



TH PLANTATIONS BERHAD

Registration No. 197201001069 (12696-M)
(Incorporated in Malaysia)

NOTICE OF 51ST ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fifty-First Annual General Meeting (“51st AGM”) of TH Plantations Berhad (“THP” or “the Company”) will be held at the **Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50350 Kuala Lumpur** on **Tuesday, 6 May 2025 at 10.00 a.m.** to transact the following businesses:

As Ordinary Business

1. To receive the Audited Financial Statements for the year ended 31 December 2024 together with Reports of the Directors and the Auditors thereon.
2. To approve the payment of Directors’ fees and benefits payable of up to RM1.2 million for the period from 7 May 2025 until the next Annual General Meeting of the Company to be held in May 2026. Ordinary Resolution 1
3. To re-elect Datuk Dr. Ahmad Kushairi bin Din as a Director of the Company who shall retire by rotation in accordance with Clause 89 of the Constitution of the Company and being eligible, has offered himself for re-election. Ordinary Resolution 2
4. To re-appoint Messrs. KPMG PLT as Auditors of the Company in respect of the financial year ending 31 December 2025 and to authorise the Board of Directors to determine the Auditors’ remuneration. Ordinary Resolution 3

As Special Business

To consider, and if deemed fit, to pass with or without modification, the following Resolution:

5. **Proposed Renewal of Shareholders’ Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature** Ordinary Resolution 4

“**THAT** subject always to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”), approval be and is hereby given for the renewal of the Shareholders’ Mandate for the Company and/or its Subsidiaries to enter into existing recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.1 of the Circular to Shareholders dated 25 March 2025 with the related parties described therein provided that such transactions are necessary for the Group’s day-to-day operations, carried out in the normal course of business, at arm’s length, on normal commercial terms, not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders;

NOTICE OF 51ST ANNUAL GENERAL MEETING

AND THAT such approval granted shall take effect immediately upon passing of this Resolution and shall continue to be in force until:

- i. the conclusion of the next Annual General Meeting (“AGM”) of the Company following the forthcoming AGM at which such mandate is approved, at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed;
- ii. the expiration of the period within which the next AGM of the Company after the forthcoming AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”), (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by a resolution passed by the shareholders in a general meeting.

whichever is earlier.

AND THAT the Directors of the Company and/or its Subsidiaries be and are hereby authorised to do all such acts and things as may be necessary in the best interests of the Company and to give full effect to the Recurrent Related Party Transactions as authorised by this Resolution.”

6. To transact any other business of which due notice shall have been received in accordance with the Act and the Constitution of the Company.

FURTHER NOTICE IS HEREBY GIVEN THAT for the purpose of determining a member who shall be entitled to attend, speak and vote at the 51st AGM, the Company shall request for Bursa Malaysia Depository Sdn. Bhd. (“Bursa Depository”), in accordance with Clause 65(b) of the Constitution of the Company and Section 34(1) of the Securities Industry (Central Depositories) Act 1991 (SICDA), to issue a Record of Depositors (“ROD”) as at 28 April 2025. Only depositors whose names appear on the ROD as at 28 April 2025 shall be entitled to attend, speak and vote at the 51st AGM or appoint proxy/proxies to attend, speak and vote on his/her behalf.

By Order of the Board

ALIATUN BINTI MAHMUD

(LS0008841) (SSM PC No.201908003467)

WAN NURUL HIDAYAH BINTI WAN YUSOFF

(LS0008555) (SSM PC No.201908003468)

Company Secretaries

Kuala Lumpur

Date: 25 March 2025

NOTICE OF 51ST ANNUAL GENERAL MEETING

NOTES:

1. 51st Annual General Meeting

The 51st AGM of the Company will be conducted **PHYSICALLY** at the Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur.

2. Members Entitled to Attend

Only Members whose names appear on the ROD as at 28 April 2025 shall be entitled to attend, speak and vote at the 51st AGM or appoint proxy(ies) on his/her behalf.

3. Proxy and Entitlement of Participation

- i. A Member of the Company entitled to attend, speak and vote at the 51st AGM may appoint not more than two (2) proxies to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company.
- ii. Where a Member appoints two (2) proxies, the appointment shall not be valid unless he/she specifies his/her shareholdings to be represented by each proxy. Each proxy appointed shall represent a minimum of 100 shares.

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.

- iii. The instrument in appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its Common Seal or under the hand of its officer or attorney duly authorised by the corporation.
- iv. The instrument in appointing a proxy may be made in a hard copy form or by electronic means as specified below and must be received by the Company not less than 24 hours before the time set for holding the 51st AGM or **no later than Monday, 5 May 2025 at 10.00 a.m.** or any adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid:
 - a. Hard Copy
The original proxy form must be deposited at the Company's Registered Office at **Tingkat 23, Menara TH Selborn, 153 Jalan Tun Razak, 50400 Kuala Lumpur.**
 - b. Electronic
The proxy form can be electronically lodged/submitted via the Boardroom Smart Investor Portal at **<https://investor.boardroomlimited.com>.**

4. Item 1 of the Agenda

Audited Financial Statements for the year ended 31 December 2024

This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda is **not put forward for voting**.

NOTICE OF 51ST ANNUAL GENERAL MEETING

5. Item 2 of the Agenda

Directors' Fees and Benefits Payable

The fees and benefits to the Directors of the Company are paid based on the following Remuneration Structure which has not been changed since the last AGM:

Director's Fees

Board/Board Committees	Monthly Fees	
	Chairman (RM)	Members (RM)
Board	12,000.00	5,000.00
Board Audit, Risk & Governance Committee	2,000.00	1,000.00
Board Nomination & Remuneration Committee	Nil	Nil
Board Tender Committee	Nil	Nil
Board Investment Committee	Nil	Nil

Director's Benefits

Meeting Allowance	Board and Board Committees meetings: RM1,000.00 per meeting
Other benefits	Medical and insurance coverage in Malaysia as well as monthly car allowance and telephone bill for Chairman

At the last 50th AGM of the Company held on 6 May 2024, the shareholders had approved the directors' fees and benefits payable of up to RM1.2 million for the period from 7 May 2024 until the 51st AGM of the Company to be held in May 2025. The expected total amount to be utilised is approximately RM890,738.00 or 74% of the approved amount.

At the 51st AGM, the Company seeks the shareholders' approval on the directors' fees and benefits payable of up to RM1.2 million for the period from 7 May 2025 until the next AGM in May 2026. Hence, there is no increment in the directors' fees and benefits payable compared to the mandate obtained at the last 50th AGM.

The Board Nomination & Remuneration Committee ("BNRC") had conducted a thorough assessment of the estimated directors' fees and benefits of the THP Board, which takes into account the demands, complexities and performance of the Company as well as appropriately reflecting the future needs of the Company. As a result, the BNRC concluded that the existing directors' fees and benefits payable of RM1.2 million are sufficient.

Accordingly, the Board has endorsed the BNRC's recommendation to seek for the shareholders' approval on **Ordinary Resolution 1** based on the above justifications.

The payment of directors' fees and benefits will be made on a monthly basis or as and when incurred, after the Directors have discharged their responsibilities and rendered their services to the Company. In the event that the proposed directors' fees and benefits are insufficient (e.g. due to an increase in the Board size or holding of additional meetings of the Board and/or Board Committees), approval for additional fees will be sought at the next AGM.

NOTICE OF 51ST ANNUAL GENERAL MEETING

6. Items 3 of the Agenda

Re-election of Director under the Constitution of the Company

Clause 89 of the Constitution of the Company states that at every AGM, at least one-third (1/3) of the Directors for the time being shall retire from office. Clause 90 of the Constitution of the Company states that all Directors shall retire from office at least once in every three (3) years but shall be eligible for re-election. Clause 91 of the Constitution of the Company states that directors who have been longest in office since their last election shall be retired.

Datuk Dr. Ahmad Kushairi bin Din and YM Tengku Dato' Seri Hasmuddin bin Tengku Othman are due for retirement by rotation at the 51st AGM of the Company in accordance with Clause 89 of the Constitution of the Company.

Being eligible, Datuk Dr. Ahmad Kushairi bin Din has offered himself to be re-elected as a Director of the Company at the 51st AGM whilst YM Tengku Dato' Seri Hasmuddin bin Tengku Othman has expressed his intention not to seek for re-election as a Director of the Company at the 51st AGM. Hence, YM Tengku Dato' Seri Hasmuddin bin Tengku Othman shall retire as a Non-Independent Non-Executive Director of the Company at the conclusion of the 51st AGM of the Company.

The Board has endorsed the BNRC's recommendation to re-elect Datuk Dr. Ahmad Kushairi bin Din based on the satisfactory outcome of his Board Evaluation Assessment, which includes the evaluation of the directors' fit and proper criteria. He has demonstrated dedication, commitment and diligence as a Director and Chairman of the Company.

The profile of the Director standing for re-election is set out on page 102 of the 2024 Annual Report.

7. Item 4 of the Agenda

Re-appointment of Auditors

The Board Audit, Risk & Governance Committee ("BARGC") is responsible to review the adequacy, competency and experience of the external auditors assigned to the audit engagement, audit quality and effectiveness and also the audit fees as well as any re-appointment to be recommended to the Board for approval.

Upon due assessment, the BARGC is satisfied with the work performed by the external auditors based on their quality of service, sufficiency of resources, performance, independence and professionalism as well as their ability to conduct external audit within an agreed timeline fixed by the Management.

In respect of the financial year ending 31 December 2025, the Board has endorsed the BARGC's recommendation to seek for the shareholders' approval on the re-appointment of KPMG PLT.

8. Item 5 of the Agenda

Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPTs") ("Proposed Renewal of Shareholders' Mandate")

The proposed **Ordinary Resolution 4**, if passed, will allow the Company and/or its Subsidiaries to enter into the existing RRPTs with the mandated related parties provided that such transactions are necessary for the Group's day-to-day operations, carried out in the normal course of business, at arm's length, on commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the minority shareholders.

For further information, the shareholders are advised to refer to the Circular to Shareholders on the Proposed Renewal of Shareholders' Mandate dated 25 March 2025.