

OCEANCASH PACIFIC BERHAD
Registration No. 200201022973 (590636-M)
(Incorporated in Malaysia)

MINUTES OF THE TWENTIETH ANNUAL GENERAL MEETING OF OCEANCASH PACIFIC BERHAD (“OCP” OR “COMPANY”) HELD AT RAYA ROOM, LEVEL 2, BANGI RESORT HOTEL, OFF PERSIARAN BANDAR, 43650 BANDAR BARU BANGI, SELANGOR DARUL EHSAN ON TUESDAY, 30 MAY 2023 AT 12.00 NOON.

Present : **Board of Directors**
Mr Tan Siew Chin (Chairman)
Mr Tan Wey Chien
Mr Tan Wey Chung
Mr Ngiam Kee Tong
Ms Crystal Yong Mei Yee
Mr Fong Wai Leong

Members and Proxies
As per Attendance List

In Attendance : **Company Secretary**
Ms Sharon Yip Siew Cheng

1. CHAIRMAN

1.1 The Chairman, Mr Tan Siew Chin took the Chair and welcomed all present at the Twentieth Annual General Meeting of the Company.

1.2 The Chairman took the opportunity to introduce to the members the following Board members, the External Auditors and the Company Secretary who were present at the meeting:

- Mr Tan Wey Chien (Executive Director)
- Mr Tan Wey Chung (Executive Director)
- Mr Ngiam Kee Tong (Senior Independent Non-Executive Director)
- Ms Crystal Yong Mei Yee (Independent Non-Executive Director)
- Mr Fong Wai Leong (Independent Non-Executive Director)
- Ms Tang Yan Yu (External Auditors)
- Ms Sharon Yip Siew Cheng (Company Secretary)

2. QUORUM

2.1 The requisite quorum being present, as confirmed by the Company Secretary, the Chairman declared the meeting duly convened at 12.00 noon. In accordance with the Company’s Constitution, two (2) members present in person or by proxy or corporate representatives shall form a quorum.

3. NOTICE OF MEETING

- 3.1 The notice convening the meeting dated 28 April 2023 had been announced on 27 April 2023 and published in the New Straits Times on 28 April 2023 and sent to all the members of the Company in accordance with the Company's Constitution. On the proposal of the Chairman and duly seconded by Ms Kan Choi Ling, the notice of meeting was taken as read.

4. BRIEFING ON MEETING PROCEEDINGS

- 4.1 Before proceeding with the agenda of the meeting, the Chairman invited the Company Secretary to brief the members on the proceedings of the meeting.
- 4.2 The Company Secretary informed that the business to be transacted at the meeting involved the moving and passing of six (6) proposed Ordinary Resolutions which require a vote by a simple majority of the members or their proxies present to approve.
- 4.3 The Company Secretary informed that a proposer and a seconder for each motion is required before putting it to vote and that a question and answer ("Q&A") session would be held upon consideration of all the items on the agenda. The polling for the resolutions would be conducted at the end of the meeting after the Q&A session.

5. BRIEFING ON VOTING PROCEDURES

- 5.1 The Chairman informed the members that all the proposed resolutions would be put to vote by poll, where every member or proxy present shall have one (1) vote for every share held. The Chairman invited the Company Secretary to brief the members on the voting procedures.
- 5.2 The Company Secretary briefed all the members present at the meeting on the polling procedures which was carried out by way of digital polling or Touch-n-Vote. The Company has appointed Dvote Services Sdn Bhd as the Poll Administrator to conduct the polling process and SME Advisor Sdn Bhd as the Scrutineer to verify the poll results.

ORDINARY BUSINESS

6. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 TOGETHER WITH THE DIRECTORS' REPORT AND AUDITORS' REPORT

- 6.1 The first item on the agenda was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' Report and Auditors' Report.

6.2 The Chairman informed the members that this agenda was meant for discussion only and was not a business which requires a resolution to be put to vote by members as the provision of Section 340(1)(a) of the Companies Act 2016 requires that the Audited Financial Statements and the Directors' Report and Auditors' Report be laid before the Company at the Annual General Meeting.

6.3 In view of the above, the Chairman declared:

“THAT the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' Report and Auditors' Report be taken as laid before the meeting pursuant to Section 340(1)(a) of the Companies Act 2016.”

**7. ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31
DECEMBER 2022**

7.1 Ordinary Resolution 1 was tabled before the meeting.

7.2 In accordance with the Directors' recommendation, the Ordinary Resolution 1 proposed below was moved:

“THAT the payment of Directors' fees of RM185,000 for the financial year ended 31 December 2022 be and is hereby approved.”

7.3 Upon Ordinary Resolution 1 being duly proposed by Mr Lim Leong Chye and seconded by Mr Balvinder Singh A/L Bhagwan Singh, the motion to approve the payment of Directors' fees of RM185,000 for the financial year ended 31 December 2022 would be voted by way of poll.

**8. ORDINARY RESOLUTION 2
PAYMENT OF MEETING ALLOWANCES TO BE PAID TO DIRECTORS
FROM 31 MAY 2023 UNTIL THE CONCLUSION OF THE NEXT ANNUAL
GENERAL MEETING**

8.1 Ordinary Resolution 2 was tabled before the meeting.

8.2 In accordance with the Directors' recommendation, the Ordinary Resolution 2 proposed below was moved:

“THAT the payment of meeting allowances of RM300 per meeting per person payable to Directors from 31 May 2023 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.”

8.3 Upon Ordinary Resolution 2 being duly proposed by Mr Lor Seng Thee and seconded by Mr Andy Lee Wei Yee, the motion to approve the payment of meeting allowances of RM300 per meeting per person payable to Directors from 31 May 2023 until the conclusion of the next Annual General Meeting of the Company would be voted by way of poll.

**9. ORDINARY RESOLUTION 3
RE-ELECTION OF MR TAN WEY CHIEN AS DIRECTOR PURSUANT TO
CLAUSE 97 OF THE COMPANY'S CONSTITUTION**

9.1 Ordinary Resolution 3 was tabled before the meeting.

9.2 In accordance with the Directors' recommendation, the Ordinary Resolution 3 proposed below was moved:

"THAT Mr Tan Wey Chien who retires by rotation pursuant to Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company."

9.3 Upon Ordinary Resolution 3 being duly proposed by Ms Wong Yoke Loy and seconded by Mr Andy Lee Wei Yee, the motion to re-elect Mr Tan Wey Chien as Director of the Company pursuant to Clause 97 of the Company's Constitution would be voted by way of poll.

**10. ORDINARY RESOLUTION 4
RE-ELECTION OF MR NGIAM KEE TONG AS DIRECTOR PURSUANT TO
CLAUSE 97 OF THE COMPANY'S CONSTITUTION**

10.1 Ordinary Resolution 4 was tabled before the meeting.

10.2 In accordance with the Directors' recommendation, the Ordinary Resolution 4 proposed below was moved:

"THAT Mr Ngiam Kee Tong who retires by rotation pursuant to Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company."

10.3 Upon Ordinary Resolution 4 being duly proposed by Ms Chet Pui Ling and seconded by Mr Lim Leong Chye, the motion to re-elect Mr Ngiam Kee Tong as Director of the Company pursuant to Clause 97 of the Company's Constitution would be voted by way of poll.

**11. ORDINARY RESOLUTION 5
RE-APPOINTMENT OF AUDITORS**

11.1 Ordinary Resolution 5 was tabled before the meeting. The retiring Auditors, Messrs HLB Ler Lum Chew PLT have indicated their willingness to continue in office.

11.2 In accordance with the Directors' recommendation, the Ordinary Resolution 5 proposed below was moved:

"THAT Messrs HLB Ler Lum Chew PLT who have indicated their willingness to continue in office as Auditors of the Company be and is hereby re-appointed as Auditors of the Company for the ensuing year at a remuneration to be fixed by the Directors."

- 11.3 Upon Ordinary Resolution 5 being duly proposed by Mr Balvinder Singh A/L Bhagwan Singh and seconded by Ms Kan Choi Ling, the motion to re-appoint Messrs HLB Ler Lum Chew PLT as Auditors of the Company for the ensuing year at a remuneration to be fixed by the Directors would be voted by way of poll.

SPECIAL BUSINESS

12. ORDINARY RESOLUTION 6 AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 75 AND SECTION 76 OF THE COMPANIES ACT 2016

- 12.1 Ordinary Resolution 6 was tabled before the meeting.
- 12.2 In accordance with the Directors' recommendation, the Ordinary Resolution 6 proposed below was moved:

"THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject always to the Constitution of the Company, the Main Market Listing Requirements and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby given full authority to allot and issue shares in the Company, at any time and 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier.

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the existing shareholders of the Company to be offered new shares of the Company which rank equally to the existing shares of the Company **AND THAT** the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to Section 75 and Section 76 of the Companies Act 2016."

- 12.3 Upon Ordinary Resolution 6 being duly proposed by Mr Andy Lee Wei Yee and seconded by Ms Wong Yoke Loy, the motion to grant authority for Directors to issue and allot shares pursuant to Section 75 and Section 76 of the Companies Act 2016 would be voted by way of poll.

13. ANY OTHER BUSINESS

- 13.1 The Chairman informed the members that the Company did not receive any notice to transact any other business.

14. QUESTION AND ANSWER SESSION

- 14.1 As no notice has been received to transact any other business, the Chairman proceeded with the Q&A session. The Chairman invited questions from the members regarding the above agendas.

- 14.2 The member, Mr Lim Leong Chye raised the following questions and were duly answered by the Chairman:

Q1. Hygiene segment used to be your strong segment and recently, it has dropped. What is the problem with hygiene segment?

A1. Our decline in nonwoven segment was due to a drop in our export sales because of competition from China. We lose out in our overseas market where we export to Japan, Philippines and Indonesia. Locally in Malaysia, we are the biggest manufacturer of nonwoven. Almost 80% to 90% of local manufacturers buy from us.

Q2. The plant in Thailand was delayed last year due to pandemic. What is the status of the plant and the utilisation rate?

A2. The factory operation in Thailand was delay due to pandemic. In fact, the factory was ready in September 2020 where none of us can travel due to lockdown. As soon as the lockdown was lifted, we started to travel to Thailand in September 2022 and have our machine installed. We have 3 very big customers in Thailand and all our sales are exported from our factory in Bangi, Malaysia. This is reason why we set up a factory in Thailand so that we can supply to them locally and it is cheaper after taking out the transport costs. We are also exploring new customers in Thailand. It will take time for us to shift over the supply from our factory in Malaysia to Thailand because in OEM business, the customers would want us to give them samples to try, to have trial run and to visit our factory for audit. We expect our sales volume to go up in quarter 3. Now we make 30 tons per month and our ideal capacity should be 100 tons per month. We should be able to reach this capacity before end of the year.

Q3. You are the largest felts manufacturer in Southeast Asia. What are your competitive advantages of your felts business and are you able to maintain the margin or to get better margin?

A3. We have an advantage in our felts business in this region probably because of the manufacturing process. We can do better than most of our competitors. Our margin can be maintained due to less competition we have in Southeast Asia.

Q4. We read in your Annual Report on your investment in spunlace project. Please enlighten us on your spunlace project and how much is the investment in this project?

A4. Spunlace is also a nonwoven perception. It is used to make wet wipes and it is a diversion of our investment. This investment costs approximately RM10 million to RM11 million. It was delayed because we ran out of factory space for installing the machine. The spunlace machine is a big machine that takes up to 30 square feet by itself. Our factory is still under construction and hopefully we can operate by the end of this year. We have sufficient funds for this project as we raised close to RM11 million in our private placement exercise which was carried out 2 years ago.

14.3 The member, Mr Balvinder Singh A/L Bhagwan Singh raised the following questions and were duly answered by the Chairman:

Q5. Recently there has been removal of subsidy on electricity. How does that impact us?

A5. After the removal of subsidy on electricity, the production expenses have increased and hence, the bottom line had been impacted negatively.

Q6. Oceancash is a very good company in terms of revenue and profit made but it lacks brand awareness. One way to have free brand awareness is through press statement. For the felts division, there will be new investors coming in as the market is now moving towards electric cars. We just want them to be mindful like “when you think of felts, you think of Oceancash”. Brand recognition can also be applied to nonwoven division.

A6. We need to put in more effort on PR and hopefully that can enhance our image and share price. The nature of the business we are in will not enable the public to know us because we are the secondary manufacturer and we do not make end products. People in the same industry will know us. Branding awareness will be much easier if you produce end products.

14.4 As there were no further questions from the members, the Chairman ended the Q&A session and continued with the polling for the Ordinary Resolutions as set out in the notice of meeting.

15. POLLING SESSION

15.1 The Chairman informed the members that he has been appointed to act as proxy for several members and he shall vote in accordance with the instructions given.

15.2 The Chairman declared the polling to commence immediately at 12.30 p.m. and invited all the members to cast their votes. All members were given five (5) minutes to submit their vote.

16. ADJOURNMENT OF MEETING

16.1 The Chairman announced the closure of voting session at 12.35 p.m. and adjourned the meeting to enable the Poll Administrator and the Scrutineer to carry out their duties. The verification process was envisaged to take approximately 20 minutes.

17. RE-CONVENING OF MEETING AND ANNOUNCEMENT OF RESULTS

17.1 The meeting was re-convened at 12.45 p.m. for the announcement of the poll results by the Chairman.

17.2 The poll results were as follows:

Ordinary Resolutions	For		Against		Total Votes Present and Voted		Results
	No. of Votes	%	No. of Votes	%	No. of Votes	%	
Resolution 1	101,385,356 14	100.00000	0 0	0.00000	101,385,356	100.00000	Carried
Resolution 2	101,385,356 14	100.00000	0 0	0.00000	101,385,356	100.00000	Carried
Resolution 3	101,385,356 14	100.00000	0 0	0.00000	101,385,356	100.00000	Carried
Resolution 4	101,385,356 14	100.00000	0 0	0.00000	101,385,356	100.00000	Carried
Resolution 5	101,385,356 14	100.00000	0 0	0.00000	101,385,356	100.00000	Carried
Resolution 6	100,748,456 13	99.37180	636,900 1	0.62820	101,385,356	100.00000	Carried

17.3 The Chairman declared that all the resolutions as set out in the notice of meeting dated 28 April 2023 were duly passed by the members of the Company by way of poll at the Twentieth Annual General Meeting as follows:

Ordinary Resolution 1

It was resolved that the payment of Directors' fees of RM185,000 for the financial year ended 31 December 2022 be and is hereby approved.

Ordinary Resolution 2

It was resolved that the payment of meeting allowances of RM300 per meeting per person payable to Directors from 31 May 2023 until the conclusion of the next Annual General Meeting of the Company be and is hereby approved.

Ordinary Resolution 3

It was resolved that Mr Tan Wey Chien who retires by rotation pursuant to Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution 4

It was resolved that Mr Ngiam Kee Tong who retires by rotation pursuant to Clause 97 of the Company's Constitution be and is hereby re-elected as Director of the Company.

Ordinary Resolution 5

It was resolved that Messrs HLB Ler Lum Chew PLT who have indicated their willingness to continue in office as Auditors of the Company be and is hereby re-appointed as Auditors of the Company for the ensuing year at a remuneration to be fixed by the Directors.

Ordinary Resolution 6

It was resolved :

THAT pursuant to Section 75 and Section 76 of the Companies Act 2016 and subject always to the Constitution of the Company, the Main Market Listing Requirements and the approvals of the relevant governmental and/or regulatory authorities, if applicable, the Directors be and are hereby given full authority to allot and issue shares in the Company, at any time and 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being **AND THAT** the Directors be and are hereby given full authority to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad **AND THAT** such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or at the expiry of the period within which the next Annual General Meeting is required to be held in accordance with the provisions of the Companies Act 2016, whichever is the earlier.

THAT pursuant to Section 85(1) of the Companies Act 2016 read together with Clause 54 of the Company's Constitution, approval be and is hereby given to waive the statutory pre-emptive rights conferred upon the existing shareholders of the Company to be offered new shares of the Company which rank equally to the existing shares of the Company **AND THAT** the Board of Directors is exempted from the obligation to offer such new shares first to the existing shareholders of the Company in respect of the allotment and issuance of new shares pursuant to Section 75 and Section 76 of the Companies Act 2016.

18. CLOSE OF MEETING

18.1 The meeting ended at 12.50 p.m. with a vote of thanks to the Chair.

CONFIRMED AS A CORRECT RECORD
OF THE PROCEEDINGS THEREAT

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TAN SIEW CHIN
CHAIRMAN