



Plantations

**BOUSTEAD PLANTATIONS BERHAD**

(Company no.: 1245-M)  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is given that the Extraordinary General Meeting of Boustead Plantations Berhad (“**BPB**” or “**Company**”) will be held at Mutiara Ballroom, Ground Floor, Royale Chulan Damansara, 2 Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 12 April 2018 at 11:00 a.m., or immediately following the conclusion or adjournment (as the case may be) of our 105th Annual General Meeting which will be held at 9:00 a.m. on the same day and at the same venue, or at any adjournment thereof, whichever is later, for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION BY BOUSTEAD RIMBA NILAI SDN BHD (“BRNSB”), A WHOLLY OWNED SUBSIDIARY OF BOUSTEAD PLANTATIONS BERHAD, OF COUNTRY LEASE PLANTATION LANDS HELD UNDER 42 LAND TITLES MEASURING A TOTAL OF 11,579.31 HECTARES IN THE DISTRICT OF LABUK AND SUGUT, SANDAKAN, SABAH, INCLUSIVE OF ALL ASSETS LOCATED ON THE PLANTATION LANDS (“PLANTATION ASSETS”) FROM PERTAMA LAND & DEVELOPMENT SDN BHD (“PLD”) FOR A TOTAL CASH CONSIDERATION OF RM750 MILLION (“PROPOSED ACQUISITION”)**

“**THAT** approval be and is given for BRNSB to acquire the Plantation Assets for a total cash consideration of RM750 million, subject to the terms and conditions as stipulated in the sale and purchase agreement dated 30 October 2017 entered into between BRNSB, PLD and the registered owners (being PLD, Majusa Sdn Bhd, Labuk Estate Sdn Bhd, Telupid Plantation Sdn Bhd, Labukpalm Sdn Bhd, Ladang Anak Jati Sdn Bhd, Moyog Properties Sdn Bhd, Tawai Estate Sdn Bhd, Telupid Estate Sdn Bhd, and Labuk Plantation Sdn Bhd);

**AND THAT** the Board of Directors of the Company (“**Board**”) be and is 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 term, condition, modification, variation and/or amendment as may be agreed to or required by any relevant regulatory authorities or as a consequence of any such requirement or as the Board may in its absolute discretion deem fit, necessary, expedient and/or appropriate in connection with the Proposed Acquisition and in the best interest of the Company.”

**ORDINARY RESOLUTION 2**

**PROPOSED BONUS ISSUE OF 640,000,000 NEW ORDINARY SHARES IN BPB (“BPB SHARES”) ON THE BASIS OF 2 NEW BPB SHARES FOR EVERY 5 EXISTING BPB SHARES HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER (“PROPOSED BONUS ISSUE”)**

“**THAT:**

- (a) subject to the requisite consents and/or approvals of all relevant regulatory authorities and/or parties being obtained, approval be and is given for the Board to allot and issue up to 640,000,000 new BPB Shares (“**Bonus Shares**”), and the Board be and is authorised to utilise the balance of RM320 million standing to the credit of the Company’s share premium account, in accordance with section 618(3)(c) Companies Act 2016, to pay up in full such Bonus Shares to be allotted and issued, credited as fully paid-up, to the shareholders of the Company on the basis of 2 Bonus Shares for every 5 existing BPB Shares held by the shareholders of the Company whose names appear in the Record of Depositors of the Company as of the close of business on an entitlement date to be determined later by the Board in its sole discretion;
- (b) notwithstanding anything to the contrary, no fraction of a BPB Share shall be allotted and issued, and the Board be and is authorised to deal with any fractional entitlement under the Proposed Bonus Issue in such a manner as the Board shall, in its absolute discretion, deem fit and expedient and in the best interest of the Company; and
- (c) the Bonus Shares shall, upon allotment and issuance, rank *pari passu* in all respects with all the existing BPB Shares, save and except that the Bonus Shares will not be entitled to any dividend, right, allotment, entitlement and/or other distribution that may be declared, made or paid where the entitlement date thereof precedes the date of allotment and issuance of the Bonus Shares;

**AND THAT** the Board be and is authorised to take all such necessary steps and to sign and execute all documents, to give effect to the Proposed Bonus Issue with full power to consent to and adopt such conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Bonus Issue, and to deal with all matters relating thereto and to take all such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bonus Issue.”

By order of the Board

**TASNEEM MOHD DAHALAN (LS 6966)**  
Secretary

Kuala Lumpur  
28 March 2018

**Notes:**

1. A member of the Company entitled to attend and vote at the extraordinary general 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. A member of the Company is entitled to appoint more than one proxy to attend and vote at the same meeting in his stead, provided that the member specifies the proportion of his shareholdings to be represented by each proxy.
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, should 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 or its Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, no later than Tuesday, 10 April 2018 at 11:00 a.m.
6. Only members registered in the Record of Depositors as at 3 April 2018 shall be eligible to attend the extraordinary general 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.