

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 96th Annual General Meeting of the Company will be held at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia on 22 April 2017 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 2016 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% and a Special Single-tier dividend of 65% for the year ended 31 December 2016.	2
3. To approve Directors' fees for 2016.	3
4. To re-elect as Director Mr. Ahmad Riza Basir who retires by rotation pursuant to Article 92 of the Company's Articles of Association	4
5. To re-elect as Director Mr. R. Nadarajan who retires by rotation pursuant to Article 92 of the Company's Articles of Association.	5
6. To re-appoint Messrs. Ernst & Young as auditors of the Company for the year 2017 and to authorize the Directors to fix their remuneration.	6

As Special Business

To consider and if thought fit, to pass the following resolutions:

- (i) Proposed Continuation in Office as Independent Non- Executive Directors
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| 7. "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." | 7 |
| 8. "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." | 8 |
| 9. "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." | 9 |

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(ii) Proposed Renewal of Authority for Purchase of Own Shares

Ordinary
Resolutions

10. "THAT, subject to the Companies Act, 2016 (as may be amended, modified 10

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 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 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 based on the audited financial statements for the financial year ended 31 December 2016 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:

- (i) The conclusion of the next Annual General Meeting of the Company ("AGM") in 2018 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 340(2) of the Malaysian Companies Act, 2016 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) 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."

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| iii) Authority for Directors to issue shares pursuant to Section 76 of the Companies Act, 2016 | Ordinary Resolutions |
| 11. "THAT, pursuant to Section 76 of the Companies Act, 2016 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 deem fit provided that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being AND THAT the Directors be and are also 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." | 11 |
| 12. Proposed Amendments to the Articles of Association of the Company That the existing Articles 89 (a)–(e) as follows be deleted in its entirety:

Existing Article 89

(a) Subject to the provisions of this Article no person shall be capable of being appointed or re-elected a Director of the Company if at the time of his appointment or re-election he has attained the age of seventy (70) years.

(b) Subject as aforesaid he shall vacate his office at the conclusion of the Annual General Meeting held next after he attains the age of seventy (70) years. Provided that acts done by a person as Director shall be valid notwithstanding that it is afterwards discovered that his appointment had terminated by virtue of this paragraph.

(c) Where a person retires by virtue of the last foregoing paragraph no provision for the automatic re-appointment of retiring Directors in default of another appointment shall apply; and if at the meeting at which he retires the vacancy is not filled, it may be filled as a casual vacancy.

(d) Notwithstanding anything in this Article a person of or over the age of seventy (70) years may by a Resolution of which no shorter notice than that required to be given to the members of the Company of an Annual General Meeting has been duly given, passed by a majority of not less than three-fourths (3/4) of such members of the Company as being entitled so to vote in person, or, where proxies are allowed, by proxy at a General Meeting of the Company, be appointed or re-appointed as a Director of the Company to hold office until the next Annual General Meeting of the Company or be authorised to continue in office as a Director until the next Annual General Meeting of the Company. | Special Resolution

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- (e) A person when re-appointed Director on retiring by virtue of paragraph (b) of this Article or appointed in place of a Director so retiring shall be treated for the purpose of determining the time at which he or any other Director is to retire as if he had become Director on the day on which the retiring Director was last appointed before his retirement; but except as provided by this paragraph, the retirement of a Director out of turn by virtue of paragraph (b) hereof shall be disregarded in determining when any other Directors are to retire.

Notice on Entitlement and payment of Final Dividend and Special Dividend

NOTICE IS HEREBY GIVEN THAT the Final Single-tier dividend of 20% and a Special Single-tier dividend of 65%, if approved at the 96th Annual General Meeting will be paid on 17 May 2017 to shareholders whose names appear in the Record of Depositors and the Register of Members at the close of business on 28 April 2017.

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 28 April 2017 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

Ng Eng Ho
Company Secretary

Jendarata Estate,
36009 Teluk Intan,
Perak Darul Ridzuan,
Malaysia
27 February 2017

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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 nominees 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 17 April 2017 shall be entitled to attend the said meeting or appoint a proxy or proxies to attend and/or vote on his/her behalf.

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Notes On The Special Business

For Resolutions 7-9 Proposed Continuation In office As Independent Non-Executive Director

The Nomination Committee has assessed the independence of the Directors who have served as Independent Non-Executive Director 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.

Ybng. 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 14 years, he has provided leadership, independent views, objective assessments and opinions. He has been with the Company for more than 15 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 16 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 15 years and is familiar with the Company's business operations .

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Notes On The Special Business

For Resolution 10 - Please refer to explanatory information in the Circular to Shareholders dated 27 February 2017.

For Resolution 11 - 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. 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 investment projects, working capital and/ or acquisitions, by issuance of shares at any time up to an aggregate amount not exceeding 10% of the issued 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 by the Company at a general meeting, will expire at the conclusion of the next annual general meeting of the company.

For Resolution 12 - The Companies Act 2016 which came into force on 31 January 2017 does not have provision on the maximum age limit of 70 years for a director and the proposed deletion of Articles 89 (a) – (e) of the Articles of Association of the Company is to align its Articles with the current legislation. Ybhg. Tan Sri Datuk Dr. Johari bin Mat, Mr Ho Dua Tiam and Y. Hormat Dato' Jeremy Derek Campbell Diamond, who are above the age of 70 years were re-appointed by the members at the 95th Annual General Meeting of the Company held on 23rd April 2016, to hold office until the conclusion of the 96th Annual General Meeting. When Resolution 12 is passed by the required special majority, their re-appointment will be decided by the Board of Directors and they shall be subjected to retirement by rotation as provided in the Articles of Association of the Company.