

- 1) **PROPOSED DELISTING OF UNITED PLANTATIONS BERHAD FROM NASDAQ OMX COPENHAGEN A/S (FORMERLY KNOWN AS COPENHAGEN STOCK EXCHANGE) (“NASDAQ CPH”) AND TO MIGRATE THE COMPANY’S SHARES OF MYR1.00 EACH (“UP SHARES”) TRADED ON NASDAQ CPH TO THE MAIN MARKET OF BURSA MALAYSIA SECURITIES BERHAD (FORMERLY KNOWN AS KUALA LUMPUR STOCK EXCHANGE MAIN BOARD) (“PROPOSED DELISTING”)**
- 2) **PROPOSED EXTENSION OF SHARE BUY-BACK TO INCLUDE UP SHARES LISTED ON NASDAQ CPH (“PROPOSED EXTENSION OF SHARE BUY-BACK”)**

(COLLECTIVELY REFERRED TO AS THE “PROPOSALS”)

The Board of Directors (“**Board**”) of United Plantations Berhad (“**UP**” or the “**Company**”) wishes to announce that the Company proposes to undertake the following:-

- (a) Proposed delisting of UP from Nasdaq CPH and to migrate the UP Shares traded on Nasdaq CPH to the Main Market of Bursa Malaysia; and
- (b) Proposed extension of share buy-back to include buy-back of UP Shares listed on Nasdaq CPH

The Board will be seeking the approval of shareholders of UP in respect of the Proposals at the forthcoming Extraordinary General Meeting (“**EGM**”). The Circular setting out the details of the Proposals will be dispatched to the shareholders in due course.

Contents:

1) PROPOSED DELISTING

1.1 Background

UP was listed on Nasdaq CPH on 28 February 1932 and was subsequently listed on Bursa Malaysia on 8 October 1969. The reason for the listing on Nasdaq CPH was that UP had been founded by a Dane, Aage Westenholz, and that a significant number of the shareholders were Danish. Since the listing of UP Shares on Bursa Malaysia in 1969, the number of shares traded on Bursa Malaysia has increased, and the number of shares traded on Nasdaq CPH has decreased.

As at 14 October 2013, UP had:

- Approximately 3,400 shareholders holding in total 198,571,476 UP Shares, representing approximately 95.4% of the issued and paid up share capital of UP, whose name appears in the record of depositors maintained by Bursa Malaysia Depository Sdn Bhd and are deemed to be members of the Company were registered on the Company's principal register of members in Teluk Intan, Perak ("**Principal Register**") and these shares are traded on Bursa Malaysia.
- Approximately 900 shareholders holding in total 9,562,790 UP Shares, representing approximately 4.6% of the issued and paid up share capital of UP are registered on the Company's branch register of members in Copenhagen, Denmark ("**Branch Register**") and these shares are traded on Nasdaq CPH.

1.2 Rationale for the Proposed Delisting

The Company considers that maintaining the listing on Nasdaq CPH is no longer in the interests of the Company and shareholders of UP for the following reasons:

- Only 4.6% of the Company's issued and paid up share capital is traded on Nasdaq CPH.
- The UP Shares trading on Nasdaq CPH has become relatively inactive compared to the trading on Bursa Malaysia. In 2010 to 2012, the annual trading volume on Bursa Malaysia has been 10-23 times higher than on Nasdaq CPH.
- The UP Shares traded on Nasdaq CPH are in physical share certificates. Administration for transfers of physical share certificates and payment of dividends takes up a significant amount of resources for UP. The amount of work and costs involved in maintaining the physical Branch Register is disproportionately large compared to the number of shares registered on the Branch Register.
- As a consequence of the existence of physical share certificates, the shareholders trading on Nasdaq CPH experience the following inconveniences compared to the shareholders trading on Bursa Malaysia:
 - Online trading is not possible.
 - Issuance of physical share certificates to the transferee in connection with a transfer of shares takes 1-2 weeks or more.
 - Dividends must be paid out by cheque instead of a direct debit to the shareholders' bank account. For shareholders with small holding, the costs involved in cashing the cheques may sometimes exceed the dividend amount.

- Currently, UP has to comply with rules and reporting requirements applicable for companies listed on both stock exchanges. Therefore, the migration of the UP Shares from Nasdaq CPH to the Main Market of Bursa Malaysia will eliminate the need to comply with two sets of reporting standards based on the separate stock exchanges and thereby streamline the reporting for UP.

The Proposed Delisting is estimated to result in a total savings of approximately MYR 500,000 (DKK 850,000) per annum for UP in relation to the listing fees, compliance and administration cost.

1.3 Effects of the Proposed Delisting

The Proposed Delisting and the migration of the UP Shares traded on Nasdaq CPH to Bursa Malaysia will not have any effect on the issued and paid up share capital, substantial shareholders' shareholdings, net assets and gearing of the Company.

Barring any unforeseen circumstances, the Proposed Delisting and the migration of the UP Shares traded on Nasdaq CPH to Bursa Malaysia will not have any material effect on earnings of UP for the current financial year ending 31 December 2013. However, the Proposed Delisting is expected to contribute positively towards the earnings and earnings per share of UP for its subsequent financial years as a result of the cost saving arising from the Proposed Delisting as mention in Section 1. 2 above.

Upon receipt of all approvals for the Proposed Delisting, the Board of Directors will determine and announce the date of the delisting of UP on the Nasdaq CPH and all the UP Shares that are remaining in the Branch Register on the date of delisting will be migrated to the Principal Register and will be listed on the Main Market of Bursa Malaysia.

1.4 Directors and Major Shareholders' Interest

None of the Directors and/or major shareholders of UP and/or persons connected with them have any interest, direct or indirect, in the Proposed Delisting.

1.5 Directors' Statement

The Board of Directors are of the opinion that the Proposed Delisting is in the best interest of the Company and the shareholders of UP.

1.6 Approvals to be Sought

The Proposed Delisting is subject to the approval of Nasdaq CPH and, the shareholders of UP at the forthcoming EGM.

1.7 Tentative Timing of Completion

The Proposed Delisting is expected to be completed by 31 December 2013, subject to receiving all the above approvals.

2) PROPOSED EXTENSION OF SHARE BUY-BACK

2.1 Background

At the Company's Annual General Meeting ("AGM") held on 11 May 2013, the Company had obtained the general mandate from shareholders for the renewal of the authority for the purchase by UP of its own shares up to ten percent (10%) of the issued and paid-up share capital of the Company on the market of Bursa Malaysia ("Mandate"). The Mandate will expire at the conclusion of the next forthcoming AGM unless it is revoked or varied by a resolution passed by shareholders in a general meeting.

The Board wishes to announce that UP proposes that the Mandate be extended to include the UP Shares listed on the Nasdaq CPH, whereby authority will be given for the purchase by UP of its own shares up to ten percent (10%) of the issued and paid-up share capital of the Company on both the market of Bursa Malaysia and Nasdaq CPH. If the Proposed Extension of Share Buy-Back is approved by the shareholders at the forthcoming EGM, the authority conferred by the Proposed Extension of Share Buy-Back will continue in force until the next AGM (whereupon it will lapse, unless renewed at such meeting) or until it is varied or revoked by the Company in general meeting (if so varied or revoked prior to the next AGM).

2.2 Rationale for the Proposed Extension of Share Buy-Back

The existing Mandate restricts the Company to purchase its own shares only on Bursa Malaysia. The procurement of the shareholders' approval for the Proposed Extension of Share Buy-Back would enable the Company to purchase its own shares on Nasdaq CPH as well as on Bursa Malaysia when appropriate and at market prices which the Board views favourable.

The Directors therefore propose to seek the approval of the shareholders for the Proposed Extension of Share Buy-Back to include the UP Shares listed on Nasdaq CPH.

2.3 Directors and major shareholders' interest

None of the Directors and/or major shareholders of UP and/or persons connected with them have any interest, direct or indirect, in the Proposed Extension of Share Buy-Back.

2.4 Directors' Statement

The Board of Directors are of the opinion that the Proposed Extension of Share Buy-Back is in the best interest of the Company and the shareholders of UP.

2.5 Approvals to be Sought

The Proposed Extension of Share Buy-Back is conditional upon the approval of the shareholders of UP at the forthcoming EGM.

This announcement is dated 16 October 2013.