

NEGRI SEMBILAN OIL PALMS BERHAD (592D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty First Annual General Meeting of the Company will be held at the Conference Room, Suite 2B-3A-3, Block 2B, Level 3A, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Wednesday, 26 June 2013 at 10.30 am for the following purposes: -

1. To receive and adopt the Directors' Report and the Financial Statements for the financial year ended 31 December 2012 and the Independent Auditors' Report thereon. (Resolution 1)
2. To increase the directors' fees for the financial year ended 31 December 2012 to RM372,000 and to authorise the directors to divide such fees in the proportions and manner to be determined by them. (Resolution 2)
3. To re-elect the following directors retiring under Article 94 of the Articles of Association of the Company: -
 - (i) Mr Gho Lian Chin (Resolution 3)
 - (ii) Mr Goh Wei Lei (Resolution 4)
4. To re-appoint the following directors pursuant to Section 129(6) of the Companies Act, 1965: -
 - (i) Mr Goh Eng Chew (Resolution 5)
 - (ii) Mr Wong Aun Phui (Resolution 6)
 - (iii) Dato' Ong Bok Lim (Resolution 7)
 - (iv) Mr Goh Pock Ai (Resolution 8)
5. To re-appoint auditors and authorise the directors to fix their remuneration. (Resolution 9)
6. As special business, to consider and if thought fit, pass the following resolutions: -
 - 6.1 Proposed renewal of shareholders' mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties (Resolution 10 & 11)
 - 6.2 Proposed amendments to articles of association (Resolution 12)

The text of the above resolutions together with the details of the proposed renewal of shareholders' mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties and proposed amendments to articles of association are set out in the Circular to Shareholders dated 4 June 2013.

 - 6.3 To retain the following directors as Independent Non-Executive Directors of the Company: -
 - (i) Mr Sio Sit Po (Resolution 13)
 - (ii) Dato' Ong Bok Lim (Resolution 14)
 - (iii) Mr Keong Choon Keat (Resolution 15)
7. To transact any other ordinary business of the Company of which proper notice shall have been given to the Company.

By Order of the Board

Gan Kok Tiong
Company Secretary

Kuala Lumpur
4 June 2013

NOTES:

1. A depositor shall not be regarded as a member entitled to attend this Meeting and to speak and vote thereat unless his/her name appears in the Record of Depositors as at 19 June 2013 (which is not less than 3 market days before the date of this Meeting) issued by Bursa Depository Sdn Bhd ("Bursa Depository") upon request by the Company in accordance with the rules of the Bursa Depository.
2. A member entitled to attend and vote at this Meeting may appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
3. If the member is a corporation, the Form of Proxy must be executed under its common seal or under the hand of a person duly authorised in writing.
4. The Form of Proxy must be deposited at the Registered Office, Suite 2B-3A-2, Block 2B, Level 3A, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
5. For Items 6.1 and 6.2, further information are set out in the Circular to Shareholders dated 4 June 2013 which is despatched together with the 2012 Annual Report.
6. Resolutions proposed under item 6.3, based on the satisfactory outcome of the review of the Nomination Committee, if passed, will enable Mr Sio Sit Po, Dato' Ong Bok Lim and Mr Keong Choon Keat, who have served as Independent Non-Executive Directors of the Company for more than 9 years as at the date of this Notice, to continue to serve in this capacity. The profile of Mr Sio Sit Po, Dato' Ong Bok Lim and Mr Keong Choon Keat are set out in page 6 of the Annual Report.