

## Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 95th Annual General Meeting of the Company will be held at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia on 23 April 2016 at 10.00 a.m. for the purpose of considering the following business:-

	Ordinary Resolutions
1. To receive and consider the financial statements for the year ended 31 December 2015 together with the Reports of the Directors and the Auditors thereon.	1
2. To consider the recommendation of the Directors and authorise the payment of a Final Single-tier dividend of 20.00% and a Special Single-tier dividend of 50.00% for the year ended 31 December 2015	2
3. To approve Directors' fees for 2015.	3
4. To re-elect as Director Ybhg. Dato' Carl Bek-Nielsen who retires by rotation pursuant to Article 92 of the Company's Articles of Association	4
5. To re-elect as Director Ybhg. Dato' Mohamad Nasir bin Ab. Latif who retires by rotation pursuant to Article 92 of the Company's Articles of Association.	5
6. To consider and, if thought fit, pass the following resolution:  "That pursuant to Section 129(6) of the Companies Act, 1965, Ybhg. Tan Sri Datuk Dr. Johari bin Mat be re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."	6
7. To consider and, if thought fit, pass the following resolution:  "That pursuant to Section 129(6) of the Companies Act, 1965, Mr. Ho Dua Tiam be re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."	7
8. To consider and, if thought fit, pass the following resolution:  "That pursuant to Section 129(6) of the Companies Act, 1965, Y. Hormat Dato' Jeremy Derek Campbell Diamond be re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting."	8
9. To re-appoint Messrs. Ernst & Young as auditors of the Company for the year 2016 and to authorize the Directors to fix their remuneration.	9

## Notice Of Annual General Meeting

As Special Business	Ordinary Resolutions
To consider and if thought fit, to pass the following resolutions:	
(i) Proposed Continuation in Office as Independent Non- Executive Directors	
10. "That Ybhg. Tan Sri Datuk Dr. Johari bin Mat having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as Independent Non-Executive Director of the Company."	10
11. "That Mr. Ahmad Riza Basir having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as Independent Non-Executive Director of the Company."	11
12. "That Y. Hormat Dato' Jeremy Derek Campbell Diamond having served as Independent Non-Executive Director for a cumulative term of more than 9 years, continue to act as Independent Non-Executive Director of the Company."	12
(ii) Proposed Renewal of Authority for Purchase of Own Shares	
13. "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") and approvals of all relevant governmental and/or regulatory authorities, where applicable, the Company be and is hereby authorised to purchase and/or hold such amount of ordinary shares of RM1.00 each in the Company (Proposed 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 and the share premium account based on the audited financial statements for the financial year ended 31 December 2015 be utilized by the Company for the Proposed 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 Share Buy-Back AND THAT such authority shall commence immediately upon passing of this ordinary resolution until:	13

## Notice Of Annual General Meeting

- (i) the conclusion of the next Annual General Meeting of the Company ("AGM") in 2017 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 and/or by any other relevant authorities."

### Notice on Entitlement and payment of Final Dividend and Special Dividend

NOTICE IS HEREBY GIVEN THAT the Final Single-tier dividend of 20.00% and a Special Single-tier dividend of 50.00%, if approved at the 95th Annual General Meeting will be paid on 18 May 2016 to shareholders whose names appear in the Record of Depositors and the Register of Members at the close of business on 29 April 2016.

A Depositor shall qualify for entitlement only in respect of :-

- (a) Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 29 April 2016 in respect of transfers; and
- (b) Shares bought on Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

A. GANAPATHY  
Company Secretary

Jendarata Estate,  
36009 Teluk Intan,  
Perak Darul Ridzuan,  
Malaysia  
29 February 2016

## Notice Of Annual General Meeting

### 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 other than an exempt authorized nominee who may appoint multiple proxies in respect of each Omnibus account held. A proxy need not be a member of the Company. If you wish to appoint as your proxy someone other than the Chairman or Vice Chairman of the meeting, cross out the words The Chairman or Vice 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 the Bursa Malaysia, only a depositor whose name appears on the Record of Depositors as at 18 April 2016 shall be entitled to attend the said meeting or appoint a proxy or proxies to attend and/ or vote on his/her behalf.

## Notice Of Annual General Meeting

### Notes On The Special Business

#### **For Resolutions 10 - 12** Proposed Continuation In Office As Independent Non-Executive Directors

The Nomination Committee has assessed the independence of the Directors who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than 9 years and recommend them to continue to act as Independent Non-Executive Directors of the Company.

#### Ybhg. Tan Sri Datuk Dr. Johari bin Mat

His vast experience and diversified background has contributed significantly to the performance monitoring and enhancement of good corporate governance. In his capacity as Chairman of the Company for the past 13 years, he has provided leadership, independent views, objective assessments and opinions. He has been with the Company for more than 14 years and is familiar with the Company's business operations.

#### Mr. Ahmad Riza Basir

A lawyer by training, his experience, expertise and independent judgment has contributed to the effective discharging of his duties. He has devoted sufficient time and attention to his professional obligations for informed and balanced decision making as an Independent Non-Executive Director. He has been with the Company for more than 15 years and is familiar with the Company's business operations.

#### Y. Hormat Dato' Jeremy Derek Campbell Diamond

A planter by profession, his vast knowledge acquired during his tenure within the plantation industry has enabled him to provide the Board with a diverse set of experience and expertise. His role as Chairman of the Audit Committee is one that he has discharged with due care and diligence. He has carried out his professional duties as an Independent Non-Executive Director in the best interest of the Company. He has been with the Company for more than 14 years and is familiar with the Company's business operations.

#### **For Resolutions 13** - Proposed Renewal of Authority of Own Shares

Please refer to explanatory information in the Circular to Shareholders dated 29 February 2016.