

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

MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE COMPANY (“6TH 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, 28 FEBRUARY 2024 AT 11.00A.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/Chief Operation Officer)
- IN ATTENDANCE** : Ms. Lim Jia Huey (Company Secretary)
Ms. Anna Wai Mei Qi (Representative from Amerits Corporate Sdn Bhd)
Encik Amirul Afiq Bin Ainor Khaliq (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** : Ms. Lim Ge Ru (Representative from Messrs. TGS TW 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, the Poll Administrator)
Ms. Winnie Chok (Representative from Bina Management (M) Sdn Bhd, the Poll Administrator)
Mr. Danny Yap (Representative from Symphony Corporate Services Sdn Bhd, the Independent Scrutineers)

LOGIN TIME

As at 19 February 2024, being the cut-off date for determining who shall be entitled to attend the Company’s 6th AGM, the Company had 2,261 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 11.00 a.m. on 28 February 2024, a total of 33 Shareholders/Proxies had registered through RPV facilities for attendance and participated at the 6th AGM. This represents 66,935,110 ordinary shares, which constituted 34.40% 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 6th 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 6th AGM and also thanked them for their continuous support.

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Minutes of the Sixth Annual General Meeting (“6th AGM”) held on 28 February 2024 – cont’d

The Chairman informed that the Meeting would be conducted entirely through live streaming and online RPV facilities 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 6th 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 TGS TW 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 of the Company’s Constitution, 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 five (5) Shareholders representing 64,798,100 shares within the stipulated prescribed period of forty-eight (48) 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 6th 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.
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

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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 Chairman then informed that the online remote voting via the RPV facilities would commence once he, as the Chairman declare the voting platform is opened and activated. The voting session would end when he announces the closure of the poll.
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 that they could exercise their right to participate at the Meeting under RPV facilities, including submitting their questions in typed texts by using the Questions and Answers (“**Q&A**”) platform and remote electronic voting during 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 raised would be recorded for compliance purposes and the Board and the Management would endeavour to answer the questions posed.
8. Dato’ Chairman then declared that the voting platform is accessible and would remain open until such time he announces the closure of the poll after the Q&A session.
9. Hence, Shareholders may start to cast their votes at any time during the meeting, or they may choose to cast their vote after the Q&A session until such time when the Chairman announces the closure of the poll.

NOTICE

The Notice of the Meeting and the Annual Report of the Company, were made available at the Company’s website, which having been issued and circulated to all eligible Shareholders on 28 December 2023, within the prescribed period in accordance with the Company’s Constitution. As such, the Chairman believed that all the eligible Shareholders have received the Notice and the Annual Report of the Company. With the permission of the Meeting, the Notice was taken as read.

Additionally, Dato’ Chairman also reminded the Shareholders or Proxies of the Company that the Company’s Annual Report 2023 is an important document that has already been circulated and made available at the Company’s website.

AGENDA 1 : TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 AUGUST 2023 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 2023 together with the Reports of the Directors and Auditors thereon (“**AFS 2023**”).

The Chairman further informed the Meeting that the AFS 2023 were made available to all Shareholders 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 2023 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 expressed his wish for the Shareholders or Proxies of the Company to have read the AFS 2023 and should there be any questions or comments on the AFS 2023, the Shareholders may raise the questions or comments using the Q&A platform.

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

Dato’ Chairman then declared that the AFS 2023 together with the Reports of the Directors and Auditors, be and are hereby duly received.

The Chairman informed that since he was an interested party under the next Agenda item, he 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 29 FEBRUARY 2024 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	Non-Executive Directors’ fees (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	60,000.00	-	60,000.00
2	Independent Non-Executive Directors	146,000.00	-	146,000.00
	Total			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 29 February 2024 until the next Annual General Meeting of the Company under Ordinary Resolution 1.

Ms. Yap then informed the Meeting that: -

1. The Directors’ fees proposed were derived based on the current Board size.
2. The Resolution was to facilitate payment of Non-Executive Directors’ fees for the financial year 2024/2025.
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 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 29 FEBRUARY 2024 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	Non-Executive Directors' Benefits (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	3,000.00	-	3,000.00
2	Independent Non-Executive Directors	11,000.00	-	11,000.00
	Total			14,000.00

As the Chairman was also an interested party under this Agenda, Ms. Yap was once again 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 29 February 2024 until the next Annual General Meeting of the Company under Ordinary Resolution 2.

Ms. Yap then informed the Meeting that: -

1. The Directors' benefits proposed was 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 2024/2025.
4. 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 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. MR. CHONG CHIN LOOK; AND
ii. MS. CHOO YEM KUEN

Dato' Chairman informed the Meeting that Agenda item 4 was to seek Shareholders' 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: -

- Mr. Chong Chin Look (Ordinary Resolution 3); and
- Ms. Choo Yem Kuen (Ordinary Resolution 4).

Dato' Chairman then informed the Meeting that the profiles of the retiring Directors, namely Mr. Chong Chin Look and Ms. Choo Yem Kuen, were set out in page 9 of the Company's Annual Report 2023.

Dato' Chairman 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 again reminded the Shareholders or Proxies of the Company that if they have any questions on the motion, they would be welcomed to raise the questions using the Q&A platform and the Board would address the questions during the Q&A session later.

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

AGENDA 5 : ORDINARY RESOLUTION 5
**- TO RE-APPOINT MESSRS. TGS TW 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 5 was to seek Shareholders' approval on the proposed re-appointment of Messrs. TGS TW 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. TGS TW PLT, had expressed their willingness to continue in office.

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

AGENDA 6 : ORDINARY RESOLUTION 6
**- AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE
COMPANIES ACT 2016**

Dato' Chairman proceeded with the Agenda item 6 as a special business, and informed the Meeting that Ordinary Resolution 6 was to seek a renewal of the

general mandate, which if passed, would empower the Directors to allot and issue new shares pursuant to Sections 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 AMLR of Bursa Malaysia.

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 AMLR 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. He informed that should the existing Shareholders of the Company approve the proposed Ordinary Resolution 6, 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 of new shares.

Dato’ Chairman then informed the Meeting that the full text of the proposed Ordinary Resolution 6 was set out in the Notice of the Meeting. With the permission of the Meeting, Dato’ Chairman declared the text of the resolution in the Notice of the Meeting taken as read.

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

AGENDA 7 : 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 Company’s Constitution and/or the Companies Act 2016. 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 and the Meeting proceeded to the Q&A session.

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

Q&A SESSION

The Meeting then resumed with the Q&A session at 11.28 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 informed the Meeting that the Company has received questions from Minority Shareholders Watch Group (“**MSWG**”). She then read out and addressed all the questions received from the MSWG.

Ms. Yap also informed that should the Meeting identify particularly lengthy or duplicate questions, they may need to summarise the questions for reasons of brevity.

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Ms. Yap then addressed the questions raised by the Shareholders and/or Proxies during the Meeting.

All 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 Q&A session be closed and the meeting continued with the voting session. Dato’ Chairman reminded the Shareholders and Proxies who have not cast their vote 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 6th AGM be closed at 11.50 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 (“**Scrutineers**”), for validation.

Dato’ Chairman declared that the 6th AGM be adjourned for approximately ten (10) minutes or until such time the Scrutineer completed the verification for declaration of poll results in respect of Resolutions 1 to 6.

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 6 were carried as follows: -

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 29 FEBRUARY 2024 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	Non-Executive Directors’ fees (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	60,000.00	-	60,000.00
2	Independent Non-Executive Directors	146,000.00	-	146,000.00
	Total			206,000.00

The Meeting **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 29 February

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2024 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	Non-Executive Directors' fees (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	60,000.00	-	60,000.00
2	Independent Non-Executive Directors	146,000.00	-	146,000.00
	Total			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 29 FEBRUARY 2024 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	Non-Executive Directors' Benefits (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	3,000.00	-	3,000.00
2	Independent Non-Executive Directors	11,000.00	-	11,000.00
	Total			14,000.00

The Meeting **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 29 February 2024 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	Non-Executive Directors' Benefits (RM)		
		the Company	the Board of subsidiaries	Total
1	Chairman of the Board	3,000.00	-	3,000.00
2	Independent Non-Executive Directors	11,000.00	-	11,000.00
	Total			14,000.00

ORDINARY RESOLUTION 3:

- TO RE-ELECT MR. CHONG CHIN LOOK WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HIMSELF FOR RE-ELECTION

The Meeting **RESOLVED**: -

THAT Mr. Chong Chin Look, 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. CHOO YEM KUEN WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION**
-

The Meeting **RESOLVED**: -

***THAT** Ms. Choo Yem Kuen, 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-APPOINT MESSRS. TGS TW 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**
-

The Meeting **RESOLVED**: -

***THAT** Messrs. TGS TW 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 6:

- **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016**
-

The Meeting **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*

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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 taking their time to attend and participate at the 6th AGM.

Dato' Chairman thereafter concluded the 6th AGM and declared that the live stream meeting for the 6th AGM ended at 12.02 p.m.

SIGNED AS A CORRECT RECORD

– Signed –

CHAIRMAN
DATO' ZULKIFLI BIN ADNAN

Dated: 20 March 2024

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Questions & Answers Session

The following questions/statements were raised during the 6th AGM of the Company by Minority Shareholders Watch Group, Shareholders and/or Proxies. Ms. Yap Kai Ning, the Managing Director of the Company (“**Ms. Yap**”) summarised and responded to the answers as follows: -

Questions from Minority Shareholders Watch Group

1. Despite recording a 6.9% increase in revenue to RM32.6 million in Financial Year (“**FY**”) 2023, profit before tax (“**PBT**”) fell 7.2% to RM6.8 million. The lower PBT was mainly due to one-off expenses incurred relating to the consolidation of Hotstar (M) Sdn Bhd’s (“**Hotstar**”) factory operations as well as higher professional fees and stamp duties incurred for the acquisitions of Worldwide Die Cutting Mould Sdn Bhd (“**Worldwide**”) and Kit Technology Sdn Bhd (“**Kit Technology**”) [page 12 of Annual Report (“**AR**”) 2023].

Question 1a: How much were the one-off expenses incurred for the factory consolidation?

Answer 1a: Ms. Yap responded that the one-off expenses incurred for the factory consolidation amounted to RM290,000.00. These expenses primarily included costs related to equipment relocation and infrastructure upgrades. Ms. Yap informed that it is important to note that these expenses were necessary to streamline operation and optimise efficiency in the long term.

Question 1b: What was the Group’s total capacity as of 31 August 2023?

Answer 1b: As at 31 August 2023, the utilisation rate of CEKD Berhad and its subsidiaries (“**the Group**”) was 75%. While the Group are committed to maintaining a competitive edge in the industry, the Company believed that disclosing specifics about the Group’s total capacity may compromise their strategic position and competitive advantage in the market.

Question 1c: What is the Group’s targeted revenue growth for FY2024?

Answer 1c: Ms. Yap responded that the Group’s targeted revenue growth for FY2024 was set at a range from 5% to 7%. This strategic goal reflects the Group’s aspirations for expansion and improved financial performance in the upcoming fiscal year, aligning closely with the business objectives and market opportunities of the Group.

Question 1d: What is the Budgeted Capital Expenditure (“**Capex**”) for FY2024?

Answer 1d: Ms. Yap responded that the Budgeted Capex for FY2024 was RM1 million. Ms. Yap further explained that this allocation included planned purchase of new machinery, upgrades and developments in computer software and servers, as well as marketing activities aimed at supporting growth initiatives, enhancing operational efficiency, and driving long-term value creation for the Group.

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

MINUTES OF THE SIXTH ANNUAL GENERAL MEETING OF THE COMPANY (“6TH 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, 28 FEBRUARY 2024 AT 11.00A.M.

2. In September 2022, CEKD expanded its business via the acquisition of two subsidiaries, Worldwide and Kit Technology. Furthermore, the Group has also expanded its operation capacity with the launch of a new factory in Kepong in December 2022 (page 22 of AR 2023).

Question 2a: How much was the revenue contribution from Worldwide and Kit Technology to the Group in FY2023?

Answer 2a: The revenue contribution from Worldwide and Kit Technology to the Group in FY2023 amounted to 25% of the total revenue.

Question 2b: How much additional capacity does the new factory in Kepong add to the Group’s existing capacity?

Answer 2b: Ms. Yap responded that the new factory in Kepong consolidated three separate factories under one roof for better management, control and improved efficiencies. This initiative aligns with the Group’s long-term strategies to enhance efficiencies across the companies. The additional capacity provided by the new factory is another boost to the Group’s existing capabilities.

Question 2c: What was the total Capex for the new factory?

Answer 2c: The total Capex for the new factory was RM800,000.00. This investment covered various expenses such as equipment procurement, infrastructure development, and other necessary expenditures to establish and equip the facility.

Question 3: Selling and distribution expenses surged by 175% to RM1.6 million in FY2023 from RM0.6 million in FY2022. What were the reasons for the huge increase in these expenses? (page 65 of AR 2023)

Answer 3: Ms. Yap responded that the surge in selling and distribution expenses to RM1.6 million in FY2023 from RM0.6 million was driven by two main factors. Firstly, the consolidated selling and distribution expenses of Worldwide and Kit Technology contributed RM800,000.00 to the increase of the total selling and distribution expenses. Secondly, there was a significant increase of RM225,000.00 in travelling and advertisement expenses. These changes reflect shifts in operational strategies, market dynamics and business expansion efforts during the fiscal year.

Question from Tan Tiong Kai, the Shareholder of the Company

Question 4: Do CEKD group plan to install solar panel to decrease the electric cost?

Answer 4: Ms. Yap responded that CEKD group currently does not have plans to install solar panels to reduce electric costs. However, the Management is constantly exploring opportunities for sustainable and cost-effective energy solutions to enhance the Group’s operations.

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Questions from Kar Wai Yee, the Shareholder of the Company

Question 5: What is Company’s market share in Malaysia?

Answer 5: Ms. Yap responded that according to the latest available data, the Company’s registered revenue hold a market share ranging from 13% to 15% within the die-cutting tools manufacturing industry in Malaysia. It is important to note that the market share figures may fluctuate over time due to markets dynamics and competitive factors.

Question 6: What is expected revenue and profit growth in FY2024?

Answer 6: The Group has established a targeted revenue growth for FY2024 within a range from 5% to 7%, along with a corresponding profit growth target. Ms. Yap further elaborated that these strategic objectives are aligned with the Group’s ambitions for expansion and enhanced financial performance in the upcoming fiscal year and in line with the business objectives and market opportunities.

Question 7: Share price stagnant 2 years, consider to issue free warrant to reward shareholders? Or meet with IB to let more people know about the Company?

Answer 7: In response to the inquiry about the share price remaining stagnant for the past 2 years and the suggestion to issue free warrants to reward shareholders or engage with any principal adviser to raise awareness about the Company, Ms. Yap responded that the Company remains open to exploring corporate proposals that enhance shareholder rewards. The Company is committed to diligently evaluating these options to identify the most beneficial course of action that aligns with the best interest of their shareholders and the Company.

Question 8: Many cash on hand, any Merge & Acquisition (“M&A”)?

Answer 8: Ms. Yap responded that the Company currently does not have any plans for M&A in the near future. However, the Company would keep the Shareholders informed should such opportunities arise.

Questions from Tan Ze Chien, the Shareholder of the Company

Question 9: Would like to know the customer segmentation breakdown according to industry?

Answer 9: Ms. Yap, on behalf of the Company, expressed the appreciation to the Shareholders’ interest in the breakdown of industry segments. Ms. Yap then responded that at this stage, the Company is unable to provide a detailed breakdown of customer segmentation by industry. The Company’s primary focus remains on delivering value and innovative solutions across all industries that we serve.

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Question 10: The reason why the company is able to sustain strong revenue despite downturn in manufacturing industry

Answer 10: Ms. Yap responded that the sustained strong revenue performance of the Company during manufacturing industry downturns could be attributed to various factors. Firstly, the Company’s enduring relationships with customers, spanning over 20 years, have reduced reliance on any single sector. Additionally, the Group’s proactive approach to monitoring the market enables the Group to anticipate shifts and adapt its strategies accordingly. Overall, the Group’s strategic business resilience and customer-centric practices are key contributors to the Group’s ongoing success in maintaining strong revenue performance.

Question 11: Management mentioned that the full potential yet to be realised from the acquisition of the 2 companies (Worldwide and Kit Technology).

Answer 11: The acquisitions of both Worldwide and Kit Technology have already yielded valuable synergies and expanded the market presence. The Group is continuously dedicated to unlocking their full potential benefits and are confident in the Group’s ability to create value and drive sustainable growth in the long term.

Question 12: Having understand the die cutting mould is consumable, can the management guide, how much recurring income as per the entire revenue of the company?

Answer 12: Ms. Yap responded that the recurring income accounts for an average of 80% of the Company’s total revenue.

Question 13: Is the management open for interested investors to visit so that we can understand more about the company business model and prospects?

Answer 13: Ms. Yap responded that the Company does not have any plans for interested investors to visit currently.



CEKD BERHAD (201801023077 (1285096-M))

SIXTH 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, 28 February 2024 at 11:00 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	24	66,305,910	99.955981	600,000
	AGAINST	2	29,200	0.044019	
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	22	66,303,510	99.952363	600,000
	AGAINST	4	31,600	0.047637	
ORDINARY RESOLUTION 3 RE-ELECTION OF MR. CHONG CHIN LOOK, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION.	FOR	28	66,935,110	100.000000	0
	AGAINST	0	0	0.000000	
ORDINARY RESOLUTION 4 RE-ELECTION OF MS. CHOO YEM KUEN, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION.	FOR	28	66,935,110	100.000000	0
	AGAINST	0	0	0.000000	
ORDINARY RESOLUTION 5 RE-APPOINTMENT OF MESSRS. TGS TW PLT AS THE AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING.	FOR	27	66,935,105	99.999993	0
	AGAINST	1	5	0.000007	
ORDINARY RESOLUTION 6 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016.	FOR	23	66,904,910	99.954882	0
	AGAINST	5	30,200	0.045118	

