



Plantations
BOUSTEAD PLANTATIONS BERHAD
(Company No.: 1245-M)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Boustead Plantations Berhad (“**BPB**” or “**Company**”) will be held at Mutiara Ballroom, Ground Floor, The Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 5 April 2017 at 11:00 a.m. or immediately following the conclusion or adjournment (as the case may be) of the 104th Annual General Meeting of the Company which will be held at 9:00 a.m. on the same day and at the same venue, or any adjournment thereof, whichever is later, for the purpose of considering and if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

PROPOSED SALE BY CIMB ISLAMIC TRUSTEE BERHAD (“CIMB TRUSTEE”), ACTING SOLELY IN THE CAPACITY AS A TRUSTEE FOR BPB, OF 5 ADJOINING PARCELS OF FREEHOLD LAND HELD UNDER GM 59 LOT 1557, GM 966 LOT 1826, GRN 39095 LOT 1829, GRN 46378 LOT 2457 AND GRN 35373 LOT 2466, ALL WITHIN MUKIM 06, DISTRICT OF SEBERANG PERAI UTARA, PULAU PINANG MEASURING 677.78 HECTARES (COLLECTIVELY REFERRED TO AS “LANDS”) TO SETIA RECREATION SDN BHD (“SETIA RECREATION”) FOR A TOTAL CASH CONSIDERATION OF RM620,122,555.80 (“PROPOSED SALE”)

“**THAT** approval be and is hereby given for CIMB Trustee, acting solely in the capacity as a trustee for BPB, to dispose the Lands to Setia Recreation for a total cash consideration of RM620,122,555.80, subject to the terms and conditions as stipulated in the sale and purchase agreement dated 22 December 2016 entered into between CIMB Trustee and Setia Recreation.

AND THAT the Board of Directors of the Company (“**Board**”) be and is hereby authorised to do or to procure to be done all such acts, deeds and things and to execute, sign and deliver, for and on behalf of the Company, all relevant documents and to enter into any arrangements, agreements and/or undertakings with any party or parties as the Board may deem fit, necessary, expedient and/or appropriate, with full power to assent to any terms, conditions modifications, variations and/or amendments as may be agreed to or required by any relevant regulatory authorities or as a consequence of any such requirements or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Sale and in the best interest of the Company.”

By Order of the Board

TASNEEM MOHD DAHALAN (LS 6966)

Secretary

Kuala Lumpur
16 March 2017

Notes:

1. 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 not be a member of the Company.
2. In the case of a Corporation, the proxy should be executed under the hand of a duly authorised officer.
3. Subject to Paragraph 4 below, a member shall not be entitled to appoint more than one (1) proxy to attend and vote at the meeting. If a member has appointed a proxy to attend the meeting and subsequently attends the meeting in person, the appointment of such proxy shall be null and void, and his proxy shall not be entitled to attend the meeting.
4. 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.
5. 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 Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall be treated as valid.
6. Only members registered in the Record of Depositors as at 27 March 2017 shall be eligible to attend the meeting or appoint a proxy to attend and vote on the member’s behalf.
7. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution will be put to vote by poll.