



PLS PLANTATIONS BERHAD (160032-K)
(Incorporated in Malaysia)

NOTICE OF TWENTY-FIFTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fifth Annual General Meeting of the Company will be held at Function Room, KKlub, Jalan Melawati 3, Taman Melawati, 53100 Selangor Darul Ehsan on Thursday, 27th September 2012 at 10.00 a.m for the following purposes:

AGENDA

1. To receive and consider the Audited Financial Statements for the year ended 31 March 2012 together with the Reports of the Directors and the Auditors thereon. (RESOLUTION 1)
2. To approve the payment of Directors' fees for the financial year ended 31 March 2012. (RESOLUTION 2)
3. To re-elect the following Directors who retire in accordance with Article 82 of the Company's Article of Association:-
 - a) Dato' Lim Kang Poh; (RESOLUTION 3)
 - b) Puan Norliza Binti Suleiman; and (RESOLUTION 4)
 - c) Haji Johar Salim Bin Yahaya. (RESOLUTION 5)
4. To re-elect Dato' Haji Ibrahim Bin Haji Keling who retires in accordance with Section 129(6) of the Companies Act, 1965. (RESOLUTION 6)
5. To re-appoint Messrs. Baker Tilly Monteiro Heng as auditors of the Company and to authorise the Directors to fix their remuneration. (RESOLUTION 7)
6. As Special Business, to consider and if thought fit, to pass the following resolutions with or without modifications:-

ORDINARY RESOLUTION 1

Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965 (RESOLUTION 8)

“**THAT** subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the Bursa Malaysia Securities Berhad and other relevant governmental/regulatory authorities, where such approvals are necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.”

ORDINARY RESOLUTION 2

Proposed Renewal of Shareholders' Mandate and Additional Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

(RESOLUTION 9)

“**THAT** authority be and is hereby given pursuant to paragraph 10.09 and Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in paragraph 3.4 as disclosed in Appendix 1 of the Circular to Shareholders dated 5th September 2012 with the related parties listed in paragraph 3.3 which are necessary for the day-to-day operations, in the ordinary course of business, made at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders; **AND THAT** the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:

- i. the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting.
- ii. the expiration of the period within which the next Annual General Meeting after the date, it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but not extending to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier.”

SPECIAL RESOLUTION

Proposed Amendments to the Articles of Association

(RESOLUTION 10)

“**THAT** the proposed alterations, modifications, amendments, and/or deletions to the Articles of Association of the Company as disclosed in Appendix 2 of the Circular to Shareholders dated 5th September 2012 be and are hereby approved and adopted.”

7. To transact any other business for which due notice have been given in accordance with the Articles of Association of the Company and the Companies Act, 1965.

By Order of the Board

**LIM THIAM WAH, ACIS
CHUA HOON PING, ACIS
JOINT SECRETARIES**

SELANGOR DARUL EHSAN
5 September 2012

Notes:

1. Only depositors whose names appear in the General Meeting Record of Depositors on 18 September 2012 shall be eligible to vote, speak and attend the Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
4. For 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 shall be 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 shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under Seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this proxy form, duly completed must be deposited at the Registered Office not less than forty eight (48) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- i. The Proposed Resolution 8 if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 29 September 2011 and which will lapse at the conclusion of the Twenty-Fifth Annual General Meeting. The general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited for further placing of shares for purpose of funding future investment(s), working capital and/or acquisitions.
- ii. The Proposed Resolution 9 if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 5 September 2012, provided that such transactions are of a revenue or trading nature which are necessary for the Group’s day-to-day operations and are in the ordinary course of business made at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

- iii. The Proposed Resolution 10 if passed, will bring the Company's Articles of Association in line with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, as set out in the Circular to Shareholders dated 5 September 2012.