



ZECON BERHAD 198501002015(134463-X)

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

www.zecon.com.my

THIRTY-SIXTH ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY HELD AT GROUND FLOOR, MENARA ZECON, NO. 92, LOT 393, SECTION 5 KTL D, JALAN SATOK, 93400 KUCHING, SARAWAK ON THURSDAY, 26 MAY 2022 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*)

Mr. Zainurin bin Ahmad (*Mr. Zainurin*)

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

Haji Sazali bin Md Salleh (*Haji Sazali*)

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

Haji Jamil bin Haji Jamaludin (*Haji Jamil*)

Mohammed Noor bin Ahmad (*Mr. Mohammed*)

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

ABSENT WITH APOLOGIES

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

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

- Independent Director
- Independent Director

IN ATTENDANCE :-

Ms. Koh Fee Lee

- Company Secretary

BY INVITATION :-

As per the Attendance List

AGM 36/1 INTRODUCTION

Datu Chairman welcomed everyone present to the meeting and he wished all muslim, Selamat Hari Raya.

He introduced the members of the Board to those present at the meeting.

Zecon Berhad

Registration No. 198501002015(134463-X)

▪ Minutes of the Thirty-Sixth Annual General Meeting held on 26 May 2022

AGM 36/2 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 11.03 a.m.

AGM 36/3 NOTICE OF MEETING

The notice convening the meeting, having been previously circulated to all members and duly advertised in the newspaper on 29 April 2022 in accordance with the Company's Constitution, was taken as read.

AGM 36/4 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 SKY Corporate Services Sdn Bhd as Scrutineer for the poll voting and Boardroom Share Registrars Sdn Bhd for conducting the voting process.

AGM 36/5 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

The Audited Financial Statements for the financial year ended 31 December 2021 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 31 December 2021 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 36/6 ORDINARY RESOLUTION 1 PAYMENT OF DIRECTORS' FEES OF RM217,800-00

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

Zecon Berhad

Registration No. 198501002015(134463-X)

▪ **Minutes of the Thirty-Sixth Annual General Meeting held on 26 May 2022**

AGM 36/7 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 27 May 2022 until the next AGM were recommended for members' approval.

On the proposal of Mr. Zainurin bin Ahmad 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.

AGM 36/8 ORDINARY RESOLUTIONS 3, 4, 5 and 6

RE-ELECTION OF DIRECTORS PURSUANT TO CLAUSES 100 AND 107 OF THE COMPANY'S CONSTITUTION

8.1 Datu Chairman informed that Mr. Zainurin 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. Chuo Kuong Liong, the motion was put to vote by poll at the end of the discussion of all resolutions.

8.2 The members were informed that Mr. Richard Kiew Jiat Fong 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 Jamil bin Haji Jamaludin and duly seconded by Mr. Mohammad Norfatihin bin Arifin, 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 Mr. Hui Kok Yuan 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. Richard Kiew Jiat Fong and duly seconded by Mr. Chuo Kuong Liong, the motion was put to vote by poll at the end of the discussion of all resolutions.

8.4 The members were informed that Mr. Mohammed Noor bin Ahmad is also retiring pursuant to Clause 107 of the Company's Constitution, and shall be eligible for re-election at the AGM.

On the proposal of Datuk Haji Zainal Abidin bin Haji Ahmad and duly seconded by Mr. Rayan anak Narong, the motion was put to vote by poll at the end of the discussion of all resolutions.

Zecon Berhad

Registration No. 198501002015(134463-X)

▪ **Minutes of the Thirty-Sixth Annual General Meeting held on 26 May 2022**

**AGM 36/9 ORDINARY RESOLUTION 7
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 Mr. Farid bin Wahid and duly seconded by Ms. Maimunah binti Zailani, the motion was put to vote by poll at the end of the discussion of all resolutions.

**AGM 36/10 SPECIAL BUSINESS
ORDINARY RESOLUTION 8
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 29 April 2022.

On the proposal of Mr. Brandon Goh Mun Han and duly seconded by Mr. Mohammad Norfatihin bin Arifin, the motion was put to vote by poll at the end of the discussion of all resolutions.

**AGM 36/11 ORDINARY RESOLUTIONS 9 & 10
CONTINUATION IN OFFICE AS INDEPENDENT NON-EXECUTIVE
DIRECTORS**

Datu Chairman informed that these ordinary resolutions are to comply with the revised Malaysian Code on Corporate Governance 2021 to seek shareholders' approval to retain Dato' Abdul Majit bin Ahmad Khan and Mr. Richard Kiew Jiat Fong 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 171 of the Company's Annual Report 2021.

On the proposal of Mr. Zainurin bin Ahmad, and seconded by Haji Jamil bin Haji Jamaludin, 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 Mr. Hui Kok Yuan and seconded by Mr. Amir Hamzah bin Shabli, 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.

Zecon Berhad

Registration No. 198501002015(134463-X)

▪ **Minutes of the Thirty-Sixth Annual General Meeting held on 26 May 2022**

AGM 36/12 POLLING PROCEDURES

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 Mr. Mohamed Sophiee bin Ahmad Nawawi from Boardroom Share Registrars Sdn. Bhd. to brief the members present on the polling procedures before members cast their votes.

Datu Chairman thanked Mr. Mohamed Sophiee bin Ahmad Nawawi for briefing the polling process.

The AGM was adjourned at 11.25 a.m. for counting and scrutinizing of the votes.

AGM 36/13 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 Mr. Wong Chee Weng from SKY Corporate Services Sdn. Bhd. to announce the results of the poll.

Datu Chairman thanked Mr. Wong Chee Weng 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 29 April 2022 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.	66,188,125	100	-	-
2.	<u>Ordinary Resolution 2</u> To approve the payment of Directors' remuneration.	66,188,125	100	-	-
3.	<u>Ordinary Resolution 3</u> To re-elect Mr. Zainurin bin Ahmad	65,188,125	100	-	-
4.	<u>Ordinary Resolution 4</u> To re-appoint Mr. Richard Kiew Jiat Fong	66,125,125	100	-	-
5.	<u>Ordinary Resolution 5</u> To elect Mr. Hui Kok Yuan	65,938,125	100	-	-

Zecon Berhad

Registration No. 198501002015(134463-X)

▪ **Minutes of the Thirty-Sixth Annual General Meeting held on 26 May 2022**

No.	Resolution	Vote For		Vote Against	
		No. of shares	%	No. of shares	%
6.	<u>Ordinary Resolution 6</u> To elect Mr. Mohammed Noor bin Ahmad	66,188,125	100	-	-
7.	<u>Ordinary Resolution 7</u> To re-appoint the Auditors and authorising Directors to fix their remuneration.	66,188,125	100	-	-
8.	<u>Ordinary Resolution 8</u> Authority to issue shares under Sections 75 and 76 of the Companies Act 2016	66,188,125	100	-	-
9	<u>Ordinary Resolution 9</u> To approve the proposed retention of Dato' Abdul Majit bin Ahmad Khan as an Independent Non-Executive Director	66,188,125	100	-	-
10.	<u>Ordinary Resolution 10</u> To approve the proposed retention of Richard Kiew Jiat Fong as an Independent Non-Executive Director	66,125,125	100	-	-

AGM 36/14 TERMINATION

Since there was no other business to be transacted, the Chairman declared the meeting closed at 11.53 a.m and he thanked everybody present at the meeting.

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



**CHAIRMAN
DATU HAJI HAMZAH BIN HAJI DRAHMAN**

Dated: 30 May 2022