



COMPANY ANNOUNCEMENT

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To:

OMX Nordic Exchange Copenhagen A/S  
Company Announcement No. 19/2008  
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## Minutes of Annual General Meeting

**NOTICE IS HERBY GIVEN** that on the 87th Ordinary Annual General Meeting of the Company at Jendarata Estate, 36009 Teluk Intan, Perak Darul Ridzuan, Malaysia held on Saturday 21st June 2008 the following resolutions were approved

1. To receive and consider the financial statements for the year ended 31 December 2007 together with the Reports of the Directors and the Auditors thereon.
2. To consider the recommendation of the Directors and authorise the payment of a final dividend of 20% gross per share less 26% Malaysian Income Tax for the year ended 31 December 2007.
3. To approve Directors' fees for 2007.
4. To re-elect as Director Dato' Carl Bek-Nielsen who retires by rotation pursuant to Article 92 of the Company's Articles of Association.
5. To re-elect as Director Mr. Jeremy Derek Campbell Diamond who retires by rotation pursuant to Article 92 of the Company's Articles of Association.
6. To re-elect as Director Mr. Mohamad Nasir bin. Ab. Latif who retires by rotation pursuant to Article 92 of the Company's Articles of Association.
7. To re-appoint Messrs. Ernst & Young as auditors of the Company for the year 2007 and to authorise the Directors to fix their remuneration.

### As Special Business

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 as at 21 May 2008:

8. **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 21 May 2008 which are necessary for the Group's day to day operations subject to the following:-

- (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;

# United Plantations Berhad

**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 2009 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."

## 9. **Proposed Renewal of Authority for Purchase of Own Shares**

**"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 listing requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") 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 of RM751,631,000 and/or share premium account of the Company of RM181,920,000 based on the audited financial statements for the financial year ended 31 December 2007 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 Securities 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 2009 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
- (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 Securities and /or by any other relevant authorities."

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By Order of the Board

**A. Ganapathy**  
Secretary

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Malaysia