



(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Hap Seng Plantations Holdings Berhad (HSP or Company) will be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Tuesday, 27 May 2014 (2014 EGM) at 3pm or immediately following the conclusion of the 7th annual general meeting of the Company, which will be held at the same venue and on the same day at 2pm, whichever is later (or the adjournment thereof), to consider and if thought fit, to approve the following resolutions:-

AGENDA

(A) PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

1. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Hap Seng Consolidated Berhad Group be and is hereby approved. *Ordinary Resolution 1*
2. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Gek Poh (Holdings) Sdn Bhd Group be and is hereby approved. *Ordinary Resolution 2*
3. That the Proposed Renewal of and New Shareholders' Mandate for Recurrent Related Party Transactions with Corporated International Consultant be and is hereby approved. *Ordinary Resolution 3*

(B) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

4. That the Proposed Amendments to the articles of association of the Company as set out in Part B, Appendix I of the document dated 30 April 2014 be and is hereby approved. *Special Resolution*

(C) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

5. That subject always to the Companies Act, 1965 (Act), the Company's articles of association, Main Market Listing Requirements of the Bursa Malaysia Securities Berhad (Bursa Securities), and the approvals of all relevant governmental and/or regulatory authorities, the directors of the Company be and are hereby authorised to purchase ordinary shares of RM1.00 each in the Company's issued and paid-up ordinary share capital through Bursa Securities, provided that:-
 - (a) the aggregate number of ordinary shares purchased and/or held by the Company as treasury shares shall not exceed 10% of the issued and paid-up ordinary share capital of the Company; and
 - (b) the funds allocated by the Company for the purpose of purchasing its shares shall not exceed the total retained profits available for dividend and share premium account of the Company. Based on the Company's latest audited financial statements for financial year ended 31 December 2013, the audited retained profits and the share premium account of the Company stood at RM156,087,000 and RM675,578,000 respectively; and
 - (c) the authority conferred by this resolution shall continue to be in force until:-
 - (1) the conclusion of the next annual general meeting of the Company at which time the said authority shall lapse unless renewed by the passing of a resolution; or
 - (2) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
 - (3) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever shall be the earliest, and that the directors of the Company be and are hereby authorised to deal with the shares purchased in their absolute discretion in the following manner:-

- (i) cancel all the shares so purchased; and/or
- (ii) retain the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities; and/or
- (iii) retain part thereof as treasury shares and cancel the remainder,

and further that the directors of the Company be and are hereby authorised to take all such steps as are necessary and/or enter into any and all agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid purchase with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities from time to time to implement or to effect the purchase of its own shares.

Notes to the above proposed resolutions:-

ORDINARY RESOLUTIONS 1 TO 3

(A) PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS

The proposed resolutions 1 to 3 if approved, will empower the Company and its subsidiaries (HSP Group) to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations in the ordinary course of business at arm's length, on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not prejudicial to the minority shareholders of the Company and this authority shall continue to be in force until:-

- (a) the conclusion of the next annual general meeting of the Company, at which time the said authority shall lapse unless renewed by the passing of a resolution; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held pursuant to section 143(1) of the Act (but shall not extend to such extension as may be allowed pursuant to section 143(2) of the Act); or
- (c) revoked or varied by a resolution passed by the shareholders in a general meeting of the Company,

whichever shall be the earliest, and the breakdown of the aggregate value of the said recurrent transactions shall be disclosed in the Company's annual report. Further information on the said recurrent transactions is set out in Part A of the enclosed document.

SPECIAL RESOLUTION

(B) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY

The proposed special resolution, if passed, will enable the Company to align its articles of association with the recent amendments to the Listing Requirements of Bursa Securities as well as to enhance the clarity of the articles.

Further information on the Proposed Amendments is set out in the Part B of the enclosed document.

ORDINARY RESOLUTION 4

(C) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Further information on the Proposed Renewal of Share Buy-back Authority is set out in the enclosed share buy-back statement.

By order of the Board

Cheah Yee Leng (LS 0009398)
Company Secretary

Kuala Lumpur
30 April 2014

Notes:-

- 1. A depositor shall not be regarded as a member entitled to attend the 2014 EGM and to speak and vote thereat unless his/her name appears in the record of depositors as at 20 May 2014 (which is not less than 3 market days before the date of this meeting) issued by Bursa Malaysia Depository Sdn Bhd (Bursa Depository) upon the Company's request in accordance with the rules of the Bursa Depository.*
- 2. Subject to note 3 below, a member entitled to attend and vote at the 2014 EGM is entitled to appoint a proxy or proxies (but not more than 2) to attend and vote in his/her stead. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. The proxy or proxies need(s) not be a member of the Company and there shall be no restriction as to the qualification of the proxy or proxies.*
- 3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
- 4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney, duly authorised in writing, or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised, and such duly executed instrument appointing a proxy must be deposited at the registered office of the Company, 21st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.*