

**SARAWAK PLANTATION BERHAD**  
**Registration No. 199701035877 (451377-D)**  
**(Incorporated in Malaysia)**

Minutes of the Twenty Fifth Annual General Meeting of the Company held at The Space by iCube Tower B2 Level 4 ICOM Square Jalan Pending 93450 Kuching Sarawak on 27 May 2022 at 10am

**Present**

**Directors:**

1. Datuk Amar Abdul Hamed bin Sepawi (*Chairman of the Meeting, Executive Chairman*)
2. Dato Wong Kuo Hea (*Executive Director*)
3. Puan Hasmawati binti Sapawi (*Non Independent Non Executive Director*)
4. BG Dato' Muhammad Daniel binti Abdullah (Retired) (*Independent Director*)
5. Chia Chu Fatt (*Independent Director*)
6. Dato Awang Bemee bin Awang Ali Basah (*Independent Director*)

**Absent with Apology:**

**Director:**

1. Datu Haji Soedirman bin Haji Aini (*Independent Director*)

**Members, Corporate Representatives and Proxies:**

1. As per Attendance List attached

**In Attendance:**

1. Trina YL Tan (*Company Secretary*)
2. Iswandi bin Ayub (*Chief Operating Officer*)
3. Koay Bee Eng (*Chief Financial Officer*)

**Invitees:**

1. Nicholas Chia (*Representative of KPMG PLT*) (*External Auditors*)
2. Representative of Tricor Investor & Issuing House Services Sdn. Bhd. (*Poll Administrator*)
3. Pauline Kon (*Representative of KSK Corporate Services Sdn. Bhd.*) (*Scrutineer*)

**1. CHAIRMAN**

Datuk Amar Abdul Hamed bin Sepawi presided as the Chairman of the Meeting and welcomed all to the Meeting.

For everyone's health and safety, all present were advised to keep their masks on.

The Chairman proceeded to introduce his fellow directors. He informed all present that Datu Haji Soedirman bin Haji Aini sends his apologies for being unable to attend this meeting because he was tested positive of COVID-19 and is currently under home quarantine.

## **2. QUORUM**

The Chairman informed that the Company Secretary had confirmed that there was a requisite quorum present hence the Meeting is called to order.

## **3. NOTICE**

The Notice convening this Meeting was circulated to all Members via advertisement in “The New Straits Times” newspaper on 21 April 2022. With all the necessary announcements having been made to Bursa and Members notified, the content of the Notice was taken as read and the Chairman proceeded with the Agenda proper.

## **4. VOTING**

The Chairman informed the Members that pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out in the Notice of Meeting will be passed by way of poll.

The Chairman also informed that the Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the polling process and KSK Corporate Services Sdn. Bhd. as Scrutineer to verify the poll results.

The polling process for the Resolutions will be conducted upon completion of the deliberation of all items to be transacted at the AGM.

The Company Secretary will advise on the polling procedures later.

## **5. MEETING PROCEDURES**

As this Meeting is not confined to the Company’s shareholders only, the Chairman ruled that persons who are not holding valid proxies or have corporate representative status on behalf of shareholders are not entitled to speak or vote on resolutions to be considered at this Meeting.

The Board of Directors, the Management and the Chairman shall be pleased to answer questions during this Meeting.

In order that the Meeting may proceed in an orderly fashion, the Chairman requested shareholders to raise their hands when they wish to ask questions or to make any comments. Further the shareholder must state his/her full name and whether he/she is a shareholder or proxy before he/she proceeds so that the minutes can be reflected correctly.

The Chairman also appreciates that all hand phones be either switched off or put on silent mode during the Meeting to avoid any disruption.

Further, the taking or recording by means of photographs, video or audio at or during this Meeting or of its proceedings is strictly prohibited.

## **6. RESOLUTIONS**

### **Adoption of Audited Financial Statements**

Before the shareholders received the Audited Financial Statements, the Executive Chairman enquired if there were any questions from the floor.

There being no questions from the shareholders, the Chairman informed the meeting that pursuant to Section 340(1) of the Companies Act 2016, the Audited Financial Statements are meant for discussion only and do not require the shareholders' formal approval. Hence this item was not put forward for voting. The shareholders received the Audited Financial Statements of the Company for the financial year ended 31 December 2021 together with the Directors' and Auditor's Report thereon.

**Ordinary Resolution No.1**

**Approval of Directors' Fees up to an amount of RM707,000 in respect of the financial year ending 31 December 2022**

The Chairman demanded this motion be put to vote by poll at the end of the discussion of all resolutions. He reminded all directors who are shareholders to abstain from voting.

**Ordinary Resolution No.2**

**Approval of Directors' Benefits up to an amount of RM195,500 from 27 May 2022 up to the date of the next AGM**

The Chairman demanded this motion be put to vote by poll at the end of the discussion of all resolutions. He reminded all directors who are shareholders to abstain from voting.

**Ordinary Resolution No.3**

**Re-election of Director**

The Members were informed that in accordance with Article 90 of the Company's Constitution, Dato Awang Bemee bin Awang Ali Basah retires from the Board and being eligible, offers himself for re-election.

The Chairman demanded that this motion be put to vote by poll at the end of the discussion of all resolutions. He reminded Dato Awang Bemee bin Awang Ali Basah, that for good governance, the latter should abstain from voting.

**Ordinary Resolution No.4**

**Re-election of Director**

As this resolution involves the Chairman of the Meeting, Datuk Amar Abdul Hamed bin Sepawi, he passed the chair to the Executive Director.

The Members were informed by the Executive Director that in accordance with Article 91 of the Company's Constitution, Datuk Amar Abdul Hamed bin Sepawi retires from the Board and being eligible, offers himself for re-election.

The Executive Director demanded that this motion be put to vote by poll at the end of the discussion of all resolutions. He reminded Datuk Amar Abdul Hamed bin Sepawi, that for good governance, the latter should abstain from voting.

**Ordinary Resolution No.5**

**Re-election of Director**

The Executive Director returned the chair to the Chairman of the Meeting, Datuk Amar Abdul Hamed bin Sepawi, to continue with the Meeting.

The Members were informed that in accordance with Article 91 of the Company's Constitution, Brigadier General Dato' Muhammad Daniel bin Abdullah retires from the Board and being eligible, offers himself for re-election.

The Chairman demanded that this motion be put to vote by poll at the end of the discussion of all resolutions. He reminded Brigadier General Dato' Muhammad Daniel bin Abdullah, that for good governance, the latter should abstain from voting.

**Ordinary Resolution No.6**  
**Re Appointment of Auditors**

The Members were informed that the External Auditors, KPMG PLT, represented by Nicholas Chia, have indicated their willingness to continue in office.

The Chairman demanded that this motion be put to vote by poll at the end of the discussion of all resolutions.

**SPECIAL BUSINESSES**  
**Ordinary Resolution No.7**

**Authority to Allot and Issue Shares**

The Members were informed that this is a proposal to seek a general mandate which if passed will empower the Directors to allot and issue shares pursuant to Section 76 of the Companies Act 2016. The Chairman took the text of the resolution in the Notice of AGM as having been read.

The Chairman demanded that this motion be put to vote by poll at the end of the discussion of all resolutions.

**Ordinary Resolution No.8**

**Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for Recurrent Related Party Transactions (RRPT) of a Revenue or Trading Nature**

The Members were informed that this is a proposal to seek approval for the Company and its subsidiaries to enter into RRPT of a Revenue or Trading Nature as set out in Appendix 1 of the Circular to Shareholders dated 21 April 2022 with the specific related parties mentioned therein. The Chairman took the text of the resolution in the Notice of AGM and the details stated in the Circular to Shareholders as having been read.

The Chairman reminded interested directors, interested major shareholders or interested persons connected with a director or major shareholder having direct or indirect interest in the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for RRPT of a Revenue or Trading Nature to abstain from voting in respect of approving this resolution.

The Chairman demanded that this motion be put to vote by poll at the end of the discussion of all resolutions.

**Ordinary Resolution No.9**

**Proposed Renewal of Authority to Purchase Own Shares**

The Members were informed that this is a proposal to seek authority to purchase up to 10% of the issued and paid up share capital of the Company. The Chairman took the text of this resolution in the Notice of AGM and the details stated in the Circular to Shareholders as having been read.

The Chairman demanded that this motion be put to vote by poll at the end of the discussion of all resolutions.

## **Any Other Business**

The Chairman confirmed that no notice was received for transacting any other business.

### **6. CONDUCT OF POLL VOTING**

Before proceeding to conduct the poll for the 9 Resolutions above, the Chairman requested the Company Secretary to explain the polling procedures.

The Company Secretary explained the polling procedures to the members and proceeded to conduct the poll using the poll slips.

After all the poll slips were collected, the Company Secretary passed the chair back to the Chairman.

### **7. ADJOURNEMENT OF MEETING**

The Members were informed that verification of the votes will take about 30 minutes to complete. Hence the Chairman proposed that the Meeting be adjourned for 30 minutes or until completion of the compilation and verification of the votes, whichever is later.

The Chairman proceed to declare the AGM adjourned.

### **8. ANNOUNCEMENT OF POLL RESULTS**

At 10.45 a.m. the Chairman informed the Meeting that the poll results, duly validated by the Scrutineer were available and were as shown on the screen. Based on the poll results as shown below, the Chairman declared that all the 9 Resolutions above were duly carried:

<b>Resolutions</b>	<b>Voted</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Voted Shares</b>
<b>Ordinary Resolution 1</b> Payment of directors' fees up to an amount of RM707,000 for the financial year ending 31 December 2022	For Against	16 0	123,035,859 0	100 0
<b>Ordinary Resolution 2</b> Payment of directors benefits up to an amount of RM195,500 from 27 May 2022 up to the date of the next AGM	For Against	16 0	123,035,859	100 0
<b>Ordinary Resolution 3</b> Re-election of Director : Dato Awang Bemee bin Awang Ali Basah	For Against	19 0	124,036,059 0	100 0
<b>Ordinary Resolution 4</b> Re-election of Director : Datuk Amar Abdul Hamed bin Sepawi	For Against	16 3	123,630,759 405,300	84 16
<b>Ordinary Resolution 5</b> Re-election of Director : Brigadier General Dato' Muhammad Daniel bin Abdullah	For Against	16 3	123,630,759 405,300	84 16
<b>Ordinary Resolution 6</b> Re-appointment of Messrs. KPMG PLT as auditors for the Company and authorize the Directors to fix their remuneration	For Against	18 1	123,993,459 42,600	95 5
<b>Ordinary Resolution 7</b> Authority to Allot and Issue Shares	For Against	19 0	124,036,059 0	100 0

<b>Resolutions</b>	<b>Voted</b>	<b>No. of Shareholders</b>	<b>No. of Shares</b>	<b>% of Voted Shares</b>
<b>Ordinary Resolution 8</b> Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for RRPT of a Revenue or Trading Nature	<b>For Against</b>	<b>16 0</b>	<b>83,110,435 0</b>	<b>100 0</b>
<b>Ordinary Resolution 9</b> Proposed Renewal of Authority to Purchase Own Shares	<b>For Against</b>	<b>18 0</b>	<b>123,993,459 0</b>	<b>100 0</b>

## 9. CONCLUSION

There being no other business, the Annual General Meeting concluded at 11 am with a vote of thanks to the Chair.

**SIGNED AS CORRECT RECORD,**

**DATUK AMAR ABDUL HAMED BIN SEPAWI**  
**CHAIRMAN OF THE MEETING**

**Dated : 27 May 2022**