

THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

No. 101 Annual Report 2010

Incorporated in England and Wales 1910 – Registration No. 109273
(UK Registered Office: 25 Moorgate, London, EC2R 6AY, United Kingdom)

Registered as a Foreign Company in Malaysia – No. 991416-W
(Malaysian Registered Office: 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia)

NOTICE OF ANNUAL GENERAL MEETING 2011

This document incorporates the Notice of the One Hundredth and First Annual General Meeting of The Narborough Plantations, public limited company (“Narborough”), together with the Statement accompanying the Notice and the Form of Proxy for the said meeting.

Under the Companies Act 2006 of Great Britain, Narborough is required to convene an annual general meeting to lay its annual financial statements before its members within 6 months from the end of its financial year, by giving at least 21 days’ notice.

However, pursuant to the Disclosure and Transparency Rules of the Financial Services Authority in the United Kingdom (“UK”), Narborough, being a UK incorporated company whose shares are also admitted to trading on the London Stock Exchange, is required to issue its Annual Report and Financial Statements at the latest, 4 months after the end of each financial year.

In this respect, please note that the Annual Report and Financial Statements 2010 was issued to all shareholders of Narborough on 18 March 2011

Last date and time for lodging the Form of Proxy : Wednesday, 22 June 2011 at 11.00 a.m. (Malaysian time)
Date and time of One Hundredth and First Annual General Meeting : Friday, 24 June 2011 at 11.00 a.m. (Malaysian time)
Venue of One Hundredth and First Annual General Meeting : 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia

This Notice is dated 18 March 2011.



THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

Incorporated in England and Wales 1910 – Registration No. 109273
(UK Registered Office: 25 Moorgate, London, EC2R 6AY, United Kingdom)

Registered as a Foreign Company in Malaysia – No. 991416-W
(Malaysian Registered Office: 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia)

PAGE

CONTENTS

1

Notice of One Hundredth and First Annual General Meeting

ENCLOSURES

Form of Proxy

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the One Hundredth and First Annual General Meeting of THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY will be held at the Malaysian registered office of the Company, 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, on Friday, 24 June 2011 at 11.00 am (Malaysian Time) for the following purposes.

Ordinary Business

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:

- | | |
|---|---------------------|
| 1. To receive the Annual Report and audited financial statements together with the Directors' Report for the year ended 31 December 2010. | Resolution 1 |
| 2. To approve the Directors' Remuneration Report for the year ended 31 December 2010. | Resolution 2 |
| 3. To re-elect Mdm Juliana Manohari Devadason who retires as Director of the Company in accordance with Article 36 of the Company's New Articles of Association. | Resolution 3 |
| 4. To re-elect Mdm Lim Hu Fang who was appointed as Director of the Company during the year in accordance with Article 31.2 of the Company's New Articles of Association. | Resolution 4 |
| 5. To re-appoint Messrs BDO LLP, United Kingdom as the auditors in accordance with the United Kingdom Companies Act, 2006 to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors. | Resolution 5 |
| 6. To re-appoint Messrs BDO, Malaysia as auditors in accordance with Section 336(5) of the Malaysian Companies Act, 1965 to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors. | Resolution 6 |

By Order of the Board,

ADRIAN TSEN KENG YAM
Secretary

Date: 18 March 2011

33A Jalan Tun Sambanthan
30000 Ipoh
Perak Darul Ridzuan
Malaysia

■ Notice Of Annual General Meeting (continued)

Notes:

1. Proxy

- i) A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not also be a member of the Company.
- ii) Where more than one proxy is appointed, a member should ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by the member to exercise at the same meeting. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box for next to the proxy holder's name the number of shares in relation to which they are authorized to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- iii) To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the UK Registrar at 0044 (20) 7131 4000 or the Malaysian Registrar at 605 255 9015 or you may photocopy this form. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and should be returned together in the same envelope. A proxy form must be returned together with any authority under which it was signed.
- iv) In the case of joint holders the signature of this form by any one holder will suffice but the vote of the first named on the register of members of the Company will be accepted to the exclusion of the votes of the other joint holders.
- v) This instrument appointing a proxy shall be in writing under the hand of the appointor or, if such appointor is a corporation, under its common seal or under the hand of an officer of the corporation duly authorised.
- vi) This instrument appointing a proxy must be deposited at the Malaysian Registered Office, 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak, Malaysia not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof to be effective.
- vii) Any alterations made to this form should be initialled.
- viii) The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

2. Corporate Representatives

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that:

- (a) If a corporate shareholder has appointed the Chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directors of all the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the Chairman and the Chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and

Notice Of Annual General Meeting (continued)

- (b) If more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the Chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative.

Corporate shareholders are requested to refer to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives for further details of this procedure (www.icsa.org.uk). The guidance includes a sample form of representation letter if the Chairman is being appointed as described in (a) above.

3. Members

- (a) Members satisfying the requirements of section 527 of the Companies Act 2006 may require the Company to publish on a website a statement by them (at the Company's cost) relating to the audit of the Company's accounts which are being laid before this meeting (including the auditor's report and the conduct of the audit) or, where applicable, any circumstances connected with an auditor of the Company ceasing to hold office since the previous general meeting at which accounts were laid. As at 4 March 2011, no such statement has been received by the Company. Should such a statement be received, it will be published on the Company's website at www.narboroughplantations.com. In those circumstances the Company would be under an obligation to forward a copy of the statement to the auditors forthwith and the statement would form part of the business which may be dealt with at this meeting.
- (b) Any member attending the meeting has the right to ask questions. The Company must cause to be answered any such questions relating to the business being dealt with at the meeting but no such answer need be given if (i) to do so would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information, (ii) the answer has already been given on a website in the form of an answer to a question, or (iii) it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

4. Explanatory Notes About The Resolutions To Be Proposed At The AGM

4.1. Annual Report and audited financial statements (Ordinary Resolution 1)

The Directors will present to Shareholders at the AGM, the Company's audited financial statements and the independent auditors' report for the financial year ended 31 December 2010 together with the Directors' report.

4.2. Directors' Remuneration Report (Ordinary Resolution 2)

Pursuant to the United Kingdom's Regulation 11 and Schedule 8 of the Large and Medium-Sized Companies and Groups (Accounts and Reports) Regulations 2008 (the "Regulations"), the Directors of the Company are required to prepare a directors' remuneration report for the financial year under review and to submit that report to Shareholders for approval. Accordingly, Resolution 2 is proposed to approve the Directors' Remuneration Report which is set out on pages 21 to 25 of the Annual Report 2010.

The Remuneration Committee, which assisted the Directors in the preparation of the Directors' remuneration report, has unanimously approved the report and the Directors have also unanimously approved the report.

■ Notice Of Annual General Meeting (continued)

4.3. Re-election of Directors (Ordinary Resolutions 3 and 4)

The Company's Articles of Association require that at each Annual General Meeting (AGM) at least one-third of the Directors for the time being, (or, if their number is not a multiple of three, the number nearest to but not greater than one-third) shall retire from office by rotation and that all newly appointed Directors retire at the first AGM following their appointment. At this AGM, Mdm Lim Hu Fang will stand for re-election having been appointed a Director since the last Annual General Meeting of the Company. Mdm Juliana Manohari Devadason who have been longest in office since her last re-appointment will retire and stand for re-election as Director.

Brief details of all the Directors, including those not standing for re-election, appear on pages 5 to 6 of the 2010 Annual Report and Accounts and having considered the performance of and contribution made by each of the Directors standing for re-election the Board remains satisfied that the performance of each of the relevant Directors continues to be effective and to demonstrate commitment to the role and as such recommends their re-election.

4.4. Re-appointment of Auditors and setting of their Remuneration (Ordinary Resolutions 5 and 6)

At every general meeting at which financial statements are presented to the Company's shareholders, the Company is required to appoint independent auditors to serve until the next such meeting.

Messrs BDO LLP of the United Kingdom ("BDO UK") together with Messrs BDO ("BDO MY") of Malaysia have indicated that they are willing to continue as the Company's Auditors for another year. Resolutions 5 and 6 are proposed in order to re-appoint both BDO UK and BDO MY as the Company's Auditors for the ensuing year and to authorise the Board to set their remuneration.

THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

FORM OF PROXY

Incorporated in England and Wales 1910 – Registration No. 109273
(UK Registered Office: 25 Moorgate, London, EC2R 6AY, United Kingdom)

Registered as a Foreign Company in Malaysia – No. 991416-W
(Malaysian Registered Office: 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia)

101ST AGM

Please read the Notice of Meeting and Explanatory Notes before completing this form.

I/We

Shareholder .

hereby appoint

- Chairman of the meeting
- The following person:

Name .

No. of shares authorized to vote for

Please leave this line blank if you have selected the Chairman. Do not insert your own name(s).

Please leave blank if you have only ONE proxy.

As my/our proxy to attend and vote for me/us and on my/our behalf as directed below at the Annual General Meeting of the Company to be held on Friday, 24 June 2011 at 11.00 am at the Malaysian Registered Office of the Company, 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia and at any adjournment thereof.

If you want your proxy to vote in a certain way on the resolutions specified, please place a 'X' mark in the relevant boxes. If you select 'discretionary' or fail to select any of the given options, your proxy can vote as he or she chooses or can decide not to vote at all. The proxy can also do this on any other resolution that is put to the meeting.

For the appointment of more than one proxy, please refer to Explanatory Note 1 (ii).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Direction to your Proxy

Ordinary Business

1. **To receive and consider the Annual Report and audited financial statements together with the Directors' Report for the year ended 31 December 2010.**
 For Against Vote withheld* Discretionary
2. **To approve the Directors' Remuneration Report for the year ended 31 December 2010.**
 For Against Vote withheld* Discretionary
3. **To re-elect Mdm Juliana Manohari Devadason who retires as Director of the Company in accordance with Article 36 of the Company's New Articles of Association.**
 For Against Vote withheld* Discretionary
4. **To re-elect Mdm Lim Hu Fang who was appointed as Director of the Company during the year in accordance with Article 31.2 of the Company's New Articles of Association.**
 For Against Vote withheld* Discretionary
5. **To re-appoint Messrs BDO LLP, United Kingdom as the auditors in accordance with the United Kingdom Companies Act, 2006 to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.**
 For Against Vote withheld* Discretionary
6. **To re-appoint Messrs BDO, Malaysia as auditors in accordance with Section 336(5) of the Malaysian Companies Act, 1965 to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.**
 For Against Vote withheld* Discretionary

Signed this _____ day of _____ 2011.

Signature _____

No. of shares held	
--------------------	--

In the case of a corporation, this proxy form must be executed under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

* The Vote withheld option is provided to enable you to instruct your proxy not to vote on any particular resolution, however, it should be noted that a vote withheld in this way is not a 'vote' in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.

Fold this flap for sealing

Then fold here

THE SECRETARY



THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

Incorporated in England and Wales 1910 – Registration No. 109273
(UK Registered Office: 25 Moorgate, London, EC2R 6AY, United Kingdom)

Registered as a Foreign Company in Malaysia – No. 991416-W
(Malaysian Registered Office: 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia)

33A Jalan Tun Sambanthan
30000 Ipoh
Perak Darul Ridzuan
Malaysia

1st fold here