

# RIMBUNAN SAWIT BERHAD

[Registration No.: 200501014346 (691393-U)]

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**Rimbunan Sawit**

## **MINUTES OF THE 18<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”) OF RIMBUNAN SAWIT BERHAD (“RSB” or “the Company”) HELD AT LEVEL 2, NORTH WING, MENARA RIMBUNAN HIJAU, 101, PUSAT SURIA PERMATA, JALAN UPPER LANANG, 96000 SIBU, SARAWAK ON WEDNESDAY, 31 MAY 2023 AT 12.00 NOON.**

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Present: As per the attendance lists as attached

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### **1. INTRODUCTION**

Mr. Bong Wei Leong took the Chair and welcomed all those present at the 18th AGM.

Mr. Bong Wei Leong took the opportunity to extend a warm welcome to the shareholders and thanked all the valued shareholders for their continued invaluable support.

### **2. QUORUM**

The Company Secretary, Mr. Toh Ka Soon reported that a quorum as prescribed by Article 96 of the Company Constitution was present represented by 22 members present by proxies and three (3) members present in person. Mr. Bong Wei Leong then declared the meeting duly convened at 12.00 noon.

### **3. NOTICE OF AGM**

The notice convening the AGM, having been circulated to all members and advertised in “New Straits Times” within the prescribed period in accordance with the Company’s Constitution, with the consent of all members present at the AGM, was taken as read.

### **4. DIRECTORS’ REPORT AND AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of Directors and Auditors thereon, were tabled before the meeting and Mr. Bong Wei Leong invited questions from the members present on the same.

As there were no questions being raised, the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of Directors and Auditors thereon were taken as noted and received.

At this juncture, Mr. Bong Wei Leong informed the members present that pursuant to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions as set out in the AGM notice shall be voted by poll.

In this connection, Messrs. K S Yong & Co was appointed as the Independent Scrutineer to validate the votes cast at the AGM.

### **5. PAYMENT OF DIRECTORS’ FEES (Resolution 1)**

The members present were informed that the Directors' fees of RM231,332.00 for the financial year ended 31 December 2022 were proposed for members' approval. All Directors who are also the shareholders were reminded to abstain from voting.

On the proposal of Ms. Bridget Lee Kuok Ling and seconded by Ms. Beatrice Yu Pui Ying, the motion was put to vote by poll at the end of the discussion of all resolutions.

**6. PAYMENT OF DIRECTORS' REMUNERATION (Resolution 2)**

The members present were also informed that the Directors' remuneration (excluding Directors' fees) up to RM100,000 from 1 June 2023 until the next AGM of the Company were proposed for members' approval. All Directors who are also the shareholders were reminded to abstain from voting.

On the proposal of Mr. Ling Kwong Lin and seconded by Ms. Tang Hung Ngiik, the motion was put to vote by poll at the end of the discussion of all resolutions.

**7. RE-ELECTION OF DIRECTOR (Resolution 3)**

The members noted that Mr. Tiong Chiong Ie is retiring pursuant to Article 123 of the Company's Constitution, and shall be eligible for re-election.

On the proposal of Mr. Wong Pek Liong and duly seconded by Mr. Law Hui Leong, the motion to re-elect Mr. Tiong Chiong Ie as a Director was put to vote by poll at the end of the discussion of all resolutions.

**8. RE-ELECTION OF DIRECTOR (Resolution 4)**

Members noted that Mr. Tiong Ing Ming retires pursuant to Article 123 of the Company's Constitution and shall be eligible for re-election.

However, Mr. Tiong Ing Ming has notified the Company that he does not wish to seek for re-election at the AGM. As such, Mr. Tiong Ing Ming retired as the Director of the Company after the conclusion of the AGM.

**9. RE-ELECTION OF DIRECTOR (Resolution 5)**

The members noted that Mr. Tiong Chiong Ee is retiring pursuant to Article 128 of the Company's Constitution, and shall be eligible for re-election.

On the proposal of Ms. Bridget Lee Kuok Ling and duly seconded by Ms. Beatrice Yu Pui Ying, the motion to re-elect Mr. Tiong Chiong Ee as a Director was put to vote by poll at the end of the discussion of all resolutions.

**10. RE-ELECTION OF DIRECTOR (Resolution 6)**

The members noted that Mr. Lau Kiing Yiing is retiring pursuant to Article 128 of the Company's Constitution, and shall be eligible for re-election.

On the proposal of Mr. Ling Kwong Lin and duly seconded by Ms. Tang Hung Ngiik, the motion to re-elect Mr. Lau Kiing Yiing as a Director was put to vote by poll at the end of the discussion of all resolutions.

**11. RE-ELECTION OF DIRECTOR (Resolution 7)**

The members noted that Ms. Lu Yieng Ping is retiring pursuant to Article 128 of Company's Constitution, and shall be eligible for re-election.

On the proposal of Mr. Wong Pek Liong and duly seconded by Mr. Law Hui Leong, the motion to re-elect Ms. Lu Yieng Ping as a Director was put to vote by poll at the end of the discussion of all resolutions.

**12. APPOINTMENT OF AUDITORS (Resolution 8)**

Mr. Bong Wei Leong informed that Crowe Malaysia PLT, the retiring auditors have expressed their willingness to continue in office until the conclusion of the next annual general meeting at a remuneration to be determined by the Board of Directors.

On the proposal of Ms. Bridget Lee Kuok Ling and duly seconded by Ms. Beatrice Yu Pui Ying, the motion was put to vote by poll at the end of the discussion of all resolutions.

**13. PROPOSED RENEWAL OF AND NEW SHAREHOLDER MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE (Resolution 9)**

Mr. Bong Wei Leong briefed the members on the rationale for the Proposed Shareholder Mandate.

All interested directors, interested major shareholders and persons connected with them were reminded to abstain from voting.

On the proposal of Mr. Ling Kwong Lin and seconded by Ms. Tang Hung Ngik, the motion was put to vote by poll at the end of the discussion of all resolutions.

**14. QUESTION AND ANSWER SESSION**

Mr. Bong Wei Leong then invited questions from the members present but there were no questions being raised at the AGM.

**15. POLLING PROCEDURES**

As no notice has been received to transact any other business, the Chairman put forward all resolutions for voting by poll via the polling slips.

The Company Secretary, Mr. Toh Ka Soon briefed the members present on the polling procedures before members cast their votes.

**16. ADJOURNMENT OF MEETING**

Upon completion of polling process, on the proposal of the Chairman and seconded by Ms. Beatrice Yu Pui Ying, the AGM was adjourned at 12.15 p.m. for counting and scrutinising of the votes cast.

**17. ANNOUNCEMENT OF POLL RESULTS**

On completion of counting and scrutinising of poll votes, the Chairman, Mr. Bong Wei Leong took the Chair and resumed the AGM proceedings at 12.26 p.m.

## 17. ANNOUNCEMENT OF POLL RESULTS (CONT.)

The polling results reported and confirmed by the scrutineers were as follows:

No.	Resolution	Vote For		Vote Against	
		No. of shares	%	No. of shares	%
1.	Resolution No. 1 <ul style="list-style-type: none"> <li>To approve the payment of directors' fees for the financial year ended 31 December 2022</li> </ul>	1,248,741,211	100	0	0
2.	Resolution No. 2 <ul style="list-style-type: none"> <li>To approve the payment of Directors' remuneration (excluding Directors' fees) up to RM100,000 for the period from 1 June 2023 until the conclusion of the next Annual General Meeting of the Company.</li> </ul>	1,248,741,211	100	0	0
3.	Resolution No. 3 <ul style="list-style-type: none"> <li>To re-elect Mr. Tiong Chiong Ie who retires pursuant to Article 123 of the Company's Constitution and being eligible, offers himself for re election.</li> </ul>	1,248,806,011	100	0	0
4.	Resolution No. 4 <ul style="list-style-type: none"> <li>To re-elect Mr. Tiong Ing Ming who retires pursuant to Article 123 of the Company's Constitution and being eligible, offers himself for re-election</li> </ul>	0	0	0	0
5.	Resolution No. 5 <ul style="list-style-type: none"> <li>To re-elect Mr. Tiong Chiong Ee who retires pursuant to Article 128 of the Company's Constitution and being eligible, offers himself for re-election.</li> </ul>	1,248,806,011	100	0	0
6.	Resolution No. 6 <ul style="list-style-type: none"> <li>To re-elect Mr. Lau Kiing Yiing who retires pursuant to Article 128 of the Company's Constitution and being eligible, offers himself for re-election.</li> </ul>	1,248,806,011	100	0	0
7.	Resolution No. 7 <ul style="list-style-type: none"> <li>To re-elect Ms. Lu Yieng Ping who retires pursuant to Article 128 of the Company's Constitution and being eligible, offers herself for re-election.</li> </ul>	1,248,806,011	100	0	0
8.	Resolution No. 8 <ul style="list-style-type: none"> <li>To re-appoint Crowe Malaysia PLT as auditors until the conclusion of the next AGM and to authorize the Directors to fix their remuneration.</li> </ul>	1,248,806,011	100	0	0
9.	Resolution No. 9 <ul style="list-style-type: none"> <li>Proposed renewal of and new shareholder mandates for recurrent related party transactions of a revenue or trading nature.</li> </ul>	58,529,640	100	0	0

**17. ANNOUNCEMENT OF POLL RESULTS (CONT.)**

Based on the above results, Mr. Bong Wei Leong declared that all resolutions as set out in the notice of AGM dated 28 April 2023 were duly carried except for Resolution No. 4 which has been withdrawn as Mr. Tiong Ing Ming did not seek for re-election at the AGM.

**18. CONCLUSION**

As all agenda items have been duly transacted, Mr. Bong Wei Leong thanked all those present for their kind attendance and the meeting concluded at 12.31 p.m. with a vote of thanks accorded to the Chair.

Confirmed as correct record by,

Signed

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**BONG WEI LEONG**

Chairman

Dated: 23<sup>rd</sup> June 2023