

TSH RESOURCES BERHAD

Company No. 49548-D
(Incorporated in Malaysia)

MINUTES OF ANNUAL GENERAL MEETING

Minutes of the Thirty-Eighth Annual General Meeting (“AGM”) of the Company held at Ballroom 2, LG Level, Eastin Hotel, 13, Section 16/11, Jalan Damansara, 46350 Petaling Jaya, Selangor Darul Ehsan on 24 May 2018 at 10.00 a.m.

Present:

Tan Aik Pen (Chairman)
Tan Aik Sim (Group Managing Director (“Group MD”))
Datuk Jaswant Singh Kler (Director)
Dato’ Jasmy bin Ismail (Director)
Selina binti Yeop Junior @ Lope (Director)
Yap Boon Teck (Director)
Tan Aik Kiong (Director)
Chew Siew Yeng (Director)
Tan Aik Yong (Director)
Lim Fook Hin (Director)

In attendance:

Chow Yeen Lee (Present as Secretary)

Shareholders, Proxies and Invitees as per attendance lists.

1. **Call to order**

The Chairman called the Meeting to order at 10.00 am.

2. **Welcome speech and introduction**

The Chairman welcomed all shareholders, proxy holders and invited guests to the Meeting.

He then proceeded to introduce the Board members, Company Secretary and External Auditors from Messrs BDO who were in attendance to the Meeting.

3. **Quorum**

The Company Secretary confirmed that the required quorum of a minimum of 3 members present in person or by proxy to convene the meeting in accordance with Article 62 of the Company’s Articles of Association was present.

4. **Procedures of meeting**

The Chairman reported that the Company received in total 61 proxy forms from shareholders for a total of 556,176,786 ordinary shares representing 40.25% of the issued share capital of the Company.

Out of those, 27 shareholders had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 161,766,617 representing 11.71% of the issued share capital of the Company.

The Chairman informed that:

- a) The voting at the 38th AGM would be conducted on a poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Listing Requirements by way of electronic voting (e-voting). For this purpose, the Chairman exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Article 66 of the Company's Articles of Association in respect of all resolutions which would be put to vote at the Meeting.
- b) The Company had appointed Symphony Share Registrars Sdn. Bhd. ("Symphony") as Poll Administrator to conduct the poll process and GovernAce Advisory & Solutions Sdn. Bhd. ("GovernAce") as Independent Scrutineer for the Meeting. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 38th AGM.

5. **Notice of Meeting**

With the permission of the Meeting, the notice convening the Meeting was taken as read.

6. **Ordinary Business**

6.1 **To receive the Audited Financial Statements together with the Reports of the Directors and Auditors thereon**

The Chairman informed the Meeting that the Audited Financial Statements for the financial year ended 31 December 2017 were meant for discussion as it did not require formal approval of shareholders under the provisions of Section 340(1)(a) of the Companies Act 2016. Thus, the Audited Financial Statements together with the Directors' and Independent Auditors' Reports would not be put forward for voting.

The Chairman then informed the Meeting that the Company had received questions posted by Minority Shareholders Watchdog Group ("MSWG"). For the benefit of the Meeting, the Chairman invited Mr Michael Wong Chung Hau, Chief Financial Officer to present the questions raised by MSWG and the Company's responses thereto.

The Chairman then invited questions from the floor.

With regard to MSWG representative, Ms Linnert Hoo's suggestion that in future, to project their questions and the Company's responses onto the screen for the benefits of the attendees, the Chairman replied that management will take note of her suggestion.

She then referred the Board to page 85 of the Annual Report 2017 on palm products segment profit of about RM232 million and enquired the percentage of profit contributions from milling and plantation activities.

The Group MD replied that mills in Sabah are stand-alone and these mills process outside crops as well. However, most of the segment profit comes from plantation activity.

Encik Ahmad Ibrahim, a shareholder commented on the following:

- a) to provide a copy of the MSWG Q&A to shareholders present at the meeting;
- b) to provide an explanatory note for other expenses disclosed under Statements of Comprehensive Income in page 72 of the Annual Report 2017;
- c) to provide a complimentary meal voucher to Muslim shareholders as they are not able to enjoy the refreshment served outside the meeting room due to Ramadan month; and
- d) to consider giving door gift to shareholders.

The Chairman replied that the Board will take note and consider his requests.

Mr Raymond Lau, a shareholder referred the Board to page 11 of the Annual Report 2017 and sought clarification on the total plantation hectareage of the Group compared with the figures disclosed in the previous Annual Reports.

The Group MD confirmed that the total hectareage disclosed in Annual Reports since 2016 comprise only the oil palm plantations in TSH and its subsidiaries. Before that, plantation in associate company was included in the report.

Ms Linnert Hoo sought further clarification on whether the milling activity is making losses as the Group MD has earlier replied that most of the segment profit comes from plantation activity.

The Group MD clarified that both milling and plantation activities are profitable but bulk of the segment profit comes from plantation activity.

After having addressed all the questions raised, the Audited Financial Statements together with the Reports of the Directors and Auditors thereon were duly received.

6.2 **Resolution 1 – First & Final Single Tier Dividend**

As there was no question being raised, the Chairman proposed that a first and final single tier dividend of 2.0 sen per ordinary share for the year ended 31 December 2017 be paid to the members on 20 June 2018 based on entitlement date of 25 May 2018.

A few shareholders and/or proxies seconded the proposal.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

6.3 **Resolution 2 - Directors' fees and benefits for the financial year ended 31 December 2017**

Being interested in the next 2 Resolutions, the Chairman handed over the Chair to the Group MD.

The Group MD took over the Chair and proceeded with the Meeting.

He informed the Meeting that Non-Executive Directors with direct shareholdings will abstain from voting on the Resolution.

As there was no question raised, the motion on the payment of Directors' fees and benefits amounting to RM2,168,475 for the year ended 31 December 2017 was duly proposed and seconded by shareholders and/or proxies.

The Group MD being the Chairman of the Meeting for this agenda, demanded for a poll in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

6.4 **Resolution 3 – Directors' benefits (excluding Directors' fees)**

The Group MD informed the Meeting that Non-Executive Directors with direct shareholdings will abstain from voting on the Resolution.

As there was no question raised, the motion on the payment of Directors' benefits (excluding Directors' fees) of up to an aggregate amount of RM1,610,000 from 1 January 2018 until the next AGM was duly proposed and seconded by shareholders and/or proxies.

The Group MD being the Chairman of the Meeting for this agenda, demanded for a poll in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Before proceeding to the next agenda, the Group MD handed the Chair back to the Chairman.

The Chairman informed that Datuk Jaswant Singh Kler has expressed his intention to retire at the conclusion of this AGM.

The Chairman, on behalf of the Board recorded their highest appreciation for his invaluable contributions and stewardship during his office as Director of the Company and wished him well in his future undertakings.

The Chairman then proceeded to the next agenda.

6.5 Resolution 4 – Directorate-Selina binti Yeop Junior @ Lope

As there was no question raised, the motion on the re-election of Ms Selina Binti Yeop Junior @ Lope as Director of the Company was duly proposed and seconded by shareholders and/or proxies.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

6.6 Resolution 5 – Directorate-Tan Aik Kiong

As there was no question raised, the motion on the re-election of Mr Tan Aik Kiong as Director of the Company was duly proposed and seconded by shareholders and/or proxies.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

6.7 Resolution 6 – Directorate-Lim Fook Hin

As there was no question raised, the motion on the re-election of Mr Lim Fook Hin as Director of the Company was duly proposed and seconded by shareholders and/or proxies.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

6.8 Resolution 7 – To re-appoint Messrs BDO as the Company's Auditors

As there was no further question raised, the Chairman proposed that Messrs BDO be appointed as the Company's Auditors and to authorise Directors to fix their remuneration.

A few shareholders and/or proxies seconded the proposal.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

7. **Special Business**

7.1 **Resolution 8 – Authority to Issue Shares**

As there was no question raised, the Chairman proposed that the Directors be empowered to issue new ordinary shares in the Company from time to time and at such price and upon such terms and conditions as the Directors deem fit provided that the aggregate number of new ordinary shares issued do not exceed 10% of the issued share capital of the Company. That the approval shall continue in force until conclusion of the next AGM.

A few shareholders and/or proxies seconded the proposal.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

7.2 **Resolution 9 – Renewal of the Authority for Share Buy-Back**

In response to Madam Ng Moy Fong's enquiry, the Chairman informed that the Company would purchase its own shares when necessary.

He then proposed that the Company be authorised to purchase its own shares of up to 10% of the issued share capital of the Company.

A few shareholders and/or proxies seconded the proposal.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

7.3 **Resolution 10– Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The Chairman handed over the Chair to Mr Lim Fook Hin due to his deemed interest on the Resolution.

Mr Lim Fook Hin took over the Chair and proceeded with the Meeting.

Mr Lim Fook Hin informed the Meeting that the Directors who are interested and/or deemed interested in the transactions and persons connected with them have abstained and would continue to abstain from all deliberations and voting on the Resolution.

As there was no question raised, the motion to re-new the Existing Shareholders' Mandate for recurrent related party transactions of a revenue or trading nature was duly proposed and seconded by shareholders and/or proxies.

Mr Lim Fook Hin being the Chairman of the Meeting for this agenda, demanded for a poll in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

Before proceeding to the next agenda, Mr Lim Fook Hin handed the Chair back to the Chairman.

7.4 **Resolution 11 – Adoption of a new Company's Constitution**

As there was no question raised, the motion to adopt a new Company's Constitution was duly proposed and seconded by shareholders and/or proxies.

The Chairman demanded for a poll as the Chairman of the Meeting in accordance with Article 66 of the Company's Articles of Association, which would be conducted upon completion of the remaining business of the Meeting.

8. **Any other Business**

The Chairman sought confirmation from the Company Secretary whether the Company had received any notice for transaction of other business which had been given in accordance with the Companies Act 2016 and the Company's Articles of Association. The Company Secretary confirmed that the Company had not received any notice for transaction of any other business at the Meeting.

9. **Polling Process**

The Chairman informed that 3 e-voting counters had been set up for the purpose of conducting the poll by way of e-voting. He then explained the procedures for the conduct of poll at the 38th AGM using Symphony e-voting system. The polling process for the 38th AGM was expected to be concluded in about 15 minutes. The attendees were requested to return to their seats after e-voting for the declaration of the poll results. The results of the poll were verified by GovernAce.

10. **Announcement of Poll Results**

At 11.05 am, the Chairman called the Meeting to order for the declaration of results. He informed that he had received the poll results from GovernAce.

The Chairman invited the representative of GovernAce to read out each of the poll results to the shareholders and proxies present.

10.1 **First & Final Single Tier Dividend**

The poll results for Resolution 1 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	713,792,270	99.9999	1,000	0.0001

The Chairman declared that Resolution 1 was duly passed as follows:

“**THAT** the declaration of first and final single tier dividend of 2.0 sen per ordinary share for the year ended 31 December 2017 be and is hereby approved.”

10.2 **Directors’ fees and benefits for the year ended 31 December 2017**

The poll results for Resolution 2 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 2	708,615,991	99.9676	229,900	0.0324

The Chairman declared that Resolution 2 was duly passed as follows:

“**THAT** the payment of Directors’ fees and benefits amounting to RM2,168,475 for the year ended 31 December 2017 be and are hereby approved.”

10.3 **Directors’ benefits (excluding Directors’ fees)**

The poll results for Resolution 3 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 3	708,623,991	99.9677	228,900	0.0323

The Chairman declared that Resolution 3 was duly passed as follows:

“**THAT** the payment of Directors’ benefits (excluding Directors’ fees) of up to an aggregate amount of RM1,610,000 from 1 January 2018 until the next AGM be and are hereby approved.”

10.4 **Directorate –Selina binti Yeop Junior @ Lope**

The poll results for Resolution 4 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	713,593,270	99.972	200,000	0.028

The Chairman declared that Resolution 4 was duly passed as follows:

“**THAT** Ms Selina binti Yeop Junior @ Lope , who retires in accordance with Article 95 of the Company’s Articles of Association be and is hereby re-elected Director of the Company.”

10.5 Directorate –Tan Aik Kiong

The poll results for Resolution 5 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	658,227,775	99.964	236,800	0.036

The Chairman declared that Resolution 5 was duly passed as follows:

“**THAT** Mr Tan Aik Kiong, who retires in accordance with Article 95 of the Company’s Articles of Association be and is hereby re-elected Director of the Company.”

10.6 Directorate –Lim Fook Hin

The poll results for Resolution 6 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 6	712,093,870	99.9863	97,400	0.0137

The Chairman declared that Resolution 6 was duly passed as follows:

“**THAT** Mr Lim Fook Hin, who retires in accordance with Article 95 of the Company’s Articles of Association be and is hereby re-elected Director of the Company.”

10.7 To re-appoint Messrs BDO as the Company’s Auditors

The poll results for Resolution 7 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 7	713,793,270	100	-	-

The Chairman declared that Resolution 7 was duly passed as follows:

“**THAT** Messrs BDO be and are hereby re-appointed Auditors of the Company and **THAT** the Directors be authorized to fix their remuneration.”

10.8 Authority to Issue Shares

The poll results for Resolution 8 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 8	644,861,920	98.838	7,581,150	1.162

The Chairman declared that Resolution 8 was duly passed as follows:

“**THAT**, subject always to the approvals of the relevant regulatory authorities, the Directors be and are hereby empowered by the shareholders pursuant to Sections 75 and 76 of the Companies Act 2016 to issue new ordinary shares in the Company from time to time at such price, upon such terms and conditions, provided that the aggregate number of the new ordinary shares to be issued pursuant to this resolution does not exceed ten percent (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 the Bursa Malaysia Securities Berhad (“Bursa Securities”) for listing of and quotation for the additional new ordinary shares to be issued **AND THAT** such authority shall continue in force until the conclusion of the next AGM of the Company.”

10.9 **Renewal of the Authority for Share Buy-Back**

The poll results for Resolution 9 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 9	713,770,187	100	-	-

The Chairman declared that Resolution 9 was duly passed as follows:

“**THAT**, subject to the Companies Act 2016, the Bursa Securities Main Market Listing Requirements, the Company’s Articles of Association and the approvals of other relevant authorities, the Company be and is hereby authorised to purchase and hold such number of ordinary shares in the Company (“Proposed Share Buy-Back”) as may be determined by the Directors of the Company from time to time through the Bursa Securities upon such terms and conditions as the Directors may deem fit in the interest of the Company provided that the aggregate number of shares purchased and/or held pursuant to this resolution does not exceed ten percent (10%) of the issued share capital of the Company **AND THAT** the maximum amount of funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the total retained profits of RM260,609,000 based on the latest audited financial statements as at 31 December 2017.

THAT such authority shall commence immediately upon passing of this ordinary resolution until the conclusion of the next AGM of TSH unless earlier revoked or varied by ordinary resolution passed by the shareholders of TSH in a general meeting or upon the expiration of the period within which the next AGM is required by law to be held, whichever occurs first.

THAT the Directors be and are hereby authorised to take all steps necessary to implement, finalise and to give full effect to the Proposed Share Buy-Back **AND FURTHER THAT** authority be and is hereby given to the Directors to deal with the shares so purchased in their absolute discretion in any of the following manner:-

- (i) cancel the shares so purchased; or
- (ii) retain the shares so purchased as treasury shares and held by the Company; or
- (iii) retain part of the shares so purchased as treasury shares and cancel the remainder; or
- (iv) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them; or
- (v) transfer all or part of the treasury shares for purposes of an employees' share scheme, and/or as purchase consideration; or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and guidelines pursuant to the Companies Act 2016, the Listing Requirements and other relevant guidelines issued by Bursa Securities and any other relevant authority for the time being in force.”

10.10 Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

The poll results for Resolution 10 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 10	435,121,727	100	-	-

The Chairman declared that Resolution 10 was duly passed as follows:

“**THAT** approval be and is hereby given for the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiary companies to enter into recurrent related party transactions of a revenue or trading nature with related parties which are necessary for the day to day operations and 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 as set out in Part B, Section 2.2 of the Circular dated 25 April 2018 (“Mandate”).

THAT such Mandate shall commence upon passing of this ordinary resolution and continue in force until:-

- (a) the conclusion of the next AGM of the Company following the general meeting at which such Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting whereby the authority is renewed;
- (b) the expiration of the period within which the next AGM is required to be held

pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or

- (c) revoked or varied by resolution passed by the shareholders of the Company in general meeting,

whichever is the earlier.

THAT the Directors be and are hereby empowered to do all such acts and things (including executing all such documents as may be required) as they may be considered expedient or necessary to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

10.11 Adoption of a new Company’s Constitution

The poll results for Resolution 11 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Special Resolution	713,793,270	100	-	-

The Chairman declared that Resolution 11 was duly passed as follows:

“**THAT** approval be and is hereby given to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in Part C of the Circular dated 25 April 2018 be and is hereby adopted as the Company’s Constitution **AND THAT** the Directors of the Company be and are hereby authorised to assent to any modifications, variations and/or amendments as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing.”

11. Close of Meeting

There being no other business to be transacted, the Meeting closed at 11.20 am with a vote of thanks to the Chair.

Minutes confirmed by

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Tan Aik Pen
Chairman