

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

Minutes of the Twenty Sixth Annual General Meeting of the Company held at The Space by iCube Tower B2 Level 4 ICOM Square Jalan Pending 93450 Kuching Sarawak on 26 May 2023 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. Datu Haji Soedirman bin Haji Aini (*Independent Director*)
5. BG Dato' Mohammad Daniel binti Abdullah (Retired) (*Independent Director*)
6. Dato Chia Chu Fatt (*Independent Director*)
7. Dato Awang Bemee bin Awang Ali Basah (*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. Representatives 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.

**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 20 April 2023. 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 and 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.

The Chairman enquired twice if there be 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 2022 together with the Directors’ and Auditor’s Report thereon.

**Ordinary Resolution No.1**

**Approval of Directors' Fees up to an amount of RM696,000 in respect of the financial year ending 31 December 2023**

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 RM214,100 from 26 May 2023 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 91 of the Company's Constitution, Dato Wong Kuo Hea 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 Wong Kuo Hea, that for good governance, the latter should abstain from voting.

**Ordinary Resolution No.4**

**Re-election of Director**

The Members were informed that in accordance with Article 91 of the Company's Constitution, Hasmawati binti Sapawi retires from the Board and being eligible, offers herself 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 Hasmawati binti Sapawi, that for good governance, the latter should abstain from voting.

**Ordinary Resolution No.5**

**Re-election of Director**

The Members were informed that in accordance with Article 91 of the Company's Constitution, Dato Chia Chu Fatt 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 Chia Chu Fatt, 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 the engagement partner, 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 20 April 2023 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.

After the explanation was done, the Proxy Holder of Kenaga Nominees (Tempatan) Sdn. Bhd.,

Mohamad Bolhair bin Reduan, requested to raise queries on the Agenda matters. The Chairman informed Mohamad Bolhair bin Reduan that opportunity to raise questions had been offered at the very beginning of the meeting and at this juncture the polling process should be carried out as explained earlier. If Mohamad Bolhair bin Reduan still has questions to be raised, he may do so after the polling process is completed.

The Company Secretary 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.

At this point, no questions were raised by Mohamad Bolhair bin Reduan.

## 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 at 10.30am.

## 8. ANNOUNCEMENT OF POLL RESULTS

At 11.10 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. The Chairman read out the results. Based on the poll results as shown below, the Chairman declared that all the 9 Resolutions above were duly carried:

Resolutions	Voted	No. of Shareholders	No. of Shares	% of Voted Shares
<b>Ordinary Resolution 1</b> Payment of directors' fees up to an amount of RM696,000 for the financial year ending 31 December 2023	For Against	41 1	171,102,025 10,599,285	94.1 5.9
<b>Ordinary Resolution 2</b> Payment of directors benefits up to an amount of RM214,100 from 26 May 2023 up to the next AGM	For Against	40 1	161,860,425 10,599,285	94.1 5.9
<b>Ordinary Resolution 3</b> Re-election of Director : Dato Wong Kuo Hea	For Against	38 7	181,200,710 785,200	99.6 0.4
<b>Ordinary Resolution 4</b> Re-election of Director : Hasmawati binti Sapawi	For Against	42 5	172,911,825 10,831,685	94.1 5.9
<b>Ordinary Resolution 5</b> Re-election of Director : Dato Chia Chu Fatt	For Against	44 3	183,337,910 405,600	99.8 0.2
<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	45 2	183,627,510 116,000	99.9 0.01
<b>Ordinary Resolution 7</b> Authority to Allot and Issue Shares	For Against	47 0	183,743,510 0	100 0

<b>Ordinary Resolution 8</b> Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for RRPT of a Revenue or Trading Nature	For Against	41 0	95,000,986 0	100 0
<b>Ordinary Resolution 9</b> Proposed Renewal of Authority to Purchase Own Shares	For Against	46 0	95,000,986 0	100 0

**9. CONCLUSION**

There being no other business, the Annual General Meeting concluded at 11.20 am with a vote of thanks to the Chair.

**SIGNED AS CORRECT RECORD,**

**DATUK AMAR ABDUL HAMED BIN SEPAWI**  
**CHAIRMAN OF THE MEETING**  
**Dated : 26 May 2023**