

KAWAN FOOD BERHAD
Registration No. 200401001942 (640445-V)

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF KAWAN FOOD BERHAD (“**KAWAN**” OR “**THE COMPANY**”) HELD AT LOT 129351, JALAN SUNGAI PINANG 4/19, TAMAN PERINDUSTRIAN PULAU INDAH, SELANGOR HALAL HUB, FASA 2C, 42920, PULAU INDAH, SELANGOR DARUL EHSAN, MALAYSIA ON WEDNESDAY, 21 JUNE 2023 AT 10.30 A.M.

PRESENT:-

DIRECTORS

Mr Gan Thiam Chai	- Chairman, also a Shareholder and proxy for shareholders set out in the Attendance Summary attached
Mr Gan Thiam Hock	- Also a Shareholder
Mdm Kwan Sok Kay	- Also a Shareholder
Ms Gan Ka Bien	- Also a Shareholder
Dr Nik Ismail Bin Nik Daud	
Mr Lim Hun Soon @ David Lim	- Also a Shareholder
Mr Eugene Hon Kah Weng	
Encik Abdul Razak Bin Shakor	

IN ATTENDANCE

Ms Tai Yuen Ling	- Company Secretary
------------------	---------------------

BY INVITATION

As Per Attendance List

The list of shareholders and proxies who attended the Meeting is set out in the Attendance Lists attached and shall form an integral part of this Minutes.

1. CHAIRMAN

The Chairman, Mr Gan Thiam Chai, extended a warm welcome to the shareholders, proxies and guests present at the Company’s Nineteenth Annual General Meeting (“19th AGM”).

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

2. INTRODUCTION OF BOARD MEMBERS

The Chairman introduced the Board of Directors, Company Secretary, Senior Management Team, the External Auditors, RSM Malaysia PLT and the Internal Auditors, Messrs Tricor Axcelasia Sdn Bhd to the Meeting.

3. QUORUM

The Secretary confirmed that a quorum was present. With the requisite quorum being present, the Meeting was called to order at 10.30 a.m.

4. SUMMARY OF PROXIES RECEIVED

The Company Secretary informed that the Company had received in total 170 proxy forms from the shareholders for a total of 93,622,576 shares representing 25.88% of the issued shares of the Company.

Out of those, there were 59 shareholders who had appointed the Chairman of the Meeting as their proxy to vote on their behalf and the shares so represented stood at 33,505,462, representing 9.26% of the issued shares of the Company.

5. NOTICE

The Meeting noted that the Company had on 28 April 2023 issued the Notice of the 19th AGM. The Notice of the Meeting, having been circulated within the stipulated time frame, was taken as read.

The Chairman encouraged the shareholders and/or proxies to participate, speak and vote at the AGM,

6. VOTING PROCEDURES

The Meeting noted that all resolutions set out in the Notice of the 19th AGM must be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”). The Chairman then demands

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

that a poll be taken on all the resolutions set out in the Notice of the 19th AGM pursuant to the Company's Constitution.

The Chairman also informed that the Company has appointed Boardroom Share Registrars Sdn Bhd to conduct the poll by way of of electronic voting ("e-Voting") and Sky Corporate Services Sdn Bhd as the independent scrutineer to verify the poll results.

The Chairman further informed that the polling process will be conducted upon the conclusion of the deliberations of all items on the Agenda.

7. WELCOME ADDRESS AND SPEECH BY THE CHIEF OPERATING OFFICER

At the invitation of the Chairman, the Chief Operating Officer of the Company, Mr Andy Yeap Chee Keong ("Mr Andy"), gave an overview on the results of the Company as well as the operation and financial performance for the financial year ended 31 December 2022 ("FY2022").

Before Mr Andy start the presentation, he extended the apologies on the CEO's absence from the Meeting as he is on a transformation mission.

Mr Andy briefed the Meeting on the financial performance of the Company for the FY2022. There was revenue growth of an average increase of 8.4% from 2018 till 2021. The Group recorded approximately 16.5% increase in revenue in FY2022, mainly attributed by price increase and foreign exchange. In Quarter 1 2023 ("Q1 2023"), the Group recorded 15.2% increase in revenue mainly because Ramadan came earlier this year. The Company also perceive a strong growth in domestic sales as well as softness in export market.

Mr Andy stated that with the increase in revenue and other income, the earnings per share ("EPS") increased in FY2022 and standing at 2.4 sen in Q1 2023. For Cost of Goods Sold ("COGS"), there was an increase of 18.9% in FY2022 mainly due to increase in prices for raw materials and the new minimum wage that came in place September last year. This year, the Group perceived a stronger and higher increase in COGS attributed to TNB Surcharge increase and Labour Costs as the Company recruited more workers in order to prepare for the transformation and expansion.

Mr Andy briefed the Company on the Costs in Selling, General and Administrative. There was a huge increase in FY2022 mainly due to competition in the market post-pandemic. In Q1 2023, the Company managed to tighten the control on A&P spending without sacrificing revenue growth.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

He further stated that the Company is facing challenges as follows:

- (i) Costs increased faster than sales - the challenges come from the instability in the global markets and increased market competition. The Company also has variety products offerings in the market, which increased the complexity of manufacturing and supply chain.
- (ii) Higher input costs due to energy, labour and materials – the Goup foresee the challenges and that is why the Company has a Head of Transformation joining to embark on the 5-year transformation journey.

The Company has started to look into the supply chain and trying to simplify the processes, while focusing on the products that are actually sellable. The Company is building a more competitive sourcing and distribution network in order to manage the costs.

Mr Andy further stated that the Company has started thinking fewer, bigger and better. The Company will focus their resources on innovations and to launch the new products successfully. At the same time, improving their operational efficiency in order to reduce the cost per unit of products.

Through all of these, the Company hopes to serve the consumers and customers better by providing a better level of service. The Company is also focusing on building their brand equity and increase the value of their products.

Mr Andy proceeded to introduce the Company's products that were launched since the last AGM:-

- Naan Range:-
 - Spicy Curry Potato (Aloo Naan),
 - Cream Cheese Garlic
- Cheese Range:-
 - Mozzarella Cheese Sticks
 - Corn Cheese Cutlets
- Plant-based products:-
 - Falafel
 - Vadai
 - Sweet Potato Fingers
- Meat-free:-
 - Meat-free Fingers
 - Meat-free Nuggets

Mr Andy welcomed feedback on the products from the Meeting.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

Mr Andy briefed the Meeting on the Company's 3 ESG Commitments, as follows:

- (i) **Nurturing and Empowering People**
The Company has products that certified with 'the healthier choice' by KKM (Ministry of Health) and the Company is look forward to introducing these healthier products to consumers soon. The Company also hopes that the Plant-based products that launched recently will help to provide nutrition to consumers while being environmentally friendly at the same time. During the financial year, the Company also implemented Human Rights Policy for the Company and throughout their supply chain.
- (ii) **Trusted Enterprise**
There has been a 50% reduction in complaints per Million unit. The Company has increased local sourcing to 91%, which means that most of the Company's products are made from locally sourced products.
- (iii) **Environmental Stewardship**
The Company managed to save 1.9 million kg of carbon by using solar panels. It was noted that the Company has engaged GHG Consultant to identify scope for improvement so that the Company may implement programs that will help in reducing carbon emissions. It was further noted that the Company is exploring various sustainable packaging in order to reduce plastic usage, which will help in reducing pollution.

8. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors' and Auditors' thereon.

The Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors' and Auditors' having been circulated within the prescribed period was with the permission of the Meeting taken as read.

The Chairman informed the Meeting that the Audited Financial Statements for the financial year ended 31 December 2022 tabled were meant for discussion only as provision under Section 340 of the Companies Act, 2016 does not require approval of shareholders. Hence, this Agenda item was not put forward for voting.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

The Chairman welcomed questions from the shareholders and proxy holders. In summary, the following are the questions raised and responses by the Chairman, Mr Andy and Mr David Lim to the questions:

- Diversification of the business segment and dividend payout – Mr Khow Li Shi

Kawan's response:

With regards to the diversification of the business segment, Mr Andy answered that the Company is looking into jackfruits business and use it to produce plant-based products.

With regards to the matter of crowdfunding, the Company needs funding to grow faster to penetrate the market in order to gain market share.

The dividend payout is based on the dividend policy of the Company. In view of the uncertainties in the market, it is important for the Company to preserve its liquidity. Besides that, the Company's reserved cash will be utilized for investment should such opportunity arises.

- Growth in flatbread segment, Company's debts of approximately RM6.5 million, 5 years' transformation plan and the issue of under the sea level in most of the coastal areas in Malaysia and the Company's plans to mitigate this in the future – Mr Chong Jit Seng

Kawan's response:

On the question regarding the flatbread segment, Mr Andy replied that it is growing at the expected rate, especially in the overseas market. The Company is trying hard to bring down the cost of manufacturing, in order to expand and penetrate other markets. Mr Adam Pandiam ("Mr Adam"), the Executive Adviser & Head of Transformation added that the global market for Paratha and Flatbread is massive. As a business, scale is extremely important as the Company is not that large, although profitable and no major issues. He further states that one of the great strengths of the Company is innovation, being leaders in Malaysia. However, there is a lot of competition globally in terms of innovation.

Mr David Lim answered that the Company has a cash hoard of around RM98 million. The Company has a loan of RM6.5 million which was taken to fund the factory. Mr David Lim stated that the cash hoard is to allow the Company to acquire/invest if the opportunity turns up, subject to the Board's decision. The loan from HSBC Bank Malaysia Berhad, which is approximately RM20 million,

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

has been paid down to almost zero. Mr David Lim stated that the Board is diverse in terms of age, thus the Company is looking for good opportunities.

Mr Adam stated that with the transformation, the Company has to focus on the core, what the Company does best and to be competitive at it, and then looking at the strategy on how the Company aligns downstream and upstream to scale up. Transformation would affect every part of the business and Mr Adam stated that M&A is in the works. Mr David Lim complimented the Board for taking on the challenge to become a sizeable SME. He further stated that when the pandemic occurred, despite higher sales, the Company was curtailed in terms of labour, and there was difficulty in replacing workers. Currently, the Company is in a good place to move forward, and he asked for everyone's patience with the Company choosing how to spend cash carefully. Mr Adam added that the transformation is not about fixing something that is broken, but it is about moving things faster, getting large to get noticed.

As for the issue regarding the sea level, Mr Andy stated that the Company is doing their best to reduce greenhouse gas emissions. For the Pulau Indah factory, the Company invested extra to get high efficiency machinery that use less energy, and rainwater harvesting system to reuse rainwater for irrigation, toilets and tower. The factory also has an energy recovery system in order to reduce carbon footprint. He added that the Company looks at these seriously, in order to sustain the business and help the environment at the same time.

- Export Clients, Utilization Rate, Paratha's price sold locally and overseas and Joint Venture Business– Mr Rondy

Kawan's response:

Mr Rondy enquired if the Company's current utilization rate is approximately 40%. He further stated that there could be 2 sizeable export clients in the Q2 2023 and enquired if the Company can ramp up their utilization to a higher scale for these new clients. Mr Andy replied that the Company has sent containers to the new clients for market testing. As for the utilization rate, it was approximately 40%. With the increase in workforce, the Company has also increased their capacity. Mr Andy further stated that the new clients will take up utilization.

Mr Rondy further enquired on the prices of Paratha sold locally and overseas, and the difference in margin. Mr Andy answered that the cost of Paratha are same for all the customers. Nevertheless, it depends on the shipment fees from Malaysia to other markets (domestic and international). Different places will have different freight costs, which they will sell at their own prices.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

Mr Rondy then enquired on the Joint Venture in respect of bio compost and its business potential. Mr Adam replied that the Company has a young Management team and will tap into full potential for the future. On the matter of local and exported Flatbreads, the Company is realigning the portfolio and planning major moves. As for the Joint Venture, Mr Adam stated that the group has a very entrepreneurial spirit. The Company has to take some risks, and to get into partnerships that are aligned with the Company's direction, new areas with growth potential.

- Margin of export or domestic sales and higher revenue in FY2022 due to increases in selling price?– Mr Chua Song Yun

Mr Adam answered that the focus should not be on margin alone. The Company is shifting the mindset from margin and commissions to incentives based on growth and contribution.

With regards to the higher revenue in FY2022, Mr Andy answered that the increase in revenue was contributed by the price increase, and not volume.

With regards to the Company's gross margin dropped in Q4 2022 and Q1 2023, Mr Andy answered that it is mainly due to investing in marketing to strive for competition that lead to higher selling and distribution costs.

Mr Pillay, the shareholder of the Company complimented the Board of Directors and the management team of the Company for the good performance and dynamism. Mr Pillay also commended the team who prepared the Annual Report and the Sustainability Performance Data was well documented. The Chairman thanked Mr Pillay and shareholders for their continued support and committed to work harder to maximize shareholder value.

As there are no further questions from the shareholders and proxy holders, the Chairman put on record that the Audited Financial Statements for the financial year ended 31 December 2022 have been duly received by shareholders.

Thereafter, the Chairman went through each of the motion set out in the Notice of the 19th AGM.

9. DIRECTORS' FEES AND BENEFITS PAYABLE

- *Ordinary Resolution 1*

The Chairman informed that Ordinary Resolution 1 was to approve the payment of Directors' Fees and benefits payable to the Directors of the Company of up to Ringgit

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

Malaysia One Million Seventy-Four Thousand only (RM1,074,000.00) from 22 June 2023 until the conclusion of the Twentieth AGM of the Company.

10. RE-ELECTION OF DIRECTORS – MR GAN THIAM HOCK, MADAM KWAN SOK KAY AND DR NIK ISMAIL BIN NIK DAUD

- Ordinary Resolutions 2 to 4

The Chairman informed that Ordinary Resolutions 2 to 4 were to re-elect Mr Gan Thiam Hock, Madam Kwan Sok Kay and Dr Nik Ismail Bin Nik Daud respectively as Directors of the Company who retires pursuant to Clause 115(1) of the Constitution of the Company and being eligible, had offered themselves for re-election.

11. RE-APPOINTMENT OF AUDITORS

- Ordinary Resolution 5

The Chairman informed that Ordinary Resolution 5 was to re-appoint RSM Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. The retiring Auditors, RSM Malaysia had signified their consent to continue to act as Auditors of the Company.

12. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") WITH SHANA FOODS LIMITED AND RUBICON FOOD PRODUCTS LIMITED

- Ordinary Resolution 6

Having concluded in ordinary business of the 19th AGM, the Chairman informed the meeting shall move on to Special Business in the Agenda. The Chairman informed that Ordinary Resolution 6 was to seek Shareholders' approval on the proposed renewal of shareholders' mandate for RRPT of a Revenue or Trading Nature with Shana Foods Limited and Rubicon Food Products Limited.

The Meeting noted that the details of the RRPT had been set out in the Circular to Shareholders dated 28 April 2023.

The Chairman further informed that the interested major shareholder namely, Mr Nareshchandra Gordhandas Nagrecha (direct interest and deemed interested by virtue of his substantial shareholdings in Narvee Foundation) and the persons connected to him as set out in Section 2.4 of the Circular have abstained from voting on this resolution.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

13. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") WITH MH DELIGHT SDN BHD
- Ordinary Resolution 7

The Chairman informed that Ordinary Resolution 7 was to seek Shareholders' approval on the proposed renewal of shareholders' mandate for RRPT of a Revenue or Trading Nature with MH Delight Sdn Bhd.

The Meeting noted that the details of the RRPT had been set out in the Circular to Shareholders dated 28 April 2023.

The Chairman further informed that the interested Director and major shareholder namely, Mr Gan Thiam Hock and the persons connected to him as set out in Section 2.4 of the Circular have abstained from voting on this resolution.

14. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") WITH HOT & ROLL SDN BHD
- Ordinary Resolution 8

The Chairman informed that he is deemed interested in Ordinary Resolution 8. Hence, he invited Mr David Lim to take over the Chair for the deliberation of this resolution.

Mr David Lim informed that Ordinary Resolution 8 was to seek Shareholders' approval on the proposed renewal of shareholders' mandate for RRPT of a Revenue or Trading Nature with Hot & Roll Sdn Bhd.

The Meeting noted that the details of the RRPT had been set out in the Circular to Shareholders dated 28 April 2023.

Mr David Lim further informed that the interested Directors and major shareholders namely, Mr Gan Thiam Chai, Mdm Kwan Sok Kay, Ms Gan Ka Bien and the persons connected to them as set out in Section 2.4 of the Circular have abstained from voting on this resolution. After tabling this Agenda item, Mr David Lim handed back the chair to the Chairman.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

15. AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF THE COMPANIES ACT, 2016

- Ordinary Resolution 9

The Chairman informed that the next Special Business of the Agenda, Ordinary Resolution 9 was to obtain shareholders' approval for the Directors to issue and allot new shares when the need arises up to a maximum amount of 10% of the total number of issued shares of the Company.

Pursuant to Section 85 of the Companies Act 2016, read together with Clause 64 of the Constitution of the Company, the Company also seeking shareholders' approval to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued Kawan Shares arising from any issuance of new shares pursuant to Section 76 of the Companies Act 2016.

This will eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the Shareholders' for such issuance of shares.

16. PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

- Ordinary Resolution 10

The Chairman informed that Ordinary Resolution 10 was to obtain shareholders' approval for the proposed renewal of authority for the Company to purchase its own ordinary shares not exceeding 10% of the total number of issued shares of the Company at any point in time of purchase.

The Meeting noted that the details of the share buy-back had been set out in the Statement to Shareholders dated 28 April 2023.

17. PROPOSED ALLOCATION OF EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OPTIONS TO GAN KA BIEN, THE EXECUTIVE DIRECTOR OF THE COMPANY

- Ordinary Resolution 11

The Chairman informed that the next Special Business of the Agenda, Ordinary Resolution 11 was to obtain shareholders' approval for the proposed allocation of ESOS options to Ms Gan Ka Bien, the Executive Director of the Company.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

Subsequent to the approval for the establishment of an ESOS being obtained at the Extraordinary General Meeting of the Company held on 31 May 2018, approval be and is hereby given to the Board of Directors to authorise ESOS Committee, to offer and grant the ESOS Options to Ms Gan Ka Bien, Mr Yeap Chee Keong, Mr Gan Meng Hoi, Mr Gan Meng Hoo and Mr Gan Thiam Chuan.

As Ms Gan Ka Bien entitled to the allocation under the ESOS and is deemed interested in this Agenda item, Ms Gan Ka Bien and person connected to her has abstained from voting on this resolution in respect of her direct and indirect shareholdings in the Company.

**18. PROPOSED ALLOCATION OF ESOS OPTIONS TO YEAP CHEE KEONG,
THE CHIEF OPERATING OFFICER OF THE COMPANY**

– Ordinary Resolution 12

The Chairman informed that the Ordinary Resolution 12 was to obtain shareholders' approval for the proposed allocation of ESOS options to Mr Yeap Chee Keong, the Chief Operating Officer of the Company.

As Mr Yeap Chee Keong entitled to the allocation under the ESOS and is deemed interested in this Agenda item, Mr Yeap Chee Keong and person connected to him has abstained from voting on this resolution in respect of his direct and indirect shareholdings in the Company.

**19. PROPOSED ALLOCATION OF ESOS OPTIONS TO GAN MENG HOI,
THE HEAD OF NATIONAL SALES OF THE COMPANY**

– Ordinary Resolution 13

The Chairman informed that the Ordinary Resolution 13 was to obtain shareholders' approval for the proposed allocation of ESOS options to Mr Gan Meng Hoi, the Head of National Sales of the Company.

As Mr Gan Meng Hoi entitled to the allocation under the ESOS and is deemed interested in this Agenda item, Mr Gan Meng Hoi and person connected to him has abstained from voting on this resolution in respect of his direct and indirect shareholdings in the Company.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

**20. PROPOSED ALLOCATION OF ESOS OPTIONS TO GAN MENG HOO,
THE SENIOR SALES EXECUTIVE OF THE COMPANY**

– Ordinary Resolution 14

The Chairman informed that the next Special Business of the Agenda, Ordinary Resolution 14 was to obtain shareholders' approval for the proposed allocation of ESOS options to Mr Gan Meng Hoo, the Senior Sales Executive of the Company.

As Mr Gan Meng Hoo entitled to the allocation under the ESOS and is deemed interested in this Agenda item, Mr Gan Meng Hoo and person connected to him has abstained from voting on this resolution in respect of his direct and indirect shareholdings in the Company.

**21. PROPOSED ALLOCATION OF ESOS OPTIONS TO GAN THIAM CHUAN,
THE DEVELOPMENT CHEF OF THE COMPANY**

– Ordinary Resolution 15

The Chairman informed that the Ordinary Resolution 15 was to obtain shareholders' approval for the proposed allocation of ESOS options to Mr Gan Thiam Chuan, the Development Chef of the Company.

As Mr Gan Thiam Chuan entitled to the allocation under the ESOS and is deemed interested in this Agenda item, Mr Gan Thiam Chuan and person connected to him has abstain from voting on this resolution in respect of his direct and indirect shareholdings in the Company.

22. VOTING

After going through all the motions set out in the Notice of the Meeting, the Chairman declared that the registration of the shareholders and proxies for the 19th AGM to be closed. The representative from the Company's Poll Administrator was invited to brief the Meeting on the polling procedures.

The Chairman then proceeded to invite the shareholders and proxies to cast their votes at the e-voting kiosk outside the auditorium hall. The Chairman also asked the Meeting to resume back to the hall to wait for the results after voting.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023**23. POLL RESULTS**

The Chairman called the Meeting to order at 12.23 p.m. and after obtaining the report from the scrutineer, the scrutineer announced the results of the poll as follows:-

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1 To approve the Directors' fees and benefit payable to the Directors of the Company of up to RM1,074,000.00 from 22 June 2023 until the conclusion of the next AGM of the Company.	221,474,714	99.9925	16,534	0.0075	Carried
Ordinary Resolution 2 To re-elect Gan Thiam Hock who is retiring pursuant to Clause 115(1) of the Constitution of the Company.	197,940,344	99.8072	382,405	0.1928	Carried
Ordinary Resolution 3 To re-elect Kwan Sok Kay who is retiring pursuant to Clause 115(1) of the Constitution of the Company.	198,080,044	99.8776	242,705	0.1224	Carried
Ordinary Resolution 4 To re-elect Dr Nik Ismail Bin Nik Daud who is retiring pursuant to Clause 115(1) of the Constitution of the Company.	198,159,644	99.9178	163,105	0.0822	Carried
Ordinary Resolution 5 To re-appoint RSM Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	221,530,543	99.9925	16,505	0.0075	Carried
Ordinary Resolution 6 Proposed Renewal of Shareholders' Mandate for the Recurrent Related	221,530,543	99.9925	16,505	0.0075	Carried

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

Party Transactions of a Revenue or Trading Nature with Shana Foods Limited and Rubicon Food Products Limited.					
Ordinary Resolution 7 Proposed Renewal of Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature with MH Delight Sdn Bhd.	196,127,744	99.9916	16,505	0.0084	Carried
Ordinary Resolution 8 Proposed Renewal of Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature with Hot & Roll Sdn Bhd.	95,498,141	99.9827	16,505	0.0173	Carried
Ordinary Resolution 9 Authority under Section 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares.	216,806,497	97.8603	4,740,551	2.1397	Carried
Ordinary Resolution 10 Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares.	221,474,743	99.9925	16,505	0.0075	Carried
Ordinary Resolution 11 Proposed Allocation of ESOS Options to Gan Ka Bien, the Executive Director of the Company.	48,243,234	66.0391	24,809,279	33.9609	Carried
Ordinary Resolution 12 Proposed Allocation of ESOS Options to Yeap Chee Keong, the Chief Operating Officer of the Company.	70,688,067	74.0076	24,826,579	25.9924	Carried
Ordinary Resolution 13 Proposed Allocation of ESOS Options to Gan	171,317,520	87.3426	24,826,729	12.6574	Carried

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

Meng Hoi, the Head of National Sales of the Company.					
Ordinary Resolution 14 Proposed Allocation of ESOS Options to Gan Meng Hoo, the Senior Sales Executive of the Company.	171,317,520	87.3426	24,826,729	12.6574	Carried
Ordinary Resolution 14 Proposed Allocation of ESOS Options to Gan Thiam Chuan, the Development Chef of the Company.	60,338,717	70.8498	24,825,579	29.1502	Carried

Based on the results of the poll voting, the Chairman declared the following resolutions as **CARRIED AND RESOLVED:-**

RESOLUTION 1

“That the Directors’ fees and benefits payable to the Directors of the Company of up to RM1,074,000.00 from 22 June 2023 until the conclusion of the next AGM of the Company be and is hereby approved.”

RESOLUTION 2

“That the re-election of Mr Gan Thiam Hock who is retiring pursuant to Clause 115(1) of the Constitution of the Company be and is hereby approved.”

RESOLUTION 3

“That the re-election of Madam Kwan Sok Kay who is retiring pursuant to Clause 115(1) of the Constitution of the Company be and is hereby approved.”

RESOLUTION 4

“That the re-election of Dr Nik Ismail Bin Nik Daud who is retiring pursuant to Clause 115(1) of the Constitution of the Company be and is hereby approved.”

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

RESOLUTION 5

“That the retiring Auditors, RSM Malaysia having signified their consent to act, be hereby re-appointed as Auditors at a fee to be fixed by the Directors”

RESOLUTIONS 6, 7 AND 8

“That approval be and is hereby given to the Company, to enter and give effect to the recurrent related party transactions of a revenue or trading nature (hereinafter to be referred to as “Recurrent Transactions”) with the above Related Parties as stated in Section 2.4 of the Circular to Shareholders dated 28 April 2023 which are necessary for the Company’s day-to-day operations subject further to the following:

- (i) the Recurrent Transactions contemplated are in the ordinary course of business and on terms which are not more favourable to Related Parties than those generally available to the public, and are not to the detriment of the minority shareholders;
- (ii) the approval is subject to annual renewal and shall only continue to be in force until:
 - (a) the conclusion of the next AGM of the Company following the forthcoming AGM of the Company at which the Proposed Renewal of Shareholders’ Mandate is approved, at which time it will lapse unless by a resolution passed at the AGM the mandate is again renewed;
 - (b) the expiration of the period within which the next AGM of the Company after the date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“Act”) (but shall not extend to such extensions as may be allowed pursuant to Section 340(4) of the Act); or
 - (c) revoked or varied by resolution passed by the shareholders in general meeting,

whichever is the earlier; and

- (iii) the disclosure of the breakdown of the aggregate value of the Recurrent Transactions conducted pursuant to the Proposed Renewal of Shareholders’ Mandate in the Annual Report of the Company based on the following information:
 - (a) the type of Recurrent Transactions entered into; and
 - (b) the names of the Related Parties involved in each type of the Recurrent Transactions entered into and their relationship with the Company.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

And that the Directors of the Company be and are hereby authorised to do all acts and things to give full effect to the Recurrent Transactions contemplated and/or authorised by this resolution, as the Directors of the Company, in their absolute discretion, deem fit.”

RESOLUTION 9

“That pursuant to Section 75 and 76 of the Act, the Directors be and are hereby authorised to allot and issue shares in the Company at any time until the conclusion of the next AGM of the Company 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 does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at the time of issue, subject to the Constitution of the Company and approval of all the relevant regulatory bodies being obtained for such allotment and issue.

That pursuant to Section 85 of the Act, read together with Clause 64 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued Kawan shares arising from issuance of new shares pursuant to this Mandate.

and that the new shares to be issued shall, upon allotment and issuance, rank equally in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new shares.”

RESOLUTION 10

“That subject to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities (if any), the Company be and is hereby authorised to utilise an amount not exceeding the audited retained profits as at 31 December 2022 to purchase such amount of ordinary shares in the Company (“Proposed Renewal of Share Buy-Back Authority”) 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 and/or held pursuant to this resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company.

That an amount not exceeding the Company’s retained profits be allocated by the Company for the Proposed Renewal of Share Buy-Back Authority.

That authority be and is hereby given to the Directors of the Company to decide at their absolute discretion to either retain the shares so purchased as treasury shares (as defined in Section 127 of the Act) and/or to cancel the shares so purchased and if retained as

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

treasury shares, may resell the treasury shares and/or to distribute them as share dividend and/or subsequently cancel them.

That the authority conferred by this resolution will be effective immediately upon the passing of this resolution and will expire at:

- (i) the conclusion of the next AGM of the Company, at which time the said authority will lapse unless by an ordinary resolution passed at a general meeting of the Company, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next AGM of the Company is required by law to be held; or
- (iii) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting;

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company before the aforesaid expiry date and in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and/or any other relevant governmental and/or regulatory authorities (if any).

and that the Directors of the Company be authorised to take all steps necessary to implement, complete and 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 Proposed Renewal of Share Buy-Back Authority as may be agreed or allowed by any relevant governmental and/or regulatory authority.”

RESOLUTION 11

“That the allocation of ESOS Options to Gan Ka Bien be and is hereby approved.”

RESOLUTION 12

“That the allocation of ESOS Options to Yeap Chee Keong be and is hereby approved.”

RESOLUTION 13

”That the allocation of ESOS Options to Gan Meng Hoi be and is hereby approved.”

RESOLUTION 14

“That the allocation of ESOS Options to Gan Meng Hoo be and is hereby approved.”

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 19th Annual General Meeting held on Wednesday, 21 June 2023

RESOLUTION 15

“That the allocation of ESOS Options to Gan Thiam Chuan be and is hereby approved.”

24. CONCLUSION

There being no other business to be transacted, the Meeting concluded at 12.28 p.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

-SIGNED-

.....
CHAIRMAN

Date: