



TH PLANTATIONS BERHAD

(12696-M)

(Incorporated in Malaysia)

NOTICE OF 43RD ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Third Annual General Meeting ("43rd AGM") of TH Plantations Berhad ("THP" or "the Company") will be held at the Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50746 Kuala Lumpur on Monday, 8 May 2017 at 10.00 a.m. to transact the following businesses:

As Ordinary Businesses

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| 1. To receive the Audited Financial Statements for the year ended 31 December 2016 together with Reports of the Directors and the Auditors thereon. | Please refer to Explanatory Note 1 |
| 2. To approve the declaration of a First and Final Single Tier Dividend of 6 sen per Ordinary Share for the year ended 31 December 2016. | Ordinary Resolution 1 |
| 3. To approve the payment of Directors' Fees and benefits payable of RM1,270,000.00 for the year ended 31 December 2016. | Ordinary Resolution 2 |
| 4. To re-elect Dato' Azizan bin Abd Rahman, who shall retire by rotation in accordance with Article 84 of the Constitution of the Company and being eligible, offered himself for re-election. | Ordinary Resolution 3 |
| 5. To re-elect Dato' Amran bin Mat Nor, who shall retire by rotation in accordance with Article 84 of the Constitution of the Company and being eligible, offered himself for re-election. | Ordinary Resolution 4 |
| 6. To re-elect Dato' Sri Zainal Azwar bin Zainal Aminuddin, who shall retire by rotation in accordance with Article 84 of the Constitution of the Company and being eligible, offered himself for re-election. | Ordinary Resolution 5 |
| 7. To re-appoint KPMG Desa Megat PLT (Formerly known as KPMG Desa Megat & Co.) as Auditors of the Company in respect of the financial year ending 31 December 2017 and to authorise the Board of Directors to determine the Auditors' remuneration. | Ordinary Resolution 6 |

As Special Business

To consider, and if deemed fit, to pass with or without modification, the following Resolution:

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| 8. Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature | Ordinary Resolution 7 |
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"**THAT**, subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given for the renewal of the existing Shareholders' Mandate for the Company and/or its Subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.1 of the Circular to Shareholders dated 14 April 2017 with the related parties described therein provided that such transactions are necessary for the Group's day-to-day operations, carried out in the normal course of business, at arm's length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders;

AND THAT such approval granted shall take effect immediately upon passing of this Resolution and shall continue to be in force until:

- the conclusion of the next AGM of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- the expiration of the period within which the next AGM of the Company after the forthcoming 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 Companies Act, 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting; whichever is the earliest.

AND THAT the Directors of the Company and/or its Subsidiaries be and are hereby authorised to do all such acts and things as may be necessary in the best interest of the Company to give full effect to the Recurrent Related Party Transactions as authorised by this Resolution."

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| 9. To transact any other business of which due notice shall have been received in accordance with the Companies Act, 2016 and the Company's Constitution. | |
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FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at this 43rd AGM, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. ("Bursa Depository") in accordance with Article 57(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) ACT 1991 (SICDA) to issue a General Meeting Record of Depositors ("ROD") as at 28 April 2017. Only a depositor whose name appears on the ROD as at 28 April 2017 shall be entitled to attend, speak and vote at the 43rd AGM or appoint proxy/proxies to attend, speak and vote on his/her behalf.

NOTICE OF DIVIDEND ENTITLEMENT AND PAYMENT

NOTICE IS HEREBY GIVEN THAT subject to the approval of shareholders at the 43rd AGM of the Company, a First and Final Single Tier Dividend of 6 sen per Ordinary Share for the year ended 31 December 2016 will be paid on Friday, 2 June 2017 to Depositors registered in the ROD at the close of business on Friday, 12 May 2017.

A Depositor shall qualify for entitlement to the Dividend in respect of:

- Shares transferred into the Depositor's Securities Account before 4.00 p.m. on 12 May 2017 in respect of ordinary transfers; and
- Shares bought on the Bursa Malaysia Securities Berhad up to 5.00 p.m. on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

ALIATUN BINTI MAHMUD (LS0008841)
WAN NURUL HIDAYAH BINTI WAN YUSOFF (LS0008555)
Company Secretaries

Kuala Lumpur
Date: 14 April 2017

Explanatory Notes:

- Audited Financial Statements for the year ended 31 December 2016**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
- Payment of Directors' Fees and Benefits Payable**
The details of Directors' Fees and benefits payable amounting to RM1,270,000.00 are set out on page 68 of Annual Report 2016.
- Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed Ordinary Resolution 7, if passed, will allow the Company and/or its Subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties provided that such transactions are necessary for the Group's day-to-day operations, carried out in the normal course of business, at arm's length, on commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders. Shareholders are advised to refer to the Circular to Shareholders dated 14 April 2017 for more information.

NOTES:

- In respect of deposited securities, only a Member whose name appears on the ROD as at 28 April 2017 shall be entitled to attend, speak and vote at this 43rd AGM.
- A Member entitled to attend and vote at this 43rd AGM may appoint not more than two (2) proxies to attend, speak and vote on his behalf. A proxy may but need not be a member of the Company.
- Where a Member appoints two (2) proxies, the appointment shall not be valid unless he/she specifies of his/her shareholdings to be represented by each proxy. Each proxy appointed, shall represent a minimum of 100 shares.
Where a member of the Company is an Exempt Authorised Nominee 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 Authorised Nominee may appoint in respect of each omnibus account it holds.
- The instrument in appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised by the corporation.
- The instrument in appointing a proxy must be deposited at the Company's Registered Office at Tingkat 23, Bangunan TH Selborn, 153, Jalan Tun Razak, 50400 Kuala Lumpur in not less than 48 hours before the time set for holding the 43rd AGM or **no later than 6 May 2017 at 10.00 a.m.**
- Pursuant to Paragraph 8.29A(1) of the Listing Requirements, voting at this 43rd AGM of the Company will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed respectively to conduct the polling/e-voting process and verify the results of the poll.