

# **TSH RESOURCES BERHAD**

Registration No. 197901005269 (49548-D)  
(Incorporated in Malaysia)

## **SUMMARY OF KEY MATTERS DISCUSSED**

Minutes of the Forty-First Annual General Meeting (“41<sup>st</sup> AGM”) of the Company held fully virtual at the broadcast venue at Level 12, Menara TSH, No. 8 Jalan Semantan, Damansara Heights, 50490 Kuala Lumpur on 20 May 2021 at 10.00 a.m.

### **PRESENT**

Tan Aik Sim - Group Managing Director (Chairman of the meeting)  
Dato’ Jasmy bin Ismail - Director (via remote participation and electronic voting (“RPV”) facility)  
Selina binti Yeop Junior @ Lope - Director (via RPV facility)  
Natasha binti Mohd Zulkifli - Director (via RPV facility)  
Yap Boon Teck - Director (via RPV facility)  
Tan Aik Kiong - Group Executive Director (via RPV facility)  
Chew Siew Yeng - Director (via RPV facility)  
Tan Aik Yong - Executive Director (via RPV facility)  
Lim Fook Hin - Director (via RPV facility)

### **ABSENT WITH APOLOGIES**

Tan Aik Pen – Non-Executive Chairman

### **IN ATTENDANCE**

Chow Yeen Lee - Secretary

### **BY INVITATION**

Michael Wong Chung Hau - Chief Financial Officer (via RPV facility)  
Fong Ging Pang – AGM Finance  
Tang Seng Choon, Messrs BDO PLT (via RPV facility)  
Ho Kok Khiaw, Messrs BDO PLT (via RPV facility)  
Foo Si Ying, Messrs BDO PLT (via RPV facility)  
Ng Shin Yin, Messrs BDO PLT (via RPV facility)  
Yap Sue Yin, GovernAce Advisory & Solutions Sdn. Bhd. (Independent Scrutineer)  
Siti Zulhijjah binti Dzulkeffly, GovernAce Advisory & Solutions Sdn. Bhd. (Independent Scrutineer)

And 113 shareholders, proxies and corporate representatives attended the meeting via RPV facility as per attendance report.

#### **1. Opening**

Tan Aik Sim informed the Meeting that the Chairman of the Board who was currently overseas, sent his apologies for being unable to attend the meeting due to different time zone.

He then informed that Tan Aik Kiong and Lim Fook Hin, being the directors and shareholders of the Company had elected him to chair the meeting in accordance with Clause 77 of the Company's Constitution.

**2. Quorum**

The Company Secretary confirmed that there was sufficient quorum in accordance with Clause 75 of the Company's Constitution and the 41<sup>st</sup> AGM of the Company was duly convened.

**3. Call to order**

The Chairman called the Meeting to order and welcome all shareholders, proxies, corporate representative and invited guests to the 41<sup>st</sup> AGM of the Company.

The Chairman took the opportunity to thank everyone for joining the 41<sup>st</sup> AGM remotely from various locations through live streaming. He informed that the virtual meeting was necessary for the safety and health of the shareholders, employees and other stakeholders during this COVID-19 pandemic.

The Chairman then introduced the Board of Directors of TSH, Chief Financial Officer, External Auditors, Messrs BDO PLT and the Company Secretary.

**4. Notice of Meeting**

The Notice convening the Meeting was tabled and taken as read.

**5. Procedures of Meeting**

The Chairman reported that the Company received in total 48 proxy forms from shareholders for a total of 384,429,938 ordinary shares representing 27.85% of the issued share capital of the Company. Out of those, 27 shareholders holding 168,949,202 ordinary shares representing 12.23% of the issued share capital of the Company had appointed the Chairman of the meeting as proxy to vote on their behalf.

The Chairman proceeded to inform that:

- a) the voting at the 41<sup>st</sup> 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.
- b) the Company had appointed Boardroom Share Registrars Sdn. Bhd. as Poll Administrator to conduct the poll process and GovernAce Advisory & Solutions Sdn. Bhd. as Independent Scrutineer for the Meeting.

**6. Polling and administrative matters**

Before moving to the formal business of the Meeting, the Chairman invited the Company Secretary to brief the Meeting on the polling and administrative matters.

Shareholders were informed that Questions and Answers (Q&A) session would commence after all the Ordinary Resolutions as set out in the notice of 41<sup>st</sup> AGM have been tabled to the meeting. Shareholders and proxies are welcomed to raise questions by submitting typed question in real time. All related and similar questions would be grouped together and responses would be provided. The Board would endeavour to respond to questions submitted during the Q&A session after the conclusion of agenda of the Meeting.

For the benefit of all shareholders and proxies, the Poll Administrator presented a video on electronic poll voting process.

The Company Secretary concluded the briefing by informing that the online voting is currently available until the closure of the polling session. The Meeting will then be adjourned for a short time for the Independent Scrutineers to verify the poll results.

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

The Audited Financial Statements for the financial year ended 31 December 2020 together with the Reports of the Directors and Auditors thereon were properly laid and had been duly received.

8. **Resolutions 1 to 9**

All 9 resolutions were tabled to the meeting for consideration.

9. **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.

10. **Q&A session**

The Chairman then opened the Q&A session and invited shareholders to submit questions online for the Board / Management's response.

The Meeting deliberated the questions / issues / comments raised by the shareholders / proxies and the corresponding responses / replies made by the Board / Management.

The Chairman thanked the shareholders / proxies for all the questions and reiterated that if there were questions yet to be answered, Management would revert to shareholders / proxies via email soonest possible.

A summary of the Q&A is annexed herewith as Annexure A.

With that, the Chairman declared that the Q&A session closed.

**11. Polling and Close of Polling**

The Chairman informed that additional 10 minutes would be provided for casting of votes.

The Meeting was adjourned at 10.49 am for counting of votes and verification of poll results by the Poll Administrator and Independent Scrutineers respectively.

**12. Announcement of Poll Results**

At 11.09 am, the Chairman called the Meeting to order for the declaration of poll results. He informed that he had received the following poll results which had been verified by the Independent Scrutineers and the same was shown on the screen.

Resolution	Vote For		Vote Against		Total Votes
	No. of shares	%	No. of shares	%	No. of shares
1	665,873,205	99.9737	175,113	0.0263	666,048,318
2	305,398,982	99.9347	199,650	0.0653	305,598,632
3	665,887,736	99.9716	189,392	0.0284	666,077,128
4	610,095,697	99.9139	525,911	0.0861	610,621,608
5	662,389,019	99.7600	1,593,409	0.2400	663,982,428
6	666,032,015	99.9917	55,413	0.0083	666,087,428
7	634,065,153	97.5622	15,843,575	2.4378	649,908,728
8	650,239,043	97.6220	15,839,385	2.3780	666,078,428
9	307,648,990	99.9813	57,642	0.0187	307,706,632

Based on the poll results, the Chairman declared that Ordinary Resolutions 1 to 9, being all the resolutions tabled at the 41<sup>st</sup> AGM, were carried.

**13. Close of Meeting**

There being no other business to be transacted, the Meeting closed at 11.10 am with a vote of thanks to the Chair.

**LIVE QUESTIONS RECEIVED IN RELATION TO  
41<sup>ST</sup> AGM OF TSH RESOURCES BERHAD HELD ON 20 MAY 2021**

*Questions on Operation, Outlook and Cost cutting measures etc*

Seow Kar Keat

Question:

How will the current challenges presented by COVID-19 affect the Group's activities and business strategies going forward?

**Answer:**

Overall, the COVID-19 have not impacted the operations of the Group materially as explained in page 12 of the Annual Report. However, all business units were required to adhere to new COVID-19 operating procedures to protect the health and safety of all our employees and curb the spread of the virus.

Poon Kum Lok

Question:

What would be the impact of labour shortage for the Group arising from suspension of recruitment from other countries arising from COVID-19?

**Answer:**

The Group has not encountered any serious labour shortage that could cause a major disruption in its daily operations especially in Sabah.

Wong Jia Jian

Question:

Would any of the cost cutting measures in financial year ended 2020 involve fees/salary reduction or lay-offs?

**Answer:**

The Group did not implement any salary reduction or lay-offs in 2020 as a result of the pandemic.

Ooi Chye Khoon

Question:

Most of the analysts commented that the CPO price has reached the peak now and is expected to soften from 3rd quarter onwards. What is your view on the future CPO price?

**Answer:**

Due to the tight supply of edible oil, CPO prices are likely to remain supported in the first half of 2021. However, CPO price may weaken in the second half of 2021 as palm oil production recovers and inventories start to rebuild. Nevertheless, this will also depend on the demand situation particularly the pace of the global economic recovery.

Lau Chu Lee

Question:

What is the company plan for the balance landbank at Indonesia? Will company plan to plant alternative crops such as coconut, bamboo or cocoa?

**Answer:**

We will continue to slowly plant up the balance landbank in Indonesia mainly with oil palm. At the moment, we have no plan yet to plant alternative crops.

Lim San Kim

Question:

If this virtual meeting is more expensive than physical then use other method use by Hubline, XOX, AGESON, MUDA etc, etc ( webinar, vote2u, figuratively, Cisco WebEx, zoom etc.)

**Answer:**

The cost for holding a physical and virtual meeting is about the same and a few quotations were obtained for comparison before we engaged the service provider.

Ong Xin Yi

Question:

Has the company carried out or plan to carry out strategies to encourage the number of young investors and shareholders to the company?

**Answer:**

We are of the view that investors (including young investors) are getting savvier and more financially literate, with many of them performing their own rigorous analysis from a variety of resources including annual reports, announcements, newspapers, press releases, research reports, etc., before making an investment. Accordingly, we seek to continuously improve the quality of the analysis and reviews in our annual reports, announcements and press releases to help investors make informed investment decisions.

We believe our Company is also relatively well covered by research analysts. This helps to enhance our visibility and consequently the knowledge of investors concerning our Company.

Lau Chu Lee

Question:

May I know what the transaction enterprising value per ha for the disposal Indonesia subsidiaries to Taiko?

**Answer:**

The transaction value of the Proposed Disposals of 90% interest PT Farinda Bersaudara (“FDB”) and PT Teguh Swakarsa Sejahtera (“TSS”) (collectively “Disposal Companies”) as announced to Bursa Malaysia Securities Berhad on 26<sup>th</sup> August 2020 is detailed below.

	<b>USD</b>
Agreed value of the estates of FDB and TSS <sup>(1)</sup>	110,110,352
Add: Value of proforma balance sheet items in FDB and TSS as at 31 March 2020 assuming the increase in the share capital of TSS of an additional IDR125,000,000,000 had been effected on 31 March 2020 <sup>(1)</sup>	18,110,453
Less: Value of loans from TSH and its subsidiaries to FDB and TSS <sup>(1)</sup> as at 31 March 2020	(115,856,342)
Consideration	12,364,463

**Note:**

<sup>(1)</sup> The values are based on the TSH Group’s 90% effective equity interests in FDB and TSS.

The Consideration is subject to adjustments as disclosed in the above said announcement.

The total planted area of the Disposal Companies is 10,816 hectares.

*Questions on AGM door gifts/ eVouchers*

Multiple Shareholders

Question:

Would the board kindly consider giving us e- voucher as a token of appreciation for attending this RPV. Thank you.

**Answer:**

We have announced in our AGM Administrative Guide that we are not issuing any voucher for this AGM.

*Questions relating to voting*

Multiple Shareholders

Question:

How to vote?

**Answer:**

Kindly email to BSR. Helpdesk@boardroomlimited.com or contact us at +60378904700

*Kind words and support*

Poravi A/L S P Sithambaram Pillay

I am very confident our Company will be able to overcome the current challenges. Best wishes.