



SARAWAK PLANTATION BERHAD

(Company No. 451377-P) (Incorporated In Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

Agenda

1. Adoption of Audited Financial Statements

To receive the Audited Financial Statements for the year ended 31 December 2007 together with the Directors' and Auditors' Reports thereon

Ordinary Resolution No. 1

2. Approval of Final Dividend

To approve the payment of final dividend of 7.20 sen per share less 26% income tax for the year ended 31 December 2007

Ordinary Resolution No. 2

3. Approval of Directors' Fees

To approve Directors' fees in respect of the financial year ended 31 December 2007

Ordinary Resolution No. 3

4. Re-election of Directors

In accordance with Article 86 of the Company's Articles of Association, the following Director retires by rotation from the Board and being eligible, offers himself for re-election:

Haji Mohamad Bolhair bin Reduan

Ordinary Resolution No. 4

In accordance with Article 93 of the Company's Articles of Association, the following Directors retire from the Board and being eligible, offer themselves for re-election:

Haji Bolhan bin Berawi

Ordinary Resolution No. 5

Haji Abdul Hamid bin Ibrahim

Ordinary Resolution No. 6

Haji Yahya bin Daud

Ordinary Resolution No. 7

YB Haji Hamden Bin Ahmad

Ordinary Resolution No. 8

Datu Haji Mohammed Sepuan bin Anu

Ordinary Resolution No. 9

Polli bin Hamzah

Ordinary Resolution No. 10

Azizi bin Morni

Ordinary Resolution No. 11

Umang Nangku Jabu

Ordinary Resolution No. 12

5. Appointment of Auditors

To appoint Auditors and to authorise the Directors to fix their remuneration.

Notice of Nomination pursuant to Section 172 (11) of the Companies Act 1965, a copy of which is attached hereto marked as Appendix 1, has been received by the Company for the nomination of Messrs. KPMG, who has given their consent to act, for appointment as Auditors of the Company and to propose the following Ordinary Resolution:

"THAT Messrs. KPMG be and is hereby appointed as Auditors of the Company in place of retiring Auditors, Messrs. PricewaterhouseCoopers and to hold office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors"

Ordinary Resolution No. 13

Special Businesses

To consider and if thought fit to pass the following as Ordinary Resolutions:

6. Proposed Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature

"THAT approval be and is hereby given to the Company and its subsidiaries to enter into RRPT of a Revenue or Trading Nature as set out in Section 2.3 of the Circular to Shareholders dated 27 May 2008 ("Circular") with the specific related parties mentioned therein which are necessary for the Group's day to day operations, subject to the following:

(a) That the RRPT are entered into on generally acceptable commercial terms not more favourable to the mandated related parties, they are arms' length and are not prejudicial to the interests of the minority shareholders; and

b) A disclosure of the aggregate amount of RRPT conducted pursuant to the Proposed Shareholders' Mandate shall be made in the Annual Report, including a breakdown of the aggregate value of the RRPT made during the financial year, amongst others, based on the following information:

(i) The type of recurrent transactions made; and

(ii) The names of the related parties involved in each type of recurrent transactions made and their relationship with the Company

AND THAT such approval shall continue to be in force until:

(a) The conclusion of the next Annual General Meeting of the Company

(b) The expiration of the period within which the next AGM of the Company subsequent to the date it is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or

(c) Revoked or varied by resolution passed by the shareholders in general meeting;

Whichever is the earlier;

AND THAT the Directors of the Company be authorised to complete and do all such acts and things as they may consider expedient or necessary to give effect to the Proposed Shareholders' Mandate for the period from this Annual General Meeting to the next Annual General Meeting"

Ordinary Resolution No. 14

7. Proposed Purchase of Own Shares of up to Ten percent (10%) of the Issued and Paid-Up Share Capital of Sarawak Plantation Berhad

"THAT subject always to the Companies Act 1965 ("the Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Bursa Malaysia Securities Berhad ("Bursa Malaysia") Listing Requirements and any other relevant authority, the Directors of the Company be and are hereby unconditionally and generally authorised to allocate an amount not exceeding the total of the audited share premium reserve and retained profit of the Company for the purpose of and to purchase such amount of ordinary shares of RM1.00 each ("Shares") in the Company ("Proposed Share Buy Back") as may be determined by the Directors of the Company ("Directors") provided that the aggregate number of Shares purchased and/or held as treasury shares pursuant to this resolution does not exceed 28,000,000 Shares representing approximately ten percent (10%) of the total issued and paid up share capital of 280,000,000 ordinary shares of RM1.00 each of the Company as at 30 April 2008 AND THAT such Shares purchased are to be retained as treasury shares and distributed as dividends and/or

resold on the market of the Bursa Malaysia or subsequently may be cancelled AND THAT authority be and is hereby given to the Directors of the Company to act and do all things as are necessary or expedient to implement and finalise and give full effect to the Proposed Share Buy Back AND FURTHER THAT the authority hereby given shall commence immediately upon passing of this ordinary resolution and shall remain in force until:

(a) The conclusion of the first annual general meeting at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;

(b) The expiration of the period within which the next annual general meeting after that date is required by law to be held;

(c) Revoked or varied by ordinary resolution passed by the shareholders in general meeting;

Whichever occurs first, in accordance with the provisions of the guidelines issued by Bursa Malaysia or any other relevant authorities."

Ordinary Resolution No. 15

8. Authority to Issue Shares pursuant to Section 132D of the Companies Act 1965

"THAT pursuant to Section 132D of the Companies Act 1965 ("the Act") and subject always to the approval of the relevant authorities, the Directors be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company for the time being AND THAT the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia AND THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

Ordinary Resolution No. 16

NOTICE OF DIVIDEND PAYMENT AND ENTITLEMENT DATE

NOTICE IS HEREBY GIVEN THAT subject to the approval of the shareholders at the 11th Annual General Meeting, a final dividend of 7.20 sen per share less 26% income tax in respect of the financial year ended 31 December 2007 will be paid on 28 July 2008 to depositors whose names appear in the Record of Depositors on 2 July 2008.

A depositor shall qualify for entitlement only in respect of:

(a) Securities transferred into the Depositors' Securities Account before 4pm on 2 July 2008;

(b) Shares bought on the Bursa Malaysia on a cum entitlement basis according to the Rules of Bursa Malaysia.

BY ORDER OF THE BOARD

BONG SIU LIAN (MAICSA 7002221)

TRINA TAN YANG LI (0666-KT032)

Company Secretaries

Kuching Sarawak

Dated this 27th day of May 2008

NOTES:

1. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(b) of the Act shall not apply to the Company.

2. To be valid, this form duly completed must be deposited at the registered office of the Company at 8th Floor Wisma Naim 2 ½ Mile Rock Road 93200 Kuching Sarawak not less than forty eight (48) hours before the time set for holding the meeting or any adjournment thereof.

3. A member shall be entitled to appoint more than one (1) proxy to attend at the same meeting provided that the provisions of Section 149(1)(b) of the Act are complied with.

4. Where a member appoints more than one (1) proxy, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.

5. If the appointer is a corporation, this form must be executed under its common seal or under the hand of an officer or attorney duly authorised.

6. Please take note that interested directors, interested major shareholders or interested persons connected with a director or major shareholder, and where it involves the interest of an interested person connected with a director or major shareholder, such director or major shareholder, must not vote in respect of their direct and/or indirect shareholdings on the resolution approving the Proposed Shareholders' Mandate.

EXPLANATORY NOTES ON SPECIAL BUSINESS:

(a) Ordinary Resolution on Proposed Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature

This ordinary resolution, if passed, will authorise the Company and its subsidiaries to transact with mandated related parties for the period from this Annual General Meeting till the next Annual General Meeting. Please refer to Part I of the Circular to Shareholders dated 27 May 2008 for further details.

(b) Ordinary Resolution on Proposed Purchase of Own Shares of up to Ten percent (10%) of the Issued and Paid-Up Share Capital of Sarawak Plantation Berhad

This ordinary resolution, if passed, will empower the Directors of the Company from the date of this Annual General Meeting, authority to purchase up to ten percent (10%) of the total issued and paid-up share capital of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting of the Company. Please refer to Part II of the Circular to Shareholders dated 27 May 2008 for further details.

(c) Ordinary Resolution on Authority to Issue Shares pursuant to Section 132D of the Companies Act 1965

This ordinary resolution, if passed, will empower the Directors of the Company from the date of this Annual General Meeting, authority to issue and allot Ordinary Shares from the unissued capital of the Company up to an aggregate of ten percent (10%) of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider in their absolute discretion to be in the interest of the Company. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the next Annual General Meeting of the Company.