

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

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF KAWAN FOOD BERHAD (“**KAWAN**” OR “**THE COMPANY**”) CONDUCTED ON A VIRTUAL BASIS THROUGH LIVE STREAMING AND ONLINE VOTING VIA REMOTE PARTICIPATION AND ELECTRONIC VOTING (“RPEV”) FACILITIES HOSTED AT [HTTPS://INVESTOR.BOARDROOMLIMITED.COM](https://investor.boardroomlimited.com) (MEETING PLATFORM) AT 12TH FLOOR, MENARA SYMPHONY, NO. 5, JALAN PROF. KHOO KAY KIM, SEKSYEN 13, 46200 PETALING JAYA, SELANGOR DARUL EHSAN, MALAYSIA (“BROADCAST VENUE”) ON WEDNESDAY, 26 JUNE 2024 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

Mr Adam Pandian*	- Group Chief Executive Officer
Mr Andy Yeap Chee Keong	- Chief Operating Officer
Ms Esther Lee Fui Meng	- Group Financial Controller
Ms Lee Lai Peng	- Corporate Affairs Manager
Mr Har Hou Wei*	- Representing RSM Malaysia PLT

Note:

* Participants participated vide video conferencing

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

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

1. OPENING BY CHAIRMAN

The Chairman, Mr Gan Thiam Chai, extended a warm welcome to the shareholders, proxies and guests present at the Company's Twentieth Annual General Meeting ("20th AGM"). The Chairman informed that the 20th AGM was conducted on a virtual basis through live streaming and online voting via RPEV at 12th Floor, Menara Symphony, in compliance with Section 327 of the Companies Act 2016 ("Act"). The Chairman shall be at the main venue of the AGM, and allows the AGM to be held at more than one venue using any instantaneous telecommunication device that allows Members to participate in the Meeting. He informed that the poll voting was opened at the beginning of the meeting until he calls for the closure of the voting session.

2. INTROUCTION BY CHAIRMAN

The Meeting was informed that the Board of Directors, Management Team, Company Secretary and the representative of the External Auditors were participating in the Meeting virtually. The Chairman then introduced the Board of Directors, Management Team, Company Secretary, and External Auditors, RSM Malaysia PLT to the Meeting.

The Meeting was also informed that attendance of the 20th AGM was restricted to shareholders, proxies and authorised representatives of corporate shareholders who were authorized to join the AGM. Any visual or audio recording was strictly prohibited whilst the 20th AGM is conducted, unless prior written consent from the Company has been obtained.

The Meeting was reminded that the quality of the connectivity to the virtual meeting portal for live webcast as well as for remote online voting was highly dependent on the bandwidth and stability of the internet connection available at the location of the remote users.

3. QUORUM & SUMMARY OF PROXIES RECEIVED

The Company Secretary confirmed that a quorum was present for the meeting. The Chairman called the meeting to order.

The Company Secretary informed that the Company had received in total 135 proxy forms from the shareholders for a total of 293,304,586 ordinary shares representing 84.25% of the total number of issued shares capital of the Company.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

Out of those, there were 65 shareholders who had appointed the Chairman of the Meeting as their proxy to vote on their behalf and the shares so represented stood at 264,219,646, representing 75.90% of the total number of issued shares capital of the Company.

4. NOTICE

The Meeting noted that the Company had on 30 April 2024 issued the Notice of the 20th AGM. The Notice of the Meeting, having been circulated within the stipulated time frame, was taken as read.

The Chairman further invited shareholders and proxies to raise questions in real time by submitting their questions via the messaging chat box icon and the Directors/Management would respond to the questions.

5. VOTING PROCEDURES

The Meeting noted that all resolutions set out in the Notice of the 20th AGM must be voted by poll pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”). Accordingly, the Chairman directed that all the resolutions set forth in the Notice of the 20th AGM be conducted by way of electronic polling.

The Chairman further informed that the Company has appointed Boardroom Share Registrars Sdn Bhd to conduct the poll voting electronically and Sky Corporate Services Sdn Bhd as the scrutineer to verify the poll results. The results of the poll voting were to be announced after the scrutineer had verified the poll results upon closure of the voting session.

The participants were directed to view a short video presentation by the Share Registrars explaining the functions available within the portal and the process of electronic poll voting.

6. 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

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

as well as the operation and financial performance for the financial year ended 31 December 2023.

Mr Andy briefed that the Company had achieved sales amount of RM307.2 million in year 2023, which the Company had achieved 4.8% growth compared to financial year 2022. Mr Andy stated that the main reasons of the increase were due to better penetration in the domestic sales and recovery in exports market. The Compound Annual Growth Rate from year 2019 to year 2023 was estimated at 9.4%.

Mr Andy briefed on the Earnings per Share for the financial year ended 2023 stood at 8.4 cents. He explained that the amount was lower than last year due to lower net profit by RM8.4 million mainly due to higher cost and higher Advertisement & Promotional spending (“A&P”).

He further briefed on the cost of financial year 2023 increased by 7% compared to financial year 2022, mainly due to higher labour cost and higher A&P incurred in year 2023. Mr Andy further informed that the Dividend payout for year 2024 stood at 4.2 cents per share, equivalent to 48.8% of Profit After Tax (“PAT”) of the Company. He stated that it was in accordance to the Company’s policy at which the payout will be more than 30% of the PAT.

Mr Andy then briefed on the challenges facing by the Company. He stated that the cost was increasing faster than the sales in the markets, and global markets remain uncertain as there are several issues such as red sea crisis and port congestion in Singapore. He further briefed that the market remains competitive which led to higher A&P spending by the Company this year. Similarly, the input costs such as energy, labour, raw material, and packaging also increased.

To overcome the issues, Mr Andy informed that the Company has embarked on a 5-year transformation journey since year 2023 as follows:

1. The Company would continue to simplify the process of products and focus on the core matters of the Company.
2. The Company would continue to build a more competitive sourcing and distribution network.
3. Employees would be more efficient in operation and manufacturing, such as the product launch of the Company for the past 6 months have achieved better performance.
4. The Company spent a lot of effort in consumer research to build a better brand equity.
5. The Company would continue to monitor the cost control to slow down the cost increase.
6. The Company also spent on budgets in recruiting the right people which leads to higher labour cost.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

Mr Andy updated on the newly published products by the Company last year. Furthermore, he stressed on the Environmental, Social and Corporate Governance ("ESG") commitments achieved by the Company such as FTSE4Good Bursa Malaysia Index and FTSE4Good Bursa Malaysia Shariah Index. Besides, the Company had also obtained ESG Grading Band at a maximum score which stood at 4 stars, and FTSE Rating at 3.8 out of 4, compared to financial year ended 2022 which stood at a score of 2.5 out of 4. He further stated that one of the major achievements of the Company was the carbon emissions for year 2023 lower than year 2022, notwithstanding the sales was higher in year 2023.

7. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

The Chairman informed that the first item on the Agenda was to receive the Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors' and Auditors' thereon.

The Audited Financial Statements for the financial year ended 31 December 2023 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 that the Audited Financial Statements for the financial year ended 31 December 2023 tabled were meant for discussion only as provision under Section 340 of the Companies Act, 2016 does not require approval of shareholders.

Thereafter, the Chairman went through each of the motion set out in the Notice of the 20th AGM.

8. 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 Malaysia One Million Two Hundred and Fifty-Three Thousand only (RM1,253,000) from 27 June 2024 until the conclusion of the next AGM of the Company.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

9. RE-ELECTION OF DIRECTOR – GAN THIAM CHAI, GAN KA BIEN AND LIM HUN SOON @ DAVID LIM

- Ordinary Resolutions 2 to 4

The Chairman informed that Ordinary Resolutions 2 to 4 were the re-election of himself, Gan Thiam Chai, Gan Ka Bien and Lim Hun Soon @ David Lim respectively as Directors of the Company pursuant to Clause 115(1) of the Constitution of the Company and all Directors being eligible, have offered themselves for re-election.

10. 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.

11. 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 ordinary business of the 20th AGM, the Chairman informed the meeting shall move on to Special Business of 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 30 April 2024.

The Chairman further informed that the persons connected to the late Naresh Nagrecha (deemed interested via Narvee Foundation) as set out in Section 2.4 of the Circular had abstained from voting on this resolution.

12. 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

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

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 30 April 2024.

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 had abstained from voting on this resolution.

13. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT") WITH HOT & ROLL HONDINGS 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 Holdings Sdn Bhd.

The Meeting noted that the details of the RRPT had been set out in the Circular to Shareholders dated 30 April 2024.

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

14. 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.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

The Chairman informed that pursuant to Section 85 of the Companies Act 2016, read together with Clause 64 of the Constitution of the Company, the Company also seek 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.

15. 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 30 April 2024.

16. QUESTIONS AND ANSWERS

Thereafter, the Chairman invited Mr Andy to read out the questions and answered it accordingly.

In summary, the following were queries raised by the members/proxies and responses from Mr Andy:-

- Are the Company's current production lines running at full capacity and any expansion programmes planned for the immediate future?

Kawan's response:

The Company currently are running about 60% and the infrastructure are sufficient for the scale up. The Company will focus to increase the sales and production line in the future.

- Will financial year 2024 be a better year for the Company?

Kawan's response:

The results are positive in First Quarter and the coming quarters.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

- What specific components or transactions are included in the MFRS 15 adjustment?

Kawan's response:

According to MFRS 15, the Company is required to offset the revenue against any expenses incurred in relation to satisfy performance obligation such as promotions and rebate costs.

- How does the adjustment in MFRS 15 impact the profitability of the Group?

Kawan's response:

The adjustment would affect the gross profit, would not impact on PAT.

- What specific impact are anticipated on the Group as a result of the late Naresh Nagrecha's passing?

Kawan's response:

Shana Foods and Rubicon Foods have been the Company's valued customers for decades, the Company will continue to work closely with the late Naresh Nagrecha's son to develop new products.

- What are the key growth drivers for the Company over the 3 to 5 years?

Kawan's response:

The Company had on year 2023, developed a 5- year transformation plan in order to sustain the Company. Year 2024 would be a key year the results would be visible, and the Company's focus would mainly be more competitive in the market.

- What is the meaning of statement in page 11 of Annual Report, "Making the tough calls on unprofitable segments"?

Kawan's response:

One of the tough calls was on the Kejap Food's disposal, and another tough call was regarding the SKU rationalisations whereby the Company cutoff all the non-profitability SKU. In terms of customers, the Company has reviewed and terminated the customers which are not profitable.

- Please explain how does the statement in page 11 of Annual Report works, "Profit drop, but we have sacrificed short term profitability for longer-term sustainable growth"?

Kawan's response:

The Company has invested in new machinery and recruited the right people to ensure the Company has good foundation so that Company can growth in more successful and sustainable way.

- Are the Company's exports based on "Free On Board" ("FOB"), where the importers bear the shipping cost, and has the rise in shipping costs impacted the Company?

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

Kawan's response:

Most of the export orders of the Company are quoted in FOB, the increase in shipping cost may indirectly impact the Company as customers will need to pay higher cost and leading to reduce in volume of purchase.

- Any plan to increase the dividend payout ratio?

Kawan's response:

The Company has adopted a dividend policy at payout of at least 30% of the PAT. The dividend payout for year 2024 is 4.2 cents which is about 48.8% of the 2023's PAT.

- What are the top 3 challenges for year 2024 and year 2025?

Kawan's response:

The challenge faced by the Company as follows:

1. Cost increases faster than the sales. The Company will focus and invest on the sales to reduce the impact of the challenge.
2. Market competition.
3. Lack of right people in place.

- Please confirm the dividend of 4.2 cents is declared for financial year 2024 and not for financial year 2023 as stated in the Annual Report 2023?

Kawan's response:

The dividend of 4.2 cents is 48.8% of profit in year 2023, this dividend declared is for the financial year ending 31 December 2024.

- Will the Company organise hybrid meeting in the future?

Kawan's response:

The Company will explore the possibility of hybrid meeting in the near future.

- The selling and distribution costs dropped significantly in financial year 2023 fourth quarter, what is the precise reasons for the drop, is any part of this related to MFRS 15?

Kawan's response:

The main reason of the drop in the quarter is due to the compliance of MFRS 15.

- Will the Company able to send a copy of the Annual Report to my mailing address?

Kawan's response:

The shareholders can download a copy of the Annual Report from the Company's website or Bursa Securities' website.

- How much does the Company spend on this virtual AGM, would the Company provide E-voucher to redeem as a token of appreciation for attending this AGM?

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

Kawan's response:

This year's virtual AGM cost approximately RM20,000, and as mentioned in the Annual Report, there will not be any E-voucher giving out for this year.

- What is the specific reason the Chairman, Mr Gan Thiam Chai transferred all his shares to GFG (L) Foundation, and will this transfer influence the business direction of the Company?

Kawan's response:

The transfer was a normal exercise to allow for longer term planning and to sustain the operation, it will not have any downside influence to the Company.

- Referring to page 149 of Annual Report, the inventories write-off and provision of slow-moving have increased, any specific factors that led to such increases?

Kawan's response:

In year 2023, the Company had made some clean up and tough decision on SKU rationalisations, therefore the above were the impact of the actions. Besides, due to the change on HALAL logo and unprofitable products, it also led to higher write off in year 2023.

After the Questions and Answers session, the Chairman informed that the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors' and the Auditors' Reports thereon were deemed properly laid and duly received at the AGM.

17. VOTING

After having addressed the questions raised, the Chairman proceeded to voting. The Chairman placed on record that several shareholders have appointed him to be their proxy and he will vote according to their instructions.

The Chairman informed that the online voting, which was opened at the commencement of the Meeting, shall continue to be opened for a further 10 minutes. The Chairman further advised that participants who had yet to cast their votes via the RPEV facilities to do so before it closed.

The Chairman informed that upon closure of the online polling, the Meeting will be adjourned for 20 minutes for the scrutineer to verify and validate the poll results and would resume upon the completion of the verification and validation for the declaration of the poll results.

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024**18. POLL RESULTS**

The Meeting resumed at 11.44 a.m. and called to order after the poll results were verified and validated by the scrutineer, which then proceeded to announce the said poll results as follows:-

RESOLUTION	VOTES FOR		VOTES AGAINST		RESULT
	No. of shares	%	No. of shares	%	
Ordinary Resolution 1 To approve the Directors' fees and benefits payable to the Directors of the Company of up to RM1,253,000.00 for the period from 27 June 2024 until the conclusion of the Twenty-First Annual General Meeting.	295,152,647	99.9191	239,116	0.0809	Carried
Ordinary Resolution 2 To re-elect Gan Thiam Chai who is to retire pursuant to Clause 115(1) of the Company's Constitution and being eligible, has offered himself for re-election.	276,471,999	99.9286	197,430	0.0714	Carried
Ordinary Resolution 3 To re-elect Gan Ka Bien who is to retire pursuant to Clause 115(1) of the Company's Constitution and being eligible, has offered herself for re-election.	276,198,042	99.8291	472,821	0.1709	Carried
Ordinary Resolution 4 To re-elect Lim Hun Soon @ David Lim who is to retire pursuant to	274,643,457	99.6858	865,553	0.3142	Carried

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

Clause 115(1) of the Company's Constitution and being eligible, has offered himself for re-election.					
Ordinary Resolution 5 To re-appoint RSM Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	294,924,908	99.9751	73,450	0.0249	Carried
Ordinary Resolution 6 Proposed Renewal of Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature with Shana Foods Limited and Rubicon Food Products Limited.	232,907,889	99.9610	90,757	0.0390	Carried
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.	269,487,664	99.9663	90,872	0.0337	Carried
Ordinary Resolution 8 Proposed Renewal of Shareholders' Mandate for the Recurrent Related Party Transactions of a Revenue or Trading Nature with Hot & Roll Holdings Sdn Bhd.	165,199,678	99.9449	91,062	0.0551	Carried

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

Ordinary Resolution 9 Authority under Sections 75 and 76 of the Companies Act 2016 for the Directors to allot and issue shares.	286,985,881	97.2841	8,011,979	2.7159	Carried
Ordinary Resolution 10 Proposed Renewal of Authority for the Company to Purchase its own Ordinary Shares.	294,862,104	99.9706	86,683	0.0294	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 RM1.253 Million from 27 June 2024 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.”

RESOLUTION 2

“That the re-election of Mr Gan Thiam Chai 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 Ms Gan Ka Bien 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 Mr Lim Hun Soon @ David Lim who is retiring pursuant to Clause 115(1) of the Constitution of the Company be and is hereby approved.”

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.”

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

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 Shana Foods Limited, Rubicon Food Products Limited, MH Delight Sdn Bhd and Hot & Roll Holdings Sdn Bhd as stated in Section 2.4 of the Circular to Shareholders dated 30 April 2024 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.

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

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

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 any issuance of new shares pursuant to Section 76 of the Companies Act 2016.”

RESOLUTION 10

“That subject to the Companies Act, 2016 (“the Act”), the Constitution of the Company, the Main Market Listing Requirements of 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 2023 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 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

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

- (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.”

19. CONCLUSION

There being no other business to be transacted, the Meeting concluded at 11.47 a.m. with a vote of thanks to the Chair.

SIGNED AS A CORRECT RECORD

- Signed -

.....
CHAIRMAN

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024**AGM QUESTIONS RAISED BY SHAREHOLDERS DURING AGM BUT PENDING ANSWER**

No	Question	Answer
1.	<p>SHAREHOLDER'S NAME: KOW LIH SHI</p> <p>When the removal of diesel subsidies, company was big impact to cost of operation, what is action plan? that long run may indirectly increased 10-15% in operation cost from overall, which included gen set consume amount too.</p> <p>Does new implement fully solar & EV?</p>	<p><i>Diesel subsidies affect the whole supply chain, including the purchase of all kind of material, transport for workers. We will continue to monitor and manage the efficiency of operational cost. At the same time increase the efficiency and utilisation to soften the impact of subsidy removal.</i></p>
2.	<p>SHAREHOLDER'S NAME: TAN KENG CHOK</p> <p>Any plan by the company to issue bonus shares to shareholders in the near future?</p>	<p><i>The company is currently evaluating various strategic initiatives to enhance shareholder value. The issuance of bonus shares is one of the options under consideration, and any decision in this regard will be made in compliance with regulatory requirements and the best interests of our shareholders.</i></p>
3.	<p>SHAREHOLDER'S NAME: KOW LIH SHI</p> <p>In company are establish eco friendly practical, some heat energy releasing in productions process, does company have system re-energize? or new systems from heat energy? and company are highly consume in electrical city for mainly frozen require, what is new energy system to implement reduce the cost in frozen storage?</p>	<p><i>Yes, we do have the heat recovery system in-place to recover some waste heat. We do have solar photo-voltaic system in place as renewable energy.</i></p>
4.	<p>SHAREHOLDER'S NAME: TAN SEK KENG</p> <p>With regards to resolution 4, how many years have Mr. David been served the Company as independent director? Did the Board set any tenure limit for the independent directors? If yes, how long?</p>	<p><i>David Lim had been serving Kawan 8 years 9 months by now. Kawan observe MCCG's Practices and Bursa Listing Requirements.</i></p>
5.	<p>SHAREHOLDER'S NAME: TAN SEK KENG</p> <p>Any plan for the Board to expand its business range (either upstream or downstream)?</p>	<p><i>The board is actively exploring a range of strategic opportunities to broaden the company's business scope, which may include expansion into upstream or downstream markets. These considerations are part of our ongoing commitment to growth and value creation.</i></p>

KAWAN FOOD BERHAD

Registration No. 200401001942 (640445-V)

- Minutes of 20th Annual General Meeting held on Wednesday, 26 June 2024

6.	SHAREHOLDER'S NAME: NG HOON HO Has Company considered venture into F&B outlets to have better visibility and to showcase the Company's products? Especially capitalising the Hot & Roll franchise?	<i>Yes, we did this with Kejap 2 years ago. For capitalising Hot & Roll franchise, the BOD will treat this equal as any other M&A proposals.</i>
----	--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------------------------------------------------------------------------------------------------------------------------------------------