

TSH RESOURCES BERHAD

Company No. 49548-D
(Incorporated in Malaysia)

MINUTES OF ANNUAL GENERAL MEETING

Minutes of the Thirty-Ninth 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 28 May 2019 at 10.00 a.m.

Present:

Tan Aik Pen (Chairman)
Tan Aik Sim (Group Managing Director (“Group MD”))
Dato’ Jasmy bin Ismail (Director)
Selina binti Yeop Junior @ Lope (Director)
Natasha binti Mohd Zulkifli (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 PLT who were in attendance to the Meeting.

3. **Quorum**

The Company Secretary confirmed that the required quorum of a minimum of 2 members present in person or by proxy to convene the meeting in accordance with Clause 75 of the Company’s Constitution was present.

4. **Procedures of meeting**

The Chairman reported that the Company received in total 75 proxy forms from shareholders for a total of 439,408,410 ordinary shares representing 31.80% of the issued share capital of the Company.

Out of those, 29 shareholders had appointed the Chairman of the Meeting as proxy to vote on their behalf and the shares so represented were 275,047,737 representing 19.91% of the issued share capital of the Company.

The Chairman informed that:

- a) the voting at the 39th AGM would be conducted on a poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Listing Requirements and Clause 79 of the Company's Constitution by way of electronic voting (e-voting).
- b) the Company had appointed Boardroom Share Registrars Sdn Bhd as Poll Administrator to conduct the poll process and GovernAce Advisory & Solutions Sdn. Bhd. ("GovernAce") as Independent Scrutineer for this Meeting.
- c) the polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the 39th 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 2018 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 invited questions from the floor.

Mr SK Ng, a shareholder referred the Board to the profit / (loss) of the Company and Group under page 086 of the Statements of Comprehensive Income and other reserves under page 088 of the Statements of Financial Position for the financial years ended 31 December 2018 and 2017 and enquired the prospect of the Company's business for the next 5 years under the present challenging economic environment.

The Group MD replied by sharing the positive and negative perspectives of the industry as a whole. He proceeded to inform the Meeting on the impact on the industry as a result of the proposed European Union (EU)'s move to limit the use of

palm oil-based in biofuel by 2023 and progressively phase out by 2030 coupled with negative labeling of palm oil which is discriminatory and unfair.

He then shared the positive outlook whereby consumption will increase in 2019 in Indonesia in line with the full implementation of the B20 programme since September 2018. Tests on B30 have been carried out for the past few months on different trucks and machine suppliers. As most likely Indonesia will embark on B30 in 2020, consumption is expected to increase by another 3 million tonnes.

He continued to inform that Malaysia targets to raise its biofuel mandate in the transport sector from current B10 to B20, estimated additional 700,000 tonnes will be used annually. He opined that palm oil is still the most competitive oil in the world which is currently trading at a discount as compared to other vegetable oils such as soybean and rapeseed oils.

Mr SK Ng further enquired on the impact on the Company's business in respect of trade war between US and China.

The Group MD replied that in short term, uncertainty arises as to whether China will buy enough soybean from US. In addition, a drop of soybean price has affected the overall prices of other vegetable oils in the global market, including decrease in crude palm oil prices. By and large, if China shifts its purchase of soybean from US to Brazil and Argentina, other countries will still purchase from US. It will even up eventually in longer term.

Mr Raymond Lau, a shareholder referred the Board to the Group's total landbank of about 100,000 hectares of which about 42,000 hectares has been planted and enquired the Company's plan on the balance of unplanted land. He also enquired if the Company would consider cocoa planting since it was the first agricultural planting ventured into by the Company.

The Group MD replied that the Company started its business on cocoa planting and progressively diversifying into oil palm plantation segment over the years. Although the Group has a total landbank of about 100,000 hectares, being a member of the RSPO, the Company is required to follow the stringent requirements imposed by RSPO. For instance, the Company is required to submit a New Planting Procedure (NPP) for approval before new planting activity is allowed to be carried out. In response to the enquiry whether the Company would consider going back to cocoa plantation, he replied probably not.

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 1.0 sen per ordinary share for the year ended 31 December 2018 be paid to the members on 20 June 2019 based on entitlement date of 29 May 2019.

A few shareholders and/or proxies seconded the proposal.

6.3 Resolution 2 - Directors' fees for the financial year ended 31 December 2018

The Chairman informed the Meeting that Interested Non-Executive Directors and person connected with them with direct and indirect shareholdings would abstain from voting on the Resolution.

As there was no question raised, the motion on the payment of Directors' fees amounting to RM177,000 for the year ended 31 December 2018 was duly proposed and seconded by shareholders and/or proxies.

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

Being interested in the next Resolution, 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 Interested Non-Executive Directors and person connected with them with direct and indirect shareholdings would 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 29 May 2019 until the next AGM was duly proposed and seconded by shareholders and/or proxies.

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

6.5 Resolution 4 – Directorate – Natasha binti Mohd Zulkifli

As there was no question raised, the motion on the re-election of Ms Natasha binti Mohd Zulkifli as Director of the Company was duly proposed and seconded by shareholders and/or proxies.

6.6 Resolution 5 – Directorate – Yap Boon Teck

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

6.7 Resolution 6 – Directorate – Chew Siew Yeng

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

6.8 **Resolution 7 – Directorate – Tan Aik Yong**

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

6.9 **Resolution 8 – To re-appoint Messrs BDO PLT as the Company’s Auditors**

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

A few shareholders and/or proxies seconded the proposal.

7. **Special Business**

7.1 **Resolution 9 – 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.

7.2 **Resolution 10 – Renewal of the Authority for Share Buy-Back**

As there was no question raised, the Chairman 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 seconded the proposal.

7.3 **Resolution 11– 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 Interested Directors who were 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 handed the Chair back to the Chairman.

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 Constitution. 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. The polling process for the 39th AGM was expected to be concluded in about 15 minutes. The attendees were requested to return to their seats after e-voting for declaration of the poll results. The results of the poll were verified by GovernAce.

10. **Announcement of Poll Results**

At 10.35 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	594,267,913	100	-	-

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

“**THAT** the declaration of first and final single tier dividend of 1.0 sen per ordinary share for the year ended 31 December 2018 be and is hereby approved.”

10.2 **Directors' fees for the year ended 31 December 2018**

The poll results for Resolution 2 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 2	593,980,313	99.9869	77,600	0.0131

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

“**THAT** the payment of Directors’ fees amounting to RM177,000 for the year ended 31 December 2018 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	314,628,487	99.9753	77,600	0.0247

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 29 May 2019 until the next AGM be and are hereby approved.”

10.4 Directorate – Natasha binti Mohd Zulkifli

The poll results for Resolution 4 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 4	594,263,013	99.9992	4,900	0.0008

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

“**THAT** Ms Natasha binti Mohd Zulkifli, who retires in accordance with Clause 97 of the Company’s Constitution be and is hereby re-elected Director of the Company.”

10.5 Directorate – Yap Boon Teck

The poll results for Resolution 5 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 5	594,267,913	100	-	-

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

“**THAT** Mr Yap Boon Teck, who retires in accordance with Clause 100 of the Company’s Constitution be and is hereby re-elected Director of the Company.”

10.6 Directorate – Chew Siew Yeng

The poll results for Resolution 6 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 6	593,985,213	99.9878	72,700	0.0122

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

“**THAT** Mr Chew Siew Yeng, who retires in accordance with Clause 100 of the Company’s Constitution be and is hereby re-elected Director of the Company.”

10.7 Directorate – Tan Aik Yong

The poll results for Resolution 7 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 7	321,018,087	100	-	-

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

“**THAT** Mr Tan Aik Yong, who retires in accordance with Clause 100 of the Company’s Constitution be and is hereby re-elected Director of the Company.”

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

The poll results for Resolution 8 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 8	594,267,913	100	-	-

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

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

10.9 Authority to Issue Shares

The poll results for Resolution 9 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 9	586,686,763	98.7243	7,581,150	1.2757

The Chairman declared that Resolution 9 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.”

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

The poll results for Resolution 10 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 10	586,686,763	98.7243	7,581,150	1.2757

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

“**THAT**, subject to the Companies Act 2016, the Bursa Securities Main Market Listing Requirements, the Company’s Constitution 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 RM249,350,000 based on the latest audited financial statements as at 31 December 2018.

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.”

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

The poll results for Resolution 11 are as follows:

Resolution	For		Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 11	321,018,087	100	-	-

The Chairman declared that Resolution 11 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 29 April 2019 (“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.”

11. **Close of Meeting**

There being no other business to be transacted, the Meeting closed at 10.48 am with a vote of thanks to the Chair.

Minutes confirmed by

.....
Tan Aik Pen
Chairman