



TH PLANTATIONS BERHAD

Registration No. 197201001069 (12696-M)
(Incorporated in Malaysia)

NOTICE OF 46TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Sixth Annual General Meeting (“46th AGM”) of TH Plantations Berhad (“THP” or “the Company”) will be held on a fully virtual basis via live streaming from the Broadcast Venue at **Dewan Perkasa, Level 34, Menara TH Platinum, No. 9 Persiaran KLCC, 50088 Kuala Lumpur** on **Monday, 3 August 2020 at 10.00 a.m.** to transact the following businesses:

As Ordinary Businesses

1. To receive the Audited Financial Statements for the year ended 31 December 2019 together with Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees and benefits payable of up to RM760,000.00 for the period from 4 August 2020 until the next Annual General Meeting of the Company to be held in 2021. Ordinary Resolution 1
3. To re-elect Dato’ Shari bin Haji Osman, who shall retire by rotation in accordance with Clause 89 of the Constitution of the Company and being eligible, has offered himself for re-election. Ordinary Resolution 2
4. To re-elect Mohd Adzahar bin Abdul Wahid, who shall retire by rotation in accordance with Clause 89 of the Constitution of the Company and being eligible, has offered himself for re-election. Ordinary Resolution 3
5. To re-appoint Messrs. KPMG Desa Megat PLT as Auditors of the Company in respect of the financial year ending 31 December 2020 and to authorise the Board of Directors to determine the Auditors’ remuneration. Ordinary Resolution 4

As Special Business

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

6. **Proposed Renewal of Shareholders’ Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature** Ordinary Resolution 5

“**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 30 June 2020 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:

- i. the conclusion of the next Annual General Meeting (“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;
- ii. 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 (“the Act”), (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is earlier.

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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 interests of the Company to give full effect to the Recurrent Related Party Transactions as authorised by this Resolution.”

7. To transact any other business of which due notice shall have been received in accordance with the Act and the Constitution of the Company.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at the 46th AGM, the Company shall request for Bursa Malaysia Depository Sdn. Bhd. (“Bursa Depository”), in accordance with Clause 65(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a Record of Depositors (“ROD”) as at 27 July 2020. Only a depositor whose name appear on the ROD as at 27 July 2020 shall be entitled to attend, speak and vote at the 46th AGM or appoint proxy/proxies to attend, speak and vote on his/her behalf.

By Order of the Board

ALIATUN BINTI MAHMUD

(LS0008841) (SSM PC No.201908003467)

WAN NURUL HIDAYAH BINTI WAN YUSOFF

(LS0008555) (SSM PC No.201908003468)

Company Secretaries

Kuala Lumpur

Date: 30 June 2020

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NOTES:

1. Mode of Meeting

- i. **In view of the COVID-19 pandemic and as part of the safety measures, the 46th AGM of the Company will be conducted on a fully virtual basis via live streaming from the broadcast venue and through the Remote Participation and Voting (“RPV”) facilities.**
- ii. This is in line with the Guidance and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 18 April 2020, 14 May 2020 and 11 June 2020 (“Guidance Note”).
- iii. The broadcast venue of the 46th AGM is strictly for the purpose of complying with Section 327(2) of the Act which requires the Chairman of the Meeting to be at the main venue. **NO SHAREHOLDERS** will be allowed to be physically present at the broadcast venue on the day of the 46th AGM.
- iv. As such, we strongly encourage you to make use of the RPV facilities to attend, speak (in the form of real time submission of typed texts) and vote (collectively “participate”) at the 46th AGM. Pursuant to Guidance Note, the right to speak is not limited to verbal communication only but includes other modes of expression such as real time submission of typed texts.

Please read the notes provided in the Administrative Guide for further details.

2. Proxy and Entitlement to Participate

- i. Only a Member whose name appear on the ROD as at 27 July 2020 shall be entitled to participate at the 46th AGM or appoint proxy(ies) on his/her behalf.
- ii. A Member entitled to participate at the 46th AGM may appoint not more than two (2) proxies to participate on his/her behalf. A proxy may but need not be a member of the Company.
- iii. Where a Member appoints two (2) proxies, the appointment shall not be valid unless he/she specifies 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.

- iv. 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.
- v. The instrument in appointing a proxy must be deposited at the Company’s Registered Office at Level 35, Menara TH Platinum, No. 9 Persiaran KLCC, 50088 Kuala Lumpur not less than 24 hours before the time set for holding the 46th AGM or **no later than 2 August 2020 at 10.00 a.m.** or at any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- vi. Pursuant to Paragraph 8.29A(i) of the Listing Requirements, all resolutions set out in this Notice will be put to vote by poll.

3. Item 1 of the Agenda

Audited Financial Statements for the year ended 31 December 2019

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda is **not put forward for voting**.

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4. Item 2 of the Agenda

Directors' Fees and Benefits Payable

The proposed Ordinary Resolution 1, if passed, will allow the payment of directors' fees and benefits for the period commencing from 4 August 2020 until the next Annual General Meeting of the Company to be held in 2021.

The payment of directors' fees will be made on a monthly basis or as and when incurred, after the Directors have discharged their responsibilities and rendered their services to the Company.

The details of the directors' fees and benefits are as follows:

(A) Directors' Fees

Board/Board Committee	Monthly Fees	
	Chairman	Members
Board	RM12,000.00	RM5,000.00
Audit Committee	RM2,000.00	RM1,000.00
Other Board Committees:		
• Nomination & Remuneration Committee		
• Tender Committee A		Not Applicable
• Tender Committee B		

(B) Directors' Benefits

Meeting Allowance	Board and Board Committee meetings: RM1,000.00 per meeting
Other benefits	Medical and insurance coverage

5. Item 6 of the Agenda

Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The proposed Ordinary Resolution 5, 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 30 June 2020 for more information.