



ZECON BERHAD 198501002015(134463-X)

(Listed On The Main Market of Bursa Malaysia Securities Berhad)

www.zecon.com.my

THIRTY-FIFTH ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD AT GROUND FLOOR, MENARA ZECON, NO. 92, LOT 393, SECTION 5 KTLD, JALAN SATOK, 93400 KUCHING, SARAWAK ON THURSDAY, 03 DECEMBER 2020 AT 11.00 A.M.

PRESENT :-

Shareholders And Proxies

As per the Attendance Lists

Directors:-

YBhg. Datu Haji Hamzah bin Haji Drahman (*Datu Chairman*)

Datuk Haji Zainal Abidin bin Haji Ahmad (*Datuk Haji Zainal*)

Tuan Haji Zainurin bin Haji Ahmad (*Haji Zainurin*)

YBhg. Dato' Abdul Majit bin Ahmad Khan (*Dato' Abdul Majit*)

YBhg. Datuk Haji Bolhassan bin Haji Di (*Datuk Haji Bolhassan*)

Mr. Richard Kiew Jiat Fong (*Mr. Richard Kiew*)

Tuan Haji Sazali bin Md Salleh (*Haji Sazali*)

Mr. Hui Kok Yuan (*Mr. Hui*)

Tuan Haji Jamil bin Haji Jamaludin (*Haji Jamil*)

- Independent Chairman
- Group Managing Director
- Deputy Managing Director
- Independent Director
- Independent Director
- Independent Director
- Non-Executive Non-Independent Director
- Non-Executive Non-Independent Director
- Executive Director

IN ATTENDANCE :-

Ms. Koh Fee Lee

- Company Secretary

BY INVITATION :-

As per the Attendance List

AGM 35/1 INTRODUCTION

Datu Chairman welcomed everyone present to the meeting.

He commended Kementerian Kesihatan Malaysia (KKM) for doing a good job in condoning Covid-19. He was pleased that Kuching has now turned from red zone to yellow zone. He reminded all present to comply with the Standard Operating Procedures put up by KKM in order for Kuching to achieve green grading.

Datu Chairman introduced the members of the Board to those present at the meeting. He informed that Datuk Haji Zainal, Dato' Adbul Majit, Datuk Haji Bolhassan and Haji Sazali were present via Google Meet.

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UKAS is a member of Register of Standards (Holdings) Ltd
Certificate Number 03995

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AGM 35/2 QUORUM

Having been informed by the Company Secretary that a quorum as prescribed by Clause 78 of the Company's Constitution is present, Datu Chairman declared the meeting duly convened at 11.04 a.m.

AGM 35/3 NOTICE OF MEETING

The notice convening the meeting, having been previously circulated to all members and duly advertised in the newspaper on 30 October 2020 in accordance with the Company's Constitution, was taken as read.

AGM 35/4 VOTING BY POLL

Datu Chairman informed that pursuant to the recent amendment to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the notice of general meeting are to be voted by poll and at least a scrutineer must be appointed to validate the votes cast at the general meeting.

In view thereof, all the resolutions which are to be tabled at this meeting would be voted on by poll. The Company had appointed Securities Services Sdn. Bhd. as Scrutineer for the poll voting and Commercial Quest Sdn. Bhd. for conducting the voting process.

AGM 35/5 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 JUNE 2020

The Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of the Directors and Auditors thereon ("AFS") had been previously circulated to all the shareholders were tabled for discussion.

As there were no questions being raised, the Audited Financial Statements for the financial year ended 30 June 2020 together with the Reports of Directors and Auditors thereon were taken as noted and received.

Datu Chairman then proceeded to the next item of the agenda.

AGM 35/6 ORDINARY RESOLUTION 1 PAYMENT OF DIRECTORS' FEES

On the proposal of Mr. Brandon Goh Mun Han and duly seconded by Puan Maimunah binti Zailani, the motion was put to vote by poll at the end of the discussion of all resolutions.

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**AGM 35/7 ORDINARY RESOLUTION 2
PAYMENT OF DIRECTORS' REMUNERATION (EXCLUDING DIRECTORS'
FEES)**

The members present were informed that the payment of directors' remuneration (excluding Directors' fees) to the Non-Executive Chairman and Non-Executive Directors of the Company up to RM600,000 with effect from 04 December 2020 until the next AGM were recommended for members' approval. On the proposal of Encik Farid bin Wahid and duly seconded by Puan Dayangku Balqis Sharbanu, the motion was put to vote by poll at the end of the discussion of all resolutions.

At this juncture, Datu Chairman passed the Chair to the Deputy Managing Director, Haji Zainurin to proceed with the meeting as the next item on the agenda involves himself. Haji Zainurin then took over the Chair.

**AGM 35/8 ORDINARY RESOLUTIONS 3, 4 & 5
RE-ELECTION OF DIRECTORS PURSUANT TO CLAUSE 100 OF THE
COMPANY'S CONSTITUTION**

- 8.1 Haji Zainurin informed that Datu Chairman is retiring pursuant to Clause 100 of the Company's Constitution, and shall be eligible for re-election at the AGM.

On the proposal of Mr. Hui and duly seconded by Mr. Richard Kiew, the motion was put to vote by poll at the end of the discussion of all resolutions.

At this juncture, Haji Zainurin passed the Chair back to Datu Chairman to proceed with the meeting. Datu Chairman thanked Haji Zainurin for chairing the meeting and he then took over the Chair.

- 8.2 The members were informed that Dato' Abdul Majit is also retiring pursuant to Clause 100 of the Company's Constitution, and shall be eligible for re-election at the AGM.

On the proposal of Haji Zainurin and duly seconded by Rohani bte Mohd Jaya @ Tania, the motion was put to vote by poll at the end of the discussion of all resolutions.

- 8.3 The members were also informed that Datuk Haji Bolhassan is also retiring pursuant to Clause 100 of the Company's Constitution, and shall be eligible for re-election at the AGM.

On the proposal of Mr. Brandon Goh Mun Han and duly seconded by Encik Awangku Farris Durrani bin Awg Dewa, the motion was put to vote by poll at the end of the discussion of all resolutions.

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**AGM 35/9 ORDINARY RESOLUTION 6
RE-APPOINTMENT OF AUDITORS**

Datu Chairman informed that the retiring auditors, Messrs. Crowe Malaysia PLT had expressed their willingness to continue in office.

On the proposal of Puan Maimunah binti Zailani and duly seconded by Encik Farid bin Wahid, the motion was put to vote by poll at the end of the discussion of all resolutions.

**AGM 35/10 SPECIAL BUSINESS
ORDINARY RESOLUTION 7
AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 & 76 OF
THE COMPANIES ACT 2016**

Datu Chairman briefed the members present on the rationale of the general mandate sought under the above proposed ordinary resolution, details of which were outlined in the notice of AGM dated 30 October 2020.

On the proposal of Dayangku Balqis Sharbanu and duly seconded by Mr. Brandon Goh Mun Han, the motion was put to vote by poll at the end of the discussion of all resolutions.

**AGM 35/11 ORDINARY RESOLUTIONS 8 & 9
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE
DIRECTORS**

Datu Chairman informed that these ordinary resolutions are to comply with Practice 4.2 of the Malaysian Code on Corporate Governance 2017 to seek shareholders' approval to retain Dato' Abdul Majit and Mr. Richard Kiew as Independent Non-Executive Directors who had served for a consecutive term of more than nine (9) years.

The Board of Directors' justifications and recommendations to retain Dato' Abdul Majit and Mr. Richard Kiew as Independent Non-Executive Directors are set out on page 149 of the Company's Annual Report 2020.

On the proposal of Puan Rohani binti Mohd Jaya @ Tania, and seconded by Haji Zainurin, the motion to retain Dato' Abdul Majit as Independent Non-Executive Director was put to vote by poll at the end of the discussion of all resolutions.

On the proposal of Encik Awangku Farris Durrani bin Awg Dewa and seconded by Mr. Hui, the motion to retain Mr. Richard Kiew as Independent Non-Executive Director was put to vote by poll at the end of the discussion of all resolutions.

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As no notice had been received to transact any other business, the Chairman put forward all resolutions for voting by poll via the polling slips.

As there were no further questions being raised, Datu Chairman invited Mdm Yeo Puay Huang from Securities Services Sdn. Bhd. to brief the members present on the polling procedures before members cast their votes.

Datu Chairman thanked Mdm Yeo Puay Huang for briefing the polling process.

One of the shareholder, YBhg. Datu Haji Hatta bin Solhi enquired on the status of the Proposed Rights Issue of Irredeemable Convertible Preference Shares ("ICPS"). Haji Zainurin replied that the implementation of ICPS had been extended till May 2021.

The AGM was adjourned at 11.20 a.m. for counting and scrutinizing of the votes.

AGM 35/13 ANNOUNCEMENT OF POLL RESULTS

Upon completion of counting and scrutinising of poll votes, Datu Chairman took the Chair and resumed the AGM proceedings.

He invited Mdm Lee Siew Ling from Commercial Quests Sdn. Bhd. to announce the results of the poll.

Datu Chairman thanked Mdm. Lee Siew Ling for announcing the poll results.

Upon announcement of the polling results, Datu Chairman declared that all resolutions as set out in the notice of AGM dated 30 October 2020 were duly carried. The details of the poll results are as follows:

No.	Resolution	Vote For		Vote Against	
		No. of shares	%	No. of shares	%
1.	<u>Ordinary Resolution 1</u> To approve payment of Directors' fees.	71,563,450	100	-	-
2.	<u>Ordinary Resolution 2</u> To approve the payment of Directors' remuneration.	71,563,450	100	-	-
3.	<u>Ordinary Resolution 3</u> To re-elect Datuk Haji Zainal Abidin bin Haji Ahmad	71,429,950	100	-	-
4.	<u>Ordinary Resolution 4</u> To re-appoint Haji Sazali bin Md Salleh	71,563,450	100	-	-

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5.	<u>Ordinary Resolution 5</u> To elect Haji Jamil bin Jamaludin	71,563,450	100	-	-
6.	<u>Ordinary Resolution 6</u> To re-appoint the Auditors and authorising Directors to fix their remuneration.	71,563,450	100	-	-
7.	<u>Ordinary Resolution 7</u> Authority to issue shares under Sections 75 and 76 of the Companies Act 2016	71,563,450	100	-	-
8.	<u>Ordinary Resolution 8</u> To approve the proposed retention of Dato' Abdul Majit bin Ahmad Khan as an Independent Non-Executive Director	71,563,450	100	-	-
9.	<u>Ordinary Resolution 9</u> To approve the proposed retention of Richard Kiew Jiat Fong as an Independent Non-Executive Director	71,563,450	100	-	-

AGM 35/14 TERMINATION

Since there was no other business to be transacted, the Chairman declared the meeting closed at 11.33 a.m and he thanked everybody present at the meeting and wished them Merry Christmas and Happy New Year..

**CONFIRMED AS THE CORRECT RECORD
OF THE PROCEEDINGS THEREAT,**

SIGNED

**CHAIRMAN
DATU HAJI HAMZAH BIN HAJI DRAHMAN**

Dated: 10 December 2020