

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: 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia)

NOTICE OF ANNUAL GENERAL MEETING 2014

Friday, 20 June 2014 at 11.00 am

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This document is important and requires your immediate attention.

If you are in any doubt about the contents of this document you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising in connection with shares and other securities.

If you have sold or otherwise transferred all of your Ordinary Shares in The Narborough Plantations, plc (the “Company”) please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding of existing Ordinary Shares, you should retain this document and the accompanying Form of Proxy and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document incorporates the Notice of the One Hundred and Fourth 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 United Kingdom Listing Authority, 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 2013 were issued to all shareholders of Narborough on 17 April 2014.

Last date and time for lodging the Form of Proxy : Wednesday, 18 June 2014 at 11.00 a.m. (Malaysian time)
Date and time of One Hundred and Fourth Annual General Meeting : Friday, 20 June 2014 at 11.00 a.m. (Malaysian time)
Venue of One Hundred and Fourth Annual General Meeting : 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia

This Notice is dated 16 May 2014.

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CONTENTS

PAGE

Letter from the Chairman	4 - 5
Notice of One Hundred and Fourth Annual General Meeting	6
Notes to the Notice of AGM	7 - 13

ENCLOSURES

Form of Proxy

THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

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LETTER FROM THE CHAIRMAN

16 May 2014

To the holders of Ordinary Shares

Notice of Annual General Meeting

Dear Shareholder,

I am pleased to be writing to you with details of the Company's One Hundred and Fourth Annual General Meeting which we are holding at the Malaysian registered office of the Company, 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, on Friday, 20 June 2014 at 11.00 am. The formal Notice of Annual General Meeting is set out on the following pages of this document.

If you would like to vote on the resolutions but cannot come to the Annual General Meeting, please fill in the proxy form attached with this document and return it to our Malaysian registrar as soon as possible. They must receive it no later than 11.00 am on Wednesday 18 June 2014 [Malaysian Time].

The AGM provides shareholders with an opportunity to communicate with their Board and we welcome your participation.

This document includes the Notice of AGM in which we have set out the resolutions that shareholders are being asked to vote on. An explanation of the business to be conducted at the meeting is included on pages 10 and 13.

On Resolution 1, I would like to bring to your attention changes to the structure of our Annual Report and audited financial statements ("the Annual Report") for the year ended 31 December 2013. You will have noted that the structure of the Annual Report differs from previous years. This is due to amendments to the Companies Act 2006 with the issuance of Companies Act 2006 (Strategic and Directors' Report) Regulations 2013. In accordance with the new regulations, UK companies are required to produce a strategic report with the objective of facilitating shareholders' understanding of the Company's business and the risks and uncertainties it faces, as well as assisting shareholders to assess management performance.

There is a new agenda this year under Resolution 3 seeking shareholder approval of our remuneration policy for Directors which is contained within the Directors' Remuneration Report. The new statutory requirements require shareholder approval for the remuneration arrangements for Directors within a policy framework designed to apply for 3 years. Thereafter, shareholders will be invited again to approve the policy for the next three year period. The policy sets out for shareholders what we propose to pay our Directors, particularly our executive Director, to ensure their remuneration arrangements are competitive and aligned with interests of our shareholders and other stakeholders, to create long term sustainable returns within the Company's business strategy and risk appetite.

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LETTER FROM THE CHAIRMAN (continued)

The following directors who will retire under Provision B.1.7 of the UK Corporate Governance Code 2012 at the AGM to be held on 20 June 2014 has informed the Board, at the meeting held on 25 April 2014, that they will not seek re-election upon their retirement:

1. Adrian Tsen Keng Yam
2. Juliana Manohari Devadason
3. Stephen William Huntsman
4. Lim Hu Fang

They have all contributed significantly to our Company and, on behalf of the Board, I would like to thank them for their commitment over many years. We are delighted to welcome two new faces to the Board, Oliver John Harold Huntsman and Mohd Razali bin Mohd Amin, who were appointed since the last AGM. Both of them will be standing for re-election at the AGM.

I am pleased to announce the proposed new appointments of Dr Leong Tat Thim and Mr Timothy Huntsman to the Board under Resolution 7 and 8. The profile of the Directors for re-election and appointment are shown under Explanatory Note 4.3 below.

Your Board considers that the resolutions to be put to the meeting are in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of it.

I would encourage shareholders to exercise their right to vote on the business of the meeting by completing and submitting the Form of Proxy in accordance with the accompanying instructions.

I look forward to seeing you at the AGM.

Yours sincerely



Roslan Bin Hamir
Chairman

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the One Hundred and Fourth Annual General Meeting of **THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY** will be held at 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, on Friday, 20 June 2014 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 reports of the Directors and Auditors thereon for the year ended 31 December 2013. | Resolution 1 |
| 2. | To approve the Directors' Remuneration Report, other than the part containing the Directors' Remuneration Policy in the form set on pages 28 to 34 contained within the Annual Report and audited financial statements for the year ended 31 December 2013. | Resolution 2 |
| 3. | To approve the Directors' Remuneration Policy in the form set out on pages 28 to 34 of the Directors' Remuneration Report contained within the Annual Report and audited financial statements for the year ended 31 December 2013 | Resolution 3 |
| 4. | To re-elect Roslan Bin Hamir who retires as Director of the Company in accordance with Provision B.7.1 of the UK Corporate Governance Code. | Resolution 4 |
| 5. | To re-elect Oliver John Harold Huntsman who retires as Director of the Company in accordance with Article 31.2 of the Articles of Association. | Resolution 5 |
| 6. | To re-elect Mohd Razali bin Mohd Amin who retires as Director of the Company in accordance with Article 31.2 of the Articles of Association. | Resolution 6 |
| 7. | To appoint Dr Leong Tat Thim as Director in accordance with Article 32 (a) of the Articles of Association. | Resolution 7 |
| 8. | To appoint Timothy Huntsman as Director in accordance with Article 32 (a) of the Articles of Association. | Resolution 8 |
| 9. | To re-appoint Messrs Baker Tilly UK Audit 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 9 |
| 10. | To re-appoint Messrs Baker Tilly Monteiro Heng, 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 10 |

By Order of the Board,



ADRIAN TSEN KENG YAM
Secretary

Date: 16 May 2014

33 (1st Floor) Jalan Dato' Maharajalela
30000 Ipoh
Perak Darul Ridzuan
Malaysia

Notes to Notice Of Annual General Meeting 2014

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 33 (1st Floor) Jalan Dato' Maharajalela, 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. If you have appointed a proxy and attend the meeting in person in respect of shares for which you have appointed a proxy, your proxy appointment in respect of those shares will automatically be terminated.

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
- (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.

Notes to Notice Of Annual General Meeting 2014 (continued)

3. Members

(a) Only those members registered on the Company's register of members at:

- 11.00 a.m. (Malaysian time) on 17 June 2014; or,
- if this meeting is adjourned, at 11.00 a.m. (Malaysian time) on the day two days prior to the adjourned meeting,

shall be entitled to attend and vote at the meeting in respect of the number of Ordinary Shares registered in their name at that time. Changes to the entries on the register of members after 11.00 a.m. on 17 June 2014 or, in the event that this meeting is adjourned, in the register of members after 11.00 a.m. on the day two days prior to the adjourned meeting shall be disregarded in determining the rights of any person to attend and vote at the meeting.

Information relating to the meeting, including the information required by section 311 of the Companies Act 2006, is available from www.narboroughplantations.com

(b) If you wish to attend the meeting in person, it will be helpful if you bring with you proof of your identity ie Passport or Identification Card (for Malaysian Members)

(c) If you are a person who has been nominated under section 146 of the 2006 Act to enjoy information rights (a Nominated Person):

- (i) you may have a right under an agreement between you and the member of the Company who has nominated you to have information rights (a Relevant Member) to be appointed or to have someone else appointed as a proxy for the meeting;
- (ii) if you either do not have such a right or if you have such a right but do not wish to exercise it, you may have a right under an agreement between you and the Relevant Member to give instructions to the Relevant Member as to the exercise of voting rights; and
- (iii) your main point of contact in terms of your investment in the Company remains the Relevant Member (or, perhaps, your custodian or broker) and you should continue to contact them (and not the Company) regarding any changes or queries relating to your personal details and your interest in the Company (including any administrative matters). The only exception to this is where the Company expressly requests a response from you.

(d) Under section 319A of the 2006 Act, the Company must answer any question you ask relating to the business being dealt with at the meeting unless:

- (i) answering the question would interfere unduly with the preparation for 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.

(e) Except as provided above, members who wish to communicate with the Company in relation to the meeting should do so by writing to the Malaysian Registrar, Business Process Outsourcing Sdn Bhd, 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak, Malaysia. No other methods of communication will be accepted. In particular, you may not use any electronic address provided either in this Notice of Annual General Meeting or in any related documents (including in the Chairman's letter and the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

Notes to Notice Of Annual General Meeting 2014 (continued)

3. Members (continued)

- (f) Pursuant to Chapter 5 of Part 16 of the 2006 Companies Act (sections 527 to 531), members 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.
- I. In order to be able to exercise the members' right to require the Company to publish audit concerns (see note 3(f)(III)), the relevant request must be made by:
- a member or members having a right to vote at the meeting and holding at least 5% of total voting rights of the Company; or
 - at least 100 members who have a right to vote at the meeting and hold, on average, at least £100 of paid up share capital.
- II. At the date of this notice, the Company's issued share capital consists of 13,316,590 Ordinary Shares of 10 pence each with voting rights, 20% cumulative preference shares of 10 pence each. Provided that preference dividends remain paid in accordance with the Company's Articles of Association, the preference stock do not carry voting rights. The Company does not hold any Ordinary Shares in treasury. At the date of this notice, the total number of voting rights in the Company is therefore 13,316,590.
- III. Where a member or members wishes to request the Company to publish audit concerns, such request must be made in accordance with one of the following ways:
- a hard copy request which is signed by you, states your full name and address and is sent to The Narborough Plantations, plc, 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak, Malaysia marked for the attention of the Company Secretary;
 - a request which is signed by you, states your full name and address and is sent by fax to +605 255 9016 marked for the attention of the Company Secretary;
 - a request which states your full name and address and is sent to chris.teh@bpo.net.my. Please state "AGM" in the subject line of the e-mail;
 - in the case of a member which is a company, the request must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company; and
 - any power of attorney or any other authority under which the request is signed (or a duly certified copy of such power or authority) must be included with the request.
- IV. Where the Company is required to publish such a statement on its website:
- it may not require the member (or members) who make the request to pay any expenses incurred by the Company in complying with the request;
 - it must forward the statement to the Company's auditor no later than the time the statement is made available on the Company's website; and
 - the statement may be dealt with as part of the business of the meeting.
- V. The request:
- may be in hard copy or in electronic form;
 - either set out the statement in full or, if supporting a statement sent by another member, clearly identify the statement which is being supported;
 - must be authenticated by the person or persons making it (see note 3(f)(I)); and be received by the Company at least one week before the meeting.

As at 2 May 2014, 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.

Notes to Notice Of Annual General Meeting 2014 (continued)

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

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

The purpose of this item is for the shareholders to receive and consider the Annual report and audited financial statements together with the Directors and Auditors report thereon for the year ended 31 December 2013 which are required to be presented by the Directors.

4.2 Directors' Remuneration Report and Directors' Remuneration Policy (Ordinary Resolution 2 and 3)

New requirements relating to the contents of the Directors' Remuneration Report became effective on 1 October 2013 following changes made to the UK Companies Act, 2006 ("the Act").

In accordance with the new provisions of the Act, the Directors' Remuneration Report in the Annual Report 2013 contains:

- a statement by the Chairman of the Remuneration and Nomination Committee, Mdm Lim Hu Fang
- the Directors' remuneration policy which describes the Company's policy relating to future payments to Directors and former Directors ("Directors' Remuneration Policy Report")
- the Annual Report on Remuneration, which sets out the remuneration paid to the Company's Directors during the year ended 31 December 2013.

The Directors' Remuneration Policy Report, which sets out the Company's policy on Directors' remuneration including approach to recruitment and exit payments to Directors, is subjected to binding shareholder vote by ordinary resolution at least every three years. The statement by the Remuneration and Nomination Chairman and the Directors' Remuneration Report will be put to an annual advisory shareholder vote by ordinary resolution.

The Directors' Remuneration Report is set out in full in the Annual Report 2013 of which a copy was sent to shareholders on 17 April 2014. A copy is also be available on the Company's website www.narboroughplantations.com.

Resolution 2 is an ordinary resolution to approve the Directors' Remuneration Report (other than the part containing the Directors' Remuneration Policy Report) under section 439 of the Act. This vote is advisory and the Directors' entitlement to receive remuneration is not conditional to it.

Resolution 3 is an ordinary resolution to approve the Directors' Remuneration Policy Report ("the Policy") which forms part of the Directors' Remuneration Report in the Annual Report 2013.

It is intended that the Policy, which has been running since 1 January 2014, will apply for three years following the 2014 AGM. If approved by shareholders at the 2014 AGM, the policy will apply to the extent it remains unchanged till the next AGM in 2017 where it will be put to shareholder vote again, unless any approval is required earlier. Any future changes to the Policy will also require further shareholder approval. All payments by the Company to the current or prospective Directors and any former Directors must be made in accordance with the Policy unless a payment has been separately approved by a shareholder resolution.

Notes to Notice Of Annual General Meeting 2014 (continued)

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

4.3. Re-election and Appointment of Directors (Ordinary Resolutions 4 - 8)

Oliver John Harold Huntsman and Mohd Razali bin Mohd Amin offer themselves for re-election under Resolution 5 and 6, having been appointed by the Board on 25 April 2014. The Board has concluded that all the Directors should offer themselves for re-election with the exception of Mr Adrian Tsen Ken Yam, Mdm Juliana Manohari Devadason, Mr Stephen William Huntsman and Mdm Lim Hu Fang, who will retire from the Board at the conclusion of the 2014 AGM .

Following individual performance evaluations including those not standing for re-election, the Board has confirmed that all of the Directors continue to perform effectively and demonstrate commitment to their roles. It is the belief of the Board that each of the independent non-executive Directors is fully able to discharge his or her duties as an independent non-executive Director.

In accordance with Article 32 (a) of the Articles of Association, the Board has recommended that Timothy Huntsman and Dr Leong Tat Thim be appointed to the Board at the 2014 AGM under Resolution 7 and 8 respectively.

Five (5) Board Meetings were held during the year.

Date of Meeting	Hour	Place
25 February 2013	2.30 pm	Ipoh
26 April 2013	1.20 pm	Ipoh
25 July 2013	11.40 am	Ipoh
24 October 2013	11.40 am	Ipoh
06 December 2013	11.10 am	Ipoh

Details of Directors' attendance at Board Meetings are as follows:

Names of Directors	Number of meetings held	Number of meetings attended
Roslan Bin Hamir	5	5
Tsen Keng Yam	5	5
Lim Hu Fang	5	5
Juliana Manohari Devadason	5	5
Stephen William Huntsman	5	5

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

4.3. Re-election and Appointment of Directors (Ordinary Resolutions 4 - 8) (continued)

Brief biographical details of the Directors standing for appointment and re-election are set out below:

Details of Director seeking re-election are as follows:

Resolution 4 : Roslan Bin Hamir
Position : Independent Chairman

Malaysian. He was appointed to the Board on 7 August 2002. On 7 December 2012, he took over the role of Chairman from Mdm Juliana Manohari Devadason and relinquished his chair on both the Audit Committee and Remuneration and Nomination Committee to Mdm Lim Hu Fang.

He is an ACCA graduate with Bachelor of Arts (Honours) in Accounting and Finance. He was previously with Ernst & Young Consultants Sdn Bhd in Malaysia as an auditor as well as a management consultant from 1993 until 1998 when he joined Kumpulan Fima Berhad, as Senior Vice President, Corporate Services. He was appointed to the Board of Kumpulan Fima Berhad on 11 October 2002 and he is currently the Group Managing Director. He is also the Managing Director of Fima Corporation Berhad of which he was appointed to the Board on 8 December 1998. Kumpulan Fima Berhad and Fima Corporation Berhad are companies listed on Bursa Malaysia Securities Berhad. He is also a Director of Malaysian Transnational Trading (MATTRA) Corporation Berhad and Fima Bulking Services Berhad

On 25 July 2008, he was appointed as an Independent Non-Executive Director of Riverview Rubber Estates, Berhad ("RREB"), a company listed on Bursa Malaysia Securities Berhad which is a substantial shareholder of the Company in an exercise to streamline the Boards of both companies. He was redesignated as Chairman of RREB on 7 December 2012. As with all the other Directors of the Company he is subjected to retirement by rotation and re-appointment by the shareholders in the Annual General Meeting in accordance with Article 36 of the Company's Articles of Association.

In compliance with Provision B.7.1 of the UK Corporate Governance Code, he has offered himself for re-election annually at the Company's Annual General Meeting as he has been serving as Non-Executive Director for more than nine (9) years.

Although he holds cross Directorship in both the Company and Riverview Rubber Estates, Berhad, which is the major controlling shareholder, he is neither related to any Director or major shareholder of both the companies nor has he entered into any transaction which has a conflict of interest with both companies.

Resolution 5 : Oliver John Harold Huntsman
Position : Non-Independent Non-Executive Director

British. Appointed to the Board on 25 April 2014. Obtained a Diploma in Accountancy from the City of London Polytechnic. He then worked for Binder Hamlyn for six years before joining in 1982, Electra Partners, who are the managers of Electra Private Equity, an Investment Trust listed on the London Stock Exchange, specialising in Private Equity transactions. He spent five years doing Venture Capital deals before spending eight years specialising in management buyouts, secondary financings and development capital. He then specialised in portfolio management and has been involved in the refinancing, secondary buyouts, trade sales and floatations across a broad range of industries. In 2011, he started working part time for Electra Partners. He remains regulated by the UK Financial Conduct Authority. He was until recently, treasurer of the local church for four years. He has no conflict of interest with the Company, a substantial shareholder of the Company and is the cousin of Timothy Huntsman and Stephen William Huntsman. Has not been convicted for any offences within the past ten years.

Notes to Notice Of Annual General Meeting 2014 (continued)

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

4.3. Re-election and Appointment of Directors (Ordinary Resolutions 4 - 8) (continued)

Details of Director seeking re-election are as follows: (continued)

Resolution 6	: Mohd Razali bin Mohd Amin
Position	: Independent Non-Executive Director

Malaysian. Appointed to the Board on 25 April 2014. A Fellow of the Chartered Institute of Management Accountants and a Chartered Accountant under the Malaysian Institute of Accountants. Started his career in Behn Meyer as Accounts Executive in 1973 and subsequently promoted to Area Manager, Branch Manager and General Manager in 1975, 1978 and 1983 respectively, promoted to Finance and Admin. Director in 1990 and appointed as Managing Director of Behn Meyer Agricare (M) Sdn. Bhd. from 1996 to 2010. Was re-designated in 2011 as Regional Finance Director to be in charge of finance, major corporate and administration matters as well as IT for companies in the region until his retirement in December 2013. Also serves on the Board of Interpac (M) Sdn. Bhd. No conflict of interest with the Company and has no family relationship with any other Director or major shareholder of the Company. Has not been convicted for any offences within the past ten years.

Details of Director seeking appointment are as follows:

Resolution 7	: Dr Leong Tat Thim
Proposed Appointment	: Director

Malaysian. Was a Guthrie Scholar, obtained his Diploma in Agriculture from Serdang College (now known as University Putra Malaysia) in 1968, and obtained his Bachelor of Agriculture Science (Honours) in 1972 and Master of Agriculture Science and Ph.D. in 1982, all from University Malaya. He started as a planting assistant in Kumpulan Guthrie, and was promoted to Head of Rubber Research. Specialised in rubber exploration and agronomy, developed "Puncture Tapping" technique for rubber tapping. In 1995, joined IOI as Research Controller, overseeing the IOI Research Station, was actively involved in oil palm breeding, DxP seed production, sale of elite DxP planting material, tissue culture, clonal trials, oil palm advisory, leaf sampling, fertiliser recommendation and laboratory services. Currently a council member in the Malaysian Palm Oil Association and the Malaysia Estate Owners Association, was Chairman of the Malaysian Rubber Producers Council (1998/99). Retired as Chief Executive Officer of United Malacca Berhad in April 2014 after having been in the plantation industry for 42 years. No conflict of interest with Company and is the father of Mr. Leong Yeng Kit who is an Independent Director of Buloh Akar Holdings Sdn Bhd and Sungei Ream Holdings Sdn Bhd. Has not been convicted for any offences within the past ten years.

Resolution 8	: Timothy Huntsman
Proposed Appointment	: Non-Independent Non-Executive Director

Canadian. Obtained his first degree in Engineering from Memorial University of Newfoundland in Naval Architecture and Ocean Engineering in 1996 and his second degree in Law from the University of New Brunswick in 2002. After being called to the bar in May of 2003 Timothy has practised law in Nanaimo, British Columbia, Canada. He runs his own law practice called Huntsman Law with a current focus on corporate and estate litigation. No conflict of interest with the Company, a substantial shareholder of the Company and is the cousin of Oliver John Harold Huntsman and Stephen William Huntsman. Has not been convicted for any offences within the past ten years.

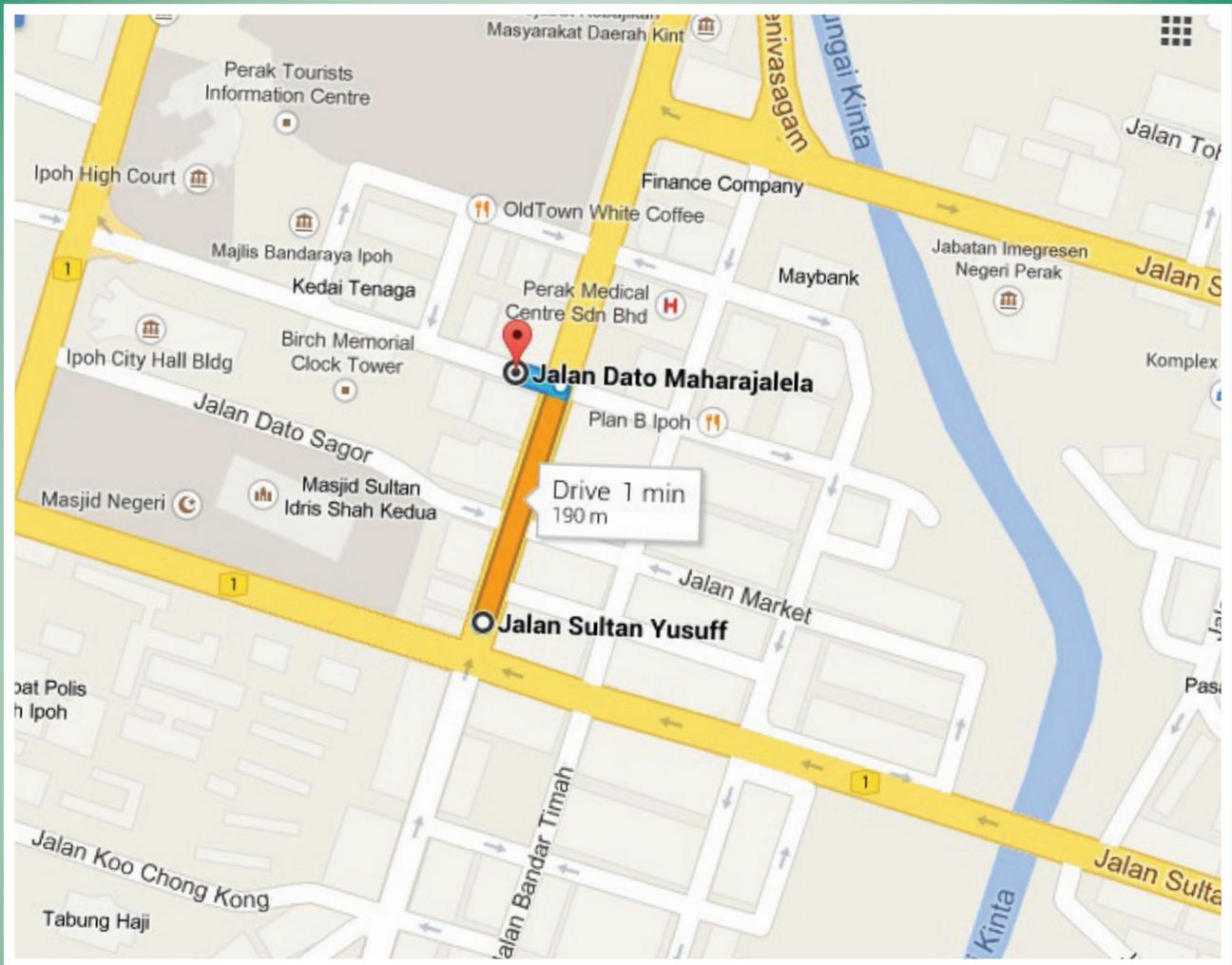
4.4. Re-appointment of Auditors and setting of their Remuneration (Ordinary Resolutions 9 and 10)

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 Baker Tilly UK Audit LLP of the United Kingdom ("Baker Tilly UK") together with Messrs Baker Tilly Monteiro Heng ("Baker Tilly MH") of Malaysia have indicated that they are willing to continue as the Company's Auditors for another year. Resolutions 9 and 10 are proposed in order to re-appoint both Baker Tilly UK and Baker Tilly MH as the Company's Auditors for the ensuing year and to authorise the Board to set their remuneration.

MAP TO VENUE OF ANNUAL GENERAL MEETING to be held on 20 June 2014.

Address : 33 (1st Floor) Jalan Dato Maharajalela, 30000 Ipoh, Perak, West Malaysia.



Source Map : Google Maps

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: 33 (1st Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia)

FORM OF PROXY

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, 20 June 2014 at 11.00 am at 33 (1st Floor) Jalan Dato' Maharajalela, 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 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

	FOR	AGAINST	WITHELD
1. To receive the Annual Report and financial statements 2013			
2. To approve the Directors' Remuneration Report			
3. To approve the Directors' Remuneration Policy			
4. To re-elect Roslan Bin Hamir as Director			
5. To re-elect Oliver John Harold Huntsman as Director			
6. To re-elect Mohd Razali Bin Mohd Amin as Director			
7. To appoint Dr Leong Tat Thim as Director			
8. To appoint Timothy Huntsman as Director			
9. To re-appoint Messrs Baker Tilly UK Audit 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.			
10. To re-appoint Messrs Baker Tilly Monteiro Heng, 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.			

Signed this _____ day of _____ 2014.

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



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33 (1st Floor) Jalan Dato' Maharajalela
30000 Ipoh
Perak Darul Ridzuan
Malaysia

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