

Notice of Annual General Meeting

Notice is hereby given that the twenty-fourth Annual General Meeting of Anglo-Eastern Plantations Plc will be held at the offices of Withers LLP, 16 Old Bailey, London EC4M 7EG on 19 June 2009 at 11.00 a.m. for the following purposes:

As Ordinary Business

- 1 To receive and consider the company's annual report for the year ended 31 December 2008.
- 2 To declare a dividend.
- 3 To approve the directors' remuneration report for the year ended 31 December 2008.
- 4 To re-appoint Mr. Nik Din Nik Sulaiman, independent non-executive director.
- 5 To re-appoint Mr. Donald H Low, a director.
- 6 To re-appoint Mr. Chan Teik Huat, a director.
- 7 To re-elect Madam Lim Siew Kim, a non-executive director, who has served more than nine years.
- 8 To appoint BDO Stoy Hayward LLP as auditors and to authorise the directors to fix their remuneration.

As Special Business

- 9 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 80 of the Companies Act 1985 ("the Act") to exercise for the period ending on 18 June 2014 all the powers of the company to allot relevant securities up to an aggregate nominal amount equal to one-third of the issued share capital at the date of this resolution;
- (b) during the period expiring on the date of the next Annual General Meeting or on 18 September 2010 (whichever shall be earlier) the directors be empowered 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 162A 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 89 (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);

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- (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 IV of the Act shall bear the same meanings herein.

10 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 18 June 2014; 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 80 of 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 18 June 2014 as if sub-section (1) of section 89 of the said Act did not apply thereto and so that this authority shall be without prejudice and additional to the authority conferred by resolution no 9.

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

That the company is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 163 of the Act) 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 18 September 2010 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.

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

30 April 2009

Notes:

1. 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, each proxy must be appointed for different 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. 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).
2. 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 17 June 2009 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 a.m. on 17 June 2009 or, if the meeting is adjourned, in the register of members at 6.00 p.m. on the day which is two days before the day of any adjourned meeting shall be disregarded in determining the rights of any person to attend and vote at the meeting.

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3. 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).
4. As at 15 April 2009, the Company's issued share capital comprised 39,976,272 Ordinary Shares of 25p each. Each share carries one vote except 518,000 shares held as treasury shares and therefore the total number of voting rights in the Company as at 9.00 am on 15 April 2009 is 39,458,272.
5. In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:
 - (i) if a corporate member has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all the other corporate representatives for that member at the meeting, then, on a poll, those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and
 - (ii) if more than one corporate representative for the same corporate member attends the meeting but the corporate member has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.
6. Corporate members are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives – www.icsa.org.uk – for further details of this procedure. The guidance includes a sample form of representation letter to appoint the Chairman as a corporate representative as described in 5(i) above.
7. The right to appoint a proxy does not apply to persons whose shares are held on their behalf by another person and who have been nominated to receive communication from the Company in accordance with section 146 of the Companies Act 2006 ("nominated persons"). Nominated persons may have a right under an agreement with the registered shareholder who holds shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if nominated persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to given instructions to the person holding the shares as to the exercise of voting rights.
8. The register of directors' interests, showing any transactions of directors and of their families in the securities of the company, and the service agreements of directors, will be available for inspection at the registered office during usual business hours and for 15 minutes prior to the meeting and at the meeting.
9. Shares held in uncertified form (i.e. CREST) may be voted through the CREST Proxy Voting Service in accordance with procedures set out in the CREST manual.
10. 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.
11. If you are in any doubt as to any aspect of Resolutions 9 to 11 or as to the action you should take, you should immediately seek your own advice from a stockbroker, solicitor, accountant or other independent financial adviser 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.
12. 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.