



Plantations

BOUSTEAD PLANTATIONS BERHAD

194601000012 (1245-M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 112th Annual General Meeting (“AGM”) of Boustead Plantations Berhad will be conducted on a fully virtual basis via live streaming and online meeting platform provided by Tricor Investor & Issuing House Services Sdn Bhd (“Tricor”) in Malaysia through its TIIH Online website at <https://tiih.online> on Monday, 16 June 2025 at 9.30 a.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors.
(Please refer to Explanatory Note 1)
2. To re-elect the following Directors, each of whom retire by rotation in accordance with Clause 117 of the Company’s Constitution and being eligible, offer themselves for re-election:
 - (i) Tan Sri Dato’ Wira Aziah Ali **Resolution 1**
 - (ii) Lieutenant General Datuk Azizan Md Delin (R) **Resolution 2***(Please refer to Explanatory Note 2)*
3. To re-elect the following Directors who retire in accordance with Clause 123 of the Company’s Constitution:
 - (i) Datuk Daud Amatzin **Resolution 3**
 - (ii) Datuk Zulkarnain Md Eusope **Resolution 4***(Please refer to Explanatory Note 2)*
4. To approve the payment of Directors’ Fees, allowance and other benefits for the Company’s Non-Executive Directors (“NED”) from the 17 June 2025 until the conclusion of the next AGM of the Company.
(Please refer to Explanatory Note 3) **Resolution 5**
5. To re-appoint Messrs. Ernst & Young PLT as auditors of the Company and to hold office until the conclusion of the next AGM, at a remuneration to be determined by the Directors.
(Please refer to Explanatory Note 4) **Resolution 6**
6. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company’s Constitution.

By Order of the Board

LAILATUL MARDHIYAH SAID ABDULLAH

(LS0010110)

SSM PC No. 201908002588

Company Secretary

Kuala Lumpur

26 May 2025

Explanatory Notes

1. Audited Financial Statements

The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, shall not be put forward for voting.

2. Ordinary Resolutions 1 to 4 – Proposed Re-election of Directors in accordance with Clause 117 and Clause 123 of the Company's Constitution

Clause 117 of the Company's Constitution provides amongst others that at least one-third of the Directors who are subject to retirement by rotation or, if their number is not three or multiple of three, the number nearest to one-third shall retire from office provided always that all Directors shall retire from office once at least in every three years and shall be eligible for re-election.

Director who is standing for re-election pursuant to Clause 117 of the Company's Constitution is as follows:

- (i) Tan Sri Dato' Wira Aziah Ali
- (ii) Lieutenant General Datuk Azizan Md Delin (R)

The Nominating and Remuneration Committee ("NRC") of the Company has assessed the criteria and contribution of Tan Sri Dato' Wira Aziah Ali and Lieutenant General Datuk Azizan Md Delin (R) and recommended for their re-election. The Board endorsed the NRC's recommendation that Tan Sri Dato' Wira Aziah Ali and Lieutenant General Datuk Azizan Md Delin (R) be re-elected as Director of the Company.

Clause 123 of the Company's Constitution provides amongst others that the Directors shall have power at any time and from time to time to appoint any other person to be a Director of the Company either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following AGM of the Company and shall then be eligible for re-election.

Directors who are standing for re-election pursuant to Clause 123 of the Company's Constitution are as follows:

- (i) Datuk Daud Amatzin
- (ii) Datuk Zulkarnain Md Eusope

The profiles of the Directors who are standing for re-election are published on Boustead Plantations Berhad's website, www.bousteadplantations.com.my.

3. Ordinary Resolution 5 – Non-Executive Directors' Remuneration

Section 230(1) of the Companies Act 2016 provides amongst others that the fees of the Directors and any benefits payable to the Directors of a public company and its subsidiaries shall be approved at a general meeting.

In this respect, the Board wishes to seek shareholders' approval for the payment of Directors' fees, allowances, and other benefits payable to Non-Executive Directors ("NED") of Boustead Plantations Berhad from 17 June 2025 until the conclusion of the next AGM of the Company comprising the following, with or without modifications:

		Directors' Fees (annual) (RM)	Meeting Allowance (per meeting) (RM)	Medical Benefits (annual) (RM)
Board	Chairman	110,000	1,500	100,000
	Non-Executive Director	90,000	1,000	100,000
Audit Committee	Chairman	30,000	1,500	
	Member	15,000	1,000	
Other Board Committees	Chairman	5,000	1,500	
	Member	3,000	1,000	

4. Ordinary Resolution 6 – Re-appointment of Auditors

The Board and Audit, Risk and Sustainability Committee of the Company are satisfied with the quality of service, adequacy of resources provided, communication, interaction skills and independence, objectivity and professionalism demonstrated by the External Auditors in carrying out their functions. Being satisfied with the External Auditors' performance, the Board recommends their re-appointment for shareholders' approval at the 112th AGM.

Notes:

1. The AGM will be conducted on a **virtual basis through live streaming whilst the online remote voting** will be via Remote Participation and Voting ("RPV"). Both facilities are available on Tricor Investor & Issuing House Services Sdn Bhd's TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.

Shareholders are to participate (including posing questions to the Board via real time submission of typed texts) and vote remotely at the AGM via the RPV provided by Tricor via its TIIH Online website at <https://tiih.online>.

2. The Broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue. No shareholders/proxy(ies) from the public will be physically present at the meeting venue on the day of the meeting.
3. For the purpose of determining who shall be entitled to participate in the AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the Record of Depositors as at 16 May 2025. Only members registered in the Record of Depositors shall be entitled to participate in the AGM via RPV.
4. A member of the Company entitled to participate in the AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.
5. A member of the Company is entitled to attend and vote at a general meeting of the Company may appoint not more than two proxies to participate at the AGM via RPV. Where a member appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 (Central Depositories Act), it may appoint not more than two proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. 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. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. A member who has appointed a proxy or attorney or authorised representative to participate, speak and vote at the AGM via RPV must request his/her proxy to register himself/herself for RPV at TIIH Online website at <https://tiih.online>. Please follow the procedures provided in the Administrative Notes for the AGM in order to register, participate and vote remotely via the RPV facilities.
9. The appointment of proxy may be made in a hardcopy form

or by electronic means as follows:

- i. In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, no later than Saturday, 14 June 2025 at 9.30 a.m.

- ii. By electronic form

The proxy form can be electronically lodged with Share Registrar of the Company via TIIH Online at <https://tiih.online>. Kindly refer to the Administrative Notes on the procedures for electronic lodgment of proxy form via TIIH Online.

10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than 48 hours before the time appointed for holding the AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
11. For a corporate member who has appointed an authorised representative, please deposit the original certificate of appointment with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, deposited in the drop box located at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - i. If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - ii. If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - a) at least two authorised officers, of whom one shall be a director; or
 - b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

