

Notice of Annual General Meeting

Notice is hereby given that the twenty-seventh Annual General Meeting of Anglo-Eastern Plantations Plc will be held at the offices of UHY Hacker Young LLP, Quadrant House, 4 Thomas More Square, London E1W 1YW on Tuesday, 26 June 2012 at 11.00 a.m. for the following purposes:

As Ordinary Business

- 1 To receive and consider the Company's annual report and accounts for the year ended 31 December 2011
- 2 To declare a dividend
- 3 To approve the Directors' remuneration report for the year ended 31 December 2011
- 4 To re-appoint Mr. Nik Din Bin Nik Sulaiman, independent Non-Executive director
- 5 To re-elect Madam S K Lim, a Non-Executive Director, who has served more than nine years.
- 6 To re-appoint BDO LLP as auditors and to authorise the Directors to fix their remuneration.

As Special Business

- 7 To consider and, if thought fit, to pass the following resolution as special resolution:

That

- (a) the Directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 ("the Act"), in substitution for all existing authorities to the extent unused, to exercise all the powers of the Company to allot shares in the Company up to an aggregate nominal amount equal to one third of the issued share capital at the date of this resolution provided that this authority shall expire on 25 June 2017 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;
- (b) during the period expiring on the date of the next annual general meeting or on 30 June 2013 (whichever shall be earlier) the Directors be empowered pursuant to section 570 and 573 of the Companies Act 2006 ("the Act") to allot equity securities for cash pursuant to the authority conferred under paragraph (a) above or by way of sale of treasury shares (within the meaning of section 560 of the Act):
 - (i) in connection with a rights issue; and
 - (ii) up to an aggregate nominal amount of £499,703, otherwise than in connection with a rights issue;
as if section 561(1) of the Act did not apply to any such allotment;
- (c) by such authority and power the Directors may during such periods make offers or agreements which would or might require the making of allotments after the expiry of such periods; and
- (d) for the purposes of this resolution:
 - (i) "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);
 - (ii) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights; and
 - (iii) words and expressions defined in or for the purposes of part 17 of the Act shall bear the same meanings herein.

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

That the Directors be and they are hereby authorised

- (i) to exercise the powers contained in the Articles of Association of the Company so that, to the extent determined by the Directors, the holders of ordinary shares be permitted to elect to receive new ordinary shares in the capital of the Company, credited as fully paid, instead of all or part of any interim or final dividend or dividends which may be declared or paid at any time or times prior to 25 June 2017; and
- (ii) to capitalise the appropriate nominal amount of additional ordinary shares, falling to be allotted pursuant to elections made as aforesaid, out of the amount standing to the credit of any reserves of the Company, to apply such sum in paying up such ordinary shares and pursuant to section 561 of the Companies Act 2006 ("the Act") to allot such ordinary shares up to a maximum nominal value of an aggregate nominal amount equal to the Company's authorised but unissued share capital at the date of this resolution to members of the Company validly making such elections at any time or times prior to 25 June 2017 as if sub-section (1) of section 561 of the Act did not apply thereto and so that this authority shall be without prejudice and additional to the authority conferred by resolution no 7.

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

That the Company is hereby generally and unconditionally authorised for the purposes of section 701 of the Companies Act 2006 ("the Act") to make market purchases (as defined in section 693(2) of the Companies Act 2006) of ordinary shares of 25p each in the capital of the Company provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 3,997,627 (representing 10% of the issued ordinary share capital);
- (b) the minimum price which may be paid for each ordinary share is 25p;
- (c) the maximum price which may be paid for each ordinary share is 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 plc for the five business days immediately preceding the date of purchase; and
- (d) the authority hereby conferred shall expire on 30 June 2013 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.

- 10 To consider and if thought fit pass the following resolution as an ordinary resolution

That pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No. 8, Transitional Provisions and Savings) Order 2008, any provision relating to the amount of the Company's authorised share capital be and is hereby revoked.

- 11 To consider and if thought fit pass the following resolution as special resolution

- (a) That the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association; and
- (b) That the Articles of Association produced to the meeting and initialled by the chairman of the meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

- 12 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.

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

21 May 2012

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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 11.00 a.m. on 22 June 2012 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to the register of members after 11.00 am on 22 June 2012 or, if the meeting is adjourned, in the register of members at 6.00 p.m. 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 attend and vote at the meeting.
2. As at 30 April 2012 (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 437,200 shares held as treasury shares and therefore the total number of voting rights in the Company as at 9.00 am on 30 April 2012 is 39,539,072.
3. A member of the Company entitled to attend and vote at the meeting may appoint one or more proxies to attend, speak and vote at a 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.
4. The instrument appointing a proxy must be deposited at the office of the registrars 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 26 June 2012 and any adjournment thereof by using the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). 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 our Registrar [CREST ID: RA10] by 22 June 2012. 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 Share Portal service at www.capitashareportal.com. If not already registered for The Share Portal you will need your Investor Code which can be found on your share certificate.
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. As at 30 April 2012, no such statement has been received by the Company. Should such a statement be received, it will be published on the Company's website at www.angloeastern.co.uk. In those circumstances the Company would be under an obligation to forward a copy of the statement to the auditors forthwith and the statement would form part of the business which may be dealt with at this meeting.
11. Any member attending the meeting has the right to ask questions. 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. 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:
 - (a) The register of Directors' interests, showing any transactions of Directors and of their families in the securities of the Company;
 - (b) Copies of the Director's service agreements and letters of appointment.
 - (c) a copy of the Company's existing articles of association and a copy marked up to show the differences between those and the articles of association proposed to be adopted pursuant to resolution 11.

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13. A copy of this notice and the other information required by section 311A of the Companies Act 2006 can be found at www.angloeastern.co.uk.
14. If you are in any doubt as to any aspect of Resolutions 7 to 12 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.