657
PTSB	17,493
MPOM	11,826
RPOM	57
PPOPM	301
Total	47,008

(b) Payables

Company	Outstanding Amount (RM'000) 1 year or less
PCHSB	4
PGC	187
EPOM	260
RPOM	5,414
PPOPM	9
PTSB	8
Total	5,882

There were no late payment charges imposed by the Group on the above outstanding amounts as they were trade in nature. The management from time to time will discuss with the debtors for early settlement of the outstanding amounts. The Board of Directors is of the opinion that there will be no recoverability issues as the debtors are related parties with a long-standing business relationship with the Group and has proven to be creditworthy debtors with good payment records.

2.4 Directors' and Major Shareholders' Interests and Person Connected

The interested major shareholders and interested Directors for all the transactions above are as follows:-

Interested Major Shareholders:-

- PTSB^{a1}
- PKPP^{a2}

Interested Directors:-

- Dato' Sri Kamaruddin bin Mohammed^{a3}
- Dato' Suhaimi bin Mohd Yunus^{a4}
- Dato' Asmin binti Yahya^{a4}
- Tee Kim Tee @ Tee Ching Tee^{a5}
- Tee Cheng Hua^{a6}
- Tee Lip Teng^{a7}

Note:

^{a1} PTSB is a major shareholder of FEHB with equity interest of 23.73%^b and is deemed interested party in the Proposed RRPT Mandate. PTSB holds 32%^b equity stake in EPOM. PCHSB directly holds 49%^b equity stake in KKSMB, 40%^b equity stake in PGC, 30%^b equity stake in RPOM, 30%^b equity stake in PPOPM and 44.67%^b equity stake in PTSB.

^{a2} PKPP is a major shareholder of FEHB with equity interest of 25.18%^b and is deemed interested party in the Proposed RRPT Mandate. PKPP holds 100%^b equity stake in LKPP Corp.

^{a3} Dato' Sri Kamaruddin bin Mohammed is deemed interested party in the Proposed Renewal of Shareholders' Mandate, by virtue of his directorship and indirect shareholding in FEHB, indirect interest in PGC and directorship in PKPP, KKSMB, WWSB, KSMB and MPOM.

^{a4} Dato' Suhaimi bin Mohd Yunus and Dato' Asmin binti Yahya are deemed interested party in the Proposed RRPT Mandate by virtue of their positions as Directors representing PKPP in FEHB's Board. Dato' Asmin binti Yahya is also a Director in KKSMB and FPSB.

2. DETAILS OF THE PROPOSED RRPT MANDATE (Cont'd)

- ^{a5} Tee Kim Tee @ Tee Ching Tee is deemed interested party in the Proposed RRPT Mandate, by virtue of his directorship and shareholding in FEHB and his directorship in KKSB, PTSB, PCHSB, WWSB, RPOM, KSMB, EPOM and MPOM.
- ^{a6} Tee Cheng Hua is deemed interested party in the Proposed RRPT Mandate, by virtue of his directorship and shareholding in FEHB and his directorship in KKSB, PTSB, PCHSB, WWSB, PGC, RPOM, KSMB, EPOM, FPSB and MPOM.
- ^{a7} Tee Lip Teng is deemed interested party in the Proposed RRPT Mandate, by virtue of his directorship and shareholding in FEHB and his directorship in FPSB and PPOPM. He is also an alternate Director to Mr Tee Cheng Hua in KKSB, PTSB, PCHSB, WWSB, PGC, RPOM, KSMB, EPOM and MPOM.
- ^b As at 31 March 2022

2.5 Terms and Nature of the Recurrent Related Party Transactions

The Recurrent Related Party Transactions that will be covered by the Shareholders' Mandate relate to the sales of FFB, processing and sale of crude palm oil and palm kernel and management services by FEHB Group from the Mandated Related Parties.

The Recurrent Related Party Transactions will be made at arm's length on normal commercial terms which are no prejudicial to the interests of the shareholders of the Company, on terms no more favourable to the related party than those generally available to the public and on terms not to the detriment of the minority shareholders.

2.6 Disclosure and Review Procedures for the RRPTs

The review procedures for the RRPTs are as follows:-

- (i) A list of Mandated Related Parties will be prepared and the relevant companies will be notified that all RRPTs are required to be undertaken on an arm's length basis, on normal commercial terms which are not more prejudicial to the interests of the shareholders of the Company, on terms no more favourable to the related party than those generally available to the public and on terms not to the detriment of the minority shareholders;
- (ii) All RRPTs will be reviewed by the internal auditor and the management;
- (iii) A register will be maintained by the Company to record all RRPTs which are entered into pursuant to the Proposed RRPT Mandate;
- (iv) The annual internal audit plan shall incorporate a review of all RRPTs entered into pursuant to the Proposed RRPT Mandate to ensure that the relevant approvals have been obtained and the review procedures in respect of such transactions are adhered to;
- (v) At least 2 other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison, wherever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantially similar types of products/services and/or quantities. In the event the quotation or comparative pricing from unrelated third parties cannot be obtained (for instance, if there are no unrelated third party vendors/customers of similar products or services, or if the product/service is a proprietary item), the transaction price will be determined by those offered by/to other unrelated parties for substantially similar type of transactions and approved by the Board to ensure that the Recurrent Related Party Transactions are not detrimental to the Group;
- (vi) The Group has in place adequate procedures and processes to monitor, to track and to identify the RRPT in a timely and orderly manner;
- (vii) The Board and the Audit Committee shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with and the review shall be done on yearly basis at the end of the year;
- (viii) The Board and the Audit Committee have reviewed the procedures and shall continue to review the procedures as and when required. If a member of the Board or Audit Committee has an interest in the transaction to be reviewed by the Board or the Audit Committee as the case may be, he will abstain from any decision making by the Board or the Audit Committee in respect of that transaction;
- (ix) The transaction prices will be based on the arm's length transaction which are agreeable to all parties; and
- (x) A disclosure of the aggregate value of Recurrent Transactions conducted pursuant to the Shareholders' Mandate is made in the Annual Report of the Company; showing a breakdown of the aggregate value of the Recurrent Transactions made during the financial year, amongst others, based on the following information:-
 - (a) the type of the Recurrent Transactions made; and
 - (b) the names of the related parties involved in each type of the Recurrent Transactions made and their relationship with the Company.

2. DETAILS OF THE PROPOSED RRPT MANDATE (Cont'd)

2.7 Rationale for the Proposed RRPT Mandate

The RRPTs are necessary for the FEHB Group's day-to-day operation. The RRPTs are with Related Parties, are mainly involved in activities related to sales of FFB, processing and sale of crude palm oil and palm kernel and management services. It is envisaged that in the normal course of business of the FEHB Group, transactions in respect of goods or services with the Related Parties will occur with some degree of frequency from time to time and may arise at any time.

The Proposed RRPT Mandate will also accord the FEHB Group with the following benefits:-

- (i) flexibility and choice of parties to enter into such transactions, whether with Related Parties or non-Related Parties;
- (ii) facilitate transactions with Related Parties which are in the ordinary course of business of the FEHB Group undertaken at arm's length, based on normal commercial terms and on terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of minority shareholders;
- (iii) facilitate transactions with Related Parties where in an expeditious manner to meet business needs which are necessary for its day-to-day operations particularly business needs which are time sensitive in nature; and
- (iv) eliminate the need to announce and convene separate general meetings to seek Shareholders' Mandate for each transaction and as such, substantially reduce expenses, time and other resources associated with the making of announcements and convening of general meetings on an ad-hoc basis, improve administrative efficiency considerably and allow financial and manpower resources to be channeled to attain more productive objectives.

In addition to the above benefits, the Related Parties had also proven to be reliable in its delivery of services and products as well as fulfilling the quality expectations of the FEHB Group. Due to previous business dealings with the Related Parties, the Related Parties are familiar with Group's operations and are able to meet the Group's business requirements even when short notice is given. This has allowed the Group to benefit from sudden business opportunities that had arisen.

2.8 Statement by the Audit Committee

The Audit Committee comprises the following Members:-

	Name of Members	Designation
1	Datuk Mohd Afrizan bin Husain	Chairman
2	Nik Mohamed Zaki bin Nik Yusoff	Member
3	Ng Yee Kim	Member

The Audit Committee has seen and reviewed the procedures set out in the Section 2.6 above and is of the view that the existing guidelines and review procedures for related parties transactions are sufficient to ensure that such transactions will be carried out at arm's length, on normal commercial terms which are not prejudicial to the interests of the shareholders of the Company, on terms no more favourable to the related party than those generally available to the public and on terms not to the detriment of minority shareholders.

3. VALIDITY PERIOD OF THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate, if approved at the forthcoming AGM, will continue to be in force until:-

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless renewed by a resolution passed at the AGM, the authority is again renewed;
- (ii) the expiration of the period within which the next AGM after that date 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
- (iii) revoked or varied by resolution passed by the shareholders in an AGM or EGM,

whichever is earlier.

Thereafter, approval from the shareholders for renewal of the mandate will be sought at each subsequent AGM of the Company.

4. FINANCIAL EFFECTS OF THE PROPOSED RRPT MANDATE

The Proposed RRPT Mandate will not have any financial effect on the issued share capital, earnings, substantial shareholding, Directors' shareholding, dividends and net assets of our Group.

5. APPROVAL REQUIRED

The Proposed RRPT Mandate is subject to the approval being obtained from the shareholders of FEHB at the forthcoming AGM.

6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS AND PERSON CONNECTED

6.1 Major Shareholders of FEHB and persons connected to them

Save as disclosed below, as at 31 March 2022 none of the other major shareholders of FEHB and/or persons connected with them, has any direct or indirect interest in the Proposed RRPT Mandate.

PKPP and PTSB are major shareholders by virtue of their 25.18% and 23.73% shareholdings in FEHB respectively.

PKPP and PTSB being major shareholders have undertaken that they shall ensure that the persons connected with PKPP and PTSB will abstain from voting at the forthcoming AGM on the Proposed RRPT Mandate.

Accordingly, PKPP and PTSB will abstain from voting at the forthcoming AGM in respect of their direct and indirect shareholdings on the Proposed RRPT Mandate.

The shareholding of PKPP and PTSB in FEHB as at 31 March 2022 is as follow:-

Major Shareholder	Total No. of Ordinary Shares			
	Direct	%	Indirect	%
PKPP	149,523,360	25.18	-	-
PTSB	140,922,264	23.73	-	-

6.2 Directors of FEHB and persons connected to them

Save as disclosed below, none of the other Directors of FEHB or persons connected to them have any interest, direct or indirect in the Proposed RRPT Mandate.

Dato' Sri Kamaruddin bin Mohammed is the Group Executive Chairman of FEHB, Dato' Suhaimi bin Mohd Yunus, Tee Kim Tee @ Tee Ching Tee and Tee Lip Teng are Directors of FEHB. Tee Cheng Hua is the Senior Executive Director, Plantations & Milling of FEHB and Dato' Asmin binti Yahya is an Executive Director/Chief Operating Officer.

Dato' Sri Kamaruddin bin Mohammed is a Director in PKPP, KKSBB, WWSB, Cheekah-Kemayan Plantations Sdn. Bhd., KSMB, MPOM and also has an indirect interest in PGC whereas Dato' Suhaimi bin Mohd Yunus and Dato' Asmin binti Yahya are Directors representing PKPP in FEHB's Board. Dato' Asmin binti Yahya is also a Director in KKSBB and FPSB.

Tee Kim Tee @ Tee Ching Tee is a Director in KKSBB, PTSB, PCHSB, WWSB, RPOM, KSMB, EPOM and MPOM.

Tee Cheng Hua is a Director in KKSBB, PTSB, PCHSB, WWSB, PGC, RPOM, KSMB, EPOM, FPSB and MPOM.

Tee Lip Teng is a Director in FPSB and PPOPM. He is also an alternate Director to Tee Cheng Hua in KKSBB, PTSB, PCHSB, WWSB, PGC, RPOM, KSMB, EPOM and MPOM.

Hence, Dato' Sri Kamaruddin bin Mohammed, Dato' Suhaimi bin Mohd Yunus, Dato' Asmin binti Yahya, Tee Kim Tee @ Tee Ching Tee, Tee Cheng Hua and Tee Lip Teng being interested Directors will abstain from voting in respect of their direct and/or indirect shareholdings at the forthcoming AGM on the Proposed RRPT Mandate.

Accordingly, Dato' Sri Kamaruddin bin Mohammed, Dato' Suhaimi bin Mohd Yunus, Dato' Asmin binti Yahya, Tee Kim Tee @ Tee Ching Tee, Tee Cheng Hua and Tee Lip Teng being interested Directors have abstained and will continue to abstain from board deliberation and voting in respect of the Proposed RRPT Mandate.

The Directors of FEHB who are interested in the Proposed RRPT Mandate and their respective shareholdings in FEHB as at 31 March 2022 are as follows:-

Directors	Total No. of Ordinary Shares Held			
	Direct	%	Indirect	%
Dato' Sri Kamaruddin bin Mohammed	-	-	13,860,000	2.33
Dato' Suhaimi bin Mohd Yunus	-	-	-	-
Dato' Asmin binti Yahya	315,000	0.05	-	-
Tee Kim Tee @ Tee Ching Tee	19,578,720	3.29	-	-
Tee Cheng Hua	8,762,200	1.48	-	-
Tee Lip Teng	1,260,000	0.21	-	-

7. STATUTORY AND OTHER GENERAL INFORMATION

Shareholders are requested to refer to the Appendix I of this Circular for further information.

8. DIRECTORS' RECOMMENDATION

The Board save and except for Dato' Sri Kamaruddin bin Mohammed, Dato' Suhaimi bin Mohd Yunus, Dato' Asmin binti Yahya, Tee Kim Tee @ Tee Ching Tee, Tee Cheng Hua and Tee Lip Teng having considered all aspects of the Proposed RRPT Mandate, is of the opinion that the Proposed RRPT Mandate is in the best interest of the Company and its shareholders.

Accordingly, they (save and except for Dato' Sri Kamaruddin bin Mohammed, Dato' Suhaimi bin Mohd Yunus, Dato' Asmin binti Yahya, Tee Kim Tee @ Tee Ching Tee, Tee Cheng Hua and Tee Lip Teng, who have abstained from deliberation and voting at the Board meetings of FEHB and are deemed interested in the Proposed RRPT Mandate) recommend that you vote in favour of the ordinary resolution to be tabled at the forthcoming AGM pertaining to the Proposed RRPT Mandate under the agenda of Special Business as set out in the Notice of AGM in the Annual Report of Far East Holdings Berhad for the financial year ended 31 December 2021.

9. ANNUAL GENERAL MEETING

The AGM of the Company will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 15 June 2022 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the ordinary resolution pertaining to the Proposed RRPT Mandate under the agenda of Special Business as set out in the Annual Report.

If you are unable to attend and vote at the forthcoming AGM in person, you will find enclosed with this Circular a Form of Proxy which you are requested to complete, sign and return in accordance with the instructions contained therein as soon as possible and, in any event, so as to arrive at our registered office, Level 23, Menara Zenith, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur not less than twenty four (24) hours before the time fixed for convening the AGM.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the forthcoming AGM if you subsequently wish to do so.

10. FURTHER INFORMATION

Shareholders are required to refer to the attached Appendix I for further information.

Yours faithfully,
For and on behalf of the Board
FAR EAST HOLDINGS BERHAD



.....
DATUK MOHD AFRIZAN BIN HUSAIN
Independent, Non-Executive Director

PART B

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
PROPOSED AMENDMENTS TO THE CONSTITUTION
OF THE COMPANY**



Far East Holdings Berhad

[197301001753 (14809-W)]
(Incorporated in Malaysia)

Registered Office

Far East Holdings Berhad
Level 23, Menara Zenith
Jalan Putra Square 6
25200 Kuantan
Pahang Darul Makmur

29 April 2022

Board of Directors

Dato' Sri Kamaruddin bin Mohammed	(Non-Independent, Executive Director/Group Executive Chairman)
Dato' Suhaimi bin Mohd Yunus	(Non-Independent, Non-Executive Director)
Datuk Mohd Afrizan bin Husain	(Independent, Non-Executive Director)
Dato' Asmin binti Yahya	(Non-Independent, Executive Director/Chief Operating Officer)
Tee Kim Tee @ Tee Ching Tee	(Non-Independent, Non-Executive Director)
Tee Cheng Hua	(Non-Independent, Senior Executive Director, Plantations & Milling)
Nik Mohamed Zaki bin Nik Yusoff	(Independent, Non-Executive Director)
Tee Lip Teng	(Non-Independent, Non-Executive Director)
Ng Yee Kim	(Independent, Non-Executive Director)

To the Shareholders of Far East Holdings Berhad

Dear Sirs/Madam,

FAR EAST HOLDINGS BERHAD PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

1. INTRODUCTION

The Company has on 01 April 2022 announced to Bursa Securities its intention to seek its shareholders' approval on the proposed amendments to the Constitution of the Company at the Company's forthcoming Forty-Eighth AGM.

The purpose of this Circular is to provide you with the relevant information on the proposed amendments to the Constitution and seek shareholders' approval for the special resolution to be tabled at the forthcoming Forty-Eighth AGM of the Company.

2. DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION

The Company had adopted a new Constitution, taking into account the Act which came into effect from 31 January 2017 and in line with amendments to Listing Requirements. The new Constitution had been approved by the shareholders of FEHB on 19 June 2019. The following amendments are proposed in line with the relevant clauses referred to the Constitution:-

2. DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION (Cont'd)

Clause	Title	Existing Constitution	Proposed Amendments
4	Definitions	Far East Holdings Berhad (Company No. 14809-W);	Far East Holdings Berhad [Company No. 197301001753 (14809-W)];
52	Notice of General Meetings	<p>52.4 (a) In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice of meeting was addressed and <u>posed</u> to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posed.</p> <p>52.4 (b) Where the notice of meeting is sent by electronic means:</p> <p>(i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Clause 54.3(b)(i)</u>, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;</p> <p>(ii) via publication on the Company's website, on the date the notice of meeting is first made available on the Company's website provided that the notification on the publication of the notice of meeting on the website has been given pursuant to <u>Clause 54.3(b)(ii)</u>; or</p> <p>(iii) via electronic platform maintained by the Company or third parties, on the date the notice of meeting is first made available thereon provided that the notification on the publication or availability of the notice of meeting on the relevant electronic platform has been given pursuant to <u>Clause 54.3(b)(iii)</u>.</p>	<p>52.4 (a) In providing service by post, a letter from the Secretary certifying that the letter, envelope or wrapper containing the notice of meeting was addressed and <u>posted</u> to the Member shall be sufficient to prove that the letter, envelope or wrapper was so addressed and posted.</p> <p>52.4 (b) Where the notice of meeting is sent by electronic means:</p> <p>(i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Clause 54</u>, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;</p> <p>(ii) via publication on the Company's website, on the date the notice of meeting is first made available on the Company's website provided that the notification on the publication of the notice of meeting on the website has been given pursuant to <u>Clause 54</u>; or</p> <p>(iii) via electronic platform maintained by the Company or third parties, on the date the notice of meeting is first made available thereon provided that the notification on the publication or availability of the notice of meeting on the relevant electronic platform has been given pursuant to <u>Clause 54</u>.</p>
127.5	Capitalisation of Reserves	All sums carried and standing to the Capital Reserve may be applied for any of the purposes to which sums standing to any reserve under the provisions of <u>Clause 129.6</u> are applicable, except and provided that no part of the Capital Reserve or any other moneys in the nature of accretion to capital shall in any event transferred to revenue account or be regarded or treated as profits of the Company available for distribution as dividend or be applied in paying dividends on any Shares in the Company's capital.	All sums carried and standing to the Capital Reserve may be applied for any of the purposes to which sums standing to any reserve under the provisions of <u>Clause 127</u> are applicable, except and provided that no part of the Capital Reserve or any other moneys in the nature of accretion to capital shall in any event transferred to revenue account or be regarded or treated as profits of the Company available for distribution as dividend or be applied in paying dividends on any Shares in the Company's capital.
141	Notices	<p>141.2 (a) Where the notice or document is sent by electronic means:-</p> <p>(i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Section 143(b)(i)</u>, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;</p> <p>(ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of the notice or document on the website has been given pursuant to <u>Section 143(b)(ii)</u>; or</p>	<p>141.2 (a) Where the notice or document is sent by electronic means:-</p> <p>(i) via electronic mail, at the time of transmission to a Member's electronic mail address pursuant to <u>Clause 143</u>, provided that the Company has record of the electronic mail being sent and that no written notification of delivery failure is received by the Company;</p> <p>(ii) via publication on the Company's website, on the date the notice or document is first made available on the Company's website provided that the notification on the publication of the notice or document on the website has been given pursuant to <u>Clause 143</u>; or</p>

2. DETAILS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION (Cont'd)

Clause	Title	Existing Constitution	Proposed Amendments
141	Notices	(iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to <u>Section 143(b)</u> (iii).	(iii) via electronic platform maintained by the Company or third parties, on the date the notice or document is first made available thereon provided that the notification on the publication or availability of the notice or document on the relevant electronic platform has been given pursuant to <u>Clause 143</u> .

3. RATIONALE FOR THE PROPOSED AMENDMENTS TO THE CONSTITUTION

The proposed amendments to the Constitution are primarily for the purpose of streamlining the relevant clauses in the Constitution.

4. EFFECTS OF THE PROPOSED AMENDMENTS TO THE CONSTITUTION

The proposed amendments to the Constitution will not have any effect on the share capital of the Company and shall not have any material effect on the substantial shareholdings, net assets, dividend, policy, gearing and earning per share of the Group.

5. APPROVAL REQUIRED

The proposed amendments to the Constitution are subject to the approval of the shareholders of the Company at the forthcoming AGM.

6. DIRECTORS' AND MAJOR SHAREHOLDERS' INTERESTS AND PERSON CONNECTED

None of the Directors, major shareholders and/or persons connected with them has any interest, direct or indirect, in the proposed amendments to the Constitution.

7. DIRECTORS' RECOMMENDATION

The Board, after having considered all aspects of the proposed amendments to the Constitution, is of the opinion that the proposed amendments of the Constitution is in the best interests of the Company. Accordingly, the Board recommends that the shareholders of Far East Holdings Berhad vote in favour of the Special Resolution pertaining to the proposed amendments to the Constitution to be tabled at the forthcoming Forty-Eighth AGM.

8. ANNUAL GENERAL MEETING

The AGM of the Company will be held at The Zenith Hotel, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur on Wednesday, 15 June 2022 at 10.00 a.m., for the purpose of considering and, if thought fit, passing the ordinary resolution pertaining to the proposed amendments to the Constitution as set out in the Annual Report.

If you are unable to attend and vote at the forthcoming AGM in person, you will find enclosed with this Circular, a Form of Proxy which you are requested to complete, sign and return in accordance with the instructions contained therein as soon as possible and, in any event, so as to arrive at our registered office, Level 23, Menara Zenith, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur not less than twenty four (24) hours before the time fixed for convening the AGM.

The completion and return of the Form of Proxy will not preclude you from attending and voting at the forthcoming AGM if you subsequently wish to do so.

9. FURTHER INFORMATION

You are requested to refer to the attached Appendix I of this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
FAR EAST HOLDINGS BERHAD



DATO' SRI KAMARUDDIN BIN MOHAMMED
Group Executive Chairman

ADDITIONAL INFORMATION**1. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by the Directors and they individually and collectively accept full responsibility for the accuracy of the information given in this Circular and confirm that, after making all reasonable enquiries, to the best of their knowledge and belief, there are no facts and omission of which would make any statement herein misleading.

2. MATERIAL CONTRACT

Neither FEHB nor its subsidiary companies have entered into any contract which are and may be material within the two (2) years preceding the date of this Circular, other than contracts entered into in the ordinary course of business.

3. MATERIAL LITIGATION

As at the date of this Circular, neither FEHB nor FEHB's subsidiaries are engaged in any material litigation, either as plaintiff or defendant, claims or arbitration and the Directors are not aware of any proceedings pending or threatened or of any fact likely to give rise to any proceedings which might materially and adversely affect the position or business of the FEHB Group.

4. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at our registered office at Level 23, Menara Zenith, Jalan Putra Square 6, 25200 Kuantan, Pahang Darul Makmur during normal business hours from Mondays to Fridays (except for public holidays) from the date of this Circular to the date of the forthcoming AGM:-

- (a) Constitution of our Company;
- (b) The audited accounts of the FEHB Group for the past two (2) financial years ended 31 December 2020 and 31 December 2021; and
- (c) The unaudited quarterly report on consolidated results for the period ended 31 March 2022.

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