

**BLD PLANTATION BHD. (562199-A)**  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the 13th Annual General Meeting of BLD Plantation Bhd. ("BLDP" or "the Company") will be held at the Auditorium, Level 9, Crown Towers, 88, Jalan Pending, 93450 Kuching, Sarawak on Wednesday, 17 June 2015 at 11.00 a.m. to transact the following business:

**AGENDA**

**Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2014 together with the Reports of the Directors and Auditors thereon.
2. To approve the payment of Directors' fees for the financial year ending 31 December 2015. **Resolution 1**
3. To declare and approve the payment of a first and final single tier dividend of 4 sen per ordinary share in respect of the financial year ended 31 December 2014. **Resolution 2**
4. To re-elect the following Directors who retire pursuant to Article 84 of the Company's Articles of Association:  
(i) Dato Henry Lau Lee Kong **Resolution 3**  
(ii) Haji Wan Abdullah bin Wan Hamid **Resolution 4**  
(iii) Chong Chon Chee **Resolution 5**  
(iv) Datuk Haji Hamden bin Haji Ahmad **Resolution 6**  
(v) Robert Lau Hui Yew **Resolution 7**
5. To re-appoint Messrs. McMillan Woods Mea as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. **Resolution 8**

**Special Business**

6. To consider and, if thought fit, pass the following ordinary resolution pursuant to Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 to retain the following Director:  
**Continuing in Office as Independent Non-Executive Director** **Resolution 9**

**THAT** subject to passing of Resolution 5, approval be and is hereby given to Chong Chon Chee, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue in office as an Independent Non-Executive Director of the Company."

7. To consider and, if thought fit, pass the following ordinary resolution:  
**Authority for Directors to issue shares pursuant to Section 132D of the Companies Act, 1965** **Resolution 10**

**THAT** pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors be and are hereby authorised to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued and paid-up share capital of the Company for the time being **AND THAT** the Directors be and are also hereby authorised to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company."

8. To consider and, if thought fit, pass the following ordinary resolution:  
**Proposed renewal of and new shareholder mandate for recurrent related party transactions of a revenue or trading nature ("Shareholder Mandate")**

**THAT** approval be hereby given to the Company and its subsidiaries ("BLDP Group") to obtain Shareholder Mandate and to give effect to the specified recurrent related party transactions of a revenue or trading nature ("RRPTs") with the specific classes of the related parties as set out in Section 3(b) (pages 2 to 16) of the Circular to Shareholders dated 25 May 2015 ("Circular") under the following categories:

- (i) Category A Mandate **Resolution 11**
- (ii) Category B Mandate **Resolution 12**
- (iii) Category C Mandate **Resolution 13**

Provided always that the RRPTs are necessary for the BLDP Group's day-to-day operations and subject further to the following:

- (a) the RRPTs are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders; and
- (b) disclosure is made in the annual report a breakdown of the aggregate value of the RRPTs conducted pursuant to the Shareholder Mandate during the financial year where the aggregate value is equal to or more than the threshold prescribed under Paragraph 10.09 (1) of the Main Market Listing Requirements, and amongst others, based on the following information:
  - the type of the RRPT made; and
  - the names of the related party involved in each type of the RRPT made and their relationship with the Company.

**AND THAT** such approval will continue to be in force until:

- (a) the conclusion of the next annual general meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed;
- (b) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") [but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act]; or
- (c) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

**AND THAT** the Directors of the Company be hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Shareholder Mandate.

9. To transact any other business of which, due notice have been given in accordance with the Companies Act, 1965 and the Company's Articles of Association.

**NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT**

**NOTICE IS ALSO HEREBY GIVEN THAT** a first and final single tier dividend of 4 sen per ordinary share of RM1.00 each in respect of the financial year ended 31 December 2014 will be paid on 31 July 2015 to depositors whose names appear in the Record of Depositors on 6 July 2015.

A depositor shall qualify for entitlement only in respect of:

- (a) securities transferred into the depositor's securities account before 4.00 p.m. on 6 July 2015 in respect of the transfers; and
- (b) securities bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

**BY ORDER OF THE BOARD OF DIRECTORS**

Alvin Lau Lee Jen (MIA 13153)  
Company Secretary

Kuching, Sarawak  
25 May 2015

**Notes:**

1. A proxy may but need not be a member of the Company, and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
2. The Form of Proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised.
3. A member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same meeting and each proxy appointed shall represent a minimum of 100 shares. Where the member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his shareholding to be represented by each proxy.
4. Where a member of the Company is an exempt authorised nominee 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 exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provision of Section 25A(1) of SICDA.
5. To be valid, the Form of Proxy duly completed must be deposited at the registered office of the Company at Level 6, Crown Towers, 88 Jalan Pending, 93450 Kuching, Sarawak, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
6. A depositor whose name appears in the Record of Depositors as at 11 June 2015 shall be regarded as a member of the Company entitled to attend this Annual General Meeting or appoint a proxy to attend, speak and vote on his behalf.

**Explanatory Notes on Special Business**

1. Proposed Resolution 9  
The proposed resolution, if passed, will retain the position of Chong Chon Chee as an Independent Non-Executive Director of the Company to fulfil the requirements as set out in the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012. The Board's justifications and recommendations for the retention of Chong Chon Chee are set out on pages 15 to 16 of the Annual Report 2014.
2. Proposed Resolution 10  
The Board continues to consider strategic opportunities to broaden the earnings potential of the Company and this may involve equity deals which may require the Company to issue new shares. The proposed resolution, if passed, will provide flexibility to the Directors to undertake any possible fund raising activities, including but not limited to further placing of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by issuance of shares at any time up to an aggregate amount not exceeding 10% of the issued and paid-up share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next annual general meeting of the Company. This is the renewal of the mandate obtained at the last annual general meeting and there was no new share issued under the said mandate.
3. Proposed Resolution 11, 12 and 13  
The proposed resolutions, if passed, will authorise the Company and each of its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature ("RRPTs") with the related parties as identified in Section 3(b) (pages 2 to 16) of the Circular to Shareholders dated 25 May 2015, which are necessary for the BLDP Group's day-to-day operations, provided that the RRPTs are in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the interest of the minority shareholders. By obtaining the shareholder mandate, the necessity to convene separate meetings from time to time to seek shareholders' approval as and when such RRPTs occur would not arise. This would reduce substantial administrative time and costs associated with the convening of such meetings without compromising on the corporate objectives of the BLDP Group or adversely affecting the business opportunities available to the BLDP Group.