



NOTICE OF FOURTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("4th AGM") of CEKD Berhad ("the Company") will be held virtually through live streaming from the broadcast venue at Tricor Business Centre, Gemilang Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on Tuesday, 22 February 2022 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 August 2021 together with the Reports of the Directors and Auditors thereon. [Please refer to Explanatory Note 1]
- To approve the payment of Directors' benefits amounting to RM12,000.00 payable to the Non-Executive Directors of the Company for the financial year ended 31 August 2021. [Please refer to Explanatory Note 2] Ordinary Resolution 1
- To approve the payment of Directors' fees amounting to RM275,000.00 payable to the Non-Executive Directors of the Company for the period from 1 September 2021 until the next Annual General Meeting of the Company. [Please refer to Explanatory Note 2] Ordinary Resolution 2
- To approve the payment of Directors' benefits (excluding directors' fees) for an amount up to RM15,000.00 payable to the Directors of the Company for the period from 1 September 2021 until the next Annual General Meeting of the Company. [Please refer to Explanatory Note 2] Ordinary Resolution 3
- 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) Datuk Mak Foo Wei; and
(ii) Yap Tian Tion. Ordinary Resolution 4
Ordinary Resolution 5
- To re-elect Ms Choo Yem Kuen, the Director who retires pursuant to Clause 91 of the Company's Constitution and being eligible, has offered herself for re-election. 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. Ordinary Resolution 7

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without modifications, the following resolutions: -

8. AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016

[Please refer to Explanatory Note 3] Ordinary Resolution 8

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the ACE Market Listing Requirements ("AMLR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and approvals of the relevant government and/or regulatory authorities, the Directors 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 at any time to such persons, upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution must not exceed twenty per centum (20%) of the total number of issued shares of the Company (excluding treasury shares) at any point in time ("Proposed 20% General Mandate").

THAT such approval on the Proposed 20% General Mandate shall continue to be in force until 31 December 2022.

AND THAT with effect from 1 January 2023, the general mandate shall be reinstated from a 20% limit to a 10% limit pursuant to Rule 6.04 of the AMLR of Bursa Securities provided that the aggregate number of such new shares to be issued by the Company from time to time, at such price, to such persons and for such purposes and such terms and conditions as the Directors may in their absolute discretion deem fit, pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being ("Proposed 10% General Mandate").

AND THAT such approval on the Proposed 10% General Mandate shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company held after the approval was given;
- 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
- revoked or varied by resolution passed by the shareholders of the Company in a general meeting, whichever is the earlier.

(The Proposed 20% General Mandate and Proposed 10% General Mandate shall hereinafter refer to as "Proposed General Mandate")

AND THAT the Directors be and are hereby also empowered to obtain approval from the Bursa Securities for the listing and quotation of the additional shares so issued on Bursa Securities;

AND 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 FURTHER 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."

- 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.

BY ORDER OF THE BOARD

TEO SOON MEI (SSM PC No. 201908000235) (MAICSA 7018590)
LIM JIA HUEY (SSM PC No. 201908000929) (MAICSA 7073258)
Company Secretaries

Kuala Lumpur
Dated: 30 December 2021

Explanatory Notes on Ordinary and Special Businesses:

- Item 1 of the Agenda**
This Agenda item is meant for discussion only as the provision of Section 340(1)(a) of the Companies Act 2016 does not require a formal approval of the shareholders for the Audited Financial Statements. As such, this Agenda item is not put forward for voting.
- Items 2, 3 and 4 of the Agenda**
Section 230(1) of the Companies Act 2016 provides that the fees of the directors and any benefits payable to the directors including any compensation for loss of employment of a director or former director of a public company or a listed company and its subsidiaries, shall be approved at a general meeting.
The Company is seeking the shareholders' approval for the payment of Directors' benefits for an amount of RM12,000.00, payable to the Non-Executive Directors of the Company for the financial year ended 31 August 2021 under Ordinary Resolution 1. The Directors' benefits for the financial year ended 31 August 2021 is accruals for the services rendered by the duly appointed Directors from the date of appointment on 7 February 2020 to 31 August 2021.
The Company is also seeking the shareholders' approval for the payment of Directors' fees and benefits for an amount of RM275,000.00 and an amount up to RM15,000.00 respectively, payable to the Directors of the Company for the period from 1 September 2021 until the next Annual General Meeting of the Company under Ordinary Resolutions 2 and 3 respectively.
The estimated Directors' fees and benefits proposed for the period from 1 September 2021 until the next Annual General Meeting of the Company are derived based on the current Board size and number of scheduled Board and Board Committees meetings to be held. These Resolutions are to facilitate payment of Directors' fees and benefits for the financial year 2022/2023.
- Item 8 of the Agenda**
Bursa Securities had vide its letters dated 16 April 2020 and 23 December 2021 respectively, allowed and extended the implementation period of the increased general mandate of not more than twenty per centum (20%) of the total number of issued shares (excluding treasury shares) for new issue of securities. The Ordinary Resolution 8 is to seek a new general mandate for issuance and allotment of shares by the Company from time to time pursuant to the Companies Act 2016 at the 4th AGM of the Company provided that aggregate number of shares allotted pursuant to this resolution does not exceed 20% of the total number of issued shares (excluding treasury shares) of the Company for the time being ("Proposed 20% General Mandate") up to 31 December 2022. With effect from 1 January 2023, the Proposed 20% General Mandate will be reinstated to a 10% limit ("Proposed 10% General Mandate") according to Rule 6.04 of the AMLR of Bursa Securities.
The authority for the Proposed 10% General Mandate will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next Annual General Meeting ("AGM") or the expiration of the period within which the next AGM is required by law to be held, whichever is earlier.
The Board of Directors of the Company is of the view that the Proposed 20% General Mandate is in the best interest of the Company and its shareholders as the Proposed 20% General Mandate will give the Directors the flexibility and cost effectively to raise funds quickly and efficiently during this challenging time to ensure the long term sustainability of the Company and safeguard the interest of the Company and the shareholders.
The purpose of this new general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's current and/or future investment projects, working capital, acquisitions and/or for issuance of shares as settlement of purchase consideration, or such other purposes as the Directors may deem fit in the best interest of the Company.

Virtual Annual General Meeting:

- As part of the measures taken by the Company to curb the spread of COVID-19 and taking into consideration the paramount safety and well-being of the members of the Company, the 4th AGM of the Company will be held as virtual meeting via live streaming and online remote voting using the Remote Participation and Voting Facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. ("Tricor") through its website at <https://tth.online>. This is also in line with the revised Guidance Note on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021 (including any amendments that may be made from time to time) ("Guidance Note") to allow general meetings under National Recovery Plan to be conducted virtually. Please follow the procedures as set out in the Administrative Guide which is available at the Company's website at <http://www.cekd.com.my/>.
- Pursuant to the Guidance Note and the Frequently Asked Questions on virtual general meetings issued by Suruhanjaya Syarikat Malaysia ("SSM FAQs"), an online meeting platform can be recognised as the meeting venue or place under Section 327(2) of the Companies Act 2016 provided that the online platform is located in Malaysia and that the online meeting platform shall be deemed to be in Malaysia if the registered domain name is registered with MYNIC Berhad.
- Members and/or proxy(ies) and/or corporate representative(s) and/or attorneys are to attend, speak (including posing questions to the Board of Directors via real time submission of typed texts) and vote (collectively, "participate") remotely at the 4th AGM via the RPV facilities provided by Tricor at <https://tth.online>.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 February 2022 ("General Meeting Record of Depositors") shall be eligible to participate at this 4th AGM.
- A member of the Company who is entitled to participate at this 4th AGM shall be entitled to appoint not more than two (2) proxies to participate and vote on his/her behalf at the same meeting. Where a member appoints more than one (1) proxy, such appointment shall be invalid unless the member specifies the proportion of his/her shareholding to be represented by each proxy. A proxy may but need not be a member of the Company, and a Member may appoint any person to be his proxy.
- Where a member of the Company or authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), he/she may appoint at least one (1) proxy but not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. The appointment of two (2) proxies in respect of any particular securities account shall be invalid unless the authorised nominee specifies the proportion of his/her shareholding to be represented by each proxy.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy and the power of attorney or other authority, if any, shall be in writing under the hand of the appointer or a copy of that power of attorney, certified by an advocate and solicitor, or where the member is a body corporate, either under its seal or by the hand of an officer or attorney duly authorised. Any alteration in the form of proxy must be initialled.
- The instrument appointing a proxy may be made via hardcopy or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 4th AGM or at any adjournment thereof at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid: -
(a) **In Hardcopy Form**
The Form of Proxy shall be deposited at the Share Registrar's office, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, at the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
(b) **By Electronic Means**
The form of proxy can be electronically submitted via Tricor's Online website at <https://tth.online>. Kindly refer to the Procedure for Electronic Submission of Form of Proxy or via email at the Share Registrar's email address at is.enquiry@my.tricorglobal.com.
Kindly refer to the Administrative Guide for the 4th AGM for the procedures on RPV.
- Pursuant to Rule 8.31A(1) of the AMLR of Bursa Securities, all the resolutions set out in this Notice of Meeting will be put to vote by poll. If, those proxy forms which are indicated with "i" in the spaces provided to show how the votes are to be cast will also be accepted.

Personal data privacy:

- By submitting an instrument appointing proxy(ies) and/or representative(s) to attend, speak and vote at the 4th AGM and/or any adjournment thereof, a member of the Company: (i) consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of processing and the administration by the Company (or its agents) of proxies and representatives appointed for the 4th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 4th AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulatory and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclose of the proxy(ies) and/or representative(s) personal data by the Company for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.