

NEGRI SEMBILAN OIL PALMS BERHAD (592D)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighty Fifth Annual General Meeting of the Company will be held at the Conference Room, Suite 2B-3A-3, Block 2B, Level 3A, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur on Tuesday, 30 May 2017 at 10.30 am for the following purposes:-

1. To receive the Directors' Report and the Financial Statements for the financial year ended 31 December 2016 and the Independent Auditors' Report thereon. (Resolution 1)
2. To approve the directors' fees for the financial year ended 31 December 2016 and to authorise the directors to divide such fees in the proportions and manner to be determined by them. (Resolution 2)
3. To re-elect the following directors retiring under Article 94 of the Constitution of the Company:-
 - (i) Mr Sio Sit Po (Resolution 3)
 - (ii) Mr Gho Eng Liong (Resolution 4)
4. To re-elect the following director retiring under Article 97 of the Constitution of the Company:-
 - (i) Mr Goh Chih Yuan (Wu Zhiyuan) (Resolution 5)
5. To re-appoint the following directors:-
 - (i) Dato' Ong Bok Lim (Resolution 6)
 - (ii) Mr Goh Pock Ai (Resolution 7)
 - (iii) Mr Keong Choon Keat (Resolution 8)
6. To re-appoint auditors and authorise the directors to fix their remuneration. (Resolution 9)
7. As special business, to consider and if thought fit, pass the following resolutions: -
 - 6.1 Proposed renewal of shareholders' mandate for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with a related party (Resolution 10)
 - 6.2 To retain the following directors as Independent Non-Executive Directors of the Company: -
 - (i) Mr Sio Sit Po (Resolution 11)
 - (ii) Dato' Ong Bok Lim (Resolution 12)
 - (iii) Mr Keong Choon Keat (Resolution 13)
 - 6.3 Proposed retirement gratuity payment to Mr Goh Eng Chew, former Executive Chairman of the Company. (Resolution 14)
8. To transact any other ordinary business of the Company of which proper notice shall have been given to the Company.

By Order of the Board

Gan Kok Tiong
Company Secretary

Kuala Lumpur
28 April 2017

NOTES:

1. A depositor shall not be regarded as a member entitled to attend this Meeting and to speak and vote thereat unless his/her name appears in the Record of Depositors as at 23 May 2017 issued by Bursa Malaysia Depository Sdn Bhd ('Bursa Depository') upon request by the Company in accordance with the rules of Bursa Depository.
2. A member entitled to attend and vote at this Meeting may appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
3. If the member is a corporation, the Form of Proxy must be executed under its common seal or under the hand of a person duly authorised in writing.
4. The Form of Proxy must be deposited at the Registered Office, Suite 2B-3A-2, Block 2B, Level 3A, Plaza Sentral, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur not less than 24 hours before the time fixed for the Meeting or any adjournment thereof.
5. For Items 6.1 and 6.3, further information are set out in the Circular to Shareholders dated 28 April 2017.
6. For items 3, 4, 5 and 6.2, further information are set out in Statement Accompanying Notice of Annual General Meeting.