



PLS PLANTATIONS BERHAD (160032-K)
(Incorporated in Malaysia)

NOTICE OF TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth Annual General Meeting of the Company will be held at Kiara Room, Sri Damansara Club, Lot 23304, Persiaran Perdana, Bandar Sri Damansara, 52200 Kuala Lumpur on Tuesday, 29th September 2015 at 10.30 a.m. for the following purposes:

AGENDA

1. To lay the Audited Financial Statements for the year ended 31 March 2015 together with the Reports of the Directors and the Auditors thereon. Please refer Explanatory Note A
2. To approve the payment of Directors' fees for the financial year ended 31 March 2015. (RESOLUTION 1)
3. To re-elect the following Directors who retire in accordance with Article 82 of the Company's Article of Association:-
 - a) Dato' Lim Kang Poh and (RESOLUTION 2)
 - b) Puan Norliza Binti Suleiman (RESOLUTION 3)
4. To re-elect Encik Abd Razak Bin Mohd Yusoff who retires in accordance with Article 89 of the Company's Article of Association. (RESOLUTION 4)
5. To re-appoint Messrs. Baker Tilly Monteiro Heng as auditors of the Company and to authorise the Directors to fix their remuneration. (RESOLUTION 5)
6. As Special Business, to consider and if thought fit, to pass the following resolutions with or without modifications:-

ORDINARY RESOLUTION

Re-Appointment of Dato' Haji Ibrahim Bin Haji Keling as Director

"THAT pursuant to Section 129(6) of the Companies Act, 1965, Dato' Haji Ibrahim Bin Haji Keling be and is hereby re-appointed as a Director of the Company to continue in office until next Annual General Meeting of the Company." (RESOLUTION 6)

ORDINARY RESOLUTION

Continuing In Office As Independent Non-Executive Directors

"THAT subject to the passing of Resolution 6, approval be and is hereby given for Dato' Haji Ibrahim Bin Haji Keling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company." (RESOLUTION 7)

"THAT approval be and is hereby given for Encik Hisham Bin Mahmood who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company." (RESOLUTION 8)

"THAT approval be and is hereby given for Miss Kang Hui Ling who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than 9 years, to continue to act as an Independent Non-Executive Director of the Company." (RESOLUTION 9)

ORDINARY RESOLUTION

Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965 (RESOLUTION 10)

"THAT subject always to the Companies Act, 1965, the Articles of Association of the Company and the approvals of the Bursa Malaysia Securities Berhad and other relevant governmental/regulatory authorities, where such approvals are necessary, the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being, and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."

ORDINARY RESOLUTION

Proposed Renewal of Shareholders' Mandate and Additional Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (RESOLUTION 11)

"THAT authority be and is hereby given pursuant to paragraph 10.09 and Practice Note 12 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and its subsidiaries to enter into the recurrent related party transactions of a revenue or trading nature as set out in paragraph 3.3 as disclosed in the Circular to Shareholders dated 27 August 2015 with the related parties listed in paragraph 3.2 which are necessary for the day-to-day operations, in the ordinary course of business, made at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those normally available to the public and are not to the detriment of the minority shareholders; **AND THAT** the authority conferred by this Mandate shall commence immediately upon the passing of this resolution and is subject to annual renewal. In this respect the authority shall only continue to be in force until:

- i. the conclusion of the next Annual General Meeting of the Company at which time the authority will lapse, unless the authority is renewed by a resolution passed at that Annual General Meeting.
- ii. the expiration of the period within which the next Annual General Meeting after the date, it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but not extending to such extensions as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- iii. revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier."

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

By Order of the Board

LIM THIAM WAH, ACIS
CHUA HOON PING, ACIS
JOINT SECRETARIES

PETALING JAYA
27 August 2015

Notes:

1. Only depositors whose names appear in the General Meeting Record of Depositors on 22 September 2015 shall be eligible to vote, speak and attend the Meeting.
2. A member shall be entitled to appoint not more than two (2) proxies to attend and vote at the same meeting provided that where a member appoints two (2) proxies, the appointment shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
3. A proxy may but need not be a member of the Company and the provisions of Section 149 (1)(b) of the Companies Act, 1965 shall not apply to the Company. There shall be no restriction as to the qualification of the proxy.
4. For an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there shall be no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
5. The instrument appointing a 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 Seal or under the hand of an officer or attorney duly authorised.
6. To be valid, this proxy form, duly completed must be deposited at the Registered Office not less than forty eight (48) hours before the time for holding the meeting or any adjournment thereof.

EXPLANATORY NOTES ON SPECIAL BUSINESS

- i. Resolution 6 - Re-Appointment of Dato' Haji Ibrahim Bin Haji Keling as Director
The Proposed Resolution 6 if passed will enable Dato' Haji Ibrahim Bin Haji Keling to continue in office until the conclusion of the next Annual General Meeting.
- ii. Resolutions 7 to 9 - Continuing in office as Independent Non-Executive Directors
The Malaysian Code on Corporate Governance 2012 recommended that approval of shareholders be sought in the event that the Company intends to retain as an Independent Director, a person who has served in that capacity for more than 9 years.
The Board has assessed and recommended that Dato' Haji Ibrahim Bin Haji Keling, Encik Hisham Bin Mahmood and Miss Kang Hui Ling who has each served as Independent Non-Executive Director of the Company for more than 9 years, to continue to act as Independent Non-Executive Directors, subject to shareholders' approval at the forthcoming Annual General Meeting of the Company.
Key justifications for their recommended continuance as Independent Non-Executive Directors are as follows:
 - a. They fulfill the independent director criteria set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and, therefore, are able to bring independent and objective judgment to the Board;
 - b. Their relevant experience and expertise as set out in their respective profiles on Page 9 and 10 would enable them to provide the Board with pertinent and a diverse set of expertise, skills and competence and thus all matters tabled to the Board for consideration are well reviewed and deliberated;
 - c. Their long service with the Company enhances their knowledge and understanding of the business operations of the Group which enable them to contribute actively and effectively during deliberations or discussion at Audit Committee and Board meetings.
- iii. The Proposed Resolution 10 if passed, will empower the Directors of the Company to issue and allot shares in the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being for such purposes as they consider would be in the interest of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting. As at the date of this notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 25 September 2014 and which will lapse at the conclusion of the Twenty-Eighth Annual General Meeting. The general mandate will provide flexibility to the Company for any possible fund raising activities including but not limited to further placing of shares for purpose of funding future investment(s), working capital and/or acquisitions.
- iv. The Proposed Resolution 11 if passed, will authorise the Group to enter into recurrent related party transactions as specified in the Circular to Shareholders dated 27 August 2015, provided that such transactions are of a revenue or trading nature which are necessary for the Group's day-to-day operations and are in the ordinary course of business made at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next Annual General Meeting of the Company.

Explanatory Note A:-

This Agenda is meant for discussion only as under the provisions of Section 169(1) of the Companies Act, 1965, the Audited Financial Statements do not require formal approval of the shareholders and hence, the matter will not be put forward for voting.

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19.8.2015