200701011957 (769962-K) Incorporated in Malaysia

MINUTES OF THE FIFTEENTH ANNUAL GENERAL MEETING OF THE COMPANY CONDUCTED BY WAY OF A FULLY VIRTUAL MEETING HELD AT THE BROADCAST VENUE, KINABALU ROOM, GROUND FLOOR, MENARA HAP SENG, JALAN P. RAMLEE, 50250 KUALA LUMPUR ON WEDNESDAY, 25 MAY 2022 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)

Mr Andrew John Barber

(Independent Non-Executive Director)

Datuk Hamisa Binti Samat

(Non-Independent Non-Executive Director)

In Attendance : Ms Lim Guan Nee

(Company Secretary)

Present via live streaming : 170 members as per attendance sheet

12 proxies as per attendance sheet

: 1 corporate representative as per attendance sheet

By invitation via live streaming : Mr Nicholas Chia, Messrs KPMG PLT

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, 39 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 2021, 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 posted on the Company's website on 27 April 2022. The annual report 2021 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 70.22% of the issued share capital of the Company. In addition, the Company had also received 84 proxy forms. Out of those, there were 76 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.

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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 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 2021 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 DATO' MOHAMMED BIN HAJI CHE HUSSEIN, 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 Dato' Mohammed Bin Haji Che Hussein, 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 MR. LEE WEE YONG, 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 Mr. Lee Wee Yong, 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 TAN SRI AMIRSHAM BIN A AZIZ, 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:-

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"THAT Tan Sri Amirsham Bin A Aziz, 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 MR. ANDREW JOHN BARBER, 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 Mr. Andrew John Barber, 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 RE-ELECT DATUK HAMISA BINTI SAMAT, WHO RETIRES IN ACCORDANCE WITH CLAUSE 122 OF THE COMPANY'S CONSTITUTION

The chairman tabled the following proposed ordinary resolution 5:-

"THAT Datuk Hamisa Binti Samat, who is retiring as director in accordance with clause 122 of the Company's constitution be hereby re-elected to serve on the board of directors of the Company."

ORDINARY RESOLUTION 6

TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF THE COMPANY AND ITS SUBSIDIARIES AMOUNTING TO RM810,260.00 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The chairman tabled the following proposed ordinary resolution 6:-

"THAT the payment of directors' fees of the Company and its subsidiaries amounting to RM810,260.00 for the financial year ended 31 December 2021, 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 6.

ORDINARY RESOLUTION 7

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 7:-

"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."

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SPECIAL BUSINESS:-

ORDINARY RESOLUTION 8

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 8:-

"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 9

PROPOSED RENEWAL OF AND NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

The chairman explained that item 7 on the agenda was to consider and if thought fit, to pass the ordinary resolution on the proposed renewal of and new 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;
- 4) Corporated International Consultant; and
- 5) Messrs Shim Pang & Co.

The chairman mentioned that the proposed ordinary resolution 9, 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 27 April 2022.

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 9:-

"THAT proposed renewal of and new 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 27 April 2022 be and is hereby approved."

ORDINARY RESOLUTION 10 PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

The chairman explained that item 8 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 10:-

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

SPECIAL RESOLUTION PROPOSED AMENDMENT TO THE CONSTITUTION OF THE COMPANY

The chairman explained item 9 on the agenda was to consider and if thought fit, to pass the special resolution on proposed amendment to the existing Clause No. 113 of the constitution of the Company to be in line with the latest amendments made to Malaysian Code on Corporate Governance in relation to seek shareholders' approval through a two-tier voting process to retain an independent director beyond the nine-year tenure.

The chairman tabled the following special resolution:-

"THAT the proposed amendment to the constitution of the Company as set out in Appendix A of the notice of this 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 B.

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 C.

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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 D 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 10.50 am with a vote of thanks to the chair.

CHAIRMAN Kuala Lumpur

Appendix A - Proposed Amendment to the Constitution of the Company

Clause No.	Existing Clause	Proposed Amendment			
113	exceed a cumulative term of nine (9) years. Upon completion of the nine (9) years, an Independent Director may continue to serve on the Board as a non-independent director. If the Board intends to retain a Director as Independent Director beyond nine (9) years, the Board may justify and seek annual shareholders' approval. If the Board continues to	retain a Director as Independent Director beyond nine (9) years, the Board may justify should provide justification and seek annual shareholders' approval. If the Board continues to retain the Independent			
	the Act and the Listing Requirements and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to retain a Director as an Independent Director who has served on the Board beyond nine (9) years subject to the Board's justification and seeking annual shareholders' approval. If the Board continues to retain the Director as an Independent Director after the twelfth (12) year, the Board may seek annual shareholders' approval through a two-tier voting process. Under the two-tier voting process, shareholders' votes will be cast in	Subject to and in accordance with the provisions of the Act and the Listing Requirements and such other relevant law, regulation or guideline, the Company is allowed and shall have power, to the fullest extent permitted, to retain a Director as an Independent Director who has served on the Board beyond nine (9) years subject to the Board's justification and seeking annual shareholders' approval. If the Board continues to retain the Director as an Independent Director after the twelfth (12) year, the Board may seek annual shareholders' approval through a two-tier voting process. Under the two-tier voting process, shareholders' votes will be cast in the following manner at the same shareholders meeting:-			
	(a) Tier 1: only the Large Shareholder(s) of the Company votes; and	(a) Tier 1: only the Large Shareholder(s) of the Company votes; and			
	(b) Tier 2: shareholders other than the Large Shareholder(s) votes.	(b) Tier 2: shareholders other than the Large Shareholder(s) votes.			
	For the purposes of this Clause, Large Shareholder means a person who:-	For the purposes of this Clause, Large Shareholder means a person who:-			
	(i) is entitled to exercise, or control the exercise of, not less than thirty three per centum (33%) of the voting shares in the Company;	(i) is entitled to exercise, or control the exercise of, not less than thirty three per centum (33%) of the voting shares in the Company;			
	(ii) is the largest shareholder of voting shares in the Company;	(ii) is the largest shareholder of voting shares in the Company;			
	(iii) has the power to appoint or caused to be appointed a majority of the Directors; or	(iii) has the power to appoint or caused to be appointed a majority of the Directors; or			

Appendix A - Proposed Amendment to the Constitution of the Company (continued)

Clause No.	Existing Clause	Proposed Amendment			
113	(iv) has the power to make or cause to be made, decisions in respect of the business or administration of the Company, and to give effect to such decisions or cause them to give effect to.	decisions in respect of the business or administration of the Company, and to give			
	The decision for the above resolution is determined based on the vote of Tier 1 and a simple majority of Tier 2. If there is more than one (1) Large Shareholder, a simple majority of votes determine the outcome of the Tier 1 vote.	based on the vote of Tier 1 and a simple majority			
	The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution.	The resolution is deemed successful if both Tier 1 and Tier 2 votes support the resolution.			
	where the vote between the two tiers differs or where Tier 1 voter(s) abstained from voting. If the resolution is defeated or deemed defeated, the said Director may (subject to any requirement to re-elect any such Director who may be retiring under Clause 116) remain in office but shall be re-designated as a non-	remain in office but shall be re-designated as a non- independent director. Nothing in this Constitution shall require a Director to vacate his office as a			

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Oueries from the shareholders

Pre-AGM

APPENDIX B

Shareholder: Mr Stephen Lye Tuck Meng

- 1. There were issues with last year's Remote AGM (frequent audio and video disconnections) and many shareholders faced the same problem. The issue lies with Boardroom and not our network connection. Your company secretary has acknowledged this by email to me on 9 May 2022. It is not good to have technical glitches that mar the proceedings of the AGM until it is totally a non event. The mgmt should take the decision to convene the meeting for another day as what Maybank did last year when Tricor screwed up badly.
 - Q: Why was the AGM allowed to continue and you bulldozed right through it despite shareholders complaining in the chat box?
 - A: The Company had engaged a professional and experienced service provider i.e Boardroom Share Registrars Sdn Bhd ("Boardroom") to facilitate the virtual AGM.

In respect of your feedback, Boardroom explained the following:

- 1) The virtual AGM started smoothly as scheduled at 10am. Throughout the first 30 minutes, all shareholders were able to login and cast their votes without any hiccups.
- 2) At approximately 10.30am, Boardroom was alerted to a technical issue on video streaming.
- 3) The webcaster immediately troubleshot the problem after which they identified the root cause and resolved the issue by 10.37am.
- 4) During this 7-min period, some participants had experienced intermediary buffering on the video streaming during the Q&A session.
- 5) In summary, the Company received 4 complaints on the streaming quality out of 179 total shareholders who attended the virtual meeting.
- 2. Q: How much have you paid Boardroom for the service which was not rendered?
 - A: The cost for the services rendered by Boardroom was RM28,000.
- 3. Q: Policies Will the board of directors answer every single shareholder question raised by shareholders on AGM?
 - A: Yes, the directors will seek to answer every question by the shareholders at the AGM and all the questions and answers will be published on the Company's website within 30 business days from the AGM.

<u>Remarks</u> It is totally unacceptable to pay for a non service. Kindy demand for a refund and give us shareholders door gifts and charge it to Boardroom.

Kindly do not use Boardroom anymore for such lousy service.

Kindly get the Company Secretary to contact me via my handphone or by email after this AGM. I want to hear from her personally about my complaint and what are the next steps.

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Oueries from the shareholders

Pre-AGM

A: The company secretary had replied to your compliant via email dated 9 May 2022.

Shareholder: Tan Bee Eng

- 1. Q: How does the climate change and shortage of foreign labour impact the palm oil plantation industry as a whole and the company, in the mid to long term? What measures taken by the company to address these challenges?
 - A: We did not experience any significant shortages of workers which could have affected our operations at the moment as the Group has so far been able to attract and retain workers in the plantation with its investment in facilities and amenities for the workers and their families.
- 2. Q: How does the cukai makmur impact the net profit of the company in FY2022?
 - A: At this juncture, the financial impact is highly dependent on the crude palm oil and palm kernel prices which are currently highly volatile as well as seasonal yield trend.

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Queries from the shareholders

During the AGM

APPENDIX C

- In response to Mr See Kian Seng's question on a dividend to be declared in the coming quarter given the expected good result, Mr Lee Wee Yong highlighted that the Company had in the past declared 2 interim dividends annually and is a reserved matter due to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He added that the Company maintained a dividend policy of paying out approximately 60% of its profit after tax ("PAT"). Chairman assured the shareholders that the Company would be consistent in its dividend policy to benefit its shareholders.
- (b) Mr See Kian Seng sought clarification on the expect earnings per share of the Company for financial year ending 2022 as the price for crude palm oil ("CPO") was trading at approximately RM6,000 per tonne. The chairman replied that the Company could not publish its forecast results and Ms Cheah Yee Leng further clarified that public listed companies are not allowed to publish any forecast results.
- (c) In response to the request for eVoucher and door gifts be given 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 already.
- (d) Ms Teh Peng Tin enquired about the costs of conducting the fully virtual AGM. Ms Cheah Yee Leng reverted that the said costs were approximately RM38,000.
- (e) In respect of Ms Teh Peng Tin's question of rewarding shareholders with bonus issue shares, Ms Cheah Yee Leng said that it was not under consideration at this juncture and the board might consider it in the future.
- (f) In response to Ms Elaine Yeoh's question on the Company's fixed dividend policy, Ms Cheah Yee Leng clarified that the prospectus issued during its IPO in year 2007 had published the dividend policy and was mentioned by Mr Lee Wee Yong earlier that it is 60% of the Group's PAT attributable to its shareholders.
- (g) Mr Au Yong Siew Fah responded to Ms Elain Yeoh's query on the CPO production cost per tonne for the second quarter of FY 31 December 2022. It is expected to be higher than the previous year corresponding quarter as diesel and fertilizers costs had increased.
- (h) Ms Elaine Yeoh enquired whether the Company hedges its CPO selling price as market prices seemed to be at its peak. Mr Au Yong Siew Fah said the Company sells on spot which had been appropriate for the business thus far.



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

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Website: www.governaceadvisory.com

Date: 25th May 2022

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 25th May 2022

We, GovernAce Advisory & Solutions Sdn. Bhd., as the appointed independent scrutineer in attendance at the Annual General Meeting (AGM) of Hap Seng Plantations Holdings Berhad held on 25th May 2022 have performed the procedures as listed in our letter of engagement dated 8th February 2022.

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.

Independent Scrutineer



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The results of the poll as follows:;

	VOTES FOR	NO. OF RECORDS	%	VOTES AGAINST	NO. OF RECORDS	%	VOTES TOTAL
RESOLUTION 1	579,585,641	185	99.8921	625,813	29	0.1079	580,211,454
RESOLUTION 2	594,714,142	214	99.9977	13,712	17	0.0023	594,727,854
RESOLUTION 3	594,717,741	211	99.9974	15,613	21	0.0026	594,733,354
RESOLUTION 4	594,720,641	214	99.9979	12,713	18	0.0021	594,733,354
RESOLUTION 5	594,721,141	213	99.9979	12,213	19	0.0021	594,733,354
RESOLUTION 6	594,498,405	199	99.9909	53,948	30	0.0091	594,552,353
RESOLUTION 7	594,697,041	214	99.9939	36,313	18	0.0061	594,733,354
RESOLUTION 8	589,809,441	195	99.1721	4,923,913	37	0.8279	594,733,354
RESOLUTION 9	18,107,141	189	97.8894	390,413	24	2.1106	18,497,554
RESOLUTION 10	594,722,751	217	99.9982	10,603	15	0.0018	594,733,354
SPECIAL RESOLUTION	594,722,641	215	99.9982	10,713	17	0.0018	594,733,354

