



**PROXY FORM**

No. of shares	CDS Account No.

I/We \_\_\_\_\_ NRIC No. /Company No. \_\_\_\_\_  
(FULL NAME IN BLOCK LETTERS)

Telephone No. \_\_\_\_\_ of \_\_\_\_\_  
(FULL ADDRESS)

being a member/members of Hap Seng Plantations Holdings Berhad, do hereby appoint \_\_\_\_\_

\_\_\_\_\_ NRIC No. /Company No. \_\_\_\_\_  
(FULL NAME OF PROXY IN BLOCK LETTERS)

Telephone No. \_\_\_\_\_ of \_\_\_\_\_  
(FULL ADDRESS)

or failing him/her, the CHAIRMAN OF THE MEETING as my/our proxy to vote for me/us on my/our behalf at the 8<sup>th</sup> annual general meeting of the Company to be held at the Kinabalu Room, Ground Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur on Monday, 25 May 2015 at 2pm or at any adjournment thereof in the manner as indicated below :-

**Agenda**

- 1 To table the audited financial statements for the financial year ended 31 December 2014 together with the reports of directors and auditors.

<b>ORDINARY BUSINESS</b>			<b>FOR</b>	<b>AGAINST</b>
2	To reappoint Tan Sri Abdul Hamid Egeh pursuant to section 129(6) of the Companies Act, 1965 as director of the Company to hold office until the conclusion of the next annual general meeting of the Company.	<b>Ordinary Resolution 1</b>		
3	To reappoint Dato' Jorgen Bornhoft pursuant to section 129(6) of the Companies Act, 1965 as director of the Company to hold office until the conclusion of the next annual general meeting of the Company.	<b>Ordinary Resolution 2</b>		
4	To re-elect Datuk Edward Lee Ming Foo, JP who shall retire in accordance with article 112 of the Company's articles of association and being eligible, has offered himself for re-election.	<b>Ordinary Resolution 3</b>		
5	To re-elect Mr. Au Yong Siew Fah who shall retire in accordance with article 112 of the Company's articles of association and being eligible, has offered himself for re-election.	<b>Ordinary Resolution 4</b>		
6	To re-elect Datuk Amat Asri @ A.Asrie B.Ab Kadir @ A.Kadir who shall retire in accordance with article 118 of the Company's articles of association and being eligible, has offered himself for re-election.	<b>Ordinary Resolution 5</b>		
7	To approve the payment of directors' fees of RM502,917.00 for the financial year ended 31 December 2014.	<b>Ordinary Resolution 6</b>		
8	To reappoint Messrs KPMG as auditors of the Company to hold office until the conclusion of the next annual general meeting at a remuneration to be determined by the directors of the Company.	<b>Ordinary Resolution 7</b>		
<b>SPECIAL BUSINESS</b>			<b>FOR</b>	<b>AGAINST</b>
9	Authority to allot and issue shares pursuant to section 132D of the Companies Act, 1965.	<b>Ordinary Resolution 8</b>		
10	Proposed amendment to the articles of association of the Company.	<b>Special Resolution</b>		

Please indicate with a "✓" in the spaces above on how you wish your votes to be cast. In the absence of specific instructions, the proxy will vote or abstain at his/her discretion.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

\_\_\_\_\_  
 Signature(s) / Common Seal of Shareholder(s)

Notes:-

1. A depositor shall not be regarded as a member entitled to attend this general meeting and to speak and vote thereat unless his/her name appears in the record of depositors as at 18 May 2015 (which is not less than 3 market days before the date of this meeting) issued by Bursa Malaysia Depository Sdn Bhd (Bursa Depository) upon the Company's request in accordance with the rules of the Bursa Depository.
2. Subject to note 3 below, a member entitled to attend and vote at this meeting is entitled to appoint a proxy or proxies (but not more than 2) to attend and vote in his/her stead. Where a member appoints more than 1 proxy, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy. The proxy or proxies need not be a member of the Company and there shall be no restriction as to the qualification of the proxy or proxies.
3. Where a member is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (omnibus account) as defined under the Securities Industry (Central Depositories) Act, 1991, there is no limit on the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his/her attorney, duly authorised in writing, or if the appointor is a corporation, either under the seal or under the hand of an officer or attorney duly authorised, and such duly executed instrument appointing a proxy must be deposited at the registered office of the Company, 21st Floor, Menara Hap Seng, Jalan P. Ramlee, 50250 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.

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Postage

THE COMPANY SECRETARY  
**HAP SENG PLANTATIONS HOLDINGS BERHAD**  
(Company No. 769962-K)  
21<sup>st</sup> Floor, Menara Hap Seng  
Jalan P. Ramlee  
50250 Kuala Lumpur  
Malaysia

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