

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

Minutes of the Extraordinary General Meeting of the Company (“the Company” or “CCB”) held at the Junior Ballroom, Level 11, DoubleTree by Hilton, No. 12, Jalan Ngee Heng, 80000 Johor Bahru, Johor Darul Takzim on Monday, 5th February, 2024 at 11.00 a.m.

PRESENT : Mr. Gooi Seong Lim (Chairman)
Other (As per attendance list)

1. NOTE OF WELCOME

1.1 The Chairman called the Meeting to order and welcomed the members to the Meeting.

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 together with the Circular to Shareholders in relation to the Proposed Disposal by Panoramic Industrial Development Sdn Bhd, a wholly-owned subsidiary of the Company, of vacant land located in the State of Johor for a total cash consideration of RM315,165,648.67 dated 19 January 2024 had 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 the resolution 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. ORDINARY RESOLUTION – PROPOSED DISPOSAL BY PANORAMIC INDUSTRIAL DEVELOPMENT SDN BHD, A WHOLLY-OWNED SUBSIDIARY OF CRESCENDO CORPORATION BERHAD, OF VACANT LAND LOCATED IN THE STATE OF JOHOR FOR A TOTAL CASH CONSIDERATION OF RM315,165,648.67 (“PROPOSED DISPOSAL”)

4.1 The Chairman informed the Meeting as follows –

(a) As explained in the Circular to Shareholders, the Proposed Disposal entails the disposal of the Subject Properties by Panoramic Industrial Development Sdn. Bhd. for a total cash consideration of RM315,165,648.67 on an “as is where is” basis, free from all and any encumbrances and with vacant possession, subject to the terms and conditions of the conditional sale and purchase agreement entered into between Panoramic Industrial Development Sdn. Bhd. and Microsoft Payments (Malaysia) Sdn. Bhd. dated 17 November 2023.

- (b) The Proposed Disposal represents an opportunity for the Group to unlock the value of the Subject Properties at a reasonable price. The Proposed Disposal will lead to value creation for the surrounding lands owned by the Group.
 - (c) Further, the Proposed Disposal is in line with the Group's intention to focus its resources on ongoing development projects. The Group will have the flexibility and liquidity to pursue investment opportunities or projects requiring large capital expenditure, whilst strengthening the Group's working capital position.
 - (d) Additionally, the Proposed Disposal would enable the Group to partially settle interest bearing debts totalling RM95 million. This will allow the Group to reduce the Group's gearing level and preserve the Group's cash reserves for its existing ongoing projects.
 - (e) The Proposed Disposal is not conditional upon any other corporate exercises undertaken or to be undertaken by the Company.
 - (f) The Board of Directors is of the opinion that the Proposed Disposal is in the best interests of the Group and recommended that the shareholders vote in favour of the Ordinary Resolution.
- 4.2 The Chairman informed the Meeting that the Minority Shareholder Watch Group ("MSWG") had via their letter dated 26 January 2024 raised some questions in relation to the Proposed Disposal. The list of the Company's answers to MSWG's questions as set out in Appendix 1 had been provided to the shareholders during the registration of attendance for information.
- 4.3 The Chairman invited questions from the floor.
- 4.4 Mr. Gooi Seong Heen responded to the questions from the floor as set out in Appendix 2.
- 4.5 The Chairman proposed to move the following Ordinary Resolution as set out in the Notice of Meeting, which was seconded by Mr. Yeo Jon Tian @ Eeyo Jon Thiam.

ORDINARY RESOLUTION

PROPOSED DISPOSAL BY PANORAMIC INDUSTRIAL DEVELOPMENT SDN BHD ("PID"), A WHOLLY-OWNED SUBSIDIARY OF CRESCENDO CORPORATION BERHAD ("CCB" or "the Company"), OF VACANT LAND LOCATED IN THE STATE OF JOHOR FOR A TOTAL CASH CONSIDERATION OF RM315,165,648.67 ("PROPOSED DISPOSAL")

"THAT subject to the relevant approvals being obtained, approval be and is hereby given to PID, a wholly-owned subsidiary of the Company, to undertake the disposal of vacant land measuring an aggregate of approximately 2,626,380.4056 square feet ("sq ft"), all located in the Mukim of Pulai, District of Johor Bahru, State of Johor for a total cash consideration of RM315,165,648.67. (details of which are set out in the circular to the shareholders of CCB dated 19 January 2024 ("Circular")) comprises of the following:-

- a. part of the land held under H.S.(D) 585174 PTD 209486 measuring approximately 881,098.6262 sq ft;
- b. part of the lands held under H.S.(D) 624546 PTD 224339, H.S. (D) 624547 PTD 224340, H.S. (D) 624548 PTD 224341, H.S. (D) 624549 PTD 224342, H.S. (D) 624550 PTD 224343 and H.S. (D) 624551 PTD 224344 measuring approximately 1,419,811.5023 sq ft in aggregate; and
- c. other lands being the open space identified as PTD 224345 and reserved road measuring approximately 325,470.2771 sq ft in aggregate,

in accordance with the terms and conditions as stipulated in the conditional sale and purchase agreement entered into between PID and Microsoft Payments (Malaysia) Sdn Bhd dated 17th November, 2023 (salient terms of which are set out in Appendix I of the Circular) (“SPA”) and such other terms and conditions as the parties to the SPA may mutually agree upon in writing or which are imposed by the relevant authorities;

AND THAT the Board of Directors of the Company (“Board”) be and is hereby authorised to act, for and on behalf of the Company, and to take all such steps and do all such acts, matters and things as the Board deems fit or may consider necessary, desirable, appropriate or expedient to implement, finalise and give full effect to the Proposed Disposal and all agreements entered into pursuant to the Proposed Disposal with full power to give all or any notices, directions, consents and authorisations in respect of any matter arising under or in connection with the Proposed Disposal, and to assent to any condition, modification, variation and/or amendment relating to the Proposed Disposal as may be approved/required by the relevant regulatory authorities and/or as the Board deems fit.”

- 4.6 The determination of the Resolution is by poll by filling the voting papers towards the conclusion of the Meeting.

5. POLLING PROCESS

- 5.1 The Chairman informed that as the Meeting had deliberated the proposed Ordinary Resolution, it was time for the determination of the Resolution by poll. He then invited the Secretary to read out the polling procedure.
- 5.2 The Secretary briefed the Meeting that at the registration of attendance, the shareholders / proxies / corporate representatives had been provided with a voting paper for the proposed Ordinary Resolution.

For the shareholders / proxies / corporate representatives, they were required to indicate whether they were voting for or against the Ordinary Resolution 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.

5.3 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 Ordinary Resolution which would be verified by the Independent Scrutineer, with the consent of the Meeting, he declared that the Meeting be adjourned 20 minutes for the counting of the votes and would resume at 11.40 a.m. for the declaration of poll results in respect of the Resolution. He then invited the Meeting for some refreshments.

6. ANNOUNCEMENT OF POLL RESULTS

6.1 At 11.40 a.m., the Chairman called the Meeting to order for the announcement of poll results which had been verified by the Independent Scrutineer. He declared the results of the poll as follows -

ORDINARY RESOLUTION

Proposed Disposal by Panoramic Industrial Development Sdn Bhd (“PID”), a wholly-owned subsidiary of Crescendo Corporation Berhad, of vacant land located in the State of Johor for a total cash consideration of RM315,165,648.67

	FOR			AGAINST		
	No. of Shares	%	No. of Shareholders	No. of Shares	%	No. of Shareholders
Ordinary Resolution	202,927,559	100	28	0	0	0

The Chairman declared the Ordinary Resolution carried.

7. CLOSURE OF MEETING

7.1 There being no further business, the meeting was declared closed at 11.45 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT
RECORD OF THE PROCEEDINGS

CHAIRMAN

CRESCENDO CORPORATION BERHAD
Registration No.: 199501030544 (359750-D)
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EXTRAORDINARY GENERAL MEETING
Monday, 5 February 2024
11.00 a.m.

Company's answers to the questions from the Minority Shareholder Watch Group
("MSWG") vide letter dated 26 January 2024

Q1 Land 3 is currently owned by the JSA, and the Company is in the process of applying for Land 3 with an estimated size of 325,470.2771 sq ft. Based on internal estimates, the Company has budgeted RM5 million for the acquisition of Land 3. (Page 5 of Circular)

- (a) Will the Company foresee any delay or non-approval by JSA? If yes, what action will be taken to overcome this?**
- (b) How is the RM 5 million budgeted arrived at?**

A1 (a) The approval from the JSA has been obtained on 21 January 2024.

(b) It was estimated based on the land size of Land 3.

Q2 The sales of land 1 & 2 resulted the Group recorded RM171.92 million gain. The Company has not allotted any gain from the disposal of lands as special dividend for shareholders who have being loyal to the Company.

Please explain whether the Board will recommend the payment of a special dividend to shareholders. If no, why? If yes, what is the expected quantum?

A2 The directors will consider payment of some special dividends utilizing part of the amount earmarked for working capital purpose. The timing and amount of the special dividends will only be decided at a later date when the SPA is completed.

Q3 The Company has allocated RM111.8 million or 40.2 % of the net cash proceeds of RM278.27 million for working capital. (Page 8 of the Circular)

- (a) The RM111.8 million allocated for working capital seems to be on the high side as the Group has RM48.3 million cash and bank balances based on the latest quarterly result of the Group as of 31 October 2023.**

The Group has adequate cash and bank balances for its working capital requirement and the Board should consider paying a special dividend to reward shareholder.

A3 (a) The RM111.8 million is inclusive of estimated income tax arising from the Proposal Disposal amounting to RM54.3 million.

The directors will consider payment of some special dividends utilizing part of the amount earmarked for working capital purpose.

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EXTRARODINARY GENERAL MEETING
Monday, 5 February 2024
11.00 a.m.

Pertinent question and answer at the Extraordinary General Meeting

Q1. If the Group is to develop Land 1 and Land 2, as defined in the Circular to Shareholders, what is the expected profit arising from the development?

A1 Development takes a long time and involves a lot of risk factors. It is better not to venture into giving an estimation of profit.

Q2 Does the Group has any land within the Johor-Singapore Special Economic Zone?

A2 The Johor Singapore Special Economic Zone circles the Iskandar region. All of the landbank of the Group are within the area.