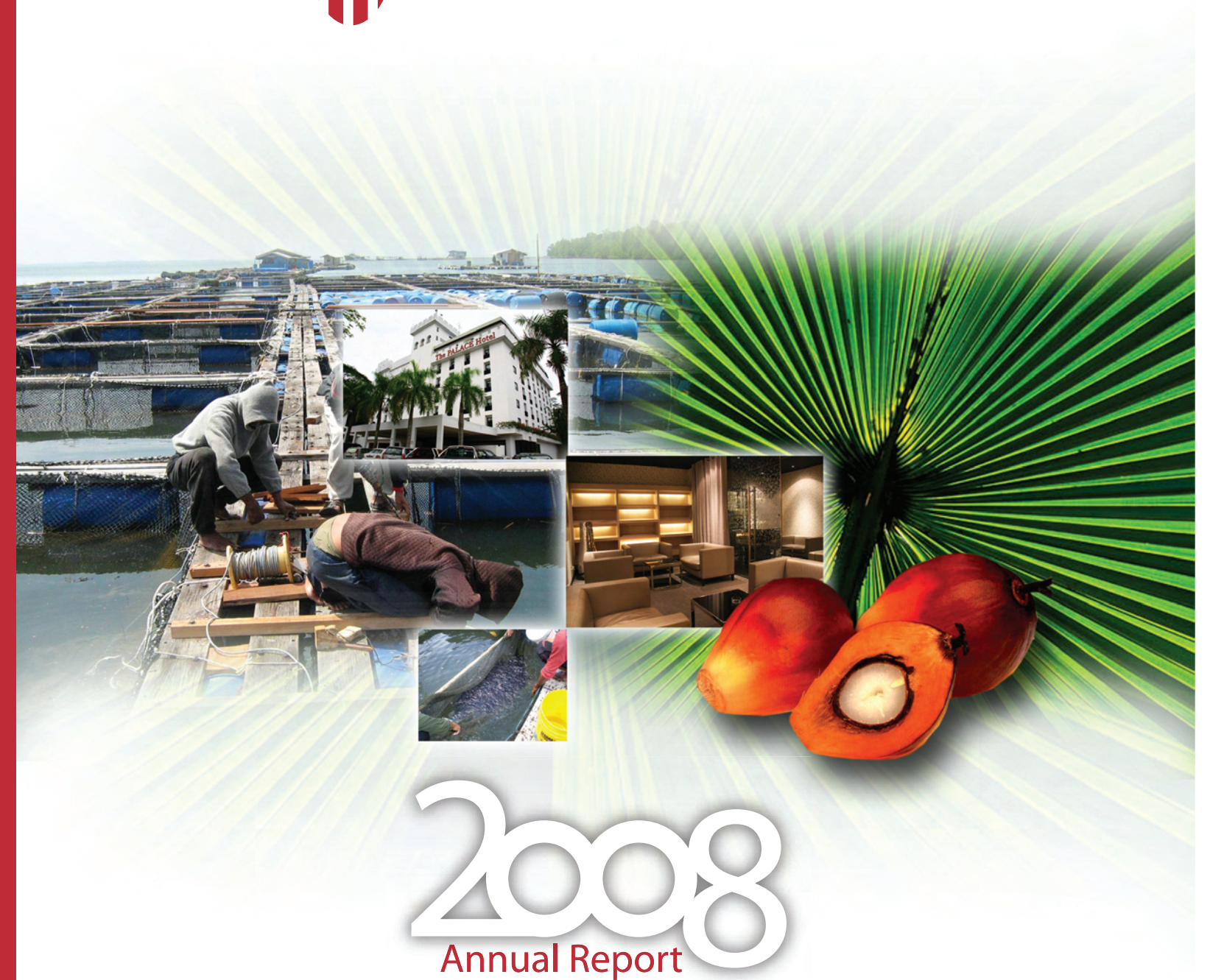






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NOTICE IS HEREBY GIVEN that the Ninth Annual General Meeting of the Company will be held at the Conference Room 1, Pool Level, The Palace Hotel, No. 1, Jalan Tangki, Karamunsing, 88100 Kota Kinabalu, Sabah, on Thursday, 25 June 2009 at 10.30 am to transact the following business:

AGENDA

ORDINARY BUSINESS

- | | | |
|----|---|---------------------|
| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2008 and the Reports of the Directors and Auditors thereon. | Resolution 1 |
| 2. | To declare a final single tier dividend of 3.0 sen per share in respect of the financial year ended 31 December 2008. | Resolution 2 |
| 3. | To consider and, if thought fit, to pass the following resolution : | |
| | “ That pursuant to Section 129 (6) of the Companies Act, 1965, Mr Loo Ngin Kong, be and is hereby re-appointed as Director of the Company to hold office until the conclusion of the next Annual General Meeting. ” | Resolution 3 |
| 4. | To re-elect the following Directors retiring in accordance with Article 93 of the Company's Articles of Association: | |
| | a) Dato' Seri Tengku Dr. Zainal Adlin Bin Tengku Mahamood | Resolution 4 |
| | b) Madam Wong Siew Ying | Resolution 5 |
| 5. | To re-elect Mr Tan Yun Su, a director of the Company retiring in accordance with Article 100 of the Company's Articles of Association. | Resolution 6 |
| 6. | To approve the payment of Directors' fees of RM80,000 for the financial year ended 31 December 2008. | Resolution 7 |
| 7. | To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 8 |

**SPECIAL BUSINESS**

8. To consider and if thought fit, to pass the following resolution:

Resolution 9**Ordinary Resolution****Authority to issue shares pursuant to Section 132D, Companies Act, 1965**

" THAT subject always to the Companies Act, 1965, Articles of Association of the Company and approvals from the relevant statutory and regulatory authorities, where such approvals are necessary, full authority be and is hereby given to the Directors pursuant to Section 132D of the Companies Act, 1965, to issue shares in the Company from time to time at such price 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 to be issued pursuant to this Resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing and quotation of the additional new ordinary shares to be issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. "

9. To consider and if thought fit, to pass the following resolution:

Resolution 10**Ordinary Resolution****Proposed Renewal of the Existing Shareholders' Mandate And Proposed New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**

" THAT, approval be and is hereby given, for the Renewal of the Existing Shareholders' Mandate for the Company and/or its Subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.2 of the Circular to Shareholders dated 4 June 2009 with the related parties described therein provided 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;

THAT a New Shareholders' Mandate be and is hereby granted for the Company and/or its Subsidiaries to enter into additional recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.2. of the Circular to Shareholders dated 4 June 2009 with the related parties described therein provided 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;

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

- (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("CA") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of CA); or
- (c) revoked or varied by a resolution passed by the shareholders in general meeting,

whichever is the earlier.

AND FURTHER THAT the directors be and are hereby authorized to complete and do such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorized by this Ordinary Resolution. "

10. To transact any other business of the Company of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By Order of the Board
NPC Resources Berhad

Dorothy Luk Wei Kam (MAICSA 7000414)
Tan Yun Su (MIA 8095)
Company Secretaries

Kota Kinabalu, Sabah
Date: 4 June 2009



NOTICE OF THE NINTH ANNUAL GENERAL MEETING (CONT'D)

Notes:

- a) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. 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.
- b) A member shall be entitled to appoint one (1) but not more than two (2) proxies to attend and vote at the same meeting and where a member appoints two (2) proxies to attend and vote instead of him at the same Meeting, the appointment shall be invalid unless he specifies the proportions of his holdings to be represented by each proxy.
- c) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if such appointor is a corporation, either under its Common Seal or the hands of its officers or attorney duly authorised.
- d) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at Lot 9, T3, Taman Tshun Ngen, Mile 5, Jalan Labuk, 90000 Sandakan, Sabah, not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment thereof.

Explanatory Notes On Special Business

- (a) **Ordinary Resolution Pursuant To The Proposed Authority To Directors To Issue New Shares Under Section 132D Of The Companies Act, 1965**

The proposed Resolution No. 9, if passed, shall give power to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the issued share capital of the Company for the time being. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting.

- (b) **Ordinary Resolution In Relation To The Proposed Renewal of the Existing Shareholders' Mandate And Proposed New Shareholders' Mandate For Recurrent Related Party Transactions Of A Revenue Or Trading Nature**

The proposed Resolution No. 10, if passed will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue and trading nature 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 not detrimental to the minority shareholders. Shareholders are directed to refer to the Circular to Shareholders dated 4 June 2009 for more information.

1. The Directors who are standing for re-appointment and re-election at the Ninth Annual General Meeting are:
 - (a) Mr Loo Ngin Kong
 - (b) Dato' Seri Tengku Dr. Zainal Adlin Bin Tengku Mahamood
 - (c) Madam Wong Siew Ying
 - (d) Mr Tan Yun Su
2. The details of the abovementioned Directors who are standing for re-appointment or re-election are disclosed in the Directors' Profiles appearing on pages 8 to 10. The abovementioned Directors' interests in shares of the Company are disclosed under Shareholding Statistics on page 106.





BOARD OF DIRECTORS

Loo Ngin Kong
(Executive Chairman)
Dato' Seri Tengku Dr Zainal Adlin Bin
Tengku Mahamood
(Independent Non-Executive Deputy Chairman)
Dato' Loo Pang Kee
(Executive Director/Group Managing Director)
Wong Siew Ying
(Executive Director)
Lim Ted Hing
(Independent Non-Executive Director)
Dr Edmond Fernandez
(Independent Non-Executive Director)
Dato' Koh Kin Lip
(Non-Independent Non-Executive Director)
Tan Yun Su
(Executive Director)

AUDIT COMMITTEE

Lim Ted Hing
(Chairman)
Dr Edmond Fernandez
(Member)
Dato' Koh Kin Lip
(Member)

COMPANY SECRETARIES

Dorothy Luk Wei Kam
(MAICSA 7000414)
Tan Yun Su
(MIA 8095)

REGISTERED OFFICE

Lot 9, T3
Taman Tshun Ngen
Mile 5, Jalan Labuk
90000 Sandakan, Sabah
Tel : 089-274488
Fax : 089-226711

SHARE REGISTRAR

Symphony Share Registrars Sdn. Bhd.
Level 26, Menara Multi Purpose
Capital Square, No. 8, Jalan Munshi Abdullah
50100 Kuala Lumpur
Tel : 03-2721 2222
Fax : 03-2721 2530/1

INDEPENDENT AUDITORS

Ernst & Young
Chartered Accountants
16th Floor, Wisma Khoo Siak Chiew
Jalan Buli Sim Sim
90000 Sandakan
Sabah

PRINCIPAL BANKERS

RHB Bank Berhad
CIMB Bank Berhad
Public Bank Berhad
Hong Leong Bank Berhad

SOLICITORS

M.F. Poon, Hiew & Associates
Advocates & Solicitors
Mezzanine Floor, Lot 1 & 2,
Block B, Taman Grandview,
Jalan Buli Sim-Sim
90000 Sandakan, Sabah

STOCK EXCHANGE LISTING

Main Board of the
Bursa Malaysia Securities Berhad

Loo Ngin Kong, a Malaysian citizen, aged 72, was appointed as Executive Chairman of NPC on 31 January 2002. He has over 30 years' experience in the fields of oil palm plantation and palm oil milling. He started his business venture in the plantation industry in the 1960s and 1970s when he was involved in oil palm cultivation and contracting works for Federal Land Development Authority ("FELDA") in Pahang Darul Makmur and Low Nam Hui Sdn. Bhd. and its subsidiaries and Johor Tenggara Development Authority in Johor Darul Takzim. He expanded his business to Sabah in 1981 when he acquired Growth Enterprise Sdn. Bhd., now a subsidiary of the Company. He also sits on the Board of various private limited companies. He is the father of Dato' Loo Pang Kee, a director and a substantial shareholder of the Company and the husband of Wong Siew Ying, a director and a deemed substantial shareholder of the Company. Save as disclosed in note 29 to the Financial Statements, he has no other conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended three (3) out of five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Dato' Seri Tengku Dr. Zainal Adlin bin Tengku Mahamood, a Malaysian citizen, aged 69, was appointed as Non-Executive Deputy Chairman of NPC on 31 January 2002. He was redesignated as Independent Non-Executive Deputy Chairman on 12 July 2004. He obtained his Advanced Course in Local Government Administration Certificate from the University of Birmingham, United Kingdom and Institute of Local Government Studies, Sigtuna, Sweden in 1967. In 1981, he obtained the Top Management Programme Certificate from the Asian Institute of Management, and in 1995 was conferred Doctor of Philosophy (Hon.) from University Kebangsaan Malaysia. He began his career as a professionally trained pilot in the late fifties and early sixties. He subsequently served in the Kelantan Civil Service and the Malaysian Home and Diplomatic Service and had served in the capacity of Assistant District Officer, acting District Officer and Assistant State Secretary of Kelantan from 1961 to 1967 and was seconded from the Home and Diplomatic Service to the Sabah State Government for five (5) years from 1968 to 1973 in the capacity of Chief Executive Officer of the newly formed Sabah State Housing Commission. From 1974 to prior to retirement from Government service in 1996, he served the Yayasan Sabah in various capacities including Group Projects Development Manager, Deputy Director, Group Deputy Managing Director and Corporate Advisor. He is the appointed Chairman of the Sabah Tourism Board by the Sabah State Government since May 2000 to date. He is the Vice President Emeritus and Past Chairman of the World Wide Fund for Nature (WWF) Malaysia. He has no family relationship with any other directors or major shareholders of the Company nor any conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended four (4) out of five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Dato' Loo Pang Kee, a Malaysian citizen, aged 40, was appointed as Group Managing Director of NPC on 31 January 2002. He is an alumnus of Harvard Business School. He has over twenty (20) years of working experience in the field of plantation-based activities. His responsibilities include overseeing the overall management activities of the Group, the expansion of the Group's business ventures and the formulation and implementation of the Group's business strategies. In 2007, he completed the Executive Education - Owner/President Management Program organised by Harvard Business School, the United States of America. He is the son of Loo Ngin Kong, a director and a substantial shareholder of the Company. Save as disclosed in note 29 to the Financial Statements, he has no other conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended all the five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Wong Siew Ying, a Malaysian citizen, aged 55, was appointed as Executive Director of NPC on 31 January 2002. She has played an instrumental role in the expansion of the Natural group of companies over the last 20 years and her areas of responsibility include managing the Group's financial affairs, project funding requirements and credit management. She is the wife of Loo Ngin Kong, a director and a substantial shareholder of the Company. Save as disclosed in note 29 to the Financial Statements, she has no other conflict of interest with the Company. She has never been convicted for any offence within the past 10 years. She attended all the five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Lim Ted Hing, a Malaysian citizen, aged 54, was appointed as the Independent Non-Executive Director of NPC on 25 February 2002. He currently sits on the Audit Committee, Remuneration Committee and Nomination Committee. He is a member of the Malaysian Institute of Accountants and a Fellow of the Institute of Chartered Accountants in England and Wales ("ICAEW"). He obtained his Fundamentals of Accounting from the North East London Polytechnic in 1977. Upon completion, he joined Malvern & Co., a firm of public accountants based in London, as an Articled Clerk during which he completed the ICAEW professional examinations in 1983. He joined Ernst & Young in 1985 and was the Senior Manager of its office in Sandakan prior to joining Syarikat Tekala Sdn. Bhd. in 1994 as the Group Financial Controller. Later in June 1996, he was appointed as an Executive Director/Chief Operating Officer of Tekala Corporation Berhad, a company listed on the Main Board of Bursa Malaysia, and its subsidiaries. Other than his business interest in Tekala Group, he also sits on the board of several other private limited companies. He has no family relationship with any other directors or major shareholders of the Company nor any conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended all the five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Dr. Edmond Fernandez, a Malaysian citizen, aged 54, was appointed as the Independent Non-Executive Director of NPC on 25 February 2002. He currently sits on the Audit Committee, Remuneration Committee and Nomination Committee. He graduated in 1981 from the University of Mysore, India. He started his medical practice in 1982 as a Medical Officer in Queen Elizabeth Hospital, Kota Kinabalu, Sabah and later in 1984, he was posted to Sandakan Health Department, Sabah as the Area Medical Officer. From 1988 onwards, he practised as a Private Medical Practitioner with Klinik Elopura Sdn. Bhd. ("KESB") and he was appointed as the Director of KESB in 1995. In 2001, he obtained his Licentiate of the Faculty of Occupational Medicine from Ireland and he was also appointed as a committee member of the Sandakan Water Watch Committee. He is the founding President of the Sandakan Toastmaster Club. He has no family relationship with any other directors or major shareholders of the Company. Save as disclosed in note 29 to the Financial Statements, he has no other conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended all the five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Dato' Koh Kin Lip, a Malaysian citizen, aged 60, was appointed as the Non-Independent Non-Executive Director of NPC on 12 July 2007. He was subsequently appointed as an Audit Committee member on 27 February 2008. He received his early education in Sabah prior to his pursuit of higher education in Plymouth Polytechnic, United Kingdom. Upon completion, he was awarded a Higher National Diploma in Business Studies and a Council's Diploma in Management Studies. He returned to Malaysia in 1977 and joined The Standard Chartered Bank, Sandakan as a trainee assistant. In 1978, he joined his family business and was principally involved in administrative and financial matters of the family business. In 1985, he assumed the role as a Chief Executive Officer for the family business. In 1987 he was pivotal and instrumental in the formation of Rickoh Holdings Sdn. Bhd., the flagship company of the family business which engaged in various core business activities ranging from properties investments, properties letting, securities investments, oil palm plantations, sea and land transportation for crude palm oil and palm kernel, information technology, property development, hotel business, trading in golf equipment and accessories, and quarry operations. He is also involved in similar enterprises in his personal capacity with some of his business associates. He is holding numerous directorships in most of these companies. He also sits on the boards as a non-independent non-executive director of Malaysia AE Models Holdings Berhad, a company listed on the Main Board of Bursa Malaysia and H-Display (MSC) Berhad, a company listed on the MESDAQ Market of Bursa Malaysia and as an independent non-executive director of Daya Materials Berhad, a company listed on the MESDAQ Market of Bursa Malaysia. He has no family relationship with any other directors or major shareholders of the Company. Save as disclosed in note 29 to the Financial Statements, he has no other conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended all the five (5) board meetings held during the financial year from 1 January 2008 to 31 December 2008.

Tan Vun Su, a Malaysian citizen, aged 42, was appointed as Executive Director of NPC on 7 November 2008. He joined the NPC Group in October 1998 as Group Accountant. After completing his G.C.E. 'A' Level at Raffles Junior College, Singapore in 1986, he returned to Malaysia and joined KPMG, Sandakan Office as an audit trainee in 1987. He obtained his professional qualification in Accountancy with the Malaysian Association of Certified Public Accountants ("MACPA") in June 1992. He is also a member of the Malaysian Institute of Accountants. In 1987, he started his career with KPMG as an audit trainee by signing a four (4) year articleship with the firm to undertake the professional examinations of MACPA. He has about seven (7) years of audit working experience serving a wide variety of clients and was seconded to KPMG, Kuala Lumpur Office from 1990 to 1991 to gain more audit exposure. In 1994, he joined Coopers and Lybrand, Kota Kinabalu as an Assistant Audit Manager before joining Sabah Shipyard Sdn. Bhd., Labuan as Accountant in 1995. In 1997, he joined TimberMaster Timber Complex (Sabah) Sdn. Bhd. as Accountant where he was in charge of the finance and account department prior to joining the Natural group of companies. He is currently overseeing the finance and accounting functions of the NPC Group. He has no family relationship with any other directors or major shareholders of the Company nor any conflict of interest with the Company. He has never been convicted for any offence within the past 10 years. He attended one (1) board meeting held during the period from his date of appointment to 31 December 2008.