

CEKD BERHAD
[Registration No.: 201801023077 (1285096-M)]
(Incorporated in Malaysia)

MINUTES OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY (“5th AGM”) HELD FULLY VIRTUAL THROUGH ONLINE MEETING PLATFORM AT [HTTPS://WWW.BINAMANAGEMENT.COM.MY](https://www.binamanagement.com.my) PROVIDED BY BINA MANAGEMENT (M) SDN BHD (“BINA PORTAL”) IN MALAYSIA (DOMAIN REGISTRATION NUMBER D1A401787) FROM THE BROADCAST VENUE AT NO. 10, JALAN 1/137B, RESOURCE INDUSTRIAL CENTRE, BATU 5, JALAN KELANG LAMA, 58200 KUALA LUMPUR ON WEDNESDAY, 22 FEBRUARY 2023 AT 10.00 A.M.

- DIRECTORS** : Dato’ Zulkifli Bin Adnan (Independent Non-Executive Chairman)
Mr. Yap Tian Tion (Deputy Executive Chairman)
Datuk Mak Foo Wei (Independent Non-Executive Director)
Mr. Chong Chin Look (Independent Non-Executive Director)
Ms. Choo Yem Kuen (Independent Non-Executive Director)
Ms. Yap Kai Ning (Managing Director)
Ms. Yap Kai Min (Executive Director)
- IN ATTENDANCE** : Ms. Teo Soon Mei (Company Secretary)
Mr. Gan Chi Yang (Representative from Amerits Corporate Sdn Bhd)
Ms. Anna Wai Mei Qi (Representative from Amerits Corporate Sdn Bhd)
- MEMBERS/ PROXIES/ CORPORATE REPRESENTATIVES** : Participating via Remote Participation and Voting (“RPV”) facilities (as per the summary of attendance and log in list)
- EXTERNAL AUDITORS** : Mr. Chua Kah Chun (Representative from Messrs. Ecovis Malaysia PLT)
- SPONSOR** : Ms. Dianne Voon, Representative from M & A Securities Sdn Bhd
- BY INVITATION** : Ms. Pearly Hiew Pei Li (Chief Financial Officer)
Mr. Chew Nee Soon (Representative from Bina Management (M) Sdn Bhd)
Ms. Winnie Chok (Representative from Bina Management (M) Sdn Bhd)
Mr. Danny Yap (Representative from Symphony Corporate Services Sdn Bhd)

LOGIN TIME

As at 15 February 2023, being the cut-off date for determining who shall be entitled to attend the Company’s 5th AGM, the Company had 2437 depositors with a total number of issued shares which stood at 194,573,000 ordinary shares. Based on the registration data given by the Company’s Share Registrar as at 10.00 a.m. on 22 February 2023, a total of 25 shareholders/proxies had registered through RPV facilities for attendance and participated at the 5th AGM. This represents 150,969,810 ordinary shares, which constituted 77.59% of the total number of issued shares of the Company.

CHAIRMAN’S OPENING REMARKS

Dato’ Zulkifli Bin Adnan (“**Dato’ Chairman**” or “**the Chairman**”), the Chairman of the Company, chaired the 5th AGM (“**Meeting**”) virtually held through live streaming. Dato’ Chairman, on behalf of the Board and the Management, welcomed and thanked the shareholders/proxies and invitees for their presence at the virtual 5th AGM and also thanked them for their continuous support.

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Minutes of the Fifth Annual General Meeting (“5th AGM”) held on 22 February 2023 – cont’d

The Chairman informed that the Meeting was conducted entirely through livestreaming and online remote participation and voting facilities (“**RPV**”) from the online meeting platform provided by Bina Management (M) Sdn Bhd. The holding of the Meeting virtually was in accordance with Section 327(2) of the Companies Act 2016 and Clause 66 of the Company’s Constitution. The Chairman also made reference to the “Guidance and FAQs on the Conduct of General Meetings for Listed Issuers” issued by the Securities Commission Malaysia. The RPV facilities were provided by Bina Management (M) Sdn Bhd, the appointed Poll Administrator, through its website.

Dato’ Chairman then further informed that: -

1. The shareholders of the Company had been enabled to participate in the meeting online via the online platform provided by the Poll Administrator by entering the URL as stated in the Administrative Guide of the 5th AGM, into their computer browser.
2. The Meeting can be viewed from desktops, laptops, tablets and mobile devices. Participation in the meeting by any of these online methods would enable the shareholders of the Company to view the meeting, ask questions and cast votes in real-time poll during the meeting.

Dato’ Chairman then introduced the members of the Board of Directors, the Management of the Company, the Company Secretary and all of whom attended the Meeting physically at the broadcast venue, and also the Chief Financial Officer of the Company, the representative of Ecovis Malaysia PLT, the Auditors of the Company, and the representative of the Company’s sponsor, M & A Securities Sdn Bhd who attended virtually.

QUORUM

The Company Secretary informed Dato’ Chairman and the Meeting that according to Clause 66, two (2) members personally or electronically present in person or by proxy shall be a quorum for a general meeting. For a virtual general meeting, the quorum should be determined by the number of members who logged-in as at the commencement of this Meeting.

She then announced that the Company has recorded a total of 8 shareholders / proxies who had logged in as at the commencement of the Meeting. Hence, the Meeting has met the quorum requirement.

The Company Secretary then informed the Chairman that the Company has received proxies from 10 shareholders representing 150,065,500 shares within the stipulated prescribed period of forty-eight hours before the Meeting.

Dato’ Chairman thanked the Company Secretary for the confirmation and he then declared the Meeting duly convened.

POLLING AND PROCEEDING

Dato’ Chairman then explained to the shareholders of the Company on the online poll voting procedure and administrative details of the 5th AGM:-

1. Based on Rule 8.31A of the ACE Market Listing Requirements (“**AMLR**”) of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”), all resolutions relating to matters as set out in the Notice of the Meeting shall be voted by poll and the Company must appoint at least one (1) independent scrutineer to validate the votes cast at the general meeting.

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Minutes of the Fifth Annual General Meeting (“5th AGM”) held on 22 February 2023 – cont’d

2. In compliance with the AMLR of Bursa Malaysia and pursuant to Clause 71 of the Company’s Constitution, Dato’ Chairman, being the Chairman of the Meeting, had directed all proposed resolutions as set out in the Notice of the Meeting to be voted by way of poll.
3. The Company had appointed the Company’s Share Registrar, Bina Management (M) Sdn Bhd (“**Bina**”) as the Poll Administrator to conduct the poll by way of electronic voting, and Symphony Corporate Services Sdn Bhd as the independent Scrutineer to verify and confirm the poll results.
4. The voting session would commence upon the declaration by Chairman, until such time when the Chairman announced the closure of the polls.
5. Bina was invited to elaborate on the online voting procedures through the RPV facilities. Bina then presented their video on the online voting procedures through the RPV facilities.
6. The Chairman then informed the Shareholders or proxies of the Company could exercise their right to participate at the Meeting under RPV Facilities, including submitting their questions in typed texts by using the Question and Answer (“**Q&A**”) platform and remote electronic voting at the Meeting. The Directors and the Management of the Company would respond to the questions during the Q&A session after dealing with all the items on the Agenda of the Meeting.
7. Dato’ Chairman further informed that all questions posted would be recorded for compliance purposes and the Board and the Management would endeavour to answer the questions posed.

NOTICE

The Notice of the Meeting, dated 29 December 2022, was made available on the Company’s website. The Notice was issued and circulated within the prescribed period, in accordance with the Company’s Constitution. With the permission of the Meeting, the Notice was taken as read.

AGENDA 1 : TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 AUGUST 2022 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON.

Dato’ Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 August 2022 together with the Reports of the Directors and Auditors thereon (“**AFS**”).

The Chairman further informed the Meeting that the AFS were made available to all members on the Company’s website within the prescribed period or delivered to shareholders who were entitled to receive the notice of the Meeting.

The Chairman explained that the AFS were tabled for discussion purposes only as it does not require the shareholders’ approval. Hence, it would not be put forward for voting.

Dato’ Chairman informed the Meeting that all the questions received by the Company would be dealt with during the Q&A session at a later stage.

Dato’ Chairman then declared that the Audited Financial Statements of the Company for the financial year ended 31 August 2022, together with the Reports of the Directors and Auditors, be and are hereby duly received.

The Chairman then informed that since he was one of the interested party under the next Agenda item, he then invited the Managing Director, Ms. Yap Kai Ning (“**Ms. Yap**”) to present the next item on the Agenda.

AGENDA 2 : ORDINARY RESOLUTION 1
TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS’ FEES FOR AN AMOUNT OF UP TO RM206,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY ON A MONTHLY BASIS FOR THE PERIOD FROM 23 FEBRUARY 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY, IN SUCH PROPORTIONS AND MANNER AS THE DIRECTORS MAY DETERMINE AS FOLLOWS:

No	Type of Director	The Company
1	Chairman of the Board	RM 60,000.00
2	Independent Non-Executive Directors	RM 146,000.00
	Total	RM 206,000.00

Ms. Yap informed the Meeting that Agenda 2 was to seek approval for the payment of Non-Executive Directors’ fees for an amount of up to RM206,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company.

Ms. Yap then informed the Meeting that:

1. The Directors’ benefits proposed were derived based on the current Board size.
2. The Resolution was to facilitate payment of Directors’ fees for the financial year 2023/2024.
3. The Non-Executive Directors, being the interested parties, would abstain from voting on the resolution.

Dato’ Chairman thanked Ms. Yap for taking up the Agenda.

The Meeting then proceeded to the next item on the Agenda.

AGENDA 3 : ORDINARY RESOLUTION 2
TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS’ BENEFITS (EXCLUDING DIRECTORS’ FEES) FOR AN AMOUNT OF UP TO RM14,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY ON A MONTHLY BASIS FOR THE PERIOD FROM 23 FEBRUARY 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY, IN SUCH PROPORTIONS AND MANNER AS THE DIRECTORS MAY DETERMINE AS FOLLOWS:

No	Type of Director	The Company
1	Chairman of the Board	RM 3,000.00
2	Independent Non-Executive Directors	RM 11,000.00
	Total	RM 14,000.00

As the Chairman was also an interested party under this Agenda, Ms. Yap was invited to continue with the Agenda.

Ms. Yap informed the Meeting that Agenda 3 was to seek approval for the payment of Non-Executive Directors’ benefits (excluding Directors’ fees) for an amount of up to RM14,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company.

Ms. Yap then informed the Meeting that:

1. The Directors’ benefits were mainly for the meeting allowances for Directors who attended the Meeting.
2. The proposed Directors’ benefits were derived based on the current Board size and the number of scheduled Board and Board Committees’ Meeting.
3. The Resolution was to facilitate payment of Directors’ benefits for the financial year 2023/2024.
4. The Non-Executive Directors, being the interested parties, would abstain from voting on the resolution.

Ms. Yap reminded the shareholders that they may raise their questions by using the Q&A platform. The Company would address their questions during the Q&A session later.

Dato’ Chairman thanked Ms. Yap for taking up the Agenda. The Meeting then proceeded to the next item on the Agenda.

Dato’ Chairman informed the Meeting that he and Ms. Yap were the interested parties under resolutions 3 and 4 respectively, hence Ms. Yap Kai Min, the Executive Director, was invited to continue with the Agenda.

**AGENDA 4 : ORDINARY RESOLUTION 3
ORDINARY RESOLUTION 4
TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE PURSUANT TO
CLAUSE 84 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE,
HAVE OFFERED THEMSELVES FOR RE-ELECTION: -**
i. DATO’ ZULKIFLI BIN ADNAN; AND
ii. MS YAP KAI NING.

Ms. Yap Kai Min informed the Meeting that Agenda item 4 was to seek the approval on the re-election of the following Directors of the Company who retired pursuant to Clause 84 of the Company’s Constitution and who were eligible and had offered themselves for re-election under ordinary resolution 3 and ordinary resolution 4 respectively:-

- Dato’ Zulkifli Bin Adnan (Ordinary Resolution 3); and
- Ms. Yap Kai Ning (Ordinary Resolution 4).

Ms. Yap Kai Min then informed the Meeting that the profiles of the retiring Directors, namely Dato’ Zulkifli Bin Adnan and Ms. Yap Kai Ning, were set out on pages 6 and 7 of the Company’s Annual Report 2022. It was informed that the Board has unanimously recommended the re-election of the two retiring directors under ordinary resolution 3 and ordinary resolution 4 respectively.

Dato’ Chairman thanked Ms. Yap Kai Min for taking up the Agenda. The Meeting then proceeded to the next item on the Agenda.

**AGENDA 5 : ORDINARY RESOLUTION 5
TO RE-ELECT MS YAP KAI MIN, THE DIRECTOR WHO RETIRES PURSUANT
TO CLAUSE 91 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE,
HAS OFFERED HERSELF FOR RE-ELECTION.**

Dato’ Chairman informed the Meeting that Agenda item 5 was to seek approval on the re-election of Ms. Yap Kai Min, who retired in accordance to Clause 91 of the Company’s Constitution and who was eligible and had offered herself for re-election.

Dato’ Chairman then informed the Meeting that the profile of Ms. Yap Kai Min was set out on page 8 of the Company’s Annual Report 2022.

It was informed that the Board has unanimously recommended the re-election of Ms. Yap Kai Min under ordinary resolution 5.

Dato’ Chairman reminded once again that the shareholders may raise their questions by using the Q&A platform. The Company would address their questions during the Q&A session.

The Meeting then proceeded to the next item on the Agenda.

**AGENDA 6 : ORDINARY RESOLUTION 6:
TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS THE AUDITORS OF
THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL
MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR
REMUNERATION.**

Dato’ Chairman informed the Meeting that Agenda item 6 was to seek the shareholders’ approval on the re-appointment of Messrs. Ecovis Malaysia PLT as the Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Dato’ Chairman further informed the Meeting that the Auditors, Messrs. Ecovis Malaysia PLT, had expressed their willingness to continue in office.

The Meeting then proceeded to the special business on the Agenda.

**AGENDA 7 : ORDINARY RESOLUTION 7:
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE
COMPANIES ACT 2016.**

Dato’ Chairman proceeded with the Agenda item 7 as a special business, and informed the Meeting that Ordinary Resolution 7 was to seek a renewal of the general mandate, which if passed, would empower the Directors to allot and issue new shares pursuant to Section 75 and 76 of the Companies Act 2016 not exceeding 10% of the total number of issued shares (excluding treasury shares) under Rule 6.04(1) of the Listing Requirements of Bursa Malaysia for ACE Market.

Dato’ Chairman informed that the purposes of this general mandate, if passed, would enable the Directors to take swift action in case of a need to issue and allot new shares in the Company to undertake fundraising activities. However, pursuant to Section 85(1) of the Companies Act 2016, Clause 52 of the Company’s Constitution and Rule 7.08 of Listing Requirements of Bursa Malaysia, any new shares issue will have to be offered to the existing shareholders of the Company unless there is a directive to the contrary given in the general meeting of the Company. Should the existing shareholders of the Company approve the proposed Ordinary Resolution 7, they are waiving their pre-emptive rights pursuant to Section 85(1) of the Companies Act 2016, which then would allow the Directors to issue new shares to any person without having to offer the said new shares equally to all existing shareholders of the Company prior to the issuance.

Dato’ Chairman then informed the Meeting that the full text of the proposed ordinary resolution 7 was set out in the Notice of the Meeting. With the permission of the Meeting, Dato’ Chairman declared the proposed resolution taken as read.

The Meeting then proceeded to the next item on the Agenda.

**AGENDA 8 : TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL
HAVE BEEN GIVEN IN ACCORDANCE WITH THE COMPANY’S
CONSTITUTION AND/OR THE COMPANIES ACT 2016.**

Dato’ Chairman then informed the Meeting that the final item in the Agenda was to transact any other business of which due notice has been given in accordance with the Companies Act 2016 and the Company’s Constitution. Dato’ Chairman further informed the Meeting that the Company Secretary had confirmed that no

notice had been received from the shareholders to transact any other ordinary business at the Meeting.

The Chairman then adjourned the Meeting for ten (10) minutes for the Company to compile the questions received from shareholders and proxies.

Q&A SESSION

The Meeting then resumed with the Q&A session at 10.18 am. Dato’ Chairman thereafter invited the Managing Director, Ms. Yap to read the questions and the responses to the questions on behalf of the Board and the Management.

Ms. Yap then read out and addressed the questions received from the Minority Shareholders Watch Group.

Ms. Yap informed that for questions that were not answered due to time constraints, the Company would email the responses to the shareholders or proxies or corporate representatives, as soon as possible, after the conclusion of the Meeting. Ms. Yap then addressed the questions raised by the shareholders and/or proxies during the Meeting.

The questions which were dealt with and the corresponding answers provided were as set out in “**Annexure A**”.

Ms. Yap then handed the chair back to Dato’ Chairman.

POLL VOTING SESSION

Dato’ Chairman thanked Ms. Yap and declared that the voting session be opened and activated. The shareholders and proxies were allocated five (5) minutes to cast their votes on all the resolutions set out in the Notice of the Meeting. The Meeting was then adjourned for five (5) minutes for the poll voting session.

The Chairman then, after 5 minutes, announced that the poll voting session for the 5th AGM be closed at 10.45 a.m. and thanked all shareholders/proxies for their participation.

Dato’ Chairman informed the Meeting that the Poll Administrator, Bina Management (M) Sdn Bhd, would compile and hand over the poll results to the Independent Scrutineers, Symphony Corporate Services Sdn Bhd, for validation.

Dato’ Chairman declared that the 5th AGM be adjourned for approximately 10 minutes or until such time the Scrutineer completed the verification for declaration of poll results in respect of Resolutions 1 to 7.

DECLARATION OF RESULTS

The Chairman resumed the Meeting for the announcement and declaration of the poll results. The Chairman informed that he has received the results of the poll duly verified by the Scrutineers.

Based on the poll results as set out in “**Annexure B**”, the Chairman declared that the Ordinary Resolution 1 to 7 were carried as follows: -

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Minutes of the Fifth Annual General Meeting ("5th AGM") held on 22 February 2023 – cont'd

ORDINARY RESOLUTION 1:

TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES FOR AN AMOUNT OF UP TO RM206,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY ON A MONTHLY BASIS FOR THE PERIOD FROM 23 FEBRUARY 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY, IN SUCH PROPORTIONS AND MANNER AS THE DIRECTORS MAY DETERMINE AS FOLLOWS:

No	Type of Director	The Company
1	Chairman of the Board	RM 60,000.00
2	Independent Non-Executive Directors	RM 146,000.00
	Total	RM 206,000.00

RESOLVED:-

THAT the payment of Non-Executive Directors' fees for an amount of up to RM206,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company, in such proportions and manner as the directors may determine as follows be hereby approved:

No	Type of Director	The Company
1	Chairman of the Board	RM 60,000.00
2	Independent Non-Executive Directors	RM 146,000.00
	Total	RM 206,000.00

ORDINARY RESOLUTION 2:

TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) FOR AN AMOUNT OF UP TO RM14,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY ON A MONTHLY BASIS FOR THE PERIOD FROM 23 FEBRUARY 2023 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY, IN SUCH PROPORTIONS AND MANNER AS THE DIRECTORS MAY DETERMINE AS FOLLOWS:

No	Type of Director	The Company
1	Chairman of the Board	RM 3,000.00
2	Independent Non-Executive Directors	RM 11,000.00
	Total	RM 14,000.00

RESOLVED:-

THAT the payment of Non-Executive Directors' benefits (excluding directors' fees) for an amount of up to RM14,000.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 23 February 2023 until the next Annual General Meeting of the Company, in such proportions and manner as the directors may determine as follows be hereby approved:

No	Type of Director	The Company
1	Chairman of the Board	RM 3,000.00
2	Independent Non-Executive Directors	RM 11,000.00
	Total	RM 14,000.00

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Minutes of the Fifth Annual General Meeting (“5th AGM”) held on 22 February 2023 – cont’d

ORDINARY RESOLUTION 3:
TO RE-ELECT DATO’ ZULKIFLI BIN ADNAN WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION:

RESOLVED:-

“THAT Dato’ Zulkifli Bin Adnan, who retired pursuant to Clause 84 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

ORDINARY RESOLUTION 4:
TO RE-ELECT MS. YAP KAI NING WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION:

RESOLVED:-

“THAT Ms. Yap Kai Ning, who retired pursuant to Clause 84 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

ORDINARY RESOLUTION 5:
TO RE-ELECT MS. YAP KAI MIN WHO RETIRES PURSUANT TO CLAUSE 91 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION:

RESOLVED:-

“THAT Ms. Yap Kai Min, who retired pursuant to Clause 91 of the Company’s Constitution, be and is hereby re-elected as a Director of the Company.”

ORDINARY RESOLUTION 6:
TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS THE AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

RESOLVED:-

“THAT Messrs. Ecovis Malaysia PLT be and is hereby re-appointed as Auditors of the Company until the conclusion of the next Annual General Meeting and the Directors be authorised to fix their remuneration.”

ORDINARY RESOLUTION 7:
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

RESOLVED:-

“THAT pursuant to the Companies Act 2016 (“the Act”), the Constitution of the Company, the ACE Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and approvals of the relevant government and/or regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the capital of the Company, grant rights to subscribe for shares in the Company, convert any securities into shares in the Company, or allot shares under an agreement or option or offer (“New Shares”) from time to time, at

*such price, to such persons and for such purposes and upon such terms and conditions as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued, to be subscribed under any rights granted, to be issued from the conversion of any security, or to be issued and allotted under an agreement or option or offer, pursuant to this resolution, when aggregated with the total number of any such shares issued during the preceding 12 months does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares) for the time being (“**Proposed General Mandate**”);*

THAT *the existing shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85(1) of the Act read together with Rule 7.08 of the Listing Requirements and the Company’s Constitution to be offered the New Shares to be allotted and issued under the Proposed General Mandate, which rank equally with the existing issued shares in the Company;*

THAT *such approval on the Proposed General Mandate shall continue to be in force until:*

- a) The conclusion of the next Annual General Meeting of the Company held after the approval was given;*
- b) The expiration of the period within which the next Annual General Meeting of the Company is required to be held after the approval was given; or*
- c) Revoked or varied by resolution passed by the shareholders of the Company in a general meeting;*

whichever is the earlier.

THAT *the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation for such New Shares on Bursa Securities;*

THAT *authority be and is hereby given to the Directors of the Company, to give effect to the Proposed General Mandate with full powers to assent to any conditions, modifications, variations and/or amendments as they may deem fit in the best interest of the Company and/or as may be imposed by the relevant authorities.*

AND THAT *the Directors of the Company be and are hereby authorised to implement, finalise, complete and take all necessary steps and to do all acts (including execute such documents as may be required), deeds and things in relation to the Proposed General Mandate.”*

TERMINATION

Dato’ Chairman then thanked all participants including shareholders, proxies, Board Members, the Company Secretary, Auditors, Sponsors and the Management team, for their attendance and participation at the 5th AGM.

Dato’ Chairman thereafter concluded the 5th AGM and declared that the live stream meeting for the 5th AGM ended at 10.59 a.m.

SIGNED AS A CORRECT RECORD

- SIGNED -

CHAIRMAN
DATO’ ZULKIFLI BIN ADNAN

Dated: 6 March 2023

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Questions & Answers Session

The following questions/statements were raised during the 5th AGM of the Company by Minority Shareholders Watch Group, shareholders and/or proxies. Ms. Yap Kai Ning (“**Ms Yap**”), the Managing Director of the Company summarised and responded to the answers as follows: -

Question from Minority Shareholders Watch Group

1. The Group currently has seven manufacturing operations, of which five factories are in KL and two factories are in Penang. In Financial Year (“FY”) 2022, CEKD acquired a new factory to expand its capacity and has commenced operation in December 2022. [page 2 of Annual Report (“AR”) 2022]

Question 1a: What was the total production capacity and average utilisation rate for your six factories in FY2022?

Answer 1a: Ms. Yap responded that the utilisation rate for the six factories in FY 2022 was 70%. Ms. Yap informed that in order to stay competitive in the highly niche yet competitive industry, the Company would not disclose details of the total production capacity to the public.

Question 1b: What is the total production capacity after the commencement of the seventh factory in December 2022? When do you expect this factory to be profitable and run at optimal capacity?

Answer 1b: The seventh factory was to consolidate our subsidiary, Hotstar (M) Sdn Bhd’s production operation which were located in three separate factories (including one factory which is currently used for storage) under one roof for better management and control in order to improve efficiencies. This would be in line with our long-term strategies to improve efficiencies between subsidiaries, including the newly acquired subsidiaries.

Question 1c: Who are your closest competitors in Malaysia and what are your competitive advantages against them?

Answer 1c: Ms. Yap responded that there are a few competitors in Malaysia, including foreign owned competitors.

Ms. Yap further responded that Company’s competitive advantages against competitors were as follows:

- Provide wide range of products to serve the various demands in this industry.
- Proximity to customers due to various factories’ locations
- Provide services like technical know-how and product knowledge to our customers.

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2. The Group remains positive for the near future as the coming festive seasons toward year end of 2022 and beginning of 2023 could likely boost sales in the short term with the rising demand on new and a higher volume of packaging products (page 13 of AR 2022)

Question 2a: What is the Group’s targeted revenue growth for FY2023? Which industries would be the key growth drivers for CEKD?

Answer 2a: Ms. Yap responded that the Company projected a growth of 5-10% for FY2023 due to the stability of the business. Ms. Yap further responded that the Management still target for growth on the existing segments which are the packaging and electrical and electronic industry.

Question 2b: What are your growth plans over the next few years? Would the Group focus more on the local market or export market?

Answer 2b: Ms. Yap responded that the Company would continuously focus on the local and export market simultaneously. Global market change rapidly, based on the Company’s current segment, local market is 85% & export is 15%.

Ms. Yap further responded that the acquisition of two subsidiaries were to expand the Company’s presence in the foreign market. The board would keep review on the expansion plan from time to time. If there is any new development, Company should make the announcement accordingly.

Question 2c: What is your targeted export revenue growth over the next three years?

Answer 2c: Ms. Yap responded that with the IPO capital expenditure and marketing activities in place, it would certainly strengthen the Company’s revenue growth in the export market.

3. The current global inflationary situation has led to higher operation costs due to price increase in raw material as well as transportation costs (page 16 of AR 2022)

Question 3a: How much was the increase in raw material (steel rule and base boards) cost in FY2022? How about transportation costs?

Answer 3a: Ms. Yap responded that raw material price increments fluctuate as per boarder commodities rate, such as steel price for steel rule. Transportation cost also fluctuates as per global shipping rate.

Question 3b: Did CEKD increase selling prices for its products in FY2022 and up to date? What is the quantum of the increase?

Answer 3b: Ms. Yap responded that the Company are in a specialty business where demand and supply of our products would determine the our pricing.

CEKD BERHAD
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(Incorporated in Malaysia)

MINUTES OF THE FIFTH ANNUAL GENERAL MEETING OF THE COMPANY (“5th AGM”) HELD FULLY VIRTUAL THROUGH ONLINE MEETING PLATFORM AT [HTTPS://WWW.BINAMANAGEMENT.COM.MY](https://www.binamanagement.com.my) PROVIDED BY BINA MANAGEMENT (M) SDN BHD (“BINA PORTAL”) IN MALAYSIA (DOMAIN REGISTRATION NUMBER D1A401787) FROM THE BROADCAST VENUE AT NO. 10, JALAN 1/137B, RESOURCE INDUSTRIAL CENTRE, BATU 5, JALAN KELANG LAMA, 58200 KUALA LUMPUR ON WEDNESDAY, 22 FEBRUARY 2023 AT 10.00 A.M.

Question 3c: How much does the Group typically spend on maintenance capex?

Answer 3c: Ms. Yap responded that the Group spent less than RM0.7 million a year on maintenance of capital expenditure.

Question 3d: What is the budgeted CAPEX for FY2023?

Answer 3d: Ms. Yap responded that the budgeted capital expenditure for FY2023 is RM6.0 million.

4. The Company has acquired 82% stake in Worldwide and 60% stake in Kit Technology for RM6.23 million and RM0.72 million, respectively. The acquisitions are expected to enhance its technological capabilities, expand products range as well as strengthen market share to compete in the international market. (page 14 of AR 2022)

Question 4a: What are the key assets of Worldwide and Kit Technology?

Answer 4a: Ms. Yap responded that the location of these two businesses were located in Johor Bharu where CEKD doesn't have any presence at this moment.

Ms. Yap responded that Worldwide Die Cutting Mould Sdn Bhd is well established in the market especially in the corrugated industry.

Question 4b: What is the current production capacity and utilisation rate for Worldwide?

Answer 4b: Ms. Yap responded that the current utilisation rate is around 50% - 60%.

Question 4c: For the benefit of shareholders, please present the financial highlights (including revenue breakdown by geographical markets) and key ratios of Worldwide and Kit Technology for the last three years prior to the acquisition by CEKD

Answer 4c: Ms. Yap responded that the reason for the acquisition of two subsidiaries have been revealed and stated in the announcement. And as answered earlier, market segment of the Company were 85% local market and 15% export market.

Ms. Yap further responded that the focus of export market is in Asia. Some of the contribution from foreign clients was insignificant, thus the Company was unable to provide the detailed revenue breakdown by geographical market.

Question from Chuan Hooi Lau, Ho Chun Sern and Loo Yeo Ming, all are the shareholders of the Company

Question 5: Whether the Company would consider and suggest giving door gifts such as e-Vouchers and/or e-Wallet credits to shareholders as a token of appreciation especially loyal minority shareholders voting at the AGM.

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Answer 5: Ms Yap responded that door gifts might yield short term euphoria on the Company’s stock price but that was not the Management’s focus. Instead, the Management would like to attract long term like-minded investors that would support the Company.

Question from Chuan Hooi Lau, Ho Chun Sern and Loo Yeo Ming, all are the shareholders of the Company

Question 6: What is the company's future outlook ?

Answer 6: Ms. Yap responded that the Company’s strategy is to strive to be the best die cutting solution provider. The Group’s strategies include investment in machineries, factory, upgrade computer software and improve efficiency and capability in production. The Company would continue to employ proven strategies to achieve the next milestones.

Question from Loo Yeo Ming, the shareholder of the Company

Question 7: Will the share price increase to RM1.00?

Answer 7: Ms. Yap responded that the Board always review the sustainability and growth plan of the Group from time to time. The acquisition of two new subsidiaries were the sustainability plan of the Company. The Board would work towards the sustainability plan and hope that the share price would reflect the Net Assets of Company in near future.



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FIFTH ANNUAL GENERAL MEETING

ONLINE MEETING PLATFORM AT [HTTPS://BINAMANAGEMENT.COM.MY](https://binamanagement.com.my) IN MALAYSIA BY BINA MANAGEMENT (M) SDN BHD AT LOT 10, THE HIGHWAY CENTRE, JALAN 51/205, 46050 PETALING JAYA, SELANGOR, MALAYSIA.

Wednesday, 22 February 2023 at 10:00 AM

RESULT ON VOTING BY HEAD COUNT

RESOLUTION	VOTED	NO. OF SHAREHOLDERS / UNITHOLDERS	NO. OF SHARES / UNITS	% OF SHARES / UNITS	ABSTAIN * NO. OF SHARES / UNITS
ORDINARY RESOLUTION 1 TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES.	FOR	20	150,367,110	99.998271	600,100
	AGAINST	2	2,600	0.001729	
ORDINARY RESOLUTION 2 TO APPROVE THE PAYMENT OF NON-EXECUTIVE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) FOR AN AMOUNT OF UP TO RM14,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTOR	FOR	20	150,366,210	99.997606	600,000
	AGAINST	3	3,600	0.002394	
ORDINARY RESOLUTION 3 TO RE-ELECT DATO' ZULKIFLI BIN ADNAN, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION.	FOR	23	150,969,210	99.999603	0
	AGAINST	2	600	0.000397	
ORDINARY RESOLUTION 4 TO RE-ELECT MS YAP KAI NING, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION.	FOR	23	150,969,210	99.999603	0
	AGAINST	2	600	0.000397	
ORDINARY RESOLUTION 5 TO RE-ELECT MS YAP KAI MIN, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 91 OF THE COMPANY'S CONSTITUTION.	FOR	23	150,969,210	99.999603	0
	AGAINST	2	600	0.000397	
ORDINARY RESOLUTION 6 TO RE-APPOINT MESSRS. ECOVIS MALAYSIA PLT AS THE AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION.	FOR	24	150,969,310	99.999669	0
	AGAINST	1	500	0.000331	



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ORDINARY RESOLUTION 7 TO APPROVE THE AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT, 2016.	FOR	24	150,969,710	99.999934	0
	AGAINST	1	100	0.000066	

Note: * These votes refer to holders who have pre-determined abstain from voting in the Proxy Form or holders refrained from voting due to conflict of interest.