



ZECON BERHAD 198501002015(134463-X)

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

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THIRTY-SEVENTH 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 MONDAY, 29 MAY 2023 AT 12.00 NOON.

PRESENT :-

Shareholders And Proxies

As per the Attendance Lists

Directors:-

YBhg. Datu Haji Hamzah bin Haji Drahman (<i>Datu Chairman</i>)	- Independent Non-Executive Chairman
YBhg. Datuk Haji Zainal Abidin bin Haji Ahmad (<i>Datuk Haji Zainal</i>)	- Group Managing Director
Mr. Zainurin bin Ahmad (<i>Mr. Zainurin</i>)	- Deputy Managing Director
YBhg. Dato' Abdul Majit bin Ahmad Khan (<i>Dato' Abdul Majit</i>)	- Independent Non-Executive Director
YBhg. Datuk Haji Bolhassan bin Haji Di (<i>Datuk Haji Bolhassan</i>)	- Independent Non-Executive Director
Mr. Richard Kiew Jiat Fong (<i>Mr. Richard Kiew</i>)	- Independent Non-Executive Director
Haji Sazali bin Md Salleh (<i>Haji Sazali</i>)	- Independent Non-Executive Director
Mr. Hui Kok Yuan (<i>Mr. Hui</i>)	- Non-Executive Non-Independent Director
Haji Jamil bin Haji Jamaludin (<i>Haji Jamil</i>)	- Non-Executive Non-Independent Director
Mohammed Noor bin Ahmad (<i>Mr. Mohammed</i>)	- Executive Director
YBhg. Dato Sim Kheng Boon	- Independent Non-Executive Director

IN ATTENDANCE :-

Ms. Koh Fee Lee	- Company Secretary
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BY INVITATION :-

As per the Attendance List

AGM 37/1 INTRODUCTION

Datu Chairman welcomed everyone present to the meeting.

He introduced the members of the Board and the Company Secretaries to those present at the AGM.

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AGM 37/2 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 12.03 p.m.

AGM 37/3 NOTICE OF MEETING

The notice convening the meeting, having been previously circulated to all members and duly advertised in the newspaper on 28 April 2023 in accordance with the Company's Constitution, was taken as read.

AGM 37/4 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 37/5 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

The Audited Financial Statements for the financial year ended 31 December 2022 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 2022 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 37/6 ORDINARY RESOLUTION 1
PAYMENT OF DIRECTORS' FEES OF RM159,600-00**

On the proposal of Mr. Brandon Goh Mun Han 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.

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**AGM 37/7 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 RM800,000 with effect from 30 May 2023 until the next AGM were recommended for members' approval.

On the proposal of Mr. Amir Hamzah bin Shabli 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 37/8 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 Datuk Haji Zainal Abidin bin Haji Ahmad 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. Mohammad Norfatihin bin Arifin and duly seconded by Ms. Abigail Laus anak James Jimba, the motion was put to vote by poll at the end of the discussion of all resolutions.

8.2 The members were informed that Haji Jamil bin Haji Jamaludin 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 Ms. Rohani binti Mohd Jaya @ Tania 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.

8.3 The members were also informed that Haji Sazali bin Md Salleh 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 Ms. Maimunah binti Zailani 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 Dato Sim Kheng Boon 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 Ms. Abigail Laus anak James Jimba and duly seconded by Mr. Amir Hamzah bin Shabli, the motion was put to vote by poll at the end of the discussion of all resolutions.

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AGM 37/9 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 Ms. Rohani binti Mohd Jaya @ Tania 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.

AGM 37/10 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 28 April 2023.

On the proposal of Mr. Mohammad Norfatihin bin Arifin and duly seconded by Ms. Abigail Laus anak James Jimba, the motion was put to vote by poll at the end of the discussion of all resolutions.

AGM 37/11 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 12.15 p.m. for counting and scrutinizing of the votes.

AGM 37/12 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 28 April 2023 were duly carried.

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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.	67,682.525	100	-	-
2.	<u>Ordinary Resolution 2</u> To approve the payment of Directors' remuneration.	67,682.525	100	-	-
3.	<u>Ordinary Resolution 3</u> To re-elect Datuk Haji Zainal Abidin bin Haji Ahmad	66,190,825	100	-	-
4.	<u>Ordinary Resolution 4</u> To re-appoint Haji Jamil bin Haji Jamaludin	67,532,525	100	-	-
5.	<u>Ordinary Resolution 5</u> To elect Haji Sazali bin Md Salleh	67,682.525	100	-	-
6.	<u>Ordinary Resolution 6</u> To elect Dato Sim Kheng Boon	67,492,525	100	-	-
7.	<u>Ordinary Resolution 7</u> To re-appoint the Auditors and authorising Directors to fix their remuneration.	67,682.525	100	-	-
8.	<u>Ordinary Resolution 8</u> Authority to issue shares under Sections 75 and 76 of the Companies Act 2016	67,682.525	100	-	-

AGM 37/13 TERMINATION

Since there was no other business to be transacted, the Chairman declared the meeting closed at 12.38 p.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 2023