

CAB CAKARAN CORPORATION BERHAD
(200201015998)(583661-W)
(Incorporated in Malaysia)

Minutes of the Twenty-Second Annual General Meeting of the Company held at the Conference Room, Third Floor, CAB Cakaran Corporation Berhad, Plot 21, Lorong Jelawat 4, Seberang Jaya Industrial Park, 13700 Perai, Penang on Monday, 25 March 2024 at 10.30 a.m.

Attendance

As per Attendance List

The Meeting commenced at 10.30 a.m. with the requisite quorum being present.

Notice

The Notice convening the Meeting was taken as read.

1. WELCOMING ADDRESS

- 1.1 After confirming with the Joint Secretary of the Company that a quorum was present, the Group Managing Director, Mr Chuah Hoon Phong (“Mr Christopher Chuah”) welcomed all members and guests to the Company’s Twenty-Second Annual General Meeting. He also introduced to the Meeting all members of the Board and the Joint Secretary. Datuk Sr Hj Zakaria Bin Hashim and Professor Dato’ Dr Mohd Fakhrudin Bin Abdul Mukti joined the Meeting via Zoom. After confirming with the Joint Secretary that a quorum was present, Mr Christopher Chuah on behalf of the Chairman called the meeting to order. He then passed the floor to the Chairman and asked the Joint Secretary to proceed with the business of the Meeting.
- 1.2 Ms Chew Siew Cheng (“the Joint Secretary”) briefed the floor that there were nine ordinary resolutions and one special resolution to be tabled for consideration and approval from the shareholders. She explained that ordinary resolutions required a simple majority of more than 50% votes from those members present in person or by proxies and voting at the meeting. The special resolution required not less than 75% of the votes from those members present in person or by proxies at this Meeting. She further explained that voting would be by way of poll in line with the Listing Requirements of Bursa Malaysia Securities Berhad.
- 1.3 The Joint Secretary also informed that the conduct of the poll would be deferred to the end of the Meeting to enable a more efficient running of the Meeting. She added that only members and proxies appointed for the Meeting were allowed to vote, raise questions or seek clarifications which were relevant to the proposed motions in the Agenda.
- 1.4 The Joint Secretary proceeded to notify the floor that the poll would be conducted by Tricor Investor & Issuing House Services Sdn Bhd as the Poll Administrator and results of the poll would be verified by Asia Securities Sdn Bhd as the Scrutineer. She then proposed that the Notice convening the Meeting, having been circulated, be taken as read. It was unanimously agreed by the shareholders.

2. TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

2.1 The Audited Financial Statements for the financial year ended 30 September 2023 together with the Reports of the Directors and Auditors thereon, copies of which had been circulated, were tabled before the Meeting.

2.2 The Joint Secretary informed that the Company had received a letter dated 18 March 2024 from the Minority Shareholders Watch Group (“MSWG”) raising a few questions on “Operational and Financials Matters”. The questions posted by MSWG and the Company’s responses to the questions were read out by the Joint Secretary as well as projected onto the screen for shareholders’ information.

The questions raised by MSWG and reply from the Management are set out in Appendix A attached.

2.3 The Joint Secretary highlighted to all present that the receipt of the Audited Financial Statements was meant for discussion only and did not require a formal approval of the shareholders and hence, no resolution was put forward for voting.

2.4 On behalf of the Chairman, she then invited comments and questions from the floor on the Audited Financial Statements for the financial year ended 30 September 2023.

2.5 There being no questions from the floor, it was declared that the Audited Financial Statements for the financial year ended 30 September 2023 together with the Reports of the Directors and Auditors thereon be received.

3. ORDINARY RESOLUTION 1 – TO DECLARE A FINAL SINGLE TIER DIVIDEND OF 0.5 SEN PER SHARE FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2023

3.1 Members were informed that the proposed ordinary resolution 1 was on the declaration of a final single tier dividend of 0.5 sen per share for the financial year ended 30 September 2023. A shareholder/proxy each was invited to propose and second the resolution.

3.2 Mr Go Cheng Hua proposed and followed by Ms Wong Siew Fong who seconded the motion.

4. ORDINARY RESOLUTION 2 - TO RE-ELECT MR CHUAH AH BEE RETIRING UNDER CLAUSE 165 OF THE COMPANY’S CONSTITUTION

4.1 Members were informed that Mr Chuah Ah Bee who retired as a Director of the Company in accordance with Clause 165 of the Company’s Constitution and being eligible, had offered himself for re-election.

4.2 Mr Go Cheng Hua proposed and followed by Ms Foo Yoon Peng who seconded the motion.

5. ORDINARY RESOLUTION 3 - TO RE-ELECT MR CHUAH HOON PHONG RETIRING UNDER CLAUSE 165 OF THE COMPANY'S CONSTITUTION

5.1 Members were informed that Mr Chuah Hoon Phong who retired as a Director of the Company in accordance with Clause 165 of the Company's Constitution and being eligible, had offered himself for re-election.

5.2 Ms Koay Lay Ean proposed and followed by Ms Foo Yoon Peng who seconded the motion.

6. ORDINARY RESOLUTION 4 - TO RE-APPOINT GRANT THORNTON MALAYSIA PLT AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE BOARD OF DIRECTORS TO FIX THEIR REMUNERATION

6.1 Members were informed that the proposed ordinary resolution 4 was for the re-appointment of Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year at a fee to be determined by the Board of Directors.

6.2 Ms Tan Yen Ling proposed and followed by Ms Wong Siew Fong who seconded the motion.

7. ORDINARY RESOLUTION 5 - TO APPROVE THE DIRECTORS' FEES UP TO AN AMOUNT OF RM751,200 AND THE PAYMENT OF SUCH FEES TO THE DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR ENDING 30 SEPTEMBER 2024

7.1 Members were informed that the proposed ordinary resolution 5 was to approve the payment of Directors' fees up to an amount of Ringgit Malaysia Seven Hundred Fifty-One Thousand and Two Hundred (RM751,200) for the financial year ending 30 September 2024.

7.2 Ms Lim Bee Ching proposed and followed by Ms Koay Lay Ean who seconded the motion.

8. ORDINARY RESOLUTION 6 - TO APPROVE THE DIRECTORS' BENEFITS UP TO AN AMOUNT OF RM150,000 FROM 25 MARCH 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING

8.1 Members were informed that the proposed ordinary resolution 6 was to approve the payment of Directors' benefits in accordance with Section 230(1) of the Companies Act 2016 up to an amount of One Hundred Fifty Thousand (RM150,000) from 25 March 2024 until next Annual General Meeting of the Company.

8.2 Ms Foo Yoon Peng proposed and followed by Ms Tan Yen Ling seconded the motion.

9. SPECIAL BUSINESS

SPECIAL RESOLUTION: WAIVER OF PRE-EMPTIVE RIGHTS UNDER SECTION 85 OF THE COMPANIES ACT 2016

- 9.1 Members were informed that the full text of the Special Resolution was set out in the Notice of the meeting and the following motion was put to the meeting for consideration:-

“THAT the shareholders of the Company do hereby waive their statutory pre-emptive rights to be offered new shares ranking equally to the existing issued shares of the Company under Section 85 of the Companies Act 2016 (“the Act”), read together with Clause 31 of the Constitution of the Company.

THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine subject to passing Ordinary Resolution 7 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act.”

- 9.2 Ms Koay Lay Ean proposed and followed Ms Lim Bee Ching who seconded the motion.

10. ORDINARY RESOLUTION 7 - APPROVAL FOR ISSUANCE OF NEW ORDINARY SHARES

- 10.1 Members were informed of the following proposed Ordinary Resolution 7:-

“THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 (“the Act”) and pursuant to Sections 75 and 76 of the Act, Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) (“Listing Requirements”) and the approval of the relevant regulatory authorities, where such approval is required, the Directors of the Company be and are hereby authorised 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 such New Shares to be issued, to be subscribed under any rights granted, to be issued from 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 10% of the total number of issued shares (excluding any treasury shares) of the Company for the time being (“Proposed General Mandate”).

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 of the Company be and are hereby also empowered to obtain the approval from Bursa Securities for the listing of and quotation for such New Shares on the Main Market of 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 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.”

10.2 Ms Koay Lay Ean proposed and followed by Ms Wong Siew Fong who seconded the motion.

11. ORDINARY RESOLUTION 8 - PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

11.1 Members were informed of the following proposed Ordinary Resolution 8:-

“THAT subject to the provisions under the Companies Act 2016 (“the Act”), rules, regulations and orders made pursuant to the Act, provisions of the Company’s Constitution, Bursa Malaysia Securities Berhad (“Bursa Securities”) Main Market Listing Requirements and the approvals of all relevant authorities (if any), the Company be and is hereby authorised to purchase such number of ordinary shares in the Company (“CAB Shares”) as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that the aggregate number of shares purchased pursuant to this resolution shall not exceed ten per centum (10%) of the total number of issued shares of the Company as at point of purchase (“Proposed Renewal of Share Buy-Back Authority”).

THAT the maximum amount of funds to be utilised for the purpose of the Proposed Renewal of Share Buy-Back Authority shall not exceed the Company’s aggregate retained profits.

THAT authority be and is hereby given to the Directors of the Company to decide at their discretion as may be permitted and prescribed by the Act and/or any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities for the time being in force to deal with any CAB Shares so purchased by the Company in the following manner:-

- (i) the CAB Shares so purchased could be cancelled; or
- (ii) the CAB Shares so purchased could be retained as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or be transferred for the purposes of an employees' share scheme and/or be transferred as purchase consideration and/or be cancelled subsequently and/or be sold, transferred or otherwise be used for such purposes of the Minister may be order prescribe; or
- (iii) retain part of the CAB Shares so purchased as treasury shares and cancel the remainder; or
- (iv) in accordance with the relevant prevailing statutory provisions and guidelines.

THAT the authority conferred by this resolution will be effective immediately from the passing of this ordinary resolution until:-

- (i) the conclusion of the next annual general meeting of the Company following the general meeting at which such resolution was passed, at which time the authority would lapse unless renewed by ordinary resolution, either unconditionally or conditionally; or
- (ii) the passing of the date on which the next annual general meeting of the Company is required by law to be held; or
- (iii) the authority is revoked or varied by resolution passed by the shareholders of the Company in general meeting;

whichever occurs first.

And THAT the Directors of the Company be and are authorised to take such steps to give full effect to the Proposed Renewal of Share Buy-Back Authority with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and/or to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

11.2 Ms Tan Yen Ling proposed and followed by Ms Foo Yoon Peng who seconded the motion.

12. ORDINARY RESOLUTION 9 - PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AND PROPOSED NEW SHAREHOLDERS' MANDATE FOR ADDITIONAL RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

12.1 The Joint Secretary informed the floor that the interested directors, major shareholders and persons connected with them as listed in Section 6 on pages 15 to 17 of the Circular were deemed interested in the proposed shareholders' mandate and would accordingly abstain from voting.

12.2 Members were informed of the following proposed Ordinary Resolution 9:-

“THAT subject always to the provisions of the Companies Act 2016 (“the Act”), the Company’s Constitution, Bursa Malaysia Securities Berhad Main Market Listing Requirements or other regulatory authorities, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions with the related parties as set out in Appendix I of the Circular to Shareholders dated 30 January 2024 (“the Circular”), which are necessary for the day to day operations and are carried out in the ordinary course of business and are on normal commercial terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders as set out in the Circular (“Mandate”).

THAT the Directors be empowered to do all such acts and things be considered necessary or expedient to give full effect to the Mandate with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities.

THAT such Mandate shall commence upon passing this ordinary resolution and to be in force until:-

- (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse unless the authority is renewed by a resolution passed at the meeting; or
- (b) the expiration of the period within which the next AGM after that date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by ordinary resolution of the shareholders of the Company at a general meeting;

whichever is earlier.

And THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution.”

12.3 Mr Go Cheng Hua proposed and followed by Ms Lim Bee Ching who seconded the motion.

13. CONDUCT OF POLL

13.1 Before proceeding with the polling, the Group Managing Director, Mr Christopher Chuah requested the Joint Secretary to explain on the polling procedures. The Joint Secretary then briefed the floor on the polling procedures.

13.2 As there were no questions from the floor, the Joint Secretary on behalf of the Chairman called upon the members to proceed to cast their votes at the voting kiosks set-up at the registration counter. The casting of votes was duly observed by the duly appointed Scrutineer.

13.3 As there were no more votes received, the Joint Secretary, on behalf of the Chairman adjourned the Meeting at 10.55 a.m. to facilitate with the counting of the votes. The Board then invited the members to have some refreshments.

14. DECLARATION OF POLL RESULTS

14.1 The Joint Secretary, on behalf of the Chairman reconvened the Meeting at 11.13 a.m. for the declaration of poll results which had been verified by the Scrutineer, Asia Securities Sdn. Bhd.

14.2 Mr Prem Jitindarsingh, the representative from Asia Securities Sdn. Bhd. was invited to present the results as set out in Appendix B attached.

14.3 Based on the results, the Joint Secretary, after obtaining consent from Chairman, declared that all the resolutions tabled before the Twenty-Second Annual General Meeting were thus carried.

15. CLOSURE

At this juncture, Mr Christopher Chuah informed the floor that Mr Loo Choo Gee who retired in accordance with Clause 165 of the Company's Constitution, had notified the Company that he does not wish to seek for re-election and accordingly, he would retire at the conclusion of this Twenty-Second AGM. The Board of Directors of CAB Cakaran Corporation Berhad thanked Mr Loo Choo Gee for his past contributions as an Executive Director.

There being no other business to discuss, the Meeting ended at 11.20 a.m. with a vote of thanks to the Chairman.

Signed as a correct record

CHAIRMAN

Date: 25 March 2024

APPENDIX A - QUESTIONS FROM MSWG AND CAB'S RESPONSES

Question 1:

The Group has geared up efforts to diversify from the volatile domestic market by increasing the export of its processed poultry products. With the recent lifting of the export ban, the Group will continue to explore for more export markets for its poultry products. (page 20 of AR2023)

Question 1(a):

Besides the Group's current export markets, what are the Group's plans for exporting to new countries in 2024?

Reply to question 1(a):

The Group is working on plan to export our products to Vietnam, Cambodia, China and the Middle East.

We are also increasing our sales to Sabah and Sarawak.

Question 1(b):

Revenue contribution from Japan decreased significantly by 63.2% to RM2.20 million (2022: RM5.99 million) (Note 45, page 196 of AR2023). What was the reason for the significantly lower revenue contribution from Japan? Does the Group foresee slower demand for the Group's products from Japanese customers in 2024?

Reply to question 1(b):

The lower export to Japan was due to weaker demand and we do not foresee any increase in demand from Japan in 2024.

Question 2:

The joint venture project with the Salim Group of Indonesia, after some years of delay due to the Covid-19 pandemic, will be going full swing in the coming year 2024 (page 13 of AR2023). It is very likely that the joint venture with the Salim Group to kick off an integrated poultry business in Indonesia in the first half of 2024 (page 20 of AR2023).

Question 2(a):

Please provide brief details on the key plans in relation to the joint venture project for financial year ending 2024.

Reply to question 2(a):

A meeting between the top management of CAB Group and Salim Group has been scheduled to be held sometime in April 2024.

Decisions are expected to be made regarding the size of the initial operation as well as the investment cost. Also to be discuss will be the timing and schedule of the initial operation.

Question 2(b):

What is the estimated investment by the Group in this joint venture project for financial year ending 2024?

Reply to question 2(b):

At this juncture, we are not able to provide information on the estimated investment cost for the joint venture project as this will depend on the outcome of the meeting in April as stated in 2 (a) above.

Question 3:

On 21 October 2021, the Company has acquired 51% of the issued share capital of Benarlab Sdn. Bhd. for a total consideration of RM3.3 million via issuance of new ordinary shares of CAB Cakaran. On 23 February 2022, the Company has subscribed for the additional 154,020 ordinary shares in Benarlab Sdn. Bhd. by way of cash injection. For the period from 21 October 2021 to 30 September 2022, Benarlab Sdn. Bhd. contributed RM32.05 million revenue and RM2.04 million profit to the Group. (Note19, pages 138 & 139 or AR2023).

For the financial year ended 30 September 2023, what were the revenue and profit contribution from Benarlab Sdn. Bhd. to the Group?

Reply to question 3:

The revenue and profit contribution from Benarlab Sdn. Bhd. to the Group for the financial year ended 30 September 2023 were RM60.66 million and 3.11 million respectively.

Question 4:

Included in other receivables are an amount of RM6.84 million (2022: RM6.76 million) penalty to be reimbursed from former shareholders of subsidiaries, Tong Huat Poultry Processing Factory Pte. Ltd. and Ban Hong Poultry Pte. Ltd. in connection with infringement of the Competition Act of Republic of Singapore. (Note 26, page 153 of AR2023).

Please briefly update shareholders on the status. When does the Group expect to collect the said other receivables amounting to RM6.84 million?

Reply to question 4:

The initial amount owing by the former shareholders of the subsidiaries was SGD3.58 million. Over the years, this amount has been repaid and reduced to SGD1.99 million as at 30 September 2023.

The subsidiaries shall continue to ensure the balance amount owing are paid back by those formal shareholders.

Question 5:

Significant related party transactions – Slaughtering charges paid to a joint venture increased significantly by 7.8 times to RM14.83 million (2022: RM1.68 million). (Note 42, page 189 of AR2023).

What were the reasons for the huge increased in slaughtering charges paid? Did the Group consider other quotes for the slaughtering services?

Reply to question 5:

The slaughtering fee paid relates to our 51% owned subsidiary in Singapore, Tong Huat Poultry Processing Factory Pte Ltd (THPP). THPP used to own a slaughtering plant in Senoko Crescent, Singapore which has a lease of 30 years and has since expired.

Following the Singapore government's decision to cluster poultry slaughtering companies into a multi-storey and multi tenanted slaughtering hub, 5 companies were asked to form a Joint Venture Company, Singapore Poultry Hub Pte Ltd (SPH), to undertake this project.

Under this arrangement, all the shareholders of SPH will send their live birds to SPH for slaughtering and SPH will in turn charge them a slaughtering fee. The slaughtering hub was completed and commenced operation in November 2021.

The low slaughtering fee paid to SPH in FYE2022 was due mostly to the fact that SHP only begun slaughtering services for THPP on June 27, 2022. Furthermore, since 1 June 2022, the Malaysian government has banned the export of chicken to Singapore. The ban was gradually lifted beginning in October 2022, and ending on 1 July 2023.

CAB CAKARAN CORPORATION BERHAD (200201015998)(583661-W)
TWENTY-SECOND ANNUAL GENERAL MEETING HELD ON 25 MARCH 2024

APPENDIX B - POLL RESULTS

Resolution(s)	Vote For				Vote Against				Total Votes			
	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%	No of Units	%	No of P/S	%
Ordinary Resolution 1	458,285,080	100.000000	47	100.000000	0	0.000000	0	0.000000	458,285,080	100.000000	47	100.000000
Ordinary Resolution 2	260,252,992	99.999997	45	97.826087	9	0.000003	1	2.173913	260,253,001	100.000000	46	100.000000
Ordinary Resolution 3	443,941,010	99.999998	45	97.826087	9	0.000002	1	2.173913	443,941,019	100.000000	46	100.000000
Ordinary Resolution 4	458,285,071	99.999998	46	97.872340	9	0.000002	1	2.127660	458,285,080	100.000000	47	100.000000
Ordinary Resolution 5	13,186,683	99.999932	39	97.500000	9	0.000068	1	2.500000	13,186,692	100.000000	40	100.000000
Ordinary Resolution 6	13,186,683	99.999932	39	97.500000	9	0.000068	1	2.500000	13,186,692	100.000000	40	100.000000
Special Resolution	458,255,046	99.993446	45	95.744681	30,034	0.006554	2	4.255319	458,285,080	100.000000	47	100.000000
Ordinary Resolution 7	458,255,046	99.993446	45	95.744681	30,034	0.006554	2	4.255319	458,285,080	100.000000	47	100.000000
Ordinary Resolution 8	458,285,080	100.000000	47	100.000000	0	0.000000	0	0.000000	458,285,080	100.000000	47	100.000000
Ordinary Resolution 9	110,764,608	99.999992	38	97.435897	9	0.000008	1	2.564103	110,764,617	100.000000	39	100.000000