

Notice Of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 97th Annual General Meeting of the Company will be held at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia on Tuesday 24 April 2018 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 2017 together with the Reports of the Directors and the Auditors thereon.	1
2. To approve the payment of a Final Single-tier dividend of 20sen and a Special Single-tier dividend of 100sen for the year ended 31 December 2017.	2
3. To approve Directors' fees (inclusive of Board Committees' fees) of RM 786,000 for the financial year ended 31 December 2017.	3
4. To approve the Directors' benefits (other than Directors's fees) of RM 5,243,660 for the financial year ended 31 December 2017.	4
5. To re-elect as Director Y. Hormat Dato' Jeremy Derek Campbell Diamond who retires by rotation pursuant to Article 92 of the Company's Articles of Association.	5
6. To re-elect as Director Mr. Martin Bek-Nielsen who retires by rotation pursuant to Article 92 of the Company's Articles of Association.	6
7. To re-elect as Director Mr. Loh Hang Pai who retires by rotation pursuant to Article 92 of the Company's Articles of Association.	7
8. To re-elect as Director Madam Rohaya binti Mohammad Yusof who retires by rotation pursuant to Article 84 of the Company's Articles of Association.	8
9. To re-appoint Messrs. Ernst & Young as auditors of the Company for the year 2018 and to authorize the Directors to fix their remuneration	9
As Special Business	
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

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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, 2016 ("the Act")(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 authorized 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 2017 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 2019 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 Companies Act, 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or

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Ordinary Resolutions

- (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.

- iii) Authority for Directors to issue shares pursuant to Section 75 and 76 of the Companies Act, 2016

14. "THAT, pursuant to Section 75 and 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." 14

Special Resolution

- iv) Special Resolution-Proposed adoption of new Constitution of the Company
15. " THAT approval be and is hereby given to adopt the new Constitution of the Company as set out in Part B of the Circular to shareholders dated 26 February 2018 accompanying the Company's Annual Report 2017 in place of the existing Memorandum and Articles of Association of the Company with immediate effect." 15

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Notice on Entitlement and payment of Final Dividend and Special Dividend

NOTICE IS HEREBY GIVEN THAT the Final Single-tier dividend of 20sen and a Special Single-tier dividend of 100sen, if approved at the 97th Annual General Meeting will be paid on 18 May 2018 to shareholders whose names appear in the Record of Depositors and the Register of Members at the close of business on 30 April 2018.

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 30 April 2018 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
26 February 2018

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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. Voting on all resolutions to be proposed at the AGM will be by way of 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 2018 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 Ordinary Resolutions 10-12 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 15 years, he has provided leadership, independent views, objective assessments and opinions. He has been with the Company for more than 16 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 17 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 16 years and is familiar with the Company's business operations .

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Notes On The Special Business

For Ordinary Resolution 13 - Please refer to explanatory information in Part A of the Circular to Shareholders dated 26 February 2018.

For Ordinary Resolution 14 - 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 Special Resolution 15 - Please refer to explanatory information in Part B of the Circular to Shareholders dated 26 February 2018.

United Plantations Berhad

Company No. 240-A

Proxy form: Annual General Meeting

I/We _____ NRIC/Passport No _____
 (full name of member appointing proxy in block letters)

of _____

_____ hereby appoint _____
 (full address in block letters)

(full name of proxy in block letters)

or failing him/her THE CHAIRMAN OR VICE CHAIRMAN of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the 97th Annual General Meeting of the Company to be held at 10.00am on Tuesday, 24 April 2018 at Jendarata Estate, 36009 Teluk Intan, Perak, Malaysia and at any adjournment thereof.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions to be proposed at the meeting. (Please give instructions to your proxy by ticking the appropriate box alongside each resolution).

No.	Resolutions		For	Against
1	Ordinary Resolution	Receive and adopt Company's Financial Statements.		
2	Ordinary Resolution	Approve payment of Final and a Special Dividend for year ended 2017.		
3	Ordinary Resolution	Approve Directors' Fees for 2017. (inclusive of Board Committee's fees for 2017)		
4	Ordinary Resolution	Approve Directors' Benefits (other than Director's fees) for 2017.		
5	Ordinary Resolution	Re-elect Y. Hormat Dato' Jeremy Derek Campbell as Director of the Company who retires under Article 92.		
6	Ordinary Resolution	Re-elect Mr. Martin Bek-Nielsen as Director of the Company who retires under Article 92.		
7	Ordinary Resolution	Re-elect Mr. Loh Hang Pai as Director of the Company who retires under Article 92.		
8	Ordinary Resolution	Re-elect Madam Rohaya binti Mohammad Yusof as Director of the Company who retires under Article 84.		
9	Ordinary Resolution	Re-appoint Messrs. Ernst & Young as Auditors and authorize Directors to fix their remuneration.		
10	Ordinary Resolution	Continuation of Ybhg. Tan Sri Datuk Dr. Johari bin Mat as Independent Non- Executive Director		
11	Ordinary Resolution	Continuation of Mr. Ahmad Riza Basir as Independent Non-Executive Director.		
12	Ordinary Resolution	Continuation of Y. Hormat Dato' Jeremy Derek Campbell Diamond as Independent Non-Executive Director.		
13	Ordinary Resolution	Approve the Proposed Renewal of Authority for Purchase of Own Shares.		
14	Ordinary Resolution	Authorize Directors to issue shares pursuant to Section 75 and 76 of the Companies Act 2016		
15	Special Resolution	Adopt new Constitution of the Company		

No. of Shares held		CDS Account No.(if applicable)	
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Dated this _____ day of _____ 2018 Signed by the said _____
 (Signature of Shareholder(s))

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