

EKSONS CORPORATION BERHAD
(Company No. 205814-V)

SUMMARY OF KEY MATTERS DISCUSSED

Type of Meeting	:	TWENTY-NINTH (29 TH) ANNUAL GENERAL MEETING (AGM)
Place	:	LA HOTEL, MPT NO.299, JALAN ST. PATRICK (OFF JALAN BELUNU), 91000 TAWAU, SABAH, MALAYSIA
Date	:	WEDNESDAY, 25 SEPTEMBER 2019
Time	:	3.00 P.M.

1. AUDITED FINANCIAL STATEMENTS The Audited Financial Statements for the financial year ended 31 March 2019 (“AFS 2019”) and the Reports of the Directors and Auditors were duly received by the Meeting.

ORDINARY BUSINESS

2. RE-ELECTION OF DIRECTORS **Resolution 1**
- RESOLVED THAT Mr. Tay Hua Sin who is retiring pursuant to Article 93 of the Company’s Constitution be re-elected as Directors of the Company.

Resolution 2

RESOLVED THAT Tan Sri Datuk Amar (Dr) Haji Abdul Aziz Bin Dato Haji Husain who is retiring pursuant to Article 93 of the Company’s Constitution be re-elected as Directors of the Company.

3. PAYMENT OF DIRECTORS’ FEE **Resolution 3**
- RESOLVED THAT the payment of Directors’ fees of RM182,160.00 in respect of the financial year ended 31 March 2019 be approved.

4. PAYMENT OF DIRECTORS’ BENEFITS **Resolution 4**
- RESOLVED THAT the payment of Directors’ benefits to the Non-Executive Directors up to an amount of RM16,500.00 from the conclusion of the AGM to the next AGM of the Company be approved.

5. RE-APPOINTMENT OF EXTERNAL AUDITORS **Resolution 5**
- RESOLVED THAT Messrs Ernst & Young be re-appointed as Auditors of the Company for the ensuing year AND THAT the Board be authorised to fix their remuneration.

SPECIAL BUSINESS

6. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTOR
- Dr. Lai Mei Ling
- Dato’ Philip Chan
Hon Keong **Resolution 6**
- The Chairman announced the heartbreaking news of the demise of board member colleague, Dr. Lai Mei Ling on 2nd August 2019. Therefore, resolution 6 – “Approval be given to Dr. Lai Mei Ling to continue to act as Independent Director of the Company” had been cancelled.

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Resolution 7

RESOLVED THAT approval be given to Dato' Philip Chan Hon Keong, who has served as an Independent Director of the Company for more than twelve (12) years, to continue to act as Independent Director of the Company.

7. PROPOSED
RENEWAL OF
SHAREHOLDERS'
MANDATE FOR
RECURRENT
RELATED PARTY
TRANSACTIONS

Resolution 8

THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of the Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be hereby given to the Company and/or its subsidiaries to enter into and give effect to the RRPT of a revenue or trading nature which are necessary for its day-to-day operations and with those Related Parties as specified in Section 2.4 of Part A of the Circular to Shareholders of the Company dated 31 July 2018 subject further to the following:-

- (a) the transactions are carried out at arm's length, on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company; and
- (b) disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year in which the Shareholders' Mandate remains in force based on the following information:-
 - (i) the type of the Recurrent Transactions made; and
 - (ii) the names of the Related Parties involved in each type of the Recurrent Transactions made and their relationships with the Company;

and any other arrangements and/or transactions as are incidental thereto;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or

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- (c) revoked or varied by a resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature and transactions contemplated and/or authorised by this resolution.

8. RENEWAL OF
SHARE BUYBACK
AUTHORITY

Resolution 9

RESOLVED THAT subject always to the Act, the provisions of the Company's Constitution, the MMLR of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company 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:-

- (a) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
- (b) an amount not exceeding the Company's audited retained profits account for the financial year ended 31 March 2018 at the time of purchase(s) will be allocated by the Company for the purchase of own shares; and
- (c) the Directors of the Company may decide either to retain the shares as treasury shares or cancel all the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

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THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will, subject to renewal thereof, expire at the conclusion of the next AGM of the Company following the passing of this Ordinary Resolution (unless earlier revoked or varied by an Ordinary Resolution of the shareholders of the Company in a general meeting) but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto, and the guidelines issued by Bursa Securities and/or any other relevant authorities;

AND THAT authority be given unconditionally and generally to the Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities in such manner as permitted under Section 127 of the Act from time to time and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Act, the provisions of the Company's Constitution and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities.

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9. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY **Special Resolution 1**
- RESOLVED THAT approval be given to the Company to revoke the existing Memorandum and Articles of Association (“M&AA”) in its entirety with immediate effect and in place thereof, the proposed new Constitution as appended in Appendix A and despatched together with the Company’s Annual Report for the financial year ended 31 March 2019 be adopted as the Constitution of the Company.
- That henceforth, the Constitution shall bind the Company, the Members and the Directors to the same extent as if the Constitution had been signed and sealed by each Member and contain covenants on the part of each member and Director to observe all the provision of the Constitution.
- And that the Directors of the Company be authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing.
10. CONDUCT OF POLL VOTING All the resolutions as set out in the Notice of Meeting were voted by poll. Messrs V.V. Tham & Co, represented by Ms Adeline Pang, acted as the Poll Administrator to conduct the polling process and Independent Scrutineers to facilitate the polling process for the Meeting and to verify the poll results.
11. ANNOUNCEMENT OF POLL RESULTS The results of the poll on each of the resolutions put to vote at the Meeting are set out below:

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Resolution(s)	Vote in favour		Vote Against		Results
	No. of Shares	%	No. of Shares	%	
Ordinary Resolution 1 - To re-elect Mr. Tay Hua Sin	98,511,957	100.000000	0	0.000000	Carried
Ordinary Resolution 2 - To re-elect Tan Sri Datuk Amar (Dr) Haji Abdul Aziz Bin Dato Haji Husain as Director.	98,511,957	100.000000	0	0.000000	Carried
Ordinary Resolution 3 - To approve the payment of Directors' fees of RM182,160.00 in respect of the financial year ended 31 March 2019.	98,511,957	100.000000	0	0.000000	Carried
Ordinary Resolution 4 - To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM16,500.00 from the conclusion of the AGM to the next AGM of the Company.	98,511,957	100.000000	0	0.000000	Carried
Ordinary Resolution 5 - To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration.	98,511,957	100.000000	0	0.000000	Carried

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Ordinary Resolution 6 - Cancelled	0	0.000000	0	0.000000	NA
Ordinary Resolution 7 Tier 1 - To retain Dato' Philip Chan Hon Keong as Independent Director.	74,667,221	100.000000	0	0.000000	Carried
Ordinary Resolution 7 Tier 2 - To retain Dato' Philip Chan Hon Keong as Independent Director.	23,844,736	100.000000	0	0.000000	Carried
Ordinary Resolution 8 - To renew Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature. * Abstained 1,000,000 shares (1.02%)	97,511,957	98.98000	0	0.000000	Carried
Ordinary Resolution 9 - To renew authority for the Company to purchase its own shares.	98,511,957	100.000000	0	0.000000	Carried
Special Resolution 1 - To approve the Proposed Adoption of New Constitution of The Company	98,511,957	100.000000	0	0.000000	Carried

12. CONCLUSION

The Meeting closed at 3.54 p.m.