



KULIM (MALAYSIA) BERHAD

(Company No. 23370-V)

(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Kulim (Malaysia) Berhad ("Kulim" or the "Company") is scheduled to be held at Bilik Permata, Level B2, The Puteri Pacific Hotel Johor Bahru, Jalan Abdullah Ibrahim, 80000 Johor Bahru, Johor, Malaysia on Wednesday, 3 December 2014 at 12.00 noon for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY KULIM OF 73,482,619 ORDINARY SHARES IN NEW BRITAIN PALM OIL LIMITED ("NBPOL"), REPRESENTING ITS ENTIRE EQUITY INTEREST IN NBPOL TO SIME DARBY PLANTATION SDN BHD ("OFFEROR"), A WHOLLY-OWNED SUBSIDIARY OF SIME DARBY BERHAD FOR A DISPOSAL CONSIDERATION OF APPROXIMATELY GBP525.40 MILLION, (EQUIVALENT TO APPROXIMATELY RM2.75 BILLION) PURSUANT TO THE CASH TAKEOVER OFFER TO ACQUIRE ALL SHARES IN NBPOL ("NBPOL SHARE(S)") BY THE OFFEROR AT AN OFFER PRICE OF GBP7.15 PER NBPOL SHARE ("OFFER") ("PROPOSED DISPOSAL")

"**THAT**, subject to the approvals of all relevant authorities and/or persons being obtained and/or relevant terms and conditions stated in the offer document prepared by the Offeror pursuant to the Offer ("**Offer Document**") being met, approval be and is hereby given for the Company to dispose of its 73,482,619 NBPOL Shares to the Offeror for a disposal consideration of approximately GBP525.40 million, (equivalent to approximately RM2.75 billion) pursuant to the Offer, or such other consideration as may be offered by the Offeror arising from a revision of the Offer by the Offeror, if any, or to another party with a superior offer or by sale of shares on the exchanges in which NBPOL trades on;

AND THAT the Board of Directors of the Company ("**Board of Kulim**") be and is hereby empowered and authorised to take all steps and do all acts, deeds and things to enter into any arrangements, transactions, agreements and/or undertakings and to execute, enter into, sign and deliver for and on behalf of the Company, all such documents as it may deem necessary, expedient and/or appropriate to implement the aforesaid acceptances and give full effect to and complete the Proposed Disposal with full power to consent to any amendments, variations or modifications to the terms and/or conditions of the Offer Document or any other documents in relation thereto as the Board of Kulim may in its absolute discretion deem fit and/or as may be required by any other relevant authorities in connection with the Proposed Disposal."

By Order of the Board of Kulim,

IDHAM JIHADI ABU BAKAR. ACIS (MAICSA 7007381)

NURALIZA A. RAHMAN (LS 0008565)

Company Secretaries

Johor Bahru, Johor

18 November 2014

Notes:-

- (1) A proxy may but need not be a member of the Company, an advocate, an approved company auditor or a person approved by the Registrar of Companies, and the provisions of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- (2) In the case of a corporate member, the instrument appointing a proxy shall be (a) under its Common Seal or (b) under the hand of a duly authorised officer or attorney and in the case of (b), be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- (3) A member shall not, subject to Paragraphs (4) and (5) below, be entitled to appoint more than two (2) proxies to attend and vote at the same meeting. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, each proxy appointed shall represent a minimum of 100 shares and such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- (4) Where a member is an authorised nominee, as defined under the Securities Industry (Central Depositories) Act, 1991 ("**SICDA**"), it may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds which is credited with ordinary shares of the Company. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of its shareholding to be represented by each proxy.
- (5) Where a member is an exempt authorised nominee ("**EAN**") as defined under the SICDA which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account), there is no limit to the number of proxies which the EAN may appoint in respect of each omnibus account it holds.
- (6) Any alteration to the instrument appointing a proxy must be initialled. The instrument appointing a proxy must be deposited at the registered office of the Company at Level 11, Menara KOMTAR, Johor Bahru City Centre, 80000 Johor Bahru, Johor, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote; otherwise the person so named shall not be entitled to vote in respect thereof.