



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

- 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
- 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)
- 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
- 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
- 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
- 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

- 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”);

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

- 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
 - 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
 - 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

- 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 posed 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:- (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 posed 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:- (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:- (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>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;</p>

Clause	Title	Existing Constitution	Proposed Amendments
141	Notices	<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>(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>.</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> <p>(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>.</p>

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

- 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:-

- 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); and
- 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

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 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 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

- 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.
- 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.
- 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.	

- 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

- Ordinary Resolution 7 - Re-Appointment of Auditors
The Audit Committee (“AC”) at its meeting held on 22 February 2022 undertook the annual assessment of the suitability and effectiveness of the external audit process, and the performance, suitability and independence of the external auditors, Messrs Moore Stephens Associates PLT (“Moore Stephens”). The following factors were taken into consideration:-
(a) Dissemination of information about policies and processes for maintaining independence, objectivity and the monitoring of Moore Stephens compliance with professional ethical standards;
(b) Communication of audit strategy and current developments in relation to accounting and auditing standards relevant to the Group's financial statements and the potential impact on the audit; and
(c) Reasonableness of the audit fees charged.
The AC was satisfied with the suitability of Moore Stephens based on the quality of audit, performance, competency and sufficiency of resources that the external audit team had provided to the Far East Holdings Berhad as prescribed under Paragraph 15.21 of the Listing Requirements.
The Board at its meeting held on 22 February 2022 approved the AC's recommendation that the shareholders' approval be sought at the 48th AGM on the re-appointment of Moore Stephens as external auditors of the Company for the financial year ending 31 December 2022, under Ordinary Resolution 7. The present external auditors, Moore Stephens, have indicated their willingness to continue their services for the next financial year.
- Ordinary Resolution 8 - Proposed Shareholders' Mandate
The proposed Ordinary Resolution 8, if passed, will enable the Company and/or its subsidiary companies to enter into recurrent related party transactions with related parties in the ordinary course of business which are necessary for the Group's day-to-day operations and are on normal commercial terms not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.
Detailed information on the Proposed Shareholders' Mandate is set out in Section 2.2, Part A of the Circular to Shareholders dated 29 April 2022.
- Special Resolution 1
The proposed Special Resolution 1, if passed, will enable the Company to amend the Clause 4, Clause 52.4 (a), Clause 52.4 (b), Clause 127.5, and Clause 141.2 (a) of the Constitution. Proposed amendments to the Constitution is set out in Part B of the Circular to Shareholders dated 29 April 2022.