



Plantations

BOUSTEAD PLANTATIONS BERHAD^{1245-M}
(A member of Boustead Group)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the One Hundred and Second Annual General Meeting of Boustead Plantations Berhad will be held at The Royale Ballroom, Level 2, The Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor on Wednesday, 1 April 2015 at 10.00 a.m. for the purpose of transacting the following business:

	Resolution Number
ORDINARY BUSINESS	
To receive the audited financial statements for the year ended 31 December 2014 together with the Reports of the Directors and Auditors.	1
To re-elect Tan Sri Dato' Seri Lodin Wok Kamaruddin who retires by rotation and, being eligible, offers himself for re-election.	2
To re-elect Maj. Gen. Dato' Hj. Khairuddin Abu Bakar (R) J.P. who was appointed on 10 April 2014 and being eligible, offers himself for re-election.	3
To re-elect Datuk Zakaria Sharif who was appointed on 15 April 2014 and being eligible, offers himself for re-election.	4
To consider and, if thought fit, to pass the following resolution: "THAT pursuant to Section 129(6) of the Companies Act, 1965, Gen. Tan Sri Dato' Mohd Ghazali Hj. Che Mat (R) be re-appointed a Director of the Company to hold office until the conclusion of the next Annual General Meeting."	5
To approve Directors' fees of RM499,000 in respect of the financial year ended 31 December 2014.	6
To re-appoint Messrs. Ernst & Young as auditors of the Company to hold office until the conclusion of the next Annual General Meeting, at a remuneration to be determined by the Directors.	7

SPECIAL BUSINESS

To consider and, if thought fit, pass the following resolutions:

Ordinary Resolution - Authority to Allot and Issue Shares in General Pursuant to Section 132D of the Companies Act, 1965	8
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time and upon such terms and conditions and for such purposes as the Directors, may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."	
Ordinary Resolution - Proposed Shareholders' Ratification of Recurrent Related Party Transactions	9
"THAT pursuant to Paragraph 10.09 Part E of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the recurrent related party transactions of a revenue or trading nature, entered or to be entered into by the Company and its Subsidiaries from 26 June 2014, the date on which the entire issued and paid-up share capital of the Company was listed and quoted on the Main Market of Bursa Malaysia Securities Berhad, until the date of the Company's One Hundred and Second Annual General Meeting of the Company, with the related parties as set out in Section 2.2 of the Circular to Shareholders dated 10 March 2015, which were necessary for day-to-day operations of the Company and its Subsidiaries and are carried out in the ordinary course of business on normal commercial terms and on terms which are not more favourable to the parties with which such recurrent transactions are or to be entered into than those generally available to the public and which are not detrimental to the minority shareholders of the Company, be and hereby approved and ratified.	
AND THAT all actions taken and the execution of all necessary documents by the Directors of the Company as they had considered expedient or deemed fit in the best interests of the Company in connection with such transactions, be and hereby approved and ratified.	

Ordinary Resolution - Proposed Shareholders' Mandate for Recurrent Related Party Transactions	10
"THAT approval be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Malaysia Securities Berhad for the Company and its Subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as specified in Section 2.3.1 of the Circular to Shareholders dated 10 March 2015 subject further to the following: (i) the transactions are in the ordinary course of business and are on terms not more favourable than those generally available to the public and not to the detriment of the minority shareholders; (ii) disclosure will be made of a breakdown of the aggregate value of transactions conducted pursuant to the Mandate during the financial year based on the following information in the Company's annual report and in the annual reports for subsequent financial years that the Mandate continues in force: (a) the type of the recurrent related party transactions made; and (b) the names of the related parties involved in each type of the recurrent related party transactions made and their relationship with the Company; and (iii) that such authority shall continue to be in force until: (a) the conclusion of the next Annual General Meeting (AGM) of the Company following the General Meeting at which the Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; (b) the expiration of the period within which the next AGM after this date is required to be held pursuant to Section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or (c) revoked or varied by resolution passed by the shareholders in a General Meeting;	

whichever is earlier;

AND THAT the Directors of the Company be 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."

To transact any other business of the Company.

By Order of the Board

NOR AZRINA ZAKARIA
Secretary

Kuala Lumpur
10 March 2015

Notes:

- A member of the Company entitled to attend and vote at the meeting is entitled to appoint any person to be his proxy to attend and vote in his stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1) of the Companies Act, 1965 shall not apply to the Company.
- In the case of a Corporation, the proxy should be executed under its Common Seal or under the hand of a duly authorised officer.
- A member shall not, subject to Paragraph (d) below, be entitled to appoint more than (1) one proxy to attend and vote at the same meeting and shall specify the proportion of his shareholdings to be represented by such proxy. If a Member has appointed a proxy to attend a general meeting and subsequently he attends such general meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the said general meeting.
- Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one 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.
- The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, shall be deposited at the office of the Company's Share Registrar, Tricor Investor & Issuing House Services Sdn Bhd, located at Level 17, The Gardens North Tower, Mid-Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur not less than 48 hours before the time for holding the Meeting or adjourned Meeting at which the person or persons named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
- Only members registered in the Record of Depositors as at 23 March 2015 shall be eligible to attend the meeting or appoint a proxy to attend and vote on his/her behalf.

Explanatory Notes to Special Business

- Ordinary Resolution 8**
Ordinary resolution 8, if passed, will give powers to the Directors to issue up to a maximum of 10% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company at a general meeting, expire at the conclusion of the next Annual General Meeting.
The authority will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.
- Ordinary Resolution 9**
Ordinary resolution 9, if passed, will ratify all Recurrent Related Party Transactions of a revenue or trading nature entered by the Company and its Subsidiaries with the Related Parties as set out in Section 2.2 of the Circular dated 10 March 2015 from the listing of the Company on 26 June 2014 up to the last practicable date of the Circular on 16 February 2015.
- Ordinary Resolution 10**
Ordinary resolution 10, if passed, will enable the Company and its Subsidiaries to enter into recurrent transactions involving the interests of Related Parties, which are of a revenue or trading nature and necessary for the Group's day-to-day operations, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company.