



## REVISED NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 26 AUGUST 2021

**NOTICE IS HEREBY GIVEN THAT** the 27<sup>th</sup> Annual General Meeting of the Company will be conducted on a fully virtual basis through the online meeting platform provided by Boardroom Share Registrars Sdn. Bhd. at <https://meeting.boardroomlimited.my> (MYNIC Domain Registration Number D6A357657) on Thursday, 26 August 2021 at 11:30 am to transact the following business:

### A G E N D A

#### ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2020 and the Reports of the Directors and Auditors thereon. *Please refer to Explanatory Notes (a)*
2. To approve the payment of Directors' fees for the Group of an amount up to but not exceeding RM600,000 from 25 May 2021 until the next Annual General Meeting of the Company; *Resolution 1*
3. To approve the payment of Directors' allowances and benefits for the Group of an amount up to but not exceeding RM80,000 from 25 May 2021 until the next Annual General Meeting of the Company; *Resolution 2*
4. To re-elect the following directors retiring pursuant to Clause 100 of the Company's Constitution:  
  - (a) Encik Asgari Bin Mohd Fuad Stephens *Resolution 3*
  - (b) Tuan Haji Mohd Hattah Bin Ja'afar *Resolution 4*
5. To re-elect the following directors retiring pursuant to Clause 97 of the Company's Constitution:  
  - (a) Datuk Hj. Majin Bin Hj. Ajing *Resolution 5*
  - (b) Datuk Haji Gulamhaidar @ Yusof Bin Khan Bahadar *Resolution 6*
6. To re-appoint Messrs Ernst & Young PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. *Resolution 7*



## SPECIAL BUSINESS

7. To consider and if thought fit, to pass the following resolution:

### **ORDINARY RESOLUTION**

#### **Authority to Issue Shares Pursuant to Section 76 of the Companies Act 2016**

*Resolution 8*

“ THAT subject always to the Companies Act 2016, Constitution of the Company and approvals from the relevant statutory and regulatory authorities, where such approvals are necessary, full authority be and is hereby given to the Directors pursuant to Section 76 of the Companies Act 2016, to issue shares in the Company from time to time at such price upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed 10% of the total number of issued shares in the Ordinary Share Capital of the Company for the time being and that the Directors be and are empowered to obtain the approvals from Bursa Malaysia Securities Berhad for the listing and quotation of the additional new ordinary shares to be issued and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company. ”

8. To consider and if thought fit, to pass the following resolution:

### **ORDINARY RESOLUTION**

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

*Resolution 9*

“ THAT, approval be and is hereby given, for the Renewal of the Existing Shareholders' Mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature as set out in Section 2.4.2(a) of the Circular to Shareholders dated 26 April 2021 with the related parties described therein provided such transactions are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, 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;

AND THAT, such approval shall continue to be in force until:

- (a) the conclusion of the next annual general meeting of the Company, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (b) the expiration of the period within which the next annual general meeting of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or



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

whichever is the earlier.

AND FURTHER THAT the Directors be and are hereby authorised to complete and do such acts and things as may be required by the relevant authorities (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution. ”

9. To transact any other business of the Company of which due notice shall have been given to the Company in accordance with the Company's Constitution and the Act.

By Order of the Board

Dorothy Luk Wei Kam (SSM PC No. 202008001484) (MAICSA7000414)  
Chan Ai Hoon (SSM PC No. 202008003338) (LS0000393)  
Company Secretaries

Kota Kinabalu, Sabah  
Dated: 28 July 2021



## NOTES

- (a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company.
- (b) For the purpose of determining member's eligibility to attend this meeting, only member whose name appears in the Record of Depositors as at 18 August 2021 shall be entitled to attend this meeting or appoint proxy to attend and/or vote on his behalf.
- (c) A member of the Company entitled to attend and vote at a meeting of the Company, shall be entitled to appoint not more than two (2) proxies to attend and vote in his stead at the meeting. There shall be no restriction as to the qualification of the proxy. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholdings to be represented by each proxy, failing which the appointment shall be invalid.
- (d) Where a member of the Company is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (e) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney or if the appointor is a corporation under the seal, and the person so appointed may attend and vote at any meeting at which the appointor is entitled to vote.
- (f) The instrument appointing a proxy shall be deposited at the Registered Office of the Company at 6th Floor, Menara Tun Mustapha, Likas Bay, 88400 Kota Kinabalu, Sabah or electronically via <https://investor.boardroomlimited.com> at least forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
- (g) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in this Notice will be put to vote on a poll.

## EXPLANATORY NOTES

### (a) Audited Financial Statements for Financial Year Ended 31 December 2020

Agenda 1 is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, it will not be put forward for voting.

### (b) Authority to Issue Shares pursuant to Section 76 of the Companies Act 2016

The proposed Resolution 8, if passed, shall give power to the Directors to issue ordinary shares in the capital of the Company up to an aggregate amount not exceeding 10% of the total number of issued share in the Share Capital of the Company for the time being. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting.

The general mandate sought for issue of shares is a renewal of the mandate that was approved by the shareholders on 17 August 2020. The Company did not utilise the mandate that was approved last year. The renewal of the general mandate is to provide flexibility to the Company to issue new shares without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercises including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital and/or acquisitions.



**(c) Proposed Renewal of the Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**

The proposed Resolution 9, if passed, will allow the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the mandated related parties provided that such transactions are necessary for the Group's day to day operations, carried out in the normal course of business, at arm's length, on commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders. Shareholders are directed to refer to the Circular to Shareholders dated 26 April 2021 for more information.



INNOPRISE PLANTATIONS BERHAD  
199301030333 (285072-M)

## NOTIFICATION TO SHAREHOLDERS ON THE CHANGE OF MODE OF HOLDING THE TWENTY-SEVENTH ANNUAL GENERAL MEETING

Dear Valued Shareholders,

On 26 April 2021, Innoprise Plantations Berhad (“the Company”) had issued a Notice of the Twenty-Seventh Annual General Meeting (“27<sup>th</sup> AGM”) scheduled to be held at Belian Room, 7<sup>th</sup> Floor, Borneo Royale Hotel, Eastern Plaza, Mile 1, Jalan Kuhara, 91000 Tawau, Sabah, on Monday, 24 May 2021 at 11.30 a.m.

However, the Government of Malaysia had on 10 May 2021 announced the re-imposition of Movement Control Order with effect from 12 May 2021 to 7 June 2021 nationwide to curb the spread of Covid-19 in Malaysia. On 17 May 2021, the Company had made an announcement to Bursa Malaysia Securities Berhad that the 27<sup>th</sup> AGM of the Company has been postponed to a later date to be determined by the Board of Directors. Subsequently on 28 May 2021, the Government of Malaysia further announced the implementation of the Full Movement Control Order (“FMCO”) with effect from 1 June 2021.

In line with the FMCO, the Board of Directors wishes to inform that the 27<sup>th</sup> AGM of the Company will be conducted on a fully virtual basis through live streaming and Remote Participation and Electronic Voting facilities scheduled on 26 August 2021. For the avoidance of doubt, the physical 27<sup>th</sup> AGM will no longer be applicable.

Save for the change from a physical venue to an online meeting platform and the date of the 27<sup>th</sup> AGM, all information in the Notice of the 27<sup>th</sup> AGM together with the Form of Proxy remain unchanged and valid.

Date & Time of 27 <sup>th</sup> AGM	26 August, 2021 (Thursday) at 11.30 a.m.
Online Venue	Online meeting platform provided by Boardroom Share Registrars Sdn. Bhd. at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (MYNIC Domain Registration Number D6A357657)

To attend the 27<sup>th</sup> AGM remotely, all shareholders will have to register for Remote Participation and Electronic Voting via <https://investor.boardroomlimited.com>. Please refer to the Administrative Guide for the 27<sup>th</sup> AGM published on the Company’s website at [www.innoprise.com.my](http://www.innoprise.com.my) and Bursa Malaysia Securities Berhad’s website at <https://www.bursamalaysia.com> for detailed information in relation to the fully virtual 27<sup>th</sup> AGM.

Should you require any assistance, kindly contact our Share Registrar, Boardroom at 03-79804700 (email: [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)).

We thank you for your continued support to the Company.  
Yours faithfully,

Datuk Hj. Majin Bin Hj. Ajing  
Chairman  
Date : 28 July 2021



## ADMINISTRATIVE GUIDE FOR THE TWENTY-SEVENTH ANNUAL GENERAL MEETING

### 1. FULLY VIRTUAL TWENTY-SEVENTH ANNUAL GENERAL MEETING (“27<sup>th</sup> AGM”)

Date & Time	26 August 2021 (Thursday) at 11.30 a.m.
Online Venue	Online meeting platform provided by Boardroom Share Registrars Sdn Bhd (“Boardroom”) at <a href="https://meeting.boardroomlimited.my">https://meeting.boardroomlimited.my</a> (MYNIC Domain Registration Number D6A357657)

The 27<sup>th</sup> AGM of Innoprise Plantations Berhad (“the Company”) will be conducted on a fully virtual basis through live streaming and Remote Participation and Electronic Voting (“RPEV”) facilities provided by Boardroom.

### 2. SHAREHOLDERS ENTITLED TO ATTEND THE VIRTUAL AGM

A shareholder whose name appears on the Record of Depositors on 18 August 2021 (“General Meeting Record of Depositors”) shall be eligible to participate in the virtual AGM or appoint proxy to participate on his/her behalf.

### 3. VOTING PROCEDURES

Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the virtual AGM will be conducted by poll. The Company has appointed Boardroom as poll administrator to conduct the poll by way of electronic voting and SKY Corporate Services Sdn Bhd as independent scrutineer to verify the poll results.

### 4. RPEV FACILITIES

Shareholders and proxies are advised to log in to the Boardroom Smart Investor Portal (“Boardroom Portal”) at <https://investor.boardroomlimited.com> for the following services –

- (a) Register participation for the virtual AGM
- (b) Submit eProxy form electronically
- (c) Submit questions prior to the virtual AGM
- (d) Submit request for Annual Report 2020 and Circular to Shareholders

Kindly follow the steps below to register for the virtual AGM –

<b>Before the day of the 27<sup>th</sup> AGM</b>
Step 1 – Register online with Boardroom Portal (For first time registration only)
<i>[Note : If you have already signed with Boardroom Portal, you are not required to register again. You may proceed to Step 2. ]</i>
(i) Access website <a href="https://investor.boardroomlimited.com">https://investor.boardroomlimited.com</a>



- (i) Click < **Register** > to sign up as a user.
- (ii) Complete registration and upload softcopy of MyKad (front and back) or passport.
- (iii) Enter a valid email address.
- (iv) Your registration will be verified and approved within one (1) business day and an email notification will be provided.

#### Step 2 – Submit request for remote participation

*[Note : The registration for RPEV will be opened on 28 July 2021 and end on 24 August 2021 at 11.30 a.m.]*

##### (a) Individual Shareholder

- (i) Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (ii) Select “**INNOPRISE PLANTATIONS BERHAD (27<sup>th</sup>) ANNUAL GENERAL MEETING**” from the list of Corporate Meeting and click “**Enter**”.
- (iii) Click on “**Register for RPEV**”.
- (iv) Read and accept the General Terms and Conditions and enter your CDS account no. to submit your request.

##### (b) Appointment of Proxy

- (i) Login to <https://investor.boardroomlimited.com> using your user ID and password from Step 1 above.
- (ii) Select “**INNOPRISE PLANTATIONS BERHAD (27<sup>th</sup>) ANNUAL GENERAL MEETING**” from the list of Corporate Meeting and click “**Enter**”.
- (iii) Click on “**Submit eProxy Form**”
- (iv) Read and accept the General Terms and Conditions and enter your CDS account no. to appoint proxy and insert proxy details and voting instructions.

##### (c) Corporate Shareholder, Authorised Nominee and Exempt Authorised Nominee

- (i) Write to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) and provide the name of shareholder, CDS account no. and Certificate of Appointment of Corporate Representative or Proxy Form (as the case may be) to submit the request.
- (ii) Provide a softcopy of the corporate representative’s or proxy’s MyKad (front and back) or passport together with his / her email address.

#### Step 3 – Verification and email notification

- (i) You will receive an email from Boardroom that your request has been received and is being verified.
- (ii) Upon verification against the General Meeting Record of Depositors, you will receive an email from Boardroom with the Meeting ID, user ID and password for the virtual AGM. You will also be notified in the event your registration is rejected.





**On the day of the 27<sup>th</sup> AGM**

**Step 4 – Login to RPEV**

- (i) The RPEV will be opened for login commencing at 10.30 a.m. on 26 August 2021 (Thursday).
- (ii) Click the link provided in the email in Step 3(ii) above to join the virtual AGM. Insert the Meeting ID and sign in with the user ID and password provided to you via the same email.

**Step 5 – Participants**

- (i) Please follow the User Guides to view the live webcast, submit questions and vote.
- (ii) To view the live webcast, select the broadcast icon.
- (iii) To ask a question during the virtual AGM, select the messaging icon, type your question in the chat box and click the send button to submit.

**Step 6 – Vote**

- (i) Once voting has commenced, the voting icon will appear with the resolutions and voting choices until the Chairman declares the end of the voting session.
- (ii) To vote, select your voting preference from the options provided. A confirmation message will appear to indicate that your vote has been received.
- (iii) To change your vote, re-select your voting preference.
- (iv) If you wish to cancel your vote, please press “Cancel”.

**Step 7 – End**

- (i) Upon declaration by the Chairman of the closure of the virtual AGM, the live webcast will end.

**5. APPOINTMENT OF PROXY**

Please deposit your completed Proxy Form at the Company’s Registered Office at 6th Floor, Menara Tun Mustapha, Likas Bay, 88400 Kota Kinabalu, Sabah not less than forty-eight (48) hours before the time set for holding the 27<sup>th</sup> AGM i.e. the latest by 24 August 2021 at 11.30 a.m.

Alternatively, the appointment of proxy can also be lodged electronically via Boardroom Portal at <https://investor.boardroomlimited.com> which is available to all shareholders not less than forty-eight (48) hours before the time set for holding the 27<sup>th</sup> AGM i.e. the latest by 24 August 2021 at 11.30 a.m. Please refer to Item (b) Step 2 above.

If you have submitted your Proxy Form and subsequently decide to appoint another person or you wish to participate in the virtual AGM, please write to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the appointment of proxy no later than 24 August 2021 at 11.30 a.m.



## 6. SUBMISSION OF QUESTIONS

### (a) Prior to the virtual AGM

Shareholders may submit questions in relation to the agenda items by logging in to the Boardroom Portal at <https://investor.boardroomlimited.com>, select “**Submit Questions**” after select “**INNOPRISE PLANTATIONS BERHAD (27<sup>th</sup>) ANNUAL GENERAL MEETING**” from the list of Corporate Meeting latest by 24 August 2021 at 11.30 a.m.

### (b) During the virtual AGM

Shareholders may type their questions in the chat box at any time during the virtual AGM.

The Board and Management will endeavour to provide the responses at the virtual AGM. However, being mindful of time constraints, some responses may be emailed after the conclusion of the virtual AGM.

## 7. ANNUAL REPORT 2020, PROXY FORM AND CIRCULAR TO SHAREHOLDERS

The Annual Report 2020, Proxy Form and Circular to Shareholders are available at the Company’s website at [www.innoprise.com.my](http://www.innoprise.com.my) and Bursa Malaysia Securities Berhad’s website at <https://www.bursamalaysia.com>.

If you require printed copies of the above documents, please submit your request via the Boardroom Portal at <https://investor.boardroomlimited.com> by select Investor Services from the main venue and click “Request for Annual Report and Circular”

## 8. NO VOUCHER AND DOOR GIFT

There will be no voucher or any door gift for shareholders/proxies who participate in the 27<sup>th</sup> AGM.

## 9. NO RECORDING OR PHOTOGRAPHY

No recording or photography of the virtual AGM is allowed without the prior written permission of the Company.

## 10. ENQUIRY

Should you require any assistance, kindly contact our Share Registrar, Boardroom at 03-78904700 (email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)).