

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to any aspect of the proposals referred to in this document or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant, or other professional adviser.

If you have sold or otherwise transferred all of your shares, please pass this document together with the accompanying documents to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

## **THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY**

Incorporated in England and Wales 1910 – Registration No. 109273

Registered as a Foreign Company in Malaysia – No. 991416-W

UK Registered Office:  
25 Moorgate,  
London,  
EC2R 6AY, United Kingdom

Malaysian Registered Office:  
33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela,  
30000 Ipoh,  
Perak Darul Ridzuan, Malaysia

### **NOTICE OF GENERAL MEETING**

Notice of the General Meeting of the Company to be held at the Malaysian registered office of the Company, 33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, on **Monday, 11 November 2013 at 11.30 am** is set out at the end of this circular.

Whether or not you propose to attend the General Meeting, please complete and submit a proxy form in accordance with the instructions printed on the enclosed form. The proxy form must be received by **Saturday, 9 November 2013 at 11.30 am** [Malaysian Time].

## PART I

# Letter from the Chairman

## THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

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Perak Darul Ridzuan, Malaysia

18 October 2013

*To the holders of Ordinary Shares*

### **Notice of General Meeting**

Dear Shareholder,

I am pleased to be writing to you with details of a General Meeting which we are holding at the Malaysian registered office of the Company, 33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia, on **Monday, 11 November 2013 at 11.30 am**. The formal notice of general meeting is set out on page (i) and (ii) of this document.

If you would like to vote on the resolution but cannot come to the general meeting, please fill in the proxy form sent to you with this notice and return it to our registrars as soon as possible. They must receive it no later than **Saturday, 9 November 2013 at 11.30 am** [Malaysian Time].

### **Appointment of New Auditor**

The current auditors of the Company Messrs BDO LLP, United Kingdom and Messrs BDO, Malaysia have indicated their desire to resign as auditors with Notice of Resignation dated 3 October 2013.

Messrs BDO LLP, United Kingdom's Notice of Resignation was accompanied with a statement of no circumstances prepared under Section 519 of the UK Companies Act 2006, hence, no general meeting is required to be called to fill the casual vacancy. The Directors has proposed to appoint Messrs Baker Tilly UK Audit LLP by way of Circular Resolution of the Board of Directors dated 14 October 2013 in place of Messrs BDO LLP.

This general meeting is called to consider the appointment of Messrs Baker Tilly Monteiro Heng in place of Messrs BDO, Malaysia in accordance with Section 172 (15) of the Malaysian Companies Act 1965 as per resolution set out below:

### **Resolution 1**

"That the resignation of Messrs BDO, Malaysia as Auditors of the Company in Malaysia be and is hereby accepted; and in place thereof, Messrs Baker Tilly Monteiro Heng, Malaysia having consented to act, be and is hereby appointed as Auditors of the Company in Malaysia for the year ending 31 December 2013 and that authority be and is hereby given for the Directors to determine their remuneration."

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## Letter from the Chairman - continued

We are asking shareholders to approve the above resolution as the Board considers that the resolution to be put to the meeting is in the best interests of the Company and its shareholders as a whole and unanimously recommend that you vote in favour of them.

Yours sincerely

Roslan Bin Hamir  
Chairman

## PART II

# THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY

### NOTICE OF GENERAL MEETING

A general meeting of the Company will be held at the Malaysian registered office of the Company, 33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia on Monday, 11 November 2013 at 11.30 am. You will be asked to consider and pass the resolution below which will be proposed as ordinary resolution.

#### Ordinary resolution

1. **THAT**

“the resignation of Messrs BDO, Malaysia as Auditors of the Company in Malaysia be and is hereby accepted; and in place thereof, Messrs Baker Tilly Monteiro Heng, Malaysia having consented to act, be and is hereby appointed as Auditors of the Company in Malaysia for the year ending 31 December 2013 and that authority be and is hereby given for the Directors to determine their remuneration.”

18 October 2013

By order of the Board

Adrian Tsen Keng Yam  
Company Secretary

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

Registered in England and Wales No. 109273

#### Notes

1. Members are entitled to appoint a proxy to exercise all or any of their rights to attend and to speak and vote on their behalf at the meeting. A shareholder may appoint more than one proxy in relation to the General meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that shareholder. A proxy need not be a shareholder of the Company. A proxy form which may be used to make such appointment and give proxy instructions accompanies this notice. If you require additional forms, please contact:

Ms Christina Teh at the office of Business Process Outsourcing Sdn Bhd, 33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia  
Tel: +605 255 9015

or

Ms Bernadette Starr at the office of Smith & Williamson Limited, 25 Moorgate, London EC2R 6AY, United Kingdom  
Tel: +44 (0)20 7131 8089

2. To be valid any proxy form or other instrument appointing a proxy must be received by post or (during normal business hours only) by hand at 33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela, 30000 Ipoh, Perak Darul Ridzuan, Malaysia or *at the office of Smith & Williamson, 25 Moorgate, London EC2R 6AY* no later than 11.30 am on Saturday, 9 November 2013 [Malaysian Time].
3. The return of a completed proxy form will not prevent a shareholder attending the General meeting and voting in person if he/she wishes to do so.

## THE NARBOROUGH PLANTATIONS, PLC – NOTICE OF GENERAL MEETING

### Notes – continued

4. Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the shareholder by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the General meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.
5. The statement of the rights of shareholders in relation to the appointment of proxies in paragraphs 1 and 2 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by shareholders of the Company.
6. To be entitled to attend and vote at the General meeting (and for the purpose of the determination by the Company of the votes they may cast), Shareholders must be registered in the Register of Members of the Company at 11.30 am on Saturday , 9 November, 2013 (or, in the event of any adjournment, on the date which is [two days] before the time of the adjourned meeting). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting
7. As at 17 October 2013 (being the last business day prior to the publication of this Notice) the Company's issued share capital consists of 13,316,590 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 17 October 2013 are 13,316,590.
8. Any corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a member provided that they do not do so in relation to the same shares.

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## 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

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 General Meeting of the Company to be held on Monday, 11 November 2013 at 11.30 am at 33 (1<sup>st</sup> 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.

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

### Direction to your Proxy

NO.	ORDINARY RESOLUTION	FOR	AGAINST	WITHELD
1.	<b>THAT</b> "the resignation of Messrs BDO, Malaysia as Auditors of the Company in Malaysia be and is hereby accepted; and in place thereof, Messrs Baker Tilly Monteiro Heng, Malaysia having consented to act, be and is hereby appointed as Auditors of the Company in Malaysia for the year ending 31 December 2013 and that authority be and is hereby given for the Directors to determine their remuneration."			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013.

Signature \_\_\_\_\_

No. of shares held	
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**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.

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**STAMP**

THE SECRETARY

**THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY (991416-W)**  
33 (1<sup>st</sup> Floor) Jalan Dato' Maharajalela  
30000 Ipoh  
Perak Darul Ridzuan  
Malaysia

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