

# HAP SENG PLANTATIONS HOLDINGS BERHAD

200701011957 (769962-K)

Incorporated in Malaysia

**MINUTES OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED VIRTUALLY THROUGH REMOTE PARTICIPATION AND ELECTRONIC VOTING FACILITIES AT THE BROADCAST VENUE, KINABALU ROOM, GROUND FLOOR, MENARA HAP SENG, JALAN P. RAMLEE, 50250 KUALA LUMPUR ON WEDNESDAY, 24 MAY 2023 AT 10AM**

- Present : **DIRECTORS**  
Dato' Mohammed Bin Haji Che Hussein  
(Independent Non-Executive Chairman)  
Datuk Edward Lee Ming Foo  
(Managing Director)  
Mr Lee Wee Yong  
(Executive Director)  
Ms Cheah Yee Leng  
(Executive Director)  
Mr Au Yong Siew Fah  
(Executive Director)
- Present via live streaming : Datuk Simon Shim Kong Yip  
(Non-Independent Non-Executive Deputy Chairman)  
Datuk Amat Asri Bin Abdul Kadir  
(Independent Non-Executive Director)  
Mr Chong Kwea Seng  
(Independent Non-Executive Director)  
Mr Steven Choy Khai Choon  
(Independent Non-Executive Director)  
Tan Sri Amirsham Bin A Aziz  
(Independent Non-Executive Director)  
Datuk Hamisa Binti Samat  
(Non-Independent Non-Executive Director)
- Absent with Apologies : Mr Andrew John Barber  
(Independent Non-Executive Director)
- In Attendance : Ms Lim Guan Nee  
(Company Secretary)
- Present via live streaming : 200 members as per attendance sheet  
: 37 proxies as per attendance sheet  
: 1 corporate representative as per attendance sheet
- By invitation via live streaming : Mr Nicholas Chia, Messrs KPMG PLT
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## **QUORUM**

The chairman welcomed all the shareholders, proxies and corporate representative who participated in the meeting through live streaming and online remote voting via remote participation and electronic voting facilities.

The chairman informed the meeting that non-executive directors and the auditors, Messrs KPMG PLT participated in this meeting via live streaming. He added that the board and management would do their level best to make this virtual experience as seamless as possible. He also apologized should there be any inadequacies along the way.

The chairman reminded the shareholders and proxies that this AGM was a private event, strictly for the Company's shareholders and their proxies, board members and key management of the Company as well as auditors, scrutineer and other professionals whose presence are required to facilitate this AGM. Accordingly, any recording of this AGM in any form was strictly prohibited.

At the start of the meeting, 100 shareholders, proxies and corporate representative logged in for the meeting using the remote platform. The chairman declared the meeting duly convened.

## **NOTICE OF MEETING**

The chairman informed the meeting that the notice convening this meeting, which was set out in the annual report 2022, had been sent out to all members of the Company, Bursa Malaysia Securities Berhad, auditors of the Company as well as being published in the New Straits Times and Borneo Post and posted on the Company's website on 26 April 2023. The annual report 2022 was also posted on the Company's website on the same day.

The notice convening the meeting was taken as read.

## **PROXY**

As part of good corporate governance practice, the chairman reported that the Company had received one corporate representative authorisation from the holding company, Hap Seng Consolidated Berhad representing 69.53% of the issued share capital of the Company. In addition, the Company had also received 81 proxy forms. Out of those, there were 26 shareholders who had appointed the Chairman of the meeting as their proxy to vote on their behalf.

## **VOTING BY POLL**

The chairman informed the meeting that in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), all the proposed resolutions would be voted on electronically by poll. Boardroom Share Registrars Sdn Bhd ("Boardroom") and GovernAce Advisory & Solutions Sdn Bhd ("GovernAce") had been appointed as poll administrator and independent scrutineer respectively.

The chairman explained that in the interest of time and efficacy, all the questions would be answered after he had tabled all the proposed resolutions to be carried in this meeting. He also encouraged the shareholders and proxies to submit their questions via this meeting portal.

The chairman informed the meeting that the poll had been opened since the beginning of the meeting and invited Boardroom to play the video explaining the remote electronic poll voting and the housekeeping rules for the electronic voting process before the shareholders and proxies proceeded to cast their votes.

**ORDINARY BUSINESS:-**

**TO TABLE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE REPORTS OF DIRECTORS AND AUDITORS**

The chairman informed the meeting that the first item on the agenda was to table the audited financial statements together with the reports of directors and auditors. There would be no voting on this item.

**ORDINARY RESOLUTION 1**

**TO RE-ELECT DATUK SIMON SHIM KONG YIP, JP, WHO RETIRES AS DIRECTOR BY ROTATION IN ACCORDANCE WITH CLAUSE 116 OF THE COMPANY'S CONSTITUTION**

The chairman tabled the following proposed ordinary resolution 1:-

“**THAT** Datuk Simon Shim Kong Yip, JP, who is retiring as director in accordance with clause 116 of the Company's constitution be hereby re-elected to serve on the board of directors of the Company.”

**ORDINARY RESOLUTION 2**

**TO RE-ELECT MS. CHEAH YEE LENG, WHO RETIRES AS DIRECTOR BY ROTATION IN ACCORDANCE TO CLAUSE 116 OF THE COMPANY'S CONSTITUTION**

The chairman tabled the following proposed ordinary resolution 2:-

“**THAT** Ms. Cheah Yee Leng, who is retiring as director in accordance with clause 116 of the Company's constitution be hereby re-elected to serve on the board of directors of the Company.”

**ORDINARY RESOLUTION 3**

**TO RE-ELECT MR. AU YONG SIEW FAH, WHO RETIRES AS DIRECTOR BY ROTATION IN ACCORDANCE WITH CLAUSE 116 OF THE COMPANY'S CONSTITUTION**

The chairman tabled the following proposed ordinary resolution 3:-

“THAT Mr. Au Yong Siew Fah, who is retiring as director in accordance with clause 116 of the Company’s constitution be hereby re-elected to serve on the board of directors of the Company.”

**ORDINARY RESOLUTION 4**

**TO RE-ELECT DATUK AMAT ASRI @ A.ASRIE B.AB KADIR @ A.KADIR, JP, WHO RETIRES AS DIRECTOR BY ROTATION IN ACCORDANCE WITH CLAUSE 116 OF THE COMPANY’S CONSTITUTION**

The chairman tabled the following proposed ordinary resolution 4:-

“THAT Datuk Amat Asri @ A.Asrie B.Ab Kadir @ A.Kadir, JP, who is retiring as director in accordance with clause 116 of the Company’s constitution be hereby re-elected to serve on the board of directors of the Company.”

**ORDINARY RESOLUTION 5**

**TO APPROVE THE PAYMENT OF DIRECTORS’ FEES OF THE COMPANY AMOUNTING TO RM805,000.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The chairman tabled the following proposed ordinary resolution 5:-

“THAT the payment of directors’ fees of the Company amounting to RM805,000.00 for the financial year ended 31 December 2022, be and is hereby approved.”

The chairman informed the shareholders and proxies that the interested directors had undertaken to abstain from voting in respect of ordinary resolution 5.

**ORDINARY RESOLUTION 6**

**TO REAPPOINT MESSRS KPMG PLT 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**

The chairman tabled the following proposed ordinary resolution 6:-

“THAT Messrs KPMG PLT be reappointed as auditors of the Company to hold office until the conclusion of the next annual general meeting and that the directors be authorised to fix their remuneration.”

**SPECIAL BUSINESS:-**

**ORDINARY RESOLUTION 7**

**AUTHORITY TO ALLOT SHARES PURSUANT TO SECTION 75 OF THE COMPANIES ACT 2016**

The chairman explained that the special business for this meeting was to consider and if thought fit, to approve the authority to the directors to issue shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company. As at the date of this meeting, no new shares had been issued pursuant to the mandate obtained at the last annual general meeting.

The chairman tabled the following proposed ordinary resolution 7:-

“**THAT** the directors of the Company be and are hereby empowered pursuant to section 75 of the Companies Act 2016 to allot shares in the Company up to an amount not exceeding 10% of the total number of issued shares of the Company, and that such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.

#### **ORDINARY RESOLUTION 8**

#### **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE**

The chairman explained that item 6 on the agenda was to consider and if thought fit, to pass the ordinary resolution on the proposed renewal of shareholders’ mandate for recurrent related party transactions with the respective related parties. The related parties are:

- 1) Hap Seng Consolidated Berhad Group;
- 2) Gek Poh (Holdings) Sdn Bhd Group;
- 3) Lei Shing Hong Limited Group; and
- 4) Messrs Shim Pang & Co.

The chairman mentioned that the proposed ordinary resolution 8, if passed, would allow Hap Seng Plantations Holdings Berhad Group to enter into recurrent related party transactions pursuant to paragraph 10.09 of the Listing Requirements. Further information on the proposed shareholders’ mandate for recurrent related party transactions with the respective related parties was set out in section 2.3 of Part A of the Circular/Statement to shareholders dated 26 April 2023.

For purpose of good order, the chairman highlighted to the meeting that the interested major shareholders, interested directors and/or persons connected to them had undertaken to abstain from voting in respect of their direct/indirect shareholdings on the resolution where they have an interest or deemed to have an interest.

The chairman tabled the following proposed ordinary resolution 8:-

“**THAT** proposed renewal of shareholders’ mandate for the recurrent related party transactions with the related parties as set out in Section 2.3 of Part A of the Circular/Statement to shareholders dated 26 April 2023 be and is hereby approved.”

**ORDINARY RESOLUTION 9  
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY**

The chairman explained that item 7 on the agenda was to consider and if thought fit, to pass the ordinary resolution to renew shareholders authorisation for the Company to purchase its own shares through Bursa Malaysia Securities Berhad up to a maximum of 10% of the total number of issued shares of the Company. Further information on the proposed renewal of the share buy-back authority was set out in the share buy-back statement, which has earlier been sent to all shareholders.

The chairman tabled the following proposed ordinary resolution 9:-

“**THAT** the proposed renewal of the share buy-back authority as set out in the Notice of meeting be and is hereby approved.”

**Q&A SESSION**

The chairman informed the meeting that prior to the annual general meeting, the shareholders had submitted their questions to the Company. The questions and responses thereto is enclosed herewith as Appendix A.

The chairman invited questions from shareholders and proxies via live web and all questions were dealt with accordingly. In summary, the questions and responses thereto are enclosed herewith as Appendix B.

**RETIREMENT OF MR. ANDREW JOHN BARBER**

On the close of meeting, the chairman informed the meeting that a fellow board member, Mr. Andrew John Barber has expressed his intention to retire as director of the Company at the conclusion of the AGM, after having served as an independent director for more than 3 years. On behalf of the board, the chairman thanked Mr. Andrew John Barber for his invaluable contributions and support rendered to the board and the Company during his tenure.

**POLL VOTING**

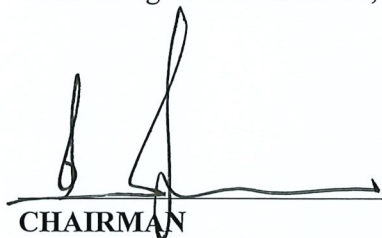
The chairman informed the meeting that the voting session would be closed in 5 minutes and the counting of votes as well as the validation by independent scrutineer would take approximately 10 minutes. He also added that the meeting should resume approximately at 15 minutes later for declaration of the poll results.

**POLL RESULTS**

The chairman announced that the meeting had resumed for announcement of poll results. Based on the enclosed poll results as set out in Appendix C which had been validated by GovernAce, the independent scrutineer, the chairman declared that all the resolutions are carried.

**CONCLUSION**

There being no other business, the meeting concluded at 11.05 am with a vote of thanks to the chair.

A handwritten signature in black ink, consisting of a stylized 'H' followed by a vertical line and a horizontal line extending to the right.

**CHAIRMAN**

Kuala Lumpur

**APPENDIX A**

Shareholder: Kow Lih Shi

1. Q: What does company sustain and risk management of plantation output price after correction and down trend happen?

A: *In order to maximise the price and demand of our palm products, the Company has obtained international and domestic certifications such as RSPO, ISCC EU, HACCP, MSPO, MeSTI and HALAL. This is to ensure that our palm products are sustainable, food graded and of high quality. As a result, we are able to command a premium to our CPO selling price.*

2. Q: What is company action plan for getting better profit and trading loss occur in market price in plantations?

A: *Hap Seng Plantation Group will continue to put concerted effort to improve operational efficiency and manage production costs as well as optimising mill capacity by purchasing external FFB from surrounding estates.*

*Based on the information available in the 2022 annual report of selected local plantation companies, Hap Seng Plantation Group was among the highest in term of profit per mature hectare when benchmarked against these plantation companies.*

3. Q: Does attending meeting distribute TNG reload or cash voucher?

A: *We adopted the policy in serving light refreshments and meals for the shareholders after the AGM for more than 10 years. Since this AGM is fully virtual in nature, the Company is unable to serve light refreshments and meals.*

4. Q: Can company distribute higher dividend as RM 0.50 to RM 1?

A: *The stated dividend policy of approximately 60% is subject to the Board having taken into account the following:*

- *The level of cash, gearing, return on equity and retained earnings;*
- *The expected results of operations;*
- *The projected levels of capital expenditure and other investment plans; and*
- *The working capital requirements.*

*In view of the rising cost pressures (mainly fertilizers, diesel and wages) and CPO price uncertainties faced by the Company in the current year, the Board has decided to adopt a more conservative and prudent approach to our dividend distribution for FYE2022.*

*For future years, the Board shall continuously assess the situation in the determination of future dividend pay-out and policy.*



5. Q: The profit revenue not much increase compare pre pandemic years, does order book getting lesser?  
A: *Hap Seng Plantation Group's revenue and operating profits for 2022 were higher by 95% and 578% as compared to 2019 (pre-pandemic year).*
6. Q: The Hap Seng group of company is sharing office space internal rental contra of fees? Or acquired own property title by each of company without renting?  
A: *Some of the offices in Hap Seng Plantation Group are rented from related companies, as disclosed in Note 24 on page 125 of the annual report. These offices are rented based on office space requirement in various locations and rental is based on the market rate. Monthly rental is paid according to the credit term.*
7. Q: The managing cost of building bill under group of company?  
A: *The costs of building management are borne by the respective investment property companies.*
8. Q: Hap Seng group of company not individual listing under REIT?  
A: *Presently, Hap Seng Consolidated Berhad group of companies are not listed under REIT.*
9. Q: The categories of plantation are reliable on palm oil rage?  
A: *The chairman presumes the question was related to the age profile of the plants and refer the shareholder to page 7 of 2022 annual report for age profile information.*
10. Q: Does company have expending plan for planting new range of plant?  
A: *At this juncture, the Company does not have such plan.*
11. Q: What would company do to ensure ESG rating to better rate?  
A:
  - *The Group is already ESG compliant in many areas because of RSPO, etc.*
  - *We are building our 3rd biogas plant which will reduce our GHG emission further.*
  - *We are setting up ESG-related KPIs that will be tied to executive directors and senior management remuneration to create a strong incentive to prioritise ESG.*
12. Q: The less overtime work, does company apply?  
A: *It is Hap Seng Plantation Group's policy to minimize overtime work and most of the work in plantation are paid on a piece rated basis.*

13. Q: Government launch 45 hours a week working time and RM1500 min wages, the overall wages was increase 20% of operation cost?

A: *The current working time in Hap Seng Plantation Group complies with the weekly 45 working hours limit.*

*The operational costs comprised wage and non-wage related components. In 2022, the impact arising from the minimum wage increase was lower than 20% of the overall operational costs.*

14. Q: What will be benefit from government and prime minister promoting invest Malaysia? Does attracting China country investing?

A: *Hap Seng Plantation Group is always supportive of government initiatives to promote Malaysia as an investment destination.*

*Having said that, Hap Seng Plantation Group is an oil palm producer in Sabah and our CPO are sold to the local refineries. We will continue to concentrate on our operations/plantation in Malaysia whilst being alert of any opportunity available from this government initiative.*

15. Q: What others country getting new order book under promoting by minister?

A: *At this moment, we do not know which other countries are benefitting from this government initiative.*

16. Q: How would company bring more profit revenue of this catalyst?

A: *The Group would assess any possible business opportunities arising therefrom.*

17. Q: There is many Malaysia listed company on dual listing, does company have planning for listed on existing subsidiaries company in overseas?

A: *At this juncture, the Group does not have dual listing plan.*

Shareholder: Si Siew Boon

18. Q: I wish to know is there any dividend payout policy has been established?

A: *The dividend payout policy was established in 2007 and subsequently revised in April 2018.*

19. Q: Are we expecting higher dividend yield for the next 2 years?

A: *As always, the Board shall continuously assess the situation in the determination of future dividend pay-out.*

20. Q: Why the share price drop to a level below RM2 which was considerable low and unaccepted by the majority public in general?

A: *The share price is determined by the market. Stocks in the plantation sector has generally seen a decline in the last 12 months as the high prices of CPO experienced in 2021 and 2022 has soften since and costs have also risen.*

21. Q: What is the outlook business performance of the company in the near coming 2 years ahead?

A: *The business performance outlook for 2023 will by and large be influenced by movements in commodities prices, high production costs and uncertainties in the global economies.*

Shareholder: Stephen Lye Tuck Meng

22. Q: Mr Chairman, 2 years ago (AGM 2021), you had a major downtime which lasted about 30 minutes during the RPV. I have repeatedly asked for the downtime report from your Co Sec and Boardroom - I still have not received this report. Kindly get the Co Sec to contact me after this AGM. I do not wish to keep asking for this during the AGM every year. Kindly ensure action is taken on this matter else I will have to keep harping on it at every AGM.

A: *We are given to understand that Boardroom has done all they could to address the issue.*

*Please feel free to contact Boardroom directly should you need further clarification.*

**Queries from the shareholders**

During the AGM

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**APPENDIX B**

- (a) Mr Kow Lih Shi sought the board's clarification on how to increase the dividend payout rate. The chairman explained that the dividend distributions were subjected to crude palm oil ("CPO") prices and operational costs of each prevailing year. The dividend policy of paying approximately 60% of its profit after tax ("PAT") remains unchanged. However, in view of rising costs of fertilizers, diesel, wages and uncertainties of CPO prices for the current year, the Board decided to adopt a more conservative and prudent approach to the dividend distribution for FYE2022.
- (b) In response to the request from 9 shareholders for eVoucher or door gifts be accorded to shareholders or proxies who attended the virtual annual general meeting ("AGM"), Ms Cheah Yee Leng informed the meeting that the Company had dispensed with the practice for more than 10 years and instead the Company served light food and refreshments after the conclusion of general meetings. The practice would continue should the physical AGM be held in future.
- (c) Reference is made to the Management Discussion & Analysis in Annual Report 2022, it was reported that the CPO production cost was 38.8% higher than FY 2021 due to the increase in minimum wage, higher fertilizer, diesel and input material costs. Mr Lew Tuck Wai enquired on the year to-date CPO production cost would be stabilised at RM2,600 per tonne and what was the current average cost of fertilizers as compared to FYE 2022. Mr Au Yong Siew Fah responded that the production cost has stabilised at approximately RM2,600 per tonne and the current average fertilizers price were approximately 20% lower as compared to FYE 2022.
- (d) Mr Lew Tuck Wai enquired whether HSP Group faced labour shortage issues. Mr Au Yong Siew Fah replied that HSP Group did not face any labour shortage issues and with its current labour headcount, HSP Group would expect to meet the production target for FYE 2023.
- (e) Mr Leo Ann Puat requested the management to provide a brief presentation on performance and outlook to shareholders during the AGM. The management noted the suggestion and would consider accordingly.
- (f) In respect of Ms Lau Kuee Chin's inquiry on the share price performance of Company, the chairman explained that it was influenced by CPO prices, production cost and market sentiment. The plantation sector share prices had generally declined over the past 12 months in tandem with CPO prices declined and increased in production costs.
- (g) The chairman responded to Encik Mohd Tahir Bin Maulu's question on re-convening the AGM physically. He informed the meeting that the leverage technology to facilitate voting including voting in absentia and remote shareholders' participation at general meeting is efficient. Further, the board and management were able to address all the questions submitted by the shareholders or proxies. Nevertheless, the board would continue to review and assess the effectiveness of conducting meetings virtually from time to time.

**Queries from the shareholders**

During the AGM

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- (h) Encik Mohd Tahir Bin Maulu enquired about the future outlook of the Company. Datuk Edward Lee Ming Foo explained that the management would continue to look for viable plantation land for acquisition, improve internal production efficiencies as well as working towards complying with the environmental, social and governance (ESG) requirements.
- (i) The board took note of Mr Lew Tuck Wai's suggestion to maintain a dividend payout rate of 12 sen over the next few financial years.
- (j) In response to Mr Chia Chai Chua's query on the organic palm oil production, Mr Au Yong Siew Fah highlighted that the demand was relatively small and HSP Group would not venture into it at this juncture.
- (k) Mr Chia Chai Chua also sought clarification on the measures and initiatives taken by the management to reduce its dependency on labour and improve productivity. Mr Au Yong Siew Fah explained that HSP Group had embarked on the use of drones as well as mechanical intelligent substitutions.
- (l) In respect of Mr Chia Chai Chua's question of HSP Group's fresh fruit bunches (FFB) yield outlook for FY 2023 versus FY 2022, Mr Au Yong Siew Fah said that the outlook for FY 2023 is expected to be better than FYE 2022.
- (m) The board noted on Mr Chia Chai Chua's suggestion to consider convening hybrid AGM in the future.



**GovernAce Advisory & Solutions Sdn. Bhd.**  
**Company Registration No. 201701029561 (1243730-W)**

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Date: 24<sup>th</sup> May 2023

The Chairman of the Meeting  
Hap Seng Plantations Holdings Berhad

Dear Sirs,

**Independent Scrutineer Report for the conduct of poll for Hap Seng Plantations Holdings Berhad's Annual General Meeting held on 24<sup>th</sup> May 2023**

We, GovernAce Advisory & Solutions Sdn. Bhd., as the appointed independent scrutineer in attendance at the Annual General Meeting (AGM) of Hap Seng Plantations Berhad held on 24<sup>th</sup> May 2023 have performed the procedures as listed in our letter of engagement dated 6<sup>th</sup> March 2023.

The results of the poll, as casted by the shareholders and proxy holders present and voting based on the results generated by the Polling System provided by Boardroom Share Registrars Sdn. Bhd. are as attached.

Thank you.

Yours sincerely,

**For and on behalf of**  
**GovernAce Advisory & Solutions Sdn. Bhd.**

A handwritten signature in black ink is positioned to the left of a circular blue stamp. The stamp contains the text "GovernAce Advisory &amp; Solutions Sdn. Bhd." around the perimeter and the registration number "1243730-W" in the center.

**Independent Scrutineer**



**GovernAce Advisory & Solutions Sdn. Bhd.**  
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The results of the poll as follows:

	<b>VOTES FOR</b>	<b>NO OF RECORDS</b>	<b>%</b>	<b>VOTES AGAINST</b>	<b>NO OF RECORDS</b>	<b>%</b>	<b>VOTES TOTAL</b>
Resolution 1	587,566,312	261	99.8739	741,714	30	0.1261	588,308,026
Resolution 2	594,533,012	269	99.9428	340,014	29	0.0572	594,873,026
Resolution 3	594,646,312	270	99.9921	46,714	27	0.0079	594,693,026
Resolution 4	574,099,011	254	96.5080	20,773,015	43	3.4920	594,872,026
Resolution 5	594,718,927	245	99.9774	134,398	49	0.0226	594,853,325
Resolution 6	594,685,712	273	99.9685	187,314	25	0.0315	594,873,026
Resolution 7	568,803,110	237	95.6176	26,069,916	61	4.3824	594,873,026
Resolution 8	31,538,211	258	97.6414	761,815	32	2.3586	32,300,026
Resolution 9	594,849,723	274	99.9961	23,303	24	0.0039	594,873,026

