

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

MINUTES OF THE SEVENTH ANNUAL GENERAL MEETING OF THE COMPANY (“7TH 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, 26 FEBRUARY 2025 AT 11.00 A.M.

- DIRECTORS** : Dato’ Zulkifli Bin Adnan (Independent Non-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)
Mr. Yap Tian Tion (Deputy Executive Chairman)
Ms. Yap Kai Ning (Managing Director)
Ms. Yap Kai Min (Chief Operation Officer/Executive Director)
- IN ATTENDANCE** : Ms. Lim Jia Huey (Company Secretary)
Pn. Nadiah Binti Mohd Yusoff (Representative from Amerits Corporate Sdn. Bhd.) (*Virtual*)
Ms. Anna Wai Mei Qi (Representative from Amerits Corporate Sdn. Bhd.)
Ms. Nur Azwa Adha Binti Rosli (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) (*Virtual*)
- SPONSOR** : Ms. Dianne Voon (Representative from M & A Securities Sdn. Bhd.) (*Virtual*)
Ms. Lim Yin Jean (Representative from M & A Securities Sdn. Bhd.) (*Virtual*)
- BY INVITATION** : Ms. Fanne Lee Huey Fen (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 2025, being the cut-off date for determining who shall be entitled to attend the Company’s 7th AGM, the Company had 2,054 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 26 February 2025, a total of 33 Shareholders and/or Proxies represented a total of 147,268,300 ordinary shares, which constituted 75.69% of the total number of issued shares of the Company, had registered through RPV facilities for attendance and participated at the 7th AGM.

CHAIRMAN’S OPENING REMARKS

Dato’ Zulkifli Bin Adnan, the Chairman of the Company (“**Dato’ Chairman**” or “**the Chairman**”) chaired the 7th AGM (“**Meeting**”) virtually held through live streaming. Dato’ Chairman, on behalf of the Board of Directors (“**the Board**”) and the Management, welcomed and thanked the Shareholders and/or Proxies and invitees for their presence at the virtual 7th AGM and also thanked them for their continuous support.

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 of the Company, 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 7th AGM, into their computer browser.
2. The Meeting could 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 and the Company Secretary 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 the Meeting.

She then announced that the Company has recorded a total of twenty-three (23) Shareholders and/or 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 six (6) Shareholders representing 144,004,700 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 7th AGM: -

1. Based on Rule 8.31A of the ACE Market Listing Requirements ("**AMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Securities**"), 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 Securities 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 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 informed the Shareholders and/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, the Shareholders and/or Proxies 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 27 December 2024, 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 and/or Proxies of the Company that the Company's Annual Report 2024 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 2024 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 2024 together with the Reports of the Directors and Auditors thereon (“**AFS 2024**”).

The Chairman further informed the Meeting that the AFS 2024 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 2024 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 2024 and should there be any questions or comments on the AFS 2024, the Shareholders may raise the questions or comments using the Q&A platform.

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

Dato’ Chairman then declared that the AFS 2024 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 items 2 and 3, 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 RM236,400.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY ON A MONTHLY BASIS FOR THE PERIOD FROM 27 FEBRUARY 2025 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	66,000.00	-	66,000.00
2	INDEPENDENT NON-EXECUTIVE DIRECTORS	170,400.00	-	170,400.00
	TOTAL			236,400.00

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 RM236,400.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 27 February 2025 until the next Annual General Meeting of the Company under Ordinary Resolution 1.

Ms. Yap then informed the Meeting that: -

1. The Non-Executive 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 2025/2026.
3. The Non-Executive Directors, being the interested parties, would abstain from voting on the resolution.

As the Chairman was also an interested party under the next Agenda, Ms. Yap 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 27 FEBRUARY 2025 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

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 27 February 2025 until the next Annual General Meeting of the Company under Ordinary Resolution 2.

Ms. Yap then informed the Meeting that: -

1. The Non-Executive Directors' benefits proposed was mainly the meeting allowances for Directors who attended the Meetings.

2. The proposed Non-Executive Directors' benefits were derived based on the current Board size and the number of scheduled Board and Board Committees' Meetings.
3. The Resolution was to facilitate payment of Non-Executive Directors' benefits for the financial year 2025/2026.
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. YAP TIAN TION; AND
ii. DATUK MAK FOO WEI

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 Resolutions 3 and 4 respectively: -

- Mr. Yap Tian Tion (Ordinary Resolution 3); and
- Datuk Mak Foo Wei (Ordinary Resolution 4).

Dato' Chairman then informed the Meeting that the profiles of the retiring Directors, namely Mr. Yap Tian Tion and Datuk Mak Foo Wei, were set out in pages 7 and 8 of the Company's Annual Report 2024.

Dato' Chairman informed that the Board has unanimously recommended the re-election of the two (2) retiring Directors under Ordinary Resolutions 3 and 4 respectively.

Dato' Chairman reminded the Shareholders and/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 ten per centum (10%) of the total number of issued shares (excluding treasury shares) under Rule 6.04(1) of the AMLR of Bursa Securities.

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.

In addition, Dato Chairman informed that 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 Securities, any new shares issue would 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 further informed that should the existing Shareholders of the Company approve the proposed Ordinary Resolution 6, they would waive 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 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 approximately ten (10) minutes for the Company to compile the questions received from the Shareholders and/or Proxies of the Company.

Q&A SESSION

The Meeting then resumed with the Q&A session at 11.45 am. Dato' Chairman thereafter invited the Managing Director and Chief Operating Officer cum Executive Director, Ms. Yap and Ms. Yap Kai Min ("**Ms. Yap KM**") 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 informed that should the Meeting identify particularly lengthy or duplicate questions, they may need to summarise the questions for reasons of brevity.

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

Ms. Yap KM informed the Meeting that she has answered most of the questions and the Company would respond to the questions that were not being answered in the Meeting due to time constraint, after the conclusion of the Meeting.

All the questions which were dealt with in the Meeting and the corresponding answers provided were as set out in "**Annexure A**".

Ms. Yap KM then handed the chair back to Dato' Chairman.

POLL VOTING SESSION

Dato' Chairman thanked Ms. Yap and Ms. Yap KM, he then declared that the Q&A session be closed and the Meeting continued with the voting session. Dato' Chairman reminded the Shareholders and/or 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 five (5) minutes, announced that the poll voting session for the 7th AGM be closed at 11.09 a.m. and thanked all Shareholders and/or Proxies for their participation.

Dato' Chairman informed the Meeting that the Poll Administrator, Bina would compile and hand over the poll results to the Independent Scrutineers, Symphony Corporate Services Sdn. Bhd.

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Minutes of the Seventh Annual General Meeting ("**7th AGM**") held on 26 February 2025 – *cont'd*

("Scrutineers"), for validation.

Dato' Chairman declared that the 7th AGM be adjourned for approximately five (5) 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 RM236,400.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY ON A MONTHLY BASIS FOR THE PERIOD FROM 27 FEBRUARY 2025 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	66,000.00	-	66,000.00
2	INDEPENDENT NON-EXECUTIVE DIRECTORS	170,400.00	-	170,400.00
	TOTAL			236,400.00

The Meeting **RESOLVED**: -

THAT the payment of Non-Executive Directors' fees for an amount of up to RM236,400.00 payable to the Non-Executive Directors of the Company on a monthly basis for the period from 27 February 2025 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	66,000.00	-	66,000.00
2	Independent Non-Executive Directors	170,400.00	-	170,400.00
	<i>Total</i>			<i>236,400.00</i>

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 27 FEBRUARY 2025 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 27 February 2025 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
	<i>Total</i>			<i>14,000.00</i>

ORDINARY RESOLUTION 3:

- **TO RE-ELECT MR. YAP TIAN TION 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. Yap Tian Tion, 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 DATUK MAK FOO WEI WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY’S CONSTITUTION AND BEING ELIGIBLE, HAVE OFFERED HERSELF FOR RE-ELECTION**

The Meeting **RESOLVED: -**

***THAT** Datuk Mak Foo Wei, 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 twelve (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.

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Minutes of the Seventh Annual General Meeting ("7th AGM") held on 26 February 2025 – cont'd

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 7th AGM.

Dato' Chairman thereafter concluded the 7th AGM and declared that the live stream meeting for the 7th AGM ended at 12.18 p.m.

SIGNED AS A CORRECT RECORD

- Signed -

CHAIRMAN
DATO' ZULKIFLI BIN ADNAN

Dated: 20 March 2025

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Questions & Answers Session

The following questions/statements were raised during the 7th AGM of the Company by Minority Shareholders Watch Group, Shareholders and/or Proxies. Ms. Yap Kai Ning (“**Ms. Yap**”) the Managing Director and Ms. Yap Kai Min (“**Ms. Yap KM**”) the Chief Operation Officer cum Executive Director of the Company have summarised the answers and responded to the questions as follows: -

Questions from Minority Shareholders Watch Group

1. CEKD’s revenue rose 11.4% to RM36.025 million in Financial Year (“**FY**”) 2024, mainly driven by a significant 78% increase in export sales. The growth in overseas revenue was a result of the Group’s focused efforts on engaging both existing and potential international customers. [page 15 of Annual Report (“**AR**”) 2024]

Question 1a: Which export markets contributed the most to the growth in export sales?

Answer 1a: Ms. Yap responded that every country presents an opportunity for of CEKD Berhad and its subsidiaries (“**the Group**”), as each one is a potential market for their products. The Company believed that disclosing specifics about the export market may compromise their strategic position and competitive advantage in the market.

Question 1b: What specific actions were taken to strengthen relationships with both existing and potential international customers?

Answer 1b: CEKD Berhad is committed to being a leader in die-cutting solutions across the Asia Pacific region while focusing on adding value for customers through continuous improvement. The Company believed that effective communication is important to strengthen the relationships with their customers.

Question 1c: How does the Group plan to sustain this level of growth in export sales moving forward?

Answer 1c: Ms. Yap responded that the Group’s strategies encompass, but are not limited to, market diversification through expansion into new markets. Simultaneously, the Group would continuously enhance and diversify their product offerings to meet the evolving needs of consumers, delivering tailored solutions. Ms. Yap further elaborated that innovation remains a key driver in sustaining competitiveness and addressing the unique preferences of various markets. Additionally, they would actively strengthen brand recognition through targeted marketing efforts.

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2. For FY2024, the Group spent RM4.93 million on capital expenditure (“**Capex**”), mainly related to the purchase of freehold buildings, plants and machinery as well as leasehold building. (page 18 of AR 2024)

Question 2a: The Group allocated RM4.93 million towards Capex in FY2024, significantly surpassing the budgeted amount of RM1 million. What were the key drivers behind this increase in Capex?

Answer 2a: The Group has undertaken a strategic expansion by acquiring properties to establish secure, long-term operational bases, ensuring business continuity. In parallel, the Group remains proactive in adopting technological advancements and efficiency upgrades, with investments in machinery driven by the need to modernize equipment, enhance automation, and improve overall operational efficiency.

Question 2b: What is the expected return on investment from the RM4.93 million Capex?

Answer 2b: Ms. Yap responded that in long run, the Group is expected to increase its production output and efficiency.

Question 2c: What is the budgeted Capex for FY2025?

Answer 2c: Ms. Yap responded that the business environment may be subject to rapid changes, including economic conditions, regulatory requirements or technological advancements. As such, the budget estimates could be changed and might be considered unreliable or misleads if it is disclosed too early.

3. The adoption of advanced technologies, coupled with increased investments in research and development (“**R&D**”) as well as new machineries, will empower CEKD to stay ahead of the curve while fostering collaborative ecosystems that drive efficiency and innovation. (page 18 of AR 2024)

Question 3a: What specific advanced technologies is the Group planning to adopt? And how will they help improve operations or products?

Answer 3a: The Group’s is actively working on the implementation of a Manufacturing Enterprise Resource Planning (“**MERP**”) system to enhance operational efficiency and streamline processes, supporting long-term business growth and agility. Simultaneously, the Group is investing in new machinery with enhanced precision to further optimise production capabilities and maintain a competitive edge.

Question 3b: How much is the Group increasing its investment in R&D?

Answer 3b: Ms. Yap responded that the Company might be developing proprietary technologies or products that are not yet public. The Company believed that revealing the specific R&D expenditures might inadvertently disclose confidential information about their innovation pipeline.

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4. During FY2024, the Board identified and ranked thirteen (13) key sustainability focus areas according to their significance to the Group and its stakeholders. These focus areas were then aligned with five (5) relevant United Nations Sustainable Development Goals (“**UNSDGs**”) when developing the Group’s sustainability strategies. (page 23 of AR 2024)

Question 4a: Can the Board explain the criteria used to determine which issues are considered material for the Group’s business, and why UNSDG 13 (Climate Action) was not included?

Answer 4a: Ms. Yap clarified that during FY2024, the Board conducted a comprehensive materiality assessment to identify and rank key sustainability focus areas. This process involved engaging with internal and external stakeholders, evaluating industry best practices, and assessing the potential impact of various sustainability issues on the Group’s long-term business performance and value creation.

Further, the selection of relevant UNSDGs was guided by the alignment between these material issues and the Group’s strategic priorities. While UNSDG 13 (Climate Action) was not explicitly highlighted, the Group remains committed to environmental responsibility and continues to explore opportunities to enhance climate-related initiatives as part of its broader sustainability strategy in the near future.

Question 4b: Does the Group have long-term sustainability goals that include reducing its carbon footprint or transitioning to renewable energy, even though they are not categorised as material matters?

Answer 4b: Ms. Yap responded that the operations of the Group are currently powered through the TNB grid system, which influences their electricity-related carbon footprint. Nevertheless, the Group is actively exploring the feasibility of installing solar panels at selected sites to enhance their renewable energy adoption. However, due to site constraints, such as surrounding high-rise buildings, not all locations are suitable for solar installations.

Questions from the Tan Tiong Kai, Shareholder of the Company

Question 5: Recently, many Chinese companies have been investing in Malaysia, but their presence has led to disruptions and monopolization of local businesses. For instance, the Vinda brand has impacted local tissue products such as premier and royal gold tissues, while Chinese soft drink brands like Mixue and Bingxue have affected the Tealive business. Additionally, the influx of high-quality, affordable Chinese stainless steel products has taken over a significant share of the Malaysian market. This is largely due to Chinese brands being known for their low prices and good quality, often backed by subsidies from the Chinese government. As a result, many consumers and businesses are switching to these Chinese brands. Given this, how should group management defend the die-cut mould market share in Malaysia against the growing competition from Chinese companies?

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Answer 5: Ms. Yap KM stated that there is no universal answer to this question. However, they have responded with the following approach to be implemented by the Group:-

- 1) The Management of the Group counters competition and ensure the competitiveness of the Group against Chinese companies as they leverage their focus on Quality, Efficiency, and Services as strategic differentiators. This structured countermeasure approach, is aligned with the Group’s long term business investment in FY2024.
- 2) The Group is investing into advanced machinery to produce higher-quality, precision-engineered products, and always strive to certify products with global standards and working with sustainable material suppliers such as FSC certified wood suppliers.

The Management of the Group also encouraged customer-centric solutions to their customers and provide after-sales support to the key markets.

Question 6: Given the introduction of the 2% dividend tax by Prime Minister, will the Group management reduce the dividend distribution or option not to distribute?

Answer 6: Ms. Yap KM informed the Meeting that the Company does not have dividend policy at this moment and the declaration of dividend would be depending on the Company’s financial performance and market condition. The Company would make informed decision on dividend payment, if any.

Question 7: How will the group address the recent increase in the minimum wage to RM1,700, considering that the Group’s operations rely heavily on foreign workers to produce goods? We are concerned that this could impact the group’s net profit.

Answer 7: Ms. Yap KM responded that the Group does not heavily rely on foreign workers, with approximately 20% of the workforce comprising foreign workers in the Group.

Question 8: How will the new policy, which requires employers to contribute 2% of EPF for foreign workers, impact the Group’s net profit?

Answer 8: Ms. Yap KM responded that the 2% EPF contribution by employers for foreign workers does not have significant impact to the Group.

Questions from the Leslie Lee, Shareholder of the Company

Question 9: Revenue growth mainly due to export sales, local sales remain flat. Is local market too small, that’s why local sales maintained RM27 million?

Answer 9: Ms. Yap KM responded that the local manufacturing economy remains slow where purchasing managers index (PMI) has been always low over the past seven (7) months. The Group would try its best to generate more revenue wherever the opportunities arise in the market.

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Question 10: Company product is in a niche market with low revenue base, do company consider to explore new market to increase revenue?

Answer 10: Ms. Yap KM responded that the Group is constantly exploring any business opportunity to create more shareholder’s value.

Questions from Chuan Hooi Lau, Shareholder of the Company

Question 11: May I know, what is the company’s future outlook?

Answer 11: Ms. Yap KM responded that, as Manufacturing in this region is poised for low single digit growth, the Group would continue to expand outward while defending its current market share within its core competencies.

Question 12: Will the board consider giving door gift such e-voucher or e-wallets for those participating in this AGM as a token of appreciation?

Answer 12: Ms. Yap KM responded that the Company does not have door gift policy at the moment.

Questions from Chan Jian Xiang, Shareholder of the Company

Question 13: How does the Company plan to address potential risks from geopolitical uncertainties that could affect both overseas sales and supply chains?

Answer 13: Ms. Yap KM responded that the Company started the business since year 1989. During this almost four (4) decades of running the business, the Group faced various ups and downs, including 1997 ASEAN economic crisis, 2008 global financial crisis and the 2020 COVID-19 pandemic. Over the years, the Group built up valuable knowledge and experience in navigating uncertain situations. For example, the Group does not practice Just-in-Time (JIT) system but hold on inventories compared relatively more to the sales. This practice has helped the Group to navigate through supply chain crunch. Ms. Yap KM further elaborated that diversifying the supply chain helps minimise the impact of raw material shortages.

Question 14: With a heavy reliance on suppliers for raw materials, what contingency plans exist should there be any supply chain disruptions?

Answer 14: Ms. Yap KM responded that the Group remains agile and fluid in dealing with uncertainties. The inventories of the Group successfully withstood the supply chain disruptions caused by COVID-19. She added that any further escalation of such situations would likely be a global crisis, rather than one that affecting the company alone.

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Question from MD Sabri Bin Ahmad, Shareholder of the Company

Question 15: Do Company looking to penetrate growth to Asia market or global market?

Answer 15: Ms. Yap KM responded that the Group would be looking into penetrating Asia Market as well as Global Market.



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Wednesday, 26 February 2025 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 APPROVAL OF THE PAYMENT OF NON-EXECUTIVE DIRECTORS' FEES FOR AN AMOUNT OF UP TO RM236,400.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS OF THE COMPANY.	FOR	27	146,438,200	99.931690	730,000
	AGAINST	3	100,100	0.068310	
ORDINARY RESOLUTION 2 APPROVAL OF THE NON-EXECUTIVE DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) FOR AN AMOUNT OF UP TO RM14,000.00 PAYABLE TO THE NON-EXECUTIVE DIRECTORS.	FOR	28	146,568,200	99.931751	600,000
	AGAINST	3	100,100	0.068249	
ORDINARY RESOLUTION 3 RE-ELECTION OF MR. YAP TIAN TION, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION.	FOR	30	147,261,400	99.995315	0
	AGAINST	3	6,900	0.004685	
ORDINARY RESOLUTION 4 RE-ELECTION OF DATUK MAK FOO WEI, THE RETIRING DIRECTOR OF THE COMPANY, WHO RETIRES PURSUANT TO CLAUSE 84 OF THE COMPANY'S CONSTITUTION.	FOR	30	147,261,400	99.995315	0
	AGAINST	3	6,900	0.004685	
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 AND TO AUTHORISE THE DIRECTORS TO IX	FOR	29	147,161,400	99.927411	0
	AGAINST	4	106,900	0.072589	





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ORDINARY RESOLUTION 6 AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016.	FOR	26	147,160,700	99.926936	0
	AGAINST	7	107,600	0.073064	

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.

