

Notice of  
Annual General Meeting  
12 May 2012



UNITED PLANTATIONS BERHAD  
(Company no. 240-A)  
Jendarata Estate • 36009 Teluk Intan • Darul Ridzuan • Malaysia

# United Plantations Berhad

## Notice of Annual General Meeting

### Ordinary Resolution

NOTICE IS HEREBY GIVEN that the 91st Ordinary Annual General Meeting of the Company will be held at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia on 12 May 2012 at 10.30 a.m. for the purpose of considering the following business:

1. To receive and consider the financial statements for the year ended 31 December 2011 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 dividend of 30% gross per share less 25% Malaysian Income Tax and a special dividend of 50% gross per share less 25% Malaysian Income Tax for the year ended 31 December 2011. **2**
3. To approve Directors' fees for 2011. **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. Martin Bek-Nielsen who retires by rotation pursuant to Article 92 of the Company's Articles of Association **5**
6. To re-elect as Director Mr. Brian Bech Nielsen who retires by rotation pursuant to Article 92 of the Company's Articles of Association **6**
7. To consider and, if thought fit, pass the following resolution: **7**  
  
"That pursuant to Section 129(6) of the Companies Act,1965, Mr. G. Peter Selvarajah be re-appointed Director of the Company to hold office until the conclusion of the next Annual General Meeting"
8. To consider and, if thought fit, pass the following resolution: **8**  
  
"That pursuant to Section 129(6) of the Companies Act,1965, Y. Hormat Dato' Jeremy Derek Campbell Diamond be re-appointed Director of the Company to hold office until the conclusion of the next Annual General Meeting"
9. To re-appoint Messrs. Ernst & Young as auditors of the Company for the year 2012 and to authorize the Directors to fix their remuneration **9**

### As Special Business

10. To consider and, if thought fit, pass and adopt the following Resolutions as set out in parts A and B of the Circular to shareholders dated 18 April 2012: **10**  
  
Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature  
  
"THAT approval be and is hereby given to the Company and its subsidiary companies to seek renewal of shareholders' mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature to enter into and to give effect to the specified Recurrent Related Party Transactions with the specified Mandated Related Parties as stated in Section 2.4, Part A of the Circular to Shareholders dated 18 April 2012 which are necessary for the Group's day to day operations subject to the following:-

# United Plantations Berhad

## Ordinary Resolution

(i) the transactions are in the ordinary course of business and are on normal commercial terms which are not more favourable to the Mandated Related Parties than those generally available to the public and not detrimental to the minority shareholders; and

(ii) disclosure is made in the Annual Report of the aggregate value of the transactions conducted pursuant to the above said Mandate during the financial year;

AND THAT such approval shall continue to be in force until:

(a) the conclusion of the next Annual General Meeting of the Company ("AGM") in 2013 at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or

(b) 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

(c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is earlier;

AND THAT the Directors and the Secretary of the Company be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the proposed mandate."

### 11. Proposed Renewal of Authority for Purchase of Own Shares

11

"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 authorized 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 2011 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 2013 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

# United Plantations Berhad

(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.”

To consider and, if thought fit, pass the following Resolution:

**Special  
Resolution**

12. Proposed Amendments to Article of Association of the Company

**12**

“THAT the existing Articles 76A be amended as follows:

Existing Article 76A

Where a member of the Company is an authorized nominee as defined under the Central Depositories Act, it may appoint at least one proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

New Article 76A

Where a member of the Company is an exempt authorized nominee, as defined under the Central Depositories Act which is exempted from compliance with the provisions of subsection 25A(1) of the Central Depositories Act, which 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 authorized nominee may appoint in respect of each omnibus account it holds.

## 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. 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 20 June 2011 shall be entitled to attend the said meeting or appoint a proxy or proxies to attend and/or vote on his/her behalf.

## Notes On The Special Business

**For Resolutions 9 & 10** - Please refer to explanatory information in the Circular to Shareholders dated 18 April 2012.

**For Resolutions 12** - The amendment is in line with the new main Market Listing Requirements of Bursa Malaysia that took effect on 3 January 2012.

By Order of the Board

**A. Ganapathy**  
Company Secretary

Jendarata Estate,  
36009 Teluk Intan,  
Perak Darul Ridzuan,  
Malaysia

18 April 2012

# United Plantations Berhad

## Contact information

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## Copenhagen Office and Branch Register

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Company Announcement no. 9  
Published: 17 April 2012