

**CRESCENDO CORPORATION BERHAD**  
**Registration No.: 199501030544 (359750-D)**  
**(Incorporated in Malaysia)**

Minutes of the Twenty-ninth Annual General Meeting of the Company held at the Junior Ballroom, Level 11, DoubleTree by Hilton, No. 12, Jalan Ngee Heng, 80000 Johor Bahru, Johor Darul Takzim on Thursday, 17 July 2025 at 2.00 p.m.

PRESENT:

**BOARD OF DIRECTORS**

Mr. Gooi Seong Heen (Executive Director) (in the Chair)  
Mr. Gooi Seong Lim (Chairman and Managing Director)  
Mr. Gooi Seong Chneh (Executive Director)  
Mr. Gooi Seong Gum (Executive Director)  
Mr. Yong Chung Sin (Senior Independent Non-Executive Director)  
Ms. Soh Ban Ting (Independent Non-Executive Director)

**ABSENT WITH APOLOGIES:**

Y. Bhg. Dato' Ong Eng Bin (Independent Non-Executive Director)

**SHAREHOLDERS / PROXIES / CORPORATE REPRESENTATIVES**

As per the attendance record

**BY INVITATION**

Mr. Mohammad Nizam Johari (Raki CS Tan & Ramanan)  
Mr. Manohar Johnson (PricewaterhouseCoopers PLT)

**IN ATTENDANCE**

Ms. Yuen Suh Chin (Group Financial Controller)  
Mr. Kan Chee Jing (Company Secretary)

1. NOTE OF WELCOME

- 1.1 Mr. Gooi Seong Heen informed the Meeting that he was appointed by the Board to chair the meeting and welcomed the members to the Meeting.
- 1.2 On behalf of Y. Bhg. Dato' Ong Eng Bin, the Chairman conveyed his apologies for being absent due to personal reasons.

2. QUORUM AND NOTICE

- 2.1 The Chairman informed the Meeting that the Secretary had confirmed the presence of a quorum and the Notice of Meeting and the Notification on the publication of the Notice of Meeting, the Annual Report 2025, the Corporate Governance Report 2025 and the Statement to Shareholders in relation to the Proposed Renewal of Authority for Share Buy-Back on the Company's website, have been duly and properly distributed to the members.
- 2.2 With the consent of the Meeting, the Notice of Meeting was taken as read.

3. VOTING BY POLL

3.1 The Chairman informed that voting on all resolutions would be conducted by poll in compliance with the Listing Requirements of Bursa Malaysia Securities Berhad. The polling process would be undertaken by the Share Registrar and the poll results would be verified by M/s. SKW Associates, Chartered Accountants, as the appointed Independent Scrutineer. The polling process for the resolutions would be conducted upon completion of the deliberation of all items on the Agenda.

4. AGENDA ITEM NO. 1 – TO RECEIVE THE DIRECTORS’ REPORT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> JANUARY, 2025 TOGETHER WITH THE AUDITORS’ REPORT THEREON

4.1 The Directors’ Report and the Audited Financial Statements of the Group and of the Company for the financial year ended 31<sup>st</sup> January, 2025 together with the Auditors’ Report thereon were tabled.

4.2 The Chairman invited questions from the floor.

4.3 There was no question from the floor.

4.4 The Chairman declared that the Directors’ Report and the Audited Financial Statements of the Group and of the Company for the year ended 31<sup>st</sup> January, 2025 together with the Auditors’ Report thereon be received.

5. ORDINARY RESOLUTION NO. 1 – TO APPROVE THE PAYMENT OF DIRECTORS’ FEES TOTALING RM323,400 FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> JANUARY, 2025

5.1 The Chairman proposed to move the resolution that the payment of Directors’ fees totaling RM323,400 for the financial year ended 31<sup>st</sup> January, 2025 be approved, which was seconded by En. Shahrul Azli bin Md Razali.

5.2 The determination of the resolution is by poll by filling the voting papers towards the conclusion of the Meeting.

6. ORDINARY RESOLUTION NO. 2 – TO APPROVE THE PAYMENT OF DIRECTORS’ BENEFITS OF UP TO RM60,000 FROM THIS ANNUAL GENERAL MEETING UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

6.1 Ms. Chan Ai Lin proposed to move the resolution that the payment of Directors’ benefits of up to RM60,000 from this Annual General Meeting until the next annual general meeting of the Company be approved, which was seconded by Mr. Tan Zhi How.

6.2 The determination of this resolution is by poll by filling the voting papers towards the conclusion of the Meeting.

7. ORDINARY RESOLUTION NO. 3 - RE-ELECTION OF MR. GOOI SEONG LIM AS A DIRECTOR

7.1 The Chairman informed the Meeting that in accordance with Clause 88 of the Constitution of the Company, Mr. Gooi Seong Lim retires as a Director at the conclusion of the Meeting and being eligible, has offered himself for re-election.

- 7.2 The Chairman proposed to move the resolution that Mr. Gooi Seong Lim be re-elected as a Director of the Company, which was seconded by Ms. Gooi Seow Mee.
  - 7.3 The determination of the resolution is by poll by filing the voting papers towards the conclusion of the Meeting.
  - 7.4 As the Chairman was an interested party in the next resolution on the re-election of himself as a Director of the Company, he invited the Chairman and Managing Director, Mr. Gooi Seong Lim, to take over the Chair and put forward the resolution to the Meeting.
  - 7.5 Mr. Gooi Seong Lim then took the Chair.
8. **ORDINARY RESOLUTION NO. 4 - RE-ELECTION OF MR. GOOI SEONG HEEN AS A DIRECTOR**
- 8.1 Mr. Gooi Seong Lim informed the Meeting that in accordance with Clause 88 of the Constitution of the Company, Mr. Gooi Seong Heen retires as a Director at the conclusion of the Meeting and being eligible, has offered himself for re-election.
  - 8.2 Mr. Gooi Seong Lim proposed to move the resolution that Mr. Gooi Seong Heen be re-elected as a Director of the Company, which was seconded by Ms. Chua Yoke Bee.
  - 8.3 The determination of the resolution is by poll by filing the voting papers towards the conclusion of the Meeting.
  - 8.4 Mr. Gooi Seong Lim then passed the Chair back to Mr. Gooi Seong Heen.
9. **ORDINARY RESOLUTION NO. 5 - RE-ELECTION OF Y. BHG. DATO' ONG ENG BIN AS A DIRECTOR**
- 9.1 The Chairman informed the Meeting that in accordance with Clause 95 of the Constitution of the Company, Y. Bhg. Dato' Ong Eng Bin retires as a Director at the conclusion of the Meeting and being eligible, has offered himself for re-election.
  - 9.2 The Chairman proposed to move the resolution that Y. Bhg. Dato' Ong Eng Bin be re-elected as a Director of the Company, which was seconded by En. Shahrul Azli bin Md Razali.
  - 9.3 The determination of the resolution is by poll by filing the voting papers towards the conclusion of the Meeting.
10. **ORDINARY RESOLUTION NO. 6 – TO APPOINT PRICEWATERHOUSECOOPERS PLT AS AUDITORS OF THE COMPANY IN PLACE OF THE RETIRING AUDITORS, RAKI CS TAN & RAMANAN AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATIOON**
- 10.1 The Chairman proposed to move the resolution that PricewaterhouseCoopers PLT be appointed as Auditors of the Company in place of the retiring Auditors, Raki CS Tan & Ramanan, at a fee to be agreed upon with the Directors and to hold the office until the conclusion of the next annual general meeting, which was seconded by En. Shahrul Azli bin Md Razali.
  - 10.2 The determination of the resolution is by poll by filing the voting papers towards the conclusion of the Meeting.

11. ORDINARY RESOLUTION NO. 7 - AUTHORITY TO ALLOT AND ISSUE SHARES NOT EXCEEDING 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY

11.1 The Chairman said that the Board seeks the mandate of the shareholders to allot and issue new shares up to an amount not exceeding 10% of the total number of issued shares of the Company (excluding treasury shares) for the reasons as explained in the Notice of Meeting.

11.2 The Chairman proposed to move the following resolution as set out in the Notice of Meeting which was seconded by Ms. Chua Yoke Bee -

“THAT subject always to the Companies Act, 2016 (“the Act”), the Constitution of the Company and the approval from Bursa Malaysia Securities Berhad (“Bursa Securities”) and other governmental/regulatory bodies, where such approval shall be necessary, the Directors be and are hereby authorised pursuant to Sections 75 and 76 of the Act to allot and issue shares in the Company at any time and upon such terms and conditions and for such purposes as they may in their absolute discretion deem fit and that the Directors be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities provided always that the aggregate number of shares issued pursuant to this resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being and that such authority shall continue in force until the conclusion of the next annual general meeting of the Company; AND THAT the shareholders of the Company do hereby waive their pre-emptive rights pursuant to Section 85 of the Act to be read with the Constitution of the Company to be first offered new shares of the Company ranking equally to the existing issued shares arising from any issue of new shares in the Company pursuant to Sections 75 and 76 of the Act.”

11.3 The determination of the resolution is by poll by filing the voting papers towards the conclusion of the Meeting.

12. ORDINARY RESOLUTION NO. 8 - PROPOSED RENEWAL OF AUTHORITY FOR SHARE BUY-BACK

12.1 The Chairman drew shareholders’ attention to the rationale for the Proposed Renewal of Authority for Share Buy-back as set out in the Statement to Shareholders. As the mandate obtained at the last annual general meeting held on 3<sup>rd</sup> July, 2024 would expire at the conclusion of the Meeting, the Board sought a renewal of the same mandate.

12.2 The Chairman proposed to move the following resolution as set out in the Notice of Meeting, which was seconded by Ms. Chua Yoke Bee -

“THAT subject to compliance with all applicable rules, regulations and orders made pursuant to the Companies Act, 2016 (“the Act”), the provisions of the Company’s Constitution and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and any other relevant authority, approval be and is hereby given to renew the authority for the Company to purchase its own shares through Bursa Securities, subject to the following -

(a) the maximum number of shares which may be purchased by the Company (which includes the shares already purchased and held as treasury shares) shall be 84,593,119 representing 10% of the total number of issued shares of the Company as at 25 April 2025;

(b) the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the audited retained profits of the Company as at 31 January 2025 of RM651,727,005;

- (c) the authority conferred by this Ordinary Resolution will be effective immediately upon the passing of this Ordinary Resolution and will expire at the conclusion of the next annual general meeting or the expiry of the period within which the next annual general meeting is required by law to be held, whichever occurs first (unless earlier revoked or varied by ordinary resolution of the shareholders of the Company in a general meeting) but not so as to prejudice the completion of purchase(s) by the Company or any person before the aforesaid expiry date and in any event, in accordance with the provisions of the requirements issued by Bursa Securities or any other relevant authorities;
- (d) upon completion of the purchase by the Company of its own shares, the shares shall be dealt with in the following manner -
  - (i) to cancel the shares so purchased; or
  - (ii) to retain the shares so purchased in treasury for distribution as dividend to the shareholders of the Company and/or resell through Bursa Securities and/or subsequently cancel the treasury shares and/or transfer the treasury shares for the purposes of or under an employees' share scheme or as purchase consideration; or
  - (iii) to retain part of the shares so purchased as treasury shares and cancel the remainder;

and in any other manner as prescribed by Section 127 of the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force;

AND THAT the Directors of the Company be and are hereby authorized to take all steps as are necessary or expedient to implement or to effect the purchase(s) of the shares with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments as may be imposed by the relevant authorities from time to time and to do all such acts and things as the Directors may deem fit and expedient in the best interest of the Company.”

12.3 The determination of the resolution is by poll by filing the voting papers towards the conclusion of the Meeting.

13. AGENDA ITEM NO. 8 – TO CONSIDER ANY OTHER BUSINESS FOR WHICH DUE NOTICE SHALL HAVE BEEN GIVEN

13.1 At the request of the Chairman, the Secretary confirmed that no notice was received from any shareholder to transact any other business.

14. POLLING PROCESS

14.1 The Chairman informed that as the Meeting had deliberated all the proposed Ordinary Resolution Nos. 1 to 8, it was time for the determination of the Resolutions by poll. He then invited the Secretary to read out the polling procedures.

14.2 The Secretary briefed the Meeting that at the registration of attendance, the shareholders / proxies/ corporate representatives have been provided with a voting paper for all the proposed Ordinary Resolution Nos. 1 to 8.

For the shareholders / proxies / corporate representatives, they were required to indicate whether they were voting for or against each of the Ordinary Resolution Nos. 1 to 8, by marking an “X” in the appropriate box and sign the voting papers.

For those proxies whose voting papers would have been filled according to the voting instruction given by the shareholders appointing them, they were only required to sign on the voting papers.

The representatives of the Share Registrar would come and collect the voting papers after 5 minutes.

- 14.3 After the collection of the voting papers, the Chairman said that as the representatives of the Share Registrar would take some time to count and tabulate the results of the 8 Ordinary Resolutions which would be verified by the Independent Scrutineer, with the consent of the Meeting, he declared that the Meeting be adjourned 30 minutes for the counting of the votes and would resume at 2.45 p.m. for the declaration of poll results in respect of the Resolutions. He then invited the Meeting for some refreshments.

## 15. ANNOUNCEMENT OF POLL RESULTS

- 15.1 At 2.45 p.m., the Chairman called the Meeting to order for the announcement of poll results which had been verified by the Independent Scrutineer. He then invited the Secretary to declare the results of the poll as follows -

### ORDINARY RESOLUTION NO. 1

To approve the payment of Directors' fees totaling RM323,400 for the financial year ended 31<sup>st</sup> January 2025.

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 1	621,040,540	100.0000	73	300	0.0000	1

The Ordinary Resolution 1 was carried.

### ORDINARY RESOLUTION NO. 2

To approve the payment of Directors' benefits of up to RM60,000 from this Annual General Meeting until the next annual general meeting of the Company

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 2	621,040,540	100.0000	73	300	0.0000	1

The Ordinary Resolution 2 was carried.

ORDINARY RESOLUTION NO. 3

Re-election of Mr. Gooi Seong Lim as a Director pursuant to Clause 88 of the Constitution of the Company.

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 3	620,799,940	99.9612	73	240,900	0.0388	1

The Ordinary Resolution 3 was carried.

ORDINARY RESOLUTION NO. 4

Re-election of Mr. Gooi Seong Heen as a Director pursuant to Clause 88 of the Constitution of the Company.

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 4	621,040,840	100	74	0	0.0000	0

The Ordinary Resolution 4 was carried.

ORDINARY RESOLUTION NO. 5

Re-election of Y. Bhg. Dato' Ong Eng Bin as a Director pursuant to Clause 95 of the Constitution of the Company.

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 5	621,040,840	100	74	0	0.0000	0

The Ordinary Resolution 5 was carried.

ORDINARY RESOLUTION NO. 6

To appoint PricewaterhouseCoopers PLT as Auditors of the Company in place of the retiring auditors, Raki CS Tan & Ramanan and to authorize the Directors to fix their remuneration

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 6	621,040,840	100.0000	74	0	0.0000	0

The Ordinary Resolution 6 was carried.

ORDINARY RESOLUTION NO. 7

Authority to allot and issue shares not exceeding 10% of the total number of issued shares of the Company under Sections 75 and 76 of the Companies Act, 2016.

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 7	619,584,040	99.7654	72	1,456,800	0.2346	2

The Ordinary Resolution 7 was carried.

ORDINARY RESOLUTION NO. 8

Proposed Renewal of Authority for Share Buy-Back.

	FOR			AGAINST		
	No. of shares	%	No. of Shareholders	No. of shares	%	No. of Shareholders
Ordinary Resolution 8	621,040,840	100.0000	74	0	0.0000	0

The Ordinary Resolution 8 was carried.

16. CLOSURE OF MEETING

16.1 There being no further business, the meeting was declared closed at 2.50 p.m. with a vote of thanks to the Chair

CONFIRMED AS A CORRECT  
RECORD OF THE PROCEEDINGS

GOOI SEONG HEEN  
CHAIRMAN