

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Save for the Proposed New Shareholders' Mandate for Additional RRPTs, Bursa Malaysia Securities Berhad has not perused the contents of this Circular, prior to its issuance as it is an exempt circular pursuant to Paragraph 2.1 of Practice Note 18 of the Listing Requirements of Bursa Securities.

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.



TH PLANTATIONS BERHAD

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO THE

- 1. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR EXISTING RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPTs"); AND**
- 2. PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RRPTs.**

(collectively known as the "PROPOSED SHAREHOLDERS' MANDATES")

The ordinary resolution in respect of the above will be tabled at the Fifty-Second Annual General Meeting ("52nd AGM") of TH Plantations Berhad ("the Company") to be held as follows:

Date and Time : Wednesday, 6 May 2026 at 10.00 a.m. or at any adjournment thereof

Venue : Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50350 Kuala Lumpur

If you wish to appoint a proxy, 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 52nd AGM or **no later than Tuesday, 5 May 2026 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 signed 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>.**

TABLE OF CONTENTS

DEFINITION	<u>Page</u>
LETTER TO THE SHAREHOLDERS IN RELATION TO THE PROPOSED SHAREHOLDERS' MANDATES CONTAINING:	ii - iii
1. INTRODUCTION	1 - 2
2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATES	
2.1 PARAGRAPH 10.09, PART E OF CHAPTER 10 AND PRACTICE NOTE 12 OF THE LISTING REQUIREMENTS	2 - 3
2.2 PRINCIPAL ACTIVITIES OF THP AND THPAM	3
2.3 CLASSES OF RELATED PARTIES	3
2.4 NATURE AND VALUES OF THE RRPTs	4 - 7
2.5 REVIEW PROCEDURES IN RELATION TO RRPTs	8
2.6 STATEMENT BY THE BOARD AUDIT, RISK & GOVERNANCE COMMITTEE	9
3. RATIONALES AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATES	10
4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATES	10
5. APPROVAL REQUIRED FOR THE PROPOSED SHAREHOLDERS' MANDATES	10
6. INTERESTED DIRECTORS, MAJOR SHAREHOLDERS AND PERSON CONNECTED TO THEM IN THE PROPOSED SHAREHOLDERS' MANDATES	10-11
7. DIRECTORS' RECOMMENDATION	11
8. AGM	12
9. FURTHER INFORMATION	
APPENDIX I	13-14

DEFINITIONS

Except where the context otherwise requires, the following abbreviation shall apply throughout this Circular:-

Act	The Companies Act, 2016 as amended from time to time and any re-enactment thereof.
AGM	Annual General Meeting of THP.
Board	The Board of Directors of THP.
Bursa Securities	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W)).
Directors	The Directors of THP for the time being and shall have the same meaning given in Section 2(1) of the Capital Markets and Services Act 2007 and for the purpose of the Proposed Renewal of Shareholders' Mandate and Proposed New Shareholders' Mandate, includes any person who is or was within the preceding six (6) months of the date on which the terms of transaction were agreed upon, a Director of THP, or any other company which is its subsidiary or holding company or a chief executive officer of THP or its subsidiary or holding Company.
Listing Requirements	The Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof.
LPD	4 March 2026, being the latest practicable date prior to the printing of this Circular
Major Shareholder	As defined in the Listing Requirements, a person who has an interest or interests in one or more voting shares in a corporation and the number or aggregate number of those shares, is: <ul style="list-style-type: none">i. 10% or more of the total number of voting shares in the corporation; orii. 5% or more of the total number of voting shares in the corporation where such person is the largest shareholder of the corporation.

For the purpose of this definition, "interest" shall have the meaning of "interest in shares" given in Section 8 of the Act. A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of the company or any other corporation which is its subsidiary or holding company.

DEFINITIONS *(cont'd)*

Persons Connected	Shall have the same meaning given in Paragraph 1.01, Chapter 1 of the Listing Requirements.
Proposed Renewal of Shareholders' Mandate for Existing RRPTs	Proposed Renewal of Shareholders' Mandate for the THP Group to enter into existing RRPTs
Proposed New Shareholders' Mandate for an Additional RRPTs	Proposed New Shareholders' Mandate for THP Group to enter into an additional RRPTs.
Related Parties	Director(s), Major Shareholder(s) or Person(s) Connected with such Director(s) or Major Shareholder(s).
RM	Ringgit Malaysia.
RRPTs	Recurrent related party transactions of a revenue or trading nature which are necessary for the day-to-day operations and are entered into the ordinary course of business of THP Group which involves the interest, direct or indirect, of the Related Parties.
Shareholders' Mandate	Shareholders' Mandate obtained at the last Fifty-First AGM ("51 st AGM) of the Company held on 6 May 2025 for the THP Group to enter into RRPTs based on the terms set out in the Circular to Shareholders dated 25 March 2025.
Shares	Ordinary Shares in THP.
THPAM	THP Agro Management Sdn Bhd (Registration No. 199701001686 (417182-M)), a wholly-owned subsidiary of THP.
THP or the Company	TH Plantations Berhad (Registration No. 197201001069 (12696-M)).
THP Group/ Group	THP and its subsidiaries.
2025 Annual Report	Annual Report of THP issued for the financial year ended 31 December 2025.

Words incorporate the singular shall, where applicable, include the plural and vice versa. Reference to persons shall include a corporation, unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.



TH PLANTATIONS BERHAD

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

Registered Office:

Tingkat 23
Menara TH Selborn
153 Jalan Tun Razak
50400 Kuala Lumpur

Date: 3 April 2026

The Board of Directors:

- | | |
|--------------------------------------|--|
| 1. Datuk Dr. Ahmad Kushairi bin Din | - Independent Non-Executive Chairman |
| 2. Nor Adila binti Ismail | - Non-Independent Non-Executive Director |
| 3. Roslin Azmy bin Hassan | - Non-Independent Non-Executive Director |
| 4. Dr. Nurmazilah binti Dato' Mahzan | - Independent Non-Executive Director |
| 5. Fahda Nur binti Ahmad Kamar | - Independent Non-Executive Director |
| 6. Kasmuri bin Sukardi | - Independent Non-Executive Director |

To: The Shareholders of THP

Dear Sir/Madam

PROPOSED SHAREHOLDERS' MANDATES

1. INTRODUCTION

At the 51st AGM of THP held on 6 May 2025, the Company had obtained from its shareholders, the mandate to enter into existing RRPTs based on the terms set out in the Circular to Shareholders dated 25 March 2025. The said Shareholders' Mandate, in accordance with the Listing Requirements, shall lapse at the conclusion of the forthcoming 52nd AGM which has been scheduled to be held on Wednesday, 6 May 2026, unless approval for the renewal of the Shareholders' Mandate is obtained from the shareholders of THP at the forthcoming 52nd AGM.

On 28 January 2026, the Company had announced the intention to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate for Existing RRPTs and the Proposed New Shareholders' Mandate for Additional RRPTs, for the THP Group to enter into with the respective related parties (collectively known as the "Proposed Shareholders' Mandates"), as set out in Section 2.4 of this Circular.

The purpose of this Circular is to provide you with the relevant information on the Proposed Shareholders' Mandates and to seek your approval for the Ordinary Resolution pertaining to the Proposed Shareholders' Mandates to be tabled at the forthcoming 52nd AGM.

2. DETAILS OF THE PROPOSED SHAREHOLDERS' MANDATES

2.1 Paragraph 10.09, Part E of Chapter 10 and Practice Note 12 of the Listing Requirements

Pursuant to Paragraph 10.09, Part E of Chapter 10 of the Listing Requirements, a listed issuer may seek a shareholders' mandate in respect of recurrent related party transactions of a revenue or trading nature which are necessary for its day to day operations, subject to, inter alia, the following:

- i. the transactions are in the ordinary course of business and are on terms not more favourable to the related party than those generally available to the public;
- ii. the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where the aggregate value is equal to or more than the prescribed threshold as follows:-
 - (a) the consideration, value of the assets, capital outlay or costs of the Recurrent Related Party Transactions is RM1.0 million or more; or
 - (b) the percentage ratio of such Recurrent Related Party Transactions is 1% or more, whichever is the higher;
- iii. in a meeting to obtain shareholders' mandate, the interested director, interested major shareholder or interested person 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 on the resolution approving the transactions. An interested director or interested major shareholder must ensure that persons connected with him abstain from voting on the resolution approving the transactions; and

- iv. the listed issuer immediately announce to Bursa Securities when the actual value of a RRPTs entered into by the listed issuer, exceeds the estimated value of the RRPTs disclosed in the circular by 10% or more.

Pursuant to Practice Note 12 of the Listing Requirements, the Proposed Shareholders' Mandates, if approved by the shareholders at the forthcoming AGM, be subject to annual renewal. In this respect, any authority conferred by the shareholders' mandate shall only continue to be in force until:

- a. the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the mandate is renewed; or
- b. the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- c. revoked or varied by a resolution passed by the Company's shareholders in a general meeting,

whichever is earliest.

2.2 Principal Activities of THP and THPAM

The principal activities of THP are investment holding, cultivation of oil palm, processing of fresh fruit bunches, marketing of crude palm oil, palm kernel and fresh fruit bunches.

The principal activities of THPAM are the provision of management services to the THP Group.

2.3 Classes of Related Parties

The RRPTs for which approval is sought are primarily in respect of transactions to be entered into by THP and THPAM with the following Related Parties:

- Lembaga Tabung Haji - ("**TH**")
- TH Travel & Services Sdn. Bhd. - ("TH Travel")
- Syarikat Takaful Malaysia Am Berhad - ("Syarikat Takaful Am")
- Syarikat Takaful Malaysia Keluarga Berhad - ("Syarikat Takaful Keluarga")

2.4 Nature and Values of the RRPTs

The estimated values of the RRPTs set out in the table below are for the period from the conclusion of the forthcoming 52nd AGM until the conclusion of the next AGM of the Company to be held in 2027. The estimations are based on THP Management's best estimates for the financial year ending 31 December 2026, duly approved by the Board of THP, and may be subject to changes. Accordingly, the actual values of the RRPTs for the said period may vary from the estimated amounts.

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2.4.1 Proposed Renewal of Shareholders' Mandate for Existing RRPTs

Related Parties	Nature of RRPTs	Transacting with Related Parties	Estimated Values disclosed in the preceding year Circular dated 25 March 2025 RM	Actual Value transacted from the last AGM to the LPD RM	Deviation where the actual value exceeds the estimated value by 10% or more (if any) RM	Reasons for Deviation (if any)	Estimated Value from forthcoming 52 nd AGM on 6 May 2026 to the next AGM in 2027 ¹ RM	Nature of relationship as at the LPD ²
TH	Lease of land ³	THP	4,362,000	2,415,600	N/A	N/A	4,607,000	Interested Major Shareholder and Directors
TH Travel	Purchase of flight tickets	THPAM	2,197,000	801,322	N/A	N/A	2,856,000	
TH	Lease of office spaces ⁴	THPAM	1,477,000	846,132	N/A	N/A	1,509,000	
Syarikat Takaful Am	Purchase of insurance ⁵	THP	3,331,000	617,775	N/A	N/A	4,330,000	

There are no amounts due and owing to THP/THPAM by its Related Parties pursuant to the RRPTs as at the LPD, which exceeded the credit terms.

2.4.2 Proposed New Shareholders' Mandate for Additional RRPTs

Related Parties	Nature of RRPTs	Transacting with Related Parties	Estimated Values disclosed in the preceding year Circular dated 25 March 2025	Actual Value transacted from the last AGM to the LPD	Deviation where the actual value exceeds the estimated value by 10% or more (if any)	Reasons for Deviation (if any)	Estimated Value from forthcoming 52nd AGM on 6 May 2026 to the next AGM in 2027¹	Nature of relationship as at the LPD²
			RM	RM	RM		RM	
Syarikat Takaful Keluarga	Purchase of insurance ⁵	THP	Not Applicable	Not Applicable	Not Applicable	Not Applicable	5,950,000	Interested Major Shareholder and Directors

NOTES :

1. The estimated transaction values of RRPTs from the forthcoming 52nd AGM on 6 May 2026 to the next AGM in 2027 shown above are based on the expected value of transactions estimated by the management of THP. Due to the nature of the transactions, the actual value of the transactions may vary and subject to change from the estimated values disclosed above.

2. Interested Major Shareholder

THP is related to the Related Parties through a common major shareholder, namely **TH**, as follows:

- **TH** is a Major Shareholder of THP with 73.84% direct equity interest as at the LPD;
- **TH** is a Major Shareholder of Syarikat Takaful Keluarga with 30.80% direct equity as at the LPD. The remaining substantial shareholders of Syarikat Takaful are Employees Provident Fund (18.09%) and Kumpulan Wang Persaraan (Diperbadankan) (7.09%) as at the LPD;
- Syarikat Takaful Am is a wholly owned subsidiary of Syarikat Takaful Keluarga, which **TH** holds 30.80% as at the LPD; and
- TH Travel is a wholly owned subsidiary of TH Hotel & Residence Sdn. Bhd., which is a wholly owned subsidiary of **TH** as at the LPD.

Interested Directors

THP is related to the Related Parties through common Directorships, as follows:

- Nor Adila binti Ismail, a Non-Independent Non-Executive Director of THP, is also a Director of **TH**; and
- Roslin Azmy bin Hassan, a Non-Independent Non-Executive Director of THP, is a Nominee Director of **TH**. Therefore, he is a person connected to **TH**.

3. & 4. The details of the rentals are as follows:

Notes	Location	Occupied areas	Tenure of Lease	Monthly Rental (RM)	Use of Land
3.	Peti Surat 18, 19, 20 & 21, 26700 Muadzam Shah, Pahang Darul Makmur	8,723.05 acres	3 years	295,300	Oil palm estate
4.	Menara TH Selborn 153 Jalan Tun Razak 50400 Kuala Lumpur	30,219 square feet	3 years	96,700	Registered Office

5. The THP Group provides the following insurance coverages within Malaysia to its directors and employees as part of the benefits in-kind:

- Renewal of RRPTs

Syarikat Takaful Am shall continue to provide personal accident insurance.

- New RRPTs

Syarikat Takaful Keluarga shall provide life and hospitalization & surgical insurances.

The Proposed Renewal of Shareholder's Mandate for Existing RRPTs under item 2.4.1 and Proposed New Shareholders' Mandate for Additional RRPTs under item 2.4.2 are in compliance with the relevant provisions under the Paragraph 10.09(2) and Paragraph 3.1 and 3.2 of Practice Note 12 of the Listing Requirements.

2.5 Review Procedures in relation to RRPTs

THP has established procedures and processes to ensure that the RRPTs are entered into on an arm's length basis and on normal commercial terms consistent with THP Group's operating policies, which are not more favourable to the Related Parties than those obtained from the public and are not to the detriment of the interests of the minority shareholders.

The Board of Directors has put in place the following procedures and processes for the review of RRPTs, which amongst others, include the following:

- i. Rentals for land are determined at a fixed rate;
- ii. The Board Tender Committee, headed by an Independent Non-Executive Director of the Company, reviews purchases made from the Related Parties;
- iii. Reports on the RRPTs are compiled by the Finance Division every quarter for submission to the Board Audit, Risk and Governance Committee ("BARGC");
- iv. Further, where any director or persons connected to him have an interest (direct or indirect) in any recurrent related party transactions, such director shall abstain from deliberation and voting on the matter. Where any Director or member of the BARGC is interested in any transaction, that Director or member shall abstain from deliberation and voting on any matter relating to any decisions to be taken by the Board and BARGC with respect to such transaction;
- v. Wherever practicable and/or feasible, at least two (2) other contemporaneous transactions with unrelated third parties for similar products/services and/or quantities will be used as comparison wherever possible, to determine whether the price and terms offered to/by the Related Parties are fair and reasonable and comparable to those offered to/by other unrelated third parties for the same or substantial similar type of products/services and/or quantities. In the event that quotations or comparative pricing from unrelated third parties cannot be obtained for the proposed transactions, the BARGC will rely on the prevailing market norms and practices taking into account the efficiency, quality and type of support services to be provided to ensure that the RRPTs are not detrimental to the Group;
- vi. There is no specific threshold for approval of RRPTs within THP Group. However, all RRPTs are subject to the approval of the appropriate levels of authority set by the BARGC, Board Tender Committee and/or the Board from time to time. The Board and the BARGC may, as they deem fit, request for additional information related to the transaction under review from independent sources or adviser, including obtaining valuations from independent professional valuers; and
- viii. The methods and procedures on which the prices of transactions are to be determined by market forces, under similar commercial terms for transactions with third parties.

2.6 Statement by the Board Audit, Risk & Governance Committee

The BARGC having reviewed the procedures as outlined in Section 2.5 above, is of the view that the procedures are sufficient to ensure that the RRPTs are carried out on normal commercial terms which are not detrimental to the interest of the minority shareholders of the Company, and the terms are not more favourable to the Related Parties than those generally available to the public.

The composition of the BARGC as at the LPD is as follows:

Name	Designation
Dr. Nurmazilah binti Dato' Mahzan <i>Independent Non-Executive Director</i>	Chairman
Kasmuri bin Sukardi <i>Independent Non-Executive Director</i>	Member
Nor Adila binti Ismail <i>Non-Independent Non-Executive Director</i>	Member

When any member of the BARGC has an interest in the transaction to be reviewed by the BARGC, he/she will not participate in the deliberation of such transaction and will abstain from any decision-making by the BARGC in respect of that transaction.

The BARGC is of the view that the Company has put in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner, and will, at its discretion, amend the procedures and processes which are no longer appropriate or adequate, to ensure that the RRPTs are, at all times, carried out on terms consistent within the Company's practices and are not to detriment of the minority shareholders. These procedures and processes are reviewed on an annual basis.

3. RATIONALES AND BENEFITS OF THE PROPOSED SHAREHOLDERS' MANDATES

The Proposed Shareholders' Mandates will benefit the Company by facilitating THP Group to enter into transactions described in Section 2.4 above in a timely manner, and to eliminate the need for the Company on each occasion, pursuant to the financial limits imposed by Paragraph 10.08 of the Listing Requirements to seek the shareholders' approval as and when potential transactions with the Related Parties arise. This would substantially reduce the administrative time, inconvenience and costs associated with the convening of such general meetings without compromising the corporate objectives and adversely affecting the business opportunities available to the THP Group.

Shareholders of the Company will appreciate that the RRPTs, as outlined in Section 2.4 above are intended to facilitate transactions in the ordinary course of business of THP. The RRPTs are carried out at arms' length basis on normal commercial terms which are not prejudicial to the interest of the shareholders, not more favourable to the Related Parties than those generally available to the public and are not detrimental to the interests of the minority shareholders.

4. FINANCIAL EFFECTS OF THE PROPOSED SHAREHOLDERS' MANDATES

The Proposed Shareholders' Mandates are not expected to have any effect on the share capital, dividend, gearing, net assets earnings and the shareholdings of the Directors and Major Shareholder of the Company.

5. APPROVAL REQUIRED FOR THE PROPOSED SHAREHOLDERS' MANDATES

The Proposed Shareholders' Mandates are subject to the approval being obtained from the shareholders of THP at the forthcoming 52nd AGM.

6. INTERESTED DIRECTORS, MAJOR SHAREHOLDERS AND PERSON CONNECTED TO THEM IN THE PROPOSED SHAREHOLDERS' MANDATES

Save as disclosed below, none of the other THP Directors, Major Shareholder and/or Persons Connected to them have any interest, whether direct or indirect, in the Proposed Shareholders' Mandates as at the LPD:

- i. Nor Adila binti Ismail, a Non-Independent Non-Executive Director of THP, is also a Director of **TH**;
- ii. Roslin Azmy bin Hassan, a Non-Independent Non-Executive Director of THP, is a Nominee Director of **TH**. Therefore, he is a person connected to **TH**; and
- iii. **TH** is a Major Shareholder holding a direct equity interest of 73.84% in THP.

As at the LPD, the direct and indirect shareholdings of the Interested Directors and the Interested Major Shareholder of THP are as follows:

Interested Directors	<-----Shareholdings----->			
	<-----Direct----->		<-----Indirect----->	
	No. of THP Shares	%	No. of THP Shares	%
Nor Adila binti Ismail	Nil	Nil	Nil	Nil
Roslin Azmy bin Hassan	Nil	Nil	Nil	Nil

Interested Major Shareholder	<-----Shareholdings----->			
	<-----Direct----->		<-----Indirect----->	
	No. of THP Shares	%	No. of THP Shares	%
TH	652,594,631	73.84	Nil	Nil

Accordingly, the Interested Directors have and will continue to abstain from all Board deliberations and voting at the Board level in relation to the RRPTs. The Interested Directors and the Interested Major Shareholder shall abstain from voting on the Proposed Shareholders' Mandates, in respect of their direct and indirect interests in THP, where applicable, at the forthcoming 52nd AGM.

The Interested Directors and the Interested Major Shareholder have undertaken to ensure that they themselves and Persons Connected to them shall also abstain from voting on the Proposed Shareholders' Mandates, in respect of their direct and indirect interests in THP, where applicable, at the forthcoming 52nd AGM.

7. DIRECTORS' RECOMMENDATION

The Directors (save as disclosed above, who have abstained from making any opinions and recommendations in respect of the Proposed Shareholders' Mandates) having considered all aspects of the Proposed Shareholders' Mandates, are of the opinion that the Proposed Shareholders' Mandates are in the best interest of the Company and recommend that you vote in favour of the resolution pertaining to the said proposal to be tabled at the forthcoming 52nd AGM.

8. AGM

The resolution to vote on the Proposed Shareholders' Mandates is set out as Special Business in the Notice of the 52nd AGM contained in the 2025 Annual Report. The forthcoming 52nd AGM will be held at **Pacific Ballroom, Level 2, Seri Pacific Hotel Kuala Lumpur, Jalan Putra, 50350 Kuala Lumpur on Wednesday, 6 May 2026 at 10.00 a.m.**

If you are unable to participate and vote in person at the forthcoming 52nd AGM, you should complete and return the Proxy Form enclosed in the 2025 Annual Report 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 52nd AGM or **no later than Tuesday, 5 May 2026 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 signed 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.boadroomlimited.com>.

9. FURTHER INFORMATION

Shareholders are advised to refer to Appendix I of this Circular, for further information.

Yours faithfully,
for and on behalf of the Board
TH PLANTATIONS BERHAD

Datuk Dr. Ahmad Kushairi Bin Din
Independent Non-Executive Chairman

Dr. Nurmazilah Binti Dato' Mahzan
Independent Non-Executive Director

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Directors of THP who collectively and individually accept full responsibility for the accuracy of the information given herein and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement misleading in this Circular.

2. MATERIAL LITIGATIONS

As at LPD (being latest practicable date prior to the printing of this Circular), the THP Group are not engaged in any material litigation, claims and/or arbitration, either as plaintiff or defendant and the Directors of THP have no knowledge of any proceedings, pending or threatened, or of any facts likely to give rise to any proceedings which might materially and adversely affect the financial position or business of the THP Group.

3. MATERIAL CONTRACTS

As at LPD (being latest practicable date prior to the printing of this Circular), there are no material contracts which have been entered into by the THP Group within the past two (2) years preceding the date of this Circular save as disclosed below:

On 13 June 2024, THP via its wholly owned subsidiary, THP Applications & Services Sdn. Bhd. ("THPAS") had entered into a Shareholders' Agreement with Cenergi RE Sdn. Bhd. ("Cenergi RE") to regulate the relationship inter se of shareholders in Cenergi Lawiang Sdn. Bhd. ("Cenergi Lawiang"), a joint venture company wherein THPAS and Cenergi RE hold 40% and 60% equity interests respectively.

Cenergi Lawiang as a Special Purpose Vehicle shall undertake the following acts:

- (a) constructing and operating the biogas plant which utilizes the palm oil mill effluent ("POME") from Bukit Lawiang Palm Oil Mill owned by THP; and
- (b) processing the POME to generate electricity which shall be sold to the Tenaga Nasional Berhad under the Sustainable Energy Development Authority Malaysia ("SEDA") program and under the Renewable Energy Act, 2011, the rate of which shall be in accordance with the Feed-In-Tariff set by SEDA.

FURTHER INFORMATION (cont'd)

4. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the Registered Office of the Company during normal office hours from Mondays to Fridays (excluding public holidays) from the date of this Circular and up to the time set for the AGM:

- i. Constitution of THP;
- ii. Audited Financial Statements of THP for the past two (2) years ended 31 December 2024 and 31 December 2025; and
- iii. Material contract referred to in Section 3 above.

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