

NOTICE OF THIRTY-SEVENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Thirty-Seventh Annual General Meeting of the Company will be conducted on a virtual basis through live streaming and online remote voting using the Remote Participation and Voting Facilities via the online meeting platform at <https://www.dvote.my> from the broadcast venue at Ekovest Sales Gallery, Seminar Room, 3rd Floor, No. 122, Jalan Desa Gombak 1, Off Jalan Gombak, 53000 Kuala Lumpur on Friday, 29 November 2024 at 10.00 a.m. for the purpose of transacting the following businesses:

AGENDA

1. To lay the Audited Financial Statements for the financial year ended 30 June 2024 together with the Reports of the Directors and the Auditors thereon. **Please refer Note A**
 2. The following Directors will retire by rotation pursuant to Clause 76(3) of the Constitution of the Company:
 - (i) Tan Sri Mohamed Nazir Bin Abdul Razak
 - (ii) Mr. Tan Hong Kheng
 - (iii) Mr. Lee Hun KhengTan Sri Mohamed Nazir Bin Abdul Razak and Mr. Tan Hong Kheng who are retiring by rotation pursuant to clause 76(3) of the Constitution of the Company, have expressed that they do not wish to seek re-election at this Annual General Meeting.
To re-elect Mr. Lee Hun Kheng as Director, who retire in accordance with Clause 76(3) of the Constitution of the Company. **(Resolution 1)**
 3. To approve the payment of Directors' Fees of RM1,100,000 for the financial year ending 30 June 2025. **(Resolution 2)**
 4. To approve the payment of allowances and any other benefits of RM30,000.00 for the financial year ending 30 June 2025. **(Resolution 3)**
 5. To appoint Messrs. Forvis Mazars PLT as Auditors of the Company in place of the retiring Auditors, Messrs. Moore Stephens Associates PLT and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors. **(Resolution 4)**
 6. As Special Business, to consider and if thought fit, to pass the following Ordinary Resolutions:
 - (I) **PROPOSED AUTHORITY FOR DIRECTORS TO ALLOT SHARES AND WAIVER OF PRE-EMPTIVE RIGHTS FOR THE ISSUANCE OF THE NEW SHARES** **(Resolution 5)**

"**THAT** subject to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors of the Company be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer from time to time, at such price, to such persons and for such purposes and upon such terms and conditions, 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 total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors of the Company be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued **AND THAT** such approval shall continue to be in force until:
 - (i) the conclusion of the next Annual General Meeting ("AGM") of the Company held after the approval was given;
 - (ii) the expiration of the period within which the next AGM of the Company is required to be held after the approval was given; or
 - (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,whichever is the earlier.

THAT pursuant to Section 85(1) of the Act which must be read together with Clause 12(3)(a) of the Constitution of the Company, by approving the resolution, the shareholders do hereby waive the statutory pre-emptive rights of the offered shares in proportion of their holdings at such price and at such terms to be offered arising from any issuance of the new shares above by the Company.

AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine."
 - (II) **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE** **(Resolution 6)**

"**THAT** authority be and is hereby given pursuant to Paragraph 10.09 of the Listing Requirements of Bursa Securities for the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as stated in section 3.3 of the Circular to Shareholders dated 28 October 2024 with the related parties listed in section 3.2 of the Circular which are necessary for the day-to-day operations, in the ordinary course of business, made on an arm's length basis and on normal commercial terms which are not more favorable 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:
 - (a) the conclusion of the next AGM of the Company at which time the authority will lapse unless the authority is renewed by a resolution passed at that AGM;
 - (b) the expiration of the period within which the next AGM is to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
 - (c) revoke or varied by resolution passed by the shareholders in general meeting, whichever is the earlier."
7. To transact any other matter for which due notices have been given in accordance with the Constitution of the Company and the Companies Act 2016.

By Order of the Board

Lim Thiam Wah (MAICSA No. 7000553) (SSM PC No. 201908003868)

Teo Lee Leng (MAICSA 7044742) (SSM PC No. 202008001301)

Chartered Secretaries

Selangor Darul Ehsan

28 October 2024

Notes:

1. The Thirty-Seventh (37th) Annual General Meeting ("AGM") of the Company will be conducted on virtual basis through live streaming and online remote voting using the Remote Participation and Voting Facilities via online meeting platform at <https://www.dvote.my>.
Please refer to the Administrative Guide for the detailed steps on remote participation and vote remotely.
2. For the purpose of determining who shall be entitled to participate and vote at the 37th AGM, the Company shall request Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 18 November 2024. Only members whose name appears on this Record of Depositors shall be entitled to participate and vote at the AGM or appoint a proxy to participate and vote on his/her/its behalf.
3. A member entitled to participate and vote at the AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate and vote in his place at the AGM. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to participate and vote at the AGM may appoint not more than two (2) proxies to participate and vote in his/her/its place at the AGM.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote shall be in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee who 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 Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. An instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporate member, shall be either under its common seal or signed by its attorney or an officer on behalf of the corporation.
10. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll not less than 24 hours before the time appointed for taking the poll:
 - (i) **In hard copy form**
In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Registered Office of the Company situated at Unit No. 9-01, Level 9, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan.
 - (ii) **By electronic form via facsimile**
In the case of an appointment made by facsimile transmission, the Proxy Form must be received via facsimile at 03-77175878.
 - (iii) **By electronic form via email**
In the case of an appointment made by email transmission, the Proxy Form must be received via email at proxy@plsplantations.myFor options (ii) and (iii), the Company may request member to deposit original executed proxy form to its Registered Office before or on the date of meeting for verification purpose.
11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Registered Office of the Company situated at Unit No. 9-01, Level 9, Menara TSR, No. 12, Jalan PJU 7/3, Mutiara Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than 48 hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote or in case of poll not less than 24 hours before the time appointed for taking the poll. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
12. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
13. Last date and time for lodging proxy form is Wednesday, 27 November 2024 at 10.00 a.m.
14. Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice of AGM will be put to vote on a poll.

Explanatory Notes:

Note A:

The Audited Financial Statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 ("CA 2016") and are meant for discussion only as the Audited Financial Statements do not require shareholders' approval under the provision of Section 251(1) of the CA 2016. As such, this Agenda item is not to be put forward for voting.

Resolution 1:

Clause 76(3) of the Constitution of the Company ("Constitution") expressly states that at the Annual General Meeting ("AGM") in every subsequent year, one-third (1/3) of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then, the number nearest to one-third (1/3) shall retire from office and be eligible for re-election.

Pursuant to Clause 76(3) of the Constitution, Tan Sri Mohamed Nazir Bin Abdul Razak, Mr. Tan Hong Kheng and Mr. Lee Hun Kheng are standing for re-election at this AGM. However, Tan Sri Mohamed Nazir Bin Abdul Razak and Mr. Tan Hong Kheng have expressed that they do not wish to seek re-election, hence, they will retain office until conclusion of the 37th AGM.

The profile of the Director standing for re-election is set out in the Directors' Profile in the Annual Report.

The Nomination Committee ("NC") of the Company has assessed the criteria and contribution of Mr. Lee Hun Kheng and recommended for his re-election. The Board endorsed the NC's recommendation that Mr. Lee Hun Kheng be re-elected as Director of the Company.

Resolutions 2 and 3:

Section 230(1) of the CA 2016 provides amongst others, that the fees of the directors, and any benefits payable to the directors of a listed company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the following payments to the Directors of the Company at the AGM in two (2) separate resolutions as below:

- Resolution 2 seeks approval for the payment of the Directors' fees of RM1,100,000 with effect from the 37th AGM until the next AGM of the Company.
- Resolution 3 seeks approval for the payment of allowances and any other benefits payable not exceeding RM30,000.00 with effect from the 37th AGM until the next AGM of the Company.

In determining the estimated total amount of Directors' Fees and Benefits payable for the Directors of the Company, the Board has considered various factors including the number of scheduled meetings for the Board, Board Committees, Board of Subsidiaries and Management Committees as well as the number of Directors involved in these meetings based on the current number of Directors and has included additional provisional sum for future appointment of Directors of the Company.

In the event where the Directors' Benefits payable with effect from the 37th AGM until the next AGM of the Company exceeds the estimated amount sought in the AGM, a shareholders' approval is to be sought in the next AGM of the Company in 2025 on the payment of the exceeded amount.

Resolution 4:

The Company noted that Messrs. Stephens Associates PLT is retiring at the forthcoming AGM. The Company has received a letter from Ekovest Berhad nominating Messrs. Forvis Mazars PLT as Auditors.

Explanatory Notes to Special Business

Resolution 5:

The proposed resolution if passed, will empower the Directors of the Company to issue and allot shares of the Company from time to time and to grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer, provided that the aggregate number of shares allotted pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being. The general mandate will provide flexibility to the Company for any possible fund raising activities.

The Company had not issue and allot any shares under the general mandate granted to the Directors at the last Annual General Meeting of the Company held on 13 December 2023.

Section 85(1) of the Companies Act 2016 ("the Act") states that subject to the Constitution of the Company, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.

Clause 12(3)(a) of the Constitution of the Company states that subject to the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any direction to the contrary that may be given by the Company in General Meeting, all new shares or other convertible securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of General Meetings in proportion as nearly as the circumstances admit, to the amount of the existing shares or securities to which they are entitled.

Resolution 6:

The proposed resolution 6, if passed, will enable the Group to enter into recurrent related party transactions 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 on an 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 conclusion of the next Annual General Meeting of the Company. Details of the Proposed Mandate are set out in the Circular to Shareholders dated 28 October 2024.