

**THE  
NARBOROUGH  
PLANTATIONS, plc**

**No. 99**  
**Annual General Meeting 2009**

Incorporated in England and Wales 1910 – Registration No. 109273  
(UK Registered Office: Prospect House, 2 Athenaeum Road, London N20 9YU, 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 2009***

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This document incorporates the Notice of the Ninety-ninth 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 2008 was issued to all shareholders of Narborough on 31 March 2009, and accordingly, are not enclosed with this Notice.

Last date and time for lodging the Form of Proxy :  
**Wednesday, 17 June 2009 at 10.30 a.m. (Malaysian time)**

Date and time of Ninety-ninth Annual General Meeting :  
**Friday, 19 June 2009 at 10.30 a.m. (Malaysian time)**

Venue of Ninety-ninth Annual General Meeting :  
**33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia**

This Notice is dated 24 April 2009.

# THE NARBOROUGH PLANTATIONS, plc

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## ENCLOSURES

Form of Proxy

## ***NOTICE OF ANNUAL GENERAL MEETING***

**NOTICE IS HEREBY GIVEN** that the Ninety-ninth 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, 19 June 2009 at 10.30 am (Malaysian time) for the following purposes:-

- |  |                     |
|--|---------------------|
| 1. To receive the Annual Report and audited financial statements together with the Directors' Report for the year ended 31 December 2008.  | <b>Resolution 1</b> |
| 2. To approve the Directors' Remuneration Report for the year ended 31 December 2008.  | <b>Resolution 2</b> |
| 3. To re-elect Mr Jeraman @ Jayaraman a/l Narainan who retires as Director of the Company in accordance with Article 104 of the Company's Articles of Association.   | <b>Resolution 3</b> |
| 4. To re-elect Mr Adrian Tsen Keng Yam who retires as Director of the Company in accordance with Article 110 of the Company's Articles of Association.   | <b>Resolution 4</b> |
| 5. To re-appoint Messrs BDO Stoy Hayward LLP, United Kingdom as the auditors in accordance with the United Kingdom Companies Act, 1985 to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors. | <b>Resolution 5</b> |
| 6. To re-appoint Messrs BDO Binder, 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.        | <b>Resolution 6</b> |

By Order of the Board,

**ADRIAN TSEN KENG YAM**

*Secretary*

Ipoh.

Date: 24 April 2009

33A Jalan Tun Sambanthan  
30000 Ipoh  
Perak Darul Ridzuan  
Malaysia

## 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.
- iii) 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.
- iv) 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.

### 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](http://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 (cont.):

### 3. Explanatory Notes About The Resolutions To Be Proposed At The AGM

#### 3.1. 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 2008 together with the Directors' report.

#### 3.2. Directors' Remuneration Report (Ordinary Resolution 2)

Pursuant to the United Kingdom Directors' Remuneration Report Regulations 2002 (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 20 to 24 of the Annual Report 2008.

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.

#### 3.3. Retirement and Re-election of Director (Ordinary Resolutions 3 and 4)

In accordance with Article 104 of the Company's Articles of Association, each year one-third of the Directors shall retire from office by rotation, Mr Jeraman @ Jayaraman a/l Narainan being longest in office since his appointment in 2005, is therefore, obliged to retire from office but is eligible for re-election on such retirement.

In accordance with Article 110 of the Company's Articles of Association, Mr Adrian Tsen Keng Yam who has been appointed by the Board as a Director since the last Annual General Meeting during the year, is therefore, obliged to retire from office but is eligible for re-election on such retirement.

Profile of Mr Adrian Tsen Keng Yam and Mr Jeraman @ Jayaraman a/l Narainan are given on pages 6 and 7 respectively of the Annual Report 2008.

#### 3.4. Re-appointment of Auditors and setting of their Remuneration (Ordinary Resolution 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 Stoy Hayward LLP of the United Kingdom ("BDO UK") together with Messrs BDO Binder ("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.

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**FORM OF PROXY**

**99TH AGM**

I/We, \_\_\_\_\_

of \_\_\_\_\_

being a member / members of The Narborough Plantations, Public Limited Company, hereby appoint

of \_\_\_\_\_

or failing him / her \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to vote for me / us on my / our behalf at the Ninety-ninth Annual General Meeting of the Company, to be held at the Malaysian Registered Office of the Company, 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia on Friday, 19 June 2009 at 10.30 a.m.

Please indicate with an "X" in the appropriate space opposite each resolution how you wish your votes to be cast; in the absence of any specific directions, your proxy will vote as he thinks fit.

No.	Resolutions	For	Against	Withheld
1.	To receive the Annual Report and audited financial statements together with the Directors' Report for the year ended 31 December 2008.			
2.	To approve the Directors' Remuneration Report for the year ended 31 December 2008.			
3.	To re-elect Mr Jeraman @ Jayaraman a/l Narainan who retires as Director of the Company in accordance with Article 104 of the Company's Articles of Association.			
4.	To re-elect Mr Adrian Tsen Keng Yam who retires as Director of the Company in accordance with Article 110 of the Company's Articles of Association.			
5.	To re-appoint Messrs BDO Stoy Hayward LLP, United Kingdom as the auditors in accordance with the United Kingdom Companies Act, 1985 to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.			
6.	To re-appoint Messrs BDO Binder, 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 \_\_\_\_\_ 2009.

Signature \_\_\_\_\_

No. of shares held

Note:

- i) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. Such proxy need not be a member of the Company.
- ii) The instrument of appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, under its common seal or the hand of its attorney duly authorised.
- iii) The instrument appointing a proxy must be deposited at the Malaysian Registered Office at 33A Jalan Tun Sambanthan, 30000 Ipoh, Perak Darul Ridzuan, Malaysia not less than forty-eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof.
- iv) The Company has not entered into any contract in which the directors are interested.

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**STAMP**

THE SECRETARY

**THE NARBOROUGH PLANTATIONS, PUBLIC LIMITED COMPANY (991416-W)**

33A Jalan Tun Sambanthan

30000 Ipoh

Perak Darul Ridzuan

Malaysia

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