

GOLDEN AGRI-RESOURCES LTD

(Incorporated in the Republic of Mauritius)
(the "Company")

MINUTES OF ANNUAL MEETING (THE "MEETING" OR "AM") OF GOLDEN AGRI-RESOURCES LTD ("GAR" OR THE "COMPANY" AND TOGETHER WITH ITS SUBSIDIARIES, THE "GROUP") HELD ON TUESDAY, 23 APRIL 2024 AT 2.00 P.M. (SINGAPORE TIME) AT ORCHARD HOTEL SINGAPORE, ORCHARD BALLROOM 1&2, LEVEL 3, 442 ORCHARD ROAD, SINGAPORE 238879

PRESENT:

Directors:	Mr Franky Oesman Widjaja – Chairman Mr Muktar Widjaja Mr Rafael Buhay Concepcion, Jr. – Deputy Chairman of Meeting Mr Willy Shee Ping Yah Mr Christian G H Gautier De Charnacé Mr Soh Hang Kwang Ms Marie Claire Goolam Hossen
External Auditors:	Mr Neo Keng Jin - Audit Partner-in-charge from Moore Stephens LLP
Share Registrar:	B.A.C.S. Private Limited
E-Polling Agent:	Convence SG Pte. Ltd.
Scrutineer:	Complete Corporate Services Pte. Ltd.
Shareholders:	As per log-in Attendance Lists kept by the Company
Other Invitees/Staff:	As per Attendance Lists kept by the Company

1. Introduction of Directors and Auditors

The Meeting started with introductions of the Board members and Auditor present. Shareholders were informed that the Meeting will be chaired by Mr Franky Widjaja, assisted by Mr Concepcion, the Deputy Chairman for the Meeting.

2. Chairman's Welcome Address

Mr Franky Oesman Widjaja, Chairman of the Meeting, welcomed shareholders to the 2024 AM of the Company, happy that it could be held face-to-face after 4 years of AM by "live" webcast.

3. Quorum

There being a quorum, the Chairman called the Meeting to order.

4. Notice of Meeting

The Chairman noted that the Notice of Meeting dated 2 April 2024 (“Notice”) together with the URL link to assess the Annual Report 2023 and Appendices, had been mailed to shareholders on 2 April 2024 and also released on SGXNET. The Notice was taken as read.

The Chairman then handed the Chair to Mr Rafael Buhay Concepcion, Deputy Chairman for the Meeting, to continue with the business of the Meeting.

5. Demand for Poll

Mr Concepcion assumed the Chair and demanded a poll on voting of all Resolutions at the Meeting, in accordance with Article 60(a) of the Constitution of the Company.

The Meeting was informed that voting would be done on the CONVENE electronic voting platform, using the individual mobile device of shareholders/ proxies. Complete Corporate Services Pte. Ltd. was appointed to act as Scrutineer for conducting the poll.

6. Proxies given to Chairman of Meeting

The Deputy Chairman informed the Meeting that the Chairman of the Meeting had been appointed as proxy by some shareholders who had directed the Chairman to vote for, or against, or abstain from certain resolutions. Accordingly, the Chairman would cast his votes as per the instructions indicated in the respective proxy forms.

(Note: Chairman abstained where no indication of voting was given in the proxy form(s).)

7. Explanation of Voting Process

The Meeting was informed that voting on all resolutions at the Meeting would be conducted using the individual mobile device of shareholders / proxies. During registration, mobile devices of shareholders / proxies would have been set up and configured to be able to vote on any or all of the resolutions at any time during the Meeting after voting is formally open, until voting closes for the respective resolutions.

A video clip on how to vote was played.

8. Voting Opens

The Deputy Chairman formally declared voting open on all resolutions and informed that shareholders / proxies may cast their votes during the course of the Meeting for any or all of the resolutions tabled at the Meeting. However, voting for the respective resolution will cease when the voting for the specific resolution has closed.

Voting for each resolution would close 15 seconds after the resolutions has been tabled for voting. The results for the respective resolution would be projected on the screens, shortly after voting for that resolution has ended.

9. Test Resolution

A test resolution was conducted for practice and declared carried.

10. Formal Business of Meeting

The Deputy Chairman then proceeded with the formal business to be transacted at the Meeting.

11. PowerPoint Presentation on Group’s Performance for FY2023

The first item on the Agenda was to receive and adopt the Audited Financial Statements for the year ended 31 December 2023 (“FY2023”) together with the Directors’ and Auditors’ Reports thereon.

Before tabling the motion, the Deputy Chairman gave a brief PowerPoint presentation on the Group’s performance for FY2023.

(Note - The Presentation slides were uploaded to SGXNET after the Meeting on 23 April 2024.)

12. Questions and Answers

After his presentation, as well as before each subsequent resolution was put to the vote, the Deputy Chairman opened the floor for questions. A summary of the main questions asked and responses is annexed hereto as Annexure 1.

13. Formal Resolutions

13.1 Resolution 1: Audited Financial Statements for the Year ended 31 December 2023 together with the Directors’ and Auditors’ Reports thereon

There being no further questions from shareholders, the Deputy Chairman proposed Resolution 1 relating to adoption of the Audited Financial Statements for FY2023 together with the Directors’ and Auditors’ Reports thereon and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 1 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,618,451,381	10,617,682,321	99.99	769,060	0.01

Based on the results of the poll, the Deputy Chairman declared Resolution 1 carried.

13.2 Resolution 2: Final Dividend for FY2023

The Board has recommended a final dividend of 0.613 Singapore cents per ordinary share for FY2023.

Before tabling the motion, questions were invited from shareholders. There being no question/ further questions, the Deputy Chairman proposed Resolution 2 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 2 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,626,197,221	10,625,443,421	99.99	753,800	0.01

Based on the results of the poll, the Deputy Chairman declared Resolution 2 carried.

13.3 Resolution 3: Directors' Fees for FY2023

Resolution 3 related to Directors' Fees of S\$506,946 for the year ended 31 December 2023.

Before tabling the motion, questions were invited from shareholders. There being no question/ further questions, the Deputy Chairman proposed Resolution 3 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 3 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,626,150,277	10,624,555,110	99.98	1,595,167	0.02

Based on the results of the poll, the Deputy Chairman declared Resolution 3 carried.

13.4 Resolution 4: Re-appointment of Mr Christian G H Gautier De Charnacé

Resolution 4 related to the re-appointment of Mr Christian G H Gautier De Charnacé as a Director, retiring pursuant to Section 138 of The Companies Act 2001 of Mauritius ("Mauritius Companies Act").

There being no question/ further questions, the Deputy Chairman proposed Resolution 4 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 4 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,625,688,165	9,106,291,743	85.70	1,519,396,422	14.30

Based on the results of the poll, the Deputy Chairman declared Resolution 4 carried.

13.5 Resolution 5: Re-appointment of Mr Willy Shee Ping Yah

Resolution 5 related to the re-appointment of Mr Willy Shee Ping Yah as a Director, retiring pursuant to Section 138 of the Mauritius Companies Act.

There being no question/ further questions, the Deputy Chairman proposed Resolution 5 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 5 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,625,781,165	9,258,125,652	87.13	1,367,655,513	12.87

Based on the results of the poll, the Deputy Chairman declared Resolution 5 carried.

13.6 Resolution 6: Re-appointment of Mr Muktar Widjaja

Resolution 6 related to the re-appointment of Mr Muktar Widjaja as a Director, retiring pursuant to Rule 720(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

There being no question/ further questions, the Deputy Chairman proposed Resolution 6 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 6 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,625,695,645	9,065,873,134	85.32	1,559,822,511	14.68

Based on the results of the poll, the Deputy Chairman declared Resolution 6 carried.

13.7 Resolution 7: Re-appointment of Auditors

Resolution 7 related to the re-appointment of Moore Stephens LLP as Auditors.

There being no question/ further questions, the Deputy Chairman proposed Resolution 7 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 7 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,625,920,145	10,578,238,385	99.55	47,681,760	0.45

Based on the results of the poll, the Deputy Chairman declared Resolution 7 carried.

13.8 Resolution 8: Renewal of Share Issue Mandate

Resolution 8 was an Ordinary Resolution to authorise and empower the Directors to allot and issue shares and convertible securities up to 50% of the issued shares of the Company (excluding treasury shares and subsidiary holdings), of which the total number of shares and convertible securities to be issued other than on a pro-rata basis to shareholders, does not exceed 15% of the issued shares of the Company (excluding treasury shares and subsidiary holdings).

There being no question/ further questions, the Deputy Chairman proposed Resolution 8 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 8 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,625,745,545	8,058,857,430	75.84	2,566,888,115	24.16

Based on the results of the poll, the Deputy Chairman declared Resolution 8 carried.

13.9 Resolution 9: Renewal of Share Purchase Mandate

Resolution 9 was an Ordinary Resolution to renew the Share Purchase Mandate for the purchase by the Company of up to 10% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) as at the Meeting date. Shareholders were advised to refer to Appendix 1 to the Notice for further details.

The Deputy Chairman informed that Directors will only carry out share purchases if they view that it is beneficial to the Company and its shareholders.

There being no question/ further questions, the Deputy Chairman proposed Resolution 9 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 9 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
10,625,275,745	10,580,918,171	99.58	44,357,574	0.42

Based on the results of the poll, the Deputy Chairman declared Resolution 9 carried.

13.10 Resolution 10: Renewal of Interested Person Transactions Mandate

The final agenda was Resolution 10, an Ordinary Resolution for the renewal of the Mandate for Transactions with Interested Persons ("IPT Mandate") under Chapter 9 of the Listing Manual.

The Deputy Chairman explained that the IPT Mandate would enable the Company, its subsidiaries and controlled associated companies, to enter into certain types of transactions with certain classes of Interested Persons as described in Appendix 2 to the Notice, provided that they are carried out in the ordinary course of business, and in accordance with the guidelines stated in Appendix 2. The IPT Mandate was important for the continuing day-to-day operations of the Group's business.

The Deputy Chairman informed shareholders that Ascent Wealth Investment Limited, Massingham International Ltd, Golden Moment Limited and Flambo International Limited, are regarded as interested in the IPT Mandate. Accordingly, they, together with their associates are required to, and have, abstained from voting on Resolution 10 in respect of shares of the Company that are held or controlled by them.

There being no question/ further questions, the Deputy Chairman proposed Resolution 10 and put the motion to a vote.

The results of the vote by way of electronic poll on Resolution 10 were as follows:-

Total number of shares represented by votes for and against the relevant resolution	For		Against	
	Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
4,212,600,436	4,201,044,890	99.73	11,555,546	0.27

Based on the results of the poll, the Deputy Chairman declared Resolution 10 carried.

14. Conclusion

The Deputy Chairman then handed the Meeting back to the Chairman.

The Chairman closed the Meeting at 4.00 p.m. with a note of thanks to shareholders for their support, questions and attendance at the AM.

Confirmed:

Rafael Buhay Concepcion, Jr.
Deputy Chairman of Meeting

Confirmed:

Franky Oesman Widjaja
Chairman

Summary of Main Questions raised by shareholders at the Annual Meeting on 23 April 2024, and the Company's responses

Questions relating to Performance / Operations / Strategies / Dividends

Shareholder:

Shareholder referred to page 5 (Financial Highlights) of the Annual Report 2023 ("AR2023"), and noted that underlying profit and return on equity ("ROE") was US\$328 million and 6.6% respectively. If he based ROE on net profit attributable to owners of the Company of US\$198 million, it was 4%.

The Group's total debt and interest cost of approximately US\$3.1 billion and approximately US\$220 million, respectively, was considerably high. He asked about the high interest cost even as the Company's business is cash generating.

Shareholder further noted that the high revenue/turnover did not translate to higher profits.

In terms of dividend payout rate it was lower at 18% in 2023 compared to 25% in 2021. Dividend yield was approximately 2.4% in 2023. The low dividend yield together with the stagnant share price would result in a low return for investors

Shareholder had compared the Company's FY2023 financial ratios with that of some SGX listed companies in similar industry which seemed to fare better in terms of ROE, debt to equity ratio, other financial ratios, share price and dividend yield.

He suggested Management to look into improving the bottom line.

Company's Response:

The Company is a fully integrated player with both Upstream (Plantations and palm oil mills) and Downstream (Palm, laurics and others) businesses. The Company has been undertaking a multi-year growth focus capital expenditures programme where the incremental profit will be progressively realised in the coming years. Hence, benchmarking with peers having similar business and investment growth profile is important.

EBITDA contributed by Upstream and Downstream businesses were approximately the same, about US\$500 million each. Margin however varied between Upstream and Downstream. Upstream business contributed higher margin of above 10% depending on CPO price level, compared to approximately 5% for Downstream business.

In terms of debt to equity ratio, the Company is considered lowly leveraged on net debt basis. The ratio is low for Upstream business but higher for Downstream business due to the nature of higher working capital needed for inventories and trade receivables. Gross interest cost is approximately 7% of total debt across the various currencies of the Company's loan indebtedness. On net interest cost basis (interest expense less interest income), it translates to 5% of total debt. This reflects the Company's good credit rating considering both USD SOFR and IDR JIBOR have increased to more than 5%.

FY2023 underlying profit was significantly impacted by lower CPO prices. Management has been pursuing strategies to improve plantation yields and grow its Downstream's value added business to improve underlying profit in the long term.

On dividends, in view of the current ongoing uncertainties and high interest cost environment, it would be prudent to preserve cash and maintain the payout ratio at 18%, similar to 2022. Management will consider paying higher dividends in the future should the operating environment improve.

Shareholder:

Shareholder asked about the difference between underlying profit and net profit.

CPO prices have come down. The Group operates mainly in Indonesia, and with the weakening of IDR against USD, why operating costs increased that much?

The net debt to EBITDA ratio is 0.4 times, however, net debt of US\$391 million is almost 2 times the net profit of US\$198 million. Please explain.

What is the ratio of debts in different currency?

Company's Response:

"Underlying profit" means the net profit attributable to owners of the Company excluding net effect of net gain/loss from changes in fair value of biological assets, depreciation of bearer plants, exceptional items, foreign exchange gain/loss, and deferred tax expense.

CPO prices had come down significantly in 2023 as reflected in the lower cost of goods sold. The increase in General and administrative expenses of 15.5% was mainly due to higher variable remuneration to employees across the global operations of the Company in view of the record result in 2022. Furthermore, the production output of palm oil was affected by adverse drought in Indonesia in 2023. For Downstream business, a large proportion of our costs (e.g. raw materials costs) were denominated in USD.

The Net Debt to EBITDA ratio is a commonly accepted credit metric. After deducting interest, tax and depreciation, it is normal for the ratio of Net debt to Net Profit to be higher than the net debt to EBITDA. The Group's borrowings are mainly denominated in USD and IDR, the ratio being approximately 65%:35%.

Shareholder:

Pages 90-91 - Consolidated Statement of Financial Position as at 31 December 2023

- Cash and cash equivalents plus short-term investments aggregated to about US\$1.1 billion, whereas debt (such as short/long term borrowings and bonds/notes) amounted to approximately US\$3 billion.

Can the cash be efficiently used to lower the cost of borrowing of approximately US\$220 million?

- Long-term investments of US\$1.25 billion under Non-Current Assets. How do they relate to core business/ philosophy of the Company, and are they generating positive returns?

Page 117 – Note 13 (Cash and Cash Equivalents)

Pages 117-118 – Note 14 (Short-Term Investments)

- Cash of US\$229.5 million was denominated in Indian rupee.
- Short-term investments of US\$579.9 million was also denominated in Indian rupee.

Why so much exposure to Indian rupee? Is there an underlying need?

Company's Response:

The Group's Cash and Short-Term Investments denominated in Indian rupee amounted to approximately US\$800 million is pledged to banks to obtain the trade related working capital loan of our subsidiary in India, Gemini Edible Oil & Fats ("Gemini"). This trade related working capital loan is part of US\$3.1 billion total debt of the Company. Refer to the Notes 28 Short-Term Borrowings, page 130 for more detail.

The available cash of approximately US\$300 million is a prudent liquidity level that the Company needs to maintain for its day-to-day operations.

Long-term investments comprised mainly investments in Liberia, renewable energy business, and investment in technologies complementary to the growth strategy of our Upstream and Downstream businesses. These investments are long-term in nature, where the positive returns are expected to be realised over the coming years.

Shareholder:

Pages 153 to 166 – Group companies.

There are many subsidiaries/ joint ventures in the Group's operations, some of which are active and dormant. Is there any active review to simplify the existing Group's structure?

Additionally, it was suggested to show the Group's operating subsidiaries and holding companies in a visual manner such as pie chart.

Company's Response:

The Company is actively simplifying its corporate structure on an on-going basis. For this purpose, the Company will need to comply with the relevant regulations of all the countries where it operates.

The suggestion on the visual update on the Company's structures was noted.

Shareholder:

What is GAR's competitive edge compared to its peers? Where do you see the biggest opportunity and how will you strategise to capture such opportunity?

Company's Response:

GAR holds the unique advantage as one of the most integrated players in the palm oil industry. The Group aims to optimise the Company's value by transforming plantation yields through replanting with a new generation planting materials and growing our downstream's global presence and value-added product offerings.

Questions relating to Directors' Fees

Shareholder:

Total Director's Fee of S\$506,946 for FY2023 (FY2022: S\$483,749). Shareholders receiving smaller dividend payout than last year as Company performance went down, shouldn't management also set a good example (on Directors fees)?

Company's Response:

The Group performed relatively well achieving EBITDA of US\$986 million and Underlying Profit of US\$327 million, despite the challenges in 2023. The independent Directors had performed their responsibilities well and should be remunerated accordingly.

In view of the current ongoing uncertainties and high interest cost environment, it would be prudent to preserve cash and maintain the dividend payout ratio at 18%, similar to 2022. The Management will consider paying higher dividend in the future should the operating environments improve.

~ End ~