



**UNITED PLANTATIONS BERHAD**

Company No : 240 - A  
(Incorporated in Malaysia)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of United Plantations Berhad (“**UP**” or “**Company**”) will be held at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia on Tuesday, 12 November 2013 at 10.30 a.m. for the purpose of considering and if thought fit, passing with or without modifications, the following ordinary resolutions:-

**ORDINARY RESOLUTION 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”)**

“**THAT**, subject to the approval being obtained from NASDAQ OMX Copenhagen A/S (“**Nasdaq CPH**”) for the delisting of UP from Nasdaq CPH, approval be and is hereby given to the Company to delist from Nasdaq CPH and to migrate the UP Shares traded on Nasdaq CPH to the Main Market of Bursa Malaysia Securities Berhad.

**AND THAT** the Directors of the Company be and are hereby authorised to do all acts, deeds and things and to execute, sign and deliver on behalf of the Company, all such documents as they may deem necessary, expedient and/or appropriate in order to implement, finalise and give full effect to the Proposed Delisting with full powers to assent to or make any condition, modification, variation and/or amendment thereto as the Directors may deem fit in connection with the Proposed Delisting and in the best interest of the Company.”

**ORDINARY RESOLUTION 2**

**PROPOSED EXTENSION OF SHARE BUY-BACK TO INCLUDE UP SHARES LISTED ON NASDAQ OMX COPENHAGEN A/S (“PROPOSED EXTENSION OF SHARE BUY-BACK”)**

“**THAT**, subject to the Companies Act, 1965 (as may be amended, modified or re-enacted from time to time), the Company’s Articles of Association, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”), the Listing Requirements of NASDAQ OMX Copenhagen A/S (“**Nasdaq CPH**”) and approvals of all relevant governmental and/or regulatory authorities, where applicable, the Company be and is hereby authorized to purchase and/or hold such amount of ordinary shares of MYR1.00 each in the Company (“**Proposed Extension of Share Buy-Back**”) as may be determined by the Directors of the Company from time to time and upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of ordinary shares purchased and/or held pursuant to this resolution shall not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company at any given point in time and an amount of funds not exceeding the total retained profits of the Company of MYR1,607,285,000 and/or share premium account of the Company of MYR181,920,000 based on the unaudited financial statements for the financial period ended 30 June 2013 be utilized by the Company for the Proposed Extension of Share Buy-Back **AND THAT** at the discretion of the Directors of the Company, the ordinary shares of the Company to be purchased may be cancelled and/or retained as treasury shares and subsequently distributed as dividends or resold on Bursa Malaysia or be cancelled **AND THAT** the Directors of the Company be and are hereby empowered generally to do all acts and things to give effect to the Proposed Extension of Share Buy-Back **AND THAT** such authority shall commence immediately upon passing of this ordinary resolution until:

- (i) the conclusion of the next Annual General Meeting of the Company (“**AGM**”) in 2014 at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Malaysian Companies Act, 1965 (“**the Act**”) (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier; but not so as to prejudice the completion of purchase(s) by the Company before the aforesaid date and in any event, in accordance with the provisions in the guidelines issued by Bursa Malaysia, Nasdaq CPH and /or by any other relevant authorities.”

By Order of the Board

A. Ganapathy  
Company Secretary

25 October 2013

## Notes

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to vote in his stead. A proxy need not be a member of the Company and Section 149(1)(b) shall not apply. If you wish to appoint as your proxy someone other than the Chairman of the meeting, cross out the words the Chairman of the meeting and write on the lines the full name and address of your proxy.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia not less than 48 hours before the time set for the meeting. The number of shares to be represented by the proxy should be stated in the proxy form.
3. Where this Form of Proxy is executed by a corporation, it must be either under seal or under the hand of any officer or attorney duly authorised.
4. A proxy may vote or abstain from voting as he thinks fit on a specified resolution, if no indication is given on the proxy form by the member appointing the proxy. A proxy may vote on a show of hands and on a poll.
5. In the case of joint shareholders the proxy form signed by the first named registered shareholder on the register shall be accepted to the exclusion of the other registered shareholder(s). If voting is in person(s) the vote of the first shareholder who tenders the vote shall be taken.
6. For shares listed on Bursa Malaysia, only a depositor whose name appears on the Record of Depositors as at 5 November 2013 shall be entitled to attend the said meeting or appoint a proxy or proxies to attend and/ or vote on his/her behalf.