

Notice of Annual General Meeting

Notice is hereby given that the thirty-eighth Annual General Meeting of Anglo-Eastern Plantations Plc will be held at the office of UHY Hacker Young LLP, 6th Floor, Quadrant House, 4 Thomas More Square, London E1W 1YW on Friday 16 June 2023 at 11.00am (UK time) for the following purposes:

- 1 To receive and consider the accounts and the reports of the directors and auditor thereon for the year ended 31 December 2022.
- 2 To approve the Directors' Remuneration Report (excluding the part containing the remuneration policy) as set out in the Company's annual report and accounts for the year ended 31 December 2022.
- 3 To approve the directors' remuneration policy in the form set out in the Directors' Remuneration Report in the Company's annual report and accounts for the year ended 31 December 2022.
- 4 To declare a final dividend.
- 5 To re-elect Mr. Jonathan Law Ngee Song, as a Non-Executive Director.
- 6 To re-elect Dato' John Lim Ewe Chuan as an Executive Director.
- 7 To re-elect Mr. Marcus Chan Jau Chwen as a Non-Executive Director.
- 8 To re-elect Mr. Lim Tian Huat as an Independent Non-Executive Director.
- 9 To re-elect Ms. Farah Suhanah Tun Ahmad Sarji as an Independent Non-Executive Director.
- 10 To re-appoint BDO LLP as auditor.
- 11 To authorise the directors to fix the remuneration of the auditor.
- 12 To consider the following resolution as an ordinary resolution:

That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006, in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot:

- (i) shares in the Company up to an aggregate nominal amount of £3,303,031 (representing 13,212,124 ordinary shares of 25p each) which is equal to one third of the issued ordinary share capital (excluding treasury shares) at the date of this resolution: and in addition
- (ii) equity securities of the Company (within the meaning of section 560(1) of the Companies Act 2006) in connection with an offer of such securities by way of a rights issue up to an aggregate nominal amount of £3,303,031

provided that this authority shall expire on the date of the next annual general meeting after the passing of this resolution or 30 June 2024 whichever is earlier save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

"rights issue" means an offer of equity securities open for acceptance for a period fixed by the directors to holders of equity securities (other than the Company) on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto (but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory).

- 13 To consider the following resolution as a special resolution:

That subject to and conditional on the passing of Resolution 12, the directors be empowered pursuant to section 570 of the Companies Act 2006) to allot equity securities (within the meaning of section 560 of that Act) for cash pursuant to the authority conferred by Resolution 12 and/or by way of sale of treasury shares as if section 561(1) of that Act did not apply to any such allotment or sale, provided that this authorisation shall be limited to:

- (i) the allotment of equity securities and sale of treasury shares for cash in connection with an offer or issue of, or invitation to apply for, equity securities made to (but in the case of the authority granted under paragraph (ii) of Resolution 12 by way of a rights issue only);
 - (a) ordinary shareholders in proportion (as nearly may be practicable) to their existing holdings: and
 - (b) holders of other equity securities, as required by the rights of those securities, or as the directors otherwise consider necessary,

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13 To consider the following resolution as a special resolution: (continued)

and permitting the directors to impose any limit or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlement, record dates, legal regulatory or practical problems in, or under, the laws of any territory, or any other matter; and

- (ii) in the case of the authority granted under paragraph (i) of Resolution 12 and/or the sale of treasury shares for cash, to the allotment of equity shares or sale of treasury shares up to an aggregate nominal amount of £495,454.

Such power shall apply during the period expiring on the date of the next annual general meeting or on 30 June 2024 (whichever shall be earlier) but the directors may during such periods make offers or agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the expiry of such period.

14 To consider the following as a special resolution:

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of ordinary shares of 25p each in the capital of the Company on such terms as the directors think fit, provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 3,963,637 (representing 10% of the issued ordinary share capital);
- (b) the minimum price (exclusive of expenses) which may be paid for each ordinary share is 25p;
- (c) the maximum price (exclusive of expenses) which may be paid for each ordinary share is the higher of:
- (i) an amount equal to 105% of the average of the middle market quotations for such share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date of purchase; and
- (ii) the price of the last independent trade and the highest current independent bid on the London Stock Exchange; and
- (d) the authority hereby conferred shall expire on 30 June 2024 or, if earlier, at the conclusion of the next annual general meeting of the Company save that the Company may before the expiry of this authority make a contract of purchase which will or may be executed wholly or partly after such expiry and may make a purchase of shares pursuant to any such contract.

15 To consider and if thought fit to pass the following resolution as a special resolution:

That a general meeting of the Company other than an annual general meeting may be called on not less than 14 clear days' notice.

16 To consider and if thought fit to pass the following resolution as a special resolution:

That, with effect from the conclusion of the Annual General Meeting, the draft Articles of Association in the form produced to the Annual General Meeting, and initialled by the Chairman of the meeting for the purpose of identification, be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association.

By order of the Board
CETC (Nominees) Limited
Company Secretary
12 May 2023

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Notes:

1. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, the Company has specified that only those shareholders on the register of members of the Company at close of business on 14 June 2023 shall be entitled to vote in respect of the number of shares registered in their name at that time. Changes to the register of members after 14 June 2023 or, if the meeting is adjourned, in the register of members at close of business on the date which is two days before the day of the adjourned meeting shall be disregarded in determining the rights of any person to vote at the meeting by proxy.
2. As at 12 May 2023 (being the latest practicable date prior to the publication of this notice), the Company's issued share capital comprised 39,976,272 Ordinary Shares of 25p each. Each share carries one vote except 339,900 shares held as treasury shares and therefore the total number of voting rights in the Company as at 9.00 a.m. on 20 May 2023 is 39,636,372.
3. A member of the Company may appoint one or more proxies to vote at the meeting. Where more than one proxy is appointed in relation to the meeting, each proxy must be appointed to exercise rights attaching to a different share or shares. You may not appoint more than one proxy to exercise rights attached to any one share. A proxy need not be a member of the Company. Members are encouraged to appoint the Chairman of the meeting as their proxy.
4. The instrument appointing a proxy must be deposited at the office of the Registrar by 9.30 a.m. (UK time) on 14 June 2023 not less than forty-eight hours before the time appointed for holding the meeting (or any adjournment thereof).
5. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
6. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the annual general meeting to be held on 16 June 2023 and any adjournment thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com/CREST). CREST personal members or other CREST sponsored members and those CREST members who have appointed a voting service provider should refer to their CREST sponsor or voting service provider, who will be able to take the appropriate action on their behalf. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. All messages relating to the appointment of a proxy or an instruction to a previously appointed proxy must be transmitted so as to be received by Computershare Investor Services PLC [CREST ID: 3RA50] by 9.30 a.m. on 14 June 2023. It is the responsibility of the CREST member concerned to take such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings. The Company may treat a CREST Proxy Instruction as invalid in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. You may submit your proxy electronically using the link <https://www-uk.computershare.com/investor/>. If not already registered, you will need your Shareholder Reference Number ("SRN") which is detailed on your share certificates.
8. The statement of the rights of shareholders in relation to the appointment of proxies does not apply to a person who receives this notice of general meeting as a person nominated to enjoy "information rights" under section 146 of the Companies Act 2006. If you have been sent this notice of meeting because you are such a nominated person the following statements apply: (i) you may have a right under an agreement between you and the registered shareholder by whom you were nominated to be appointed (or to have someone else appointed) as a proxy for this general meeting and (ii) if you have no such a right, or do not wish to exercise it, you may have a right under such an agreement to give instructions to that registered shareholder as to the exercise of voting rights. Nominated persons should contact the registered member by whom they were nominated in respect of these arrangements.
9. A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.
10. Members satisfying the requirements of section 527 of the Companies Act 2006 may require the Company to publish on a website a statement by them (at the Company's cost) relating to the audit of the Company's accounts which are being laid before this meeting (including the auditor's report and the conduct of the audit) or, where applicable, any circumstances connected with an auditor of the Company ceasing to hold office since the previous general meeting at which accounts were laid. Should such a statement be received, it will be published on the Company's website at <https://www.angloeastern.co.uk/>. In those circumstances the Company would be under an obligation to forward a copy of the statement to the auditor forthwith and the statement would form part of the business which may be dealt with at this meeting.
11. Shareholders are welcomed to submit questions to the Board by email to datojohnlim@angloeastern.co.uk by 14 June 2023 and they will be answered after the AGM or at the AGM for those shareholders who are in attendance. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer need be given if (a) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, (b) the answer has already been given on a website in the form of an answer to a question, or (c) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.
12. A copy of this notice and the other information required by section 311A of the Companies Act 2006 can be found at <https://www.angloeastern.co.uk/>.

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13. Resolution 16 proposes that the Company's articles of association (the "Existing Articles of Association") be replaced by new articles of association (the "New Articles"). In accordance with section 21 of the Companies Act 2006 ("CA 2006"), shareholder approval will be sought for the adoption of the New Articles by way of special resolution. The changes to the Existing Articles of Association which will result from the adoption of the New Articles are the following (in addition to minor amendments for numbering, grammatical or typographical issues):
1. Article 6
Additional provisions have been inserted to allow the Company to enforce the provisions of the Uncertified Securities Regulations 2001.
 2. Article 26
The interest rate payable on unpaid calls has been amended to the rate stated in the terms of allotment or in the notice of the call. If there is no rate specified, then the Board shall have the right to decide up to the higher of 5% or the appropriate rate (as defined in CA 2006).
 3. Article 50
The provisions relating to untraced shareholders and the sale of shares have been amended to provide for reasonable efforts to trace a member and to remove the requirement to advertise in a national newspaper to trace a shareholder, and also to provide for the Company to forfeit sale proceeds after 2 years for sale.
 4. Articles 54 and 64-65 and 68-69
Additional language has been inserted to facilitate a combined physical and electronic meeting if required.
 5. Article 60
The requirement to advertise a change of place or time of a meeting has been amended to give the board discretion as to how to advertise the change.
 6. Article 61
Additional language has been inserted to enable satellite meetings to be held.
 7. Article 62
The power to restrict entry on health and safety grounds has been included.
 8. Article 98
Increasing the total aggregate which may be paid to non-executive directors by way of Directors' fees from £100,000 to £250,000.
 9. Article 133 and 134
The requirement to keep hard copy books and records has been deleted and the provisions regarding company registers brought up-to-date.
 10. Article 143
The provisions regarding unclaimed dividends have been amended to give the Company more flexibility to treat a dividend as unclaimed.
14. If you are in any doubt as to any aspect of Resolutions 12 to 16 or as to the action you should take, you should immediately take your own advice from a stockbroker, solicitor, accountant or other independent financial advisor authorised under the Financial Services and Markets Act 2000. The Board believes that these Resolutions are in the best interests of the Company and shareholders as a whole.
15. If you have sold or otherwise transferred all your shares in the Company, please hand this document and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you sell or have sold or otherwise transferred only part of your holding of existing shares please consult the bank, stockbroker or other agent through whom the sale or transfer was effected.
16. The following documents are available for inspection by members at the registered office of the Company during normal business hours (except Bank Holidays) and at the place of the meeting not less than 15 minutes prior to and during the meeting. The documents can also be obtained by email to datojohnlim@angloeastern.co.uk:
- (a) a copy of the Executive Director's service agreement;
 - (b) copies of Non-Executive Directors' letters of appointment;
 - (c) relationship agreement with the majority shareholder;
 - (d) a copy of the Company's existing Articles of Association; and
 - (e) a copy of the New Articles marked to show all the changes (as described at note 13 above), as required by Listing Rule 13.8.10.