Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 30th Annual General Meeting ("AGM") of IJM PLANTATIONS BERHAD (133399-A) will be held at the Victorian Ballroom, Level 1, Holiday Villa Hotel & Suites Subang, 9 Jalan SS12/1, 47500 Subang Jaya, Selangor Darul Ehsan, Malaysia on Friday, 21 August 2015, at 3.00 p.m. to transact the following matters:

1. To receive the audited financial statements for the year ended 31 March 2015 together with the reports of the Directors and Auditors thereon.

2. To elect retiring Directors as follows:
   (a) M. Ramachandran A/L V. D. Nair
   (b) Purushothaman A/L Kumaran
   (c) Dato’ Soam Heng Choon

3. To reappoint PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration.

4. As special business to consider and pass the following resolutions:
   (a) RETENTION OF TAN SRI DATO’ WONG SEE WAH AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR
      “THAT Tan Sri Dato’ Wong See Wah shall continue to serve as an Independent Non-Executive Director of the Company notwithstanding that his tenure as an independent director has exceeded a cumulative term of nine (9) years.”

   (b) DIRECTORS’ FEES
      “THAT the Directors’ fees of RM630,000 for the year ended 31 March 2015 be approved to be divided amongst the Directors in such manner as they may determine.”

   (c) AUTHORITY TO ISSUE SHARES UNDER SECTION 132D
      “THAT the Directors be and are hereby authorised, pursuant to Section 132D of the Companies Act 1965, to allot and issue not more than ten percent (10%) of the issued share capital of the Company at any time, upon such terms and conditions and for such purposes as the Directors in their absolute discretion deem fit or in pursuance of offers, agreements or options to be made or granted by the Directors while this approval is in force, and that the Directors be and are hereby further authorised to make or grant offers, agreements or options which would or might require shares to be issued after the expiration of the approval hereof.”

   (d) PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY
      “THAT the Directors be and are hereby authorised to purchase the ordinary shares of the Company through the stock exchange of Bursa Malaysia Securities Berhad at any time upon such terms and conditions as the Directors in their absolute discretion deem fit provided that:

      (i) the aggregate number of shares purchased (which are to be treated as treasury shares) does not exceed ten per cent (10%) of the issued capital of the Company; and
      (ii) the funds allocated for the purchase of shares shall not exceed its retained profits and share premium account;

      AND THAT the Directors be and are hereby further authorised to deal with the treasury shares in their absolute discretion (which may be distributed as dividends, resold and/or cancelled)
Notice of Annual General Meeting (cont’d)

AND THAT such authority shall continue to be in force until:
(a) the conclusion of the next Annual General Meeting (“AGM”);
(b) the expiration of the period within which the next AGM is required by law to be held; or
(c) revoked or varied in a general meeting;

whichever occurs first.”

By Order of the Board

NG YOKE KIAN
Company Secretary
MAICSA 7018150

Petaling Jaya
30 July 2015

Notes:
1. RETIREMENT OF DIRECTORS
The Resolution 1, if approved, will authorise the continuity in office of the Director (who is over the age of 70 years) until the next AGM pursuant to Section 129(6) of the Companies Act, 1965.
An annual assessment on the effectiveness of each Director (including the independence of Independent Non-Executive Directors) has been undertaken for the financial year ended 31 March 2015.

2. RETENTION OF TAN SRI DATO’ WONG SEE WAH AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR
The Resolution 5, if approved, will authorise the continuity of Tan Sri Dato’ Wong See Wah as an Independent Non-Executive Director of the Company. Tan Sri Wong, the Independent Non-Executive Chairman of the Company, will complete the 9-year tenure as an Independent Non-Executive Director on 16 August 2015. Based on the annual assessment carried out by the Nomination & Remuneration Committee (“NRC”), the Board is of the opinion that despite serving for more than nine (9) years, Tan Sri Wong continues exercising strong independent judgement. He continues to seek clarification, when necessary, and expresses his views and debates issues objectively, besides challenging Management on important issues raised at various formal and informal meetings. Furthermore, the in-depth and up to date knowledge of the Group’s business operations and business environment possessed by Tan Sri Wong has and would continue to enable him to discharge the role as an Independent Director effectively. The NRC and the Board recognise the benefits of the experience and stability brought by Tan Sri Wong due to his long-service on the Board, and as an active participant in the corporate fraternity, which serve the interest of the Company and its shareholders. As such, the NRC and the Board would like to recommend and retain Tan Sri Wong as an Independent Director and Chairman of the Company.

3. DIRECTORS’ FEES
The Resolution 6, if approved, will authorise the payment of Directors’ fees pursuant to Article 91 of the Articles of Association.

4. AUTHORITY TO ISSUE SHARES UNDER SECTION 132D
The Resolution 7, if approved, will empower the Directors to issue up to 10% of the issued share capital of the Company, for purposes of funding future investment projects, working capital, acquisitions and/or so forth. The approval is a renewal of general mandate and is sought to provide flexibility and avoid any delay and cost in convening a general meeting for such issuance of shares for fund raising activities, including placement of shares. The authorisation, unless revoked or varied by the Company at a general meeting, will expire at the next AGM. At this juncture, there is no decision to issue new shares. Should there be a decision to issue new shares after the authorisation is sought, the Company will make an announcement of the actual purpose and utilisation of proceeds arising from such issuance of shares.

5. SHARE BUY-BACK AUTHORITY
The details of the proposal are set out in the Share Buy-back Statement dated 30 July 2015, which is despatched together with the Annual Report 2015.

6. APPOINTMENT OF PROXY AND ENTITLEMENT OF ATTENDANCE
(i) a proxy may but need not be a member;
(ii) a member, other than an exempt authorised nominee, is entitled to appoint up to two (2) proxies;
(iii) a member, who is an authorised nominee, may appoint up to two (2) proxies in respect of each Securities Account held; whereas, an exempt authorised nominee may appoint multiple proxies in respect of each Securities Account held;
(iv) a member who appoints a proxy must duly execute the Form of Proxy, and if more than one (1) proxy is appointed, the number of shares to be represented by each proxy must be clearly indicated;
(v) a corporate member who appoints a proxy must execute the Form of Proxy under seal or the hand of its officer or attorney duly authorised;
(vi) the duly executed Form of Proxy must be deposited at the Registered Office before 4.00 p.m. on 20 August 2015;
(vii) only members whose names appear in the Record of Depositors as at 14 August 2015 will be entitled to attend and vote at the meeting; and
(viii) the Annual Report, Share Buy-back Statement, and Form of Proxy are available for download at www.ijm.com/plantation.

7. POLL VOTING
All the Resolutions will be put to vote by poll.