



ZECON

ZECON BERHAD

(Company No. 134463-X)

(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of Zecon Berhad (“**Zecon**” or “**Company**”) will be held at Conference Room, 8th Floor, Menara Zecon, No. 92, Lot 393, Section 5 KTLD, Jalan Satok, 93400 Kuching, Sarawak on Friday, 6 April 2018 at 3:30 p.m., or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without any modifications:-

ORDINARY RESOLUTION

PROPOSED DISPOSAL OF 49% EQUITY INTEREST IN ZECON MEDICARE SDN BHD (“ZECON MEDICARE”), A WHOLLY-OWNED SUBSIDIARY OF ZECON, TO THE STATE FINANCIAL SECRETARY OF SARAWAK (“SFSS” OR “PURCHASER”) FOR A CASH CONSIDERATION OF RM155.0 MILLION (“PROPOSED DISPOSAL”)

“**THAT** contingent upon the fulfilment of all other conditions precedent under the conditional share purchase agreement dated 27 November 2017 between the Company and the SFSS (“**SPA**”) and subject to all approvals being obtained from the relevant authorities and parties (if required), approval be and is hereby given to the Company to dispose 49% equity interest in Zecon Medicare for a cash consideration of RM155.0 million upon such terms and conditions as set out in the SPA.

THAT in conjunction with the SPA, the Company and the Purchaser has also agreed to enter into a shareholders’ agreement, substantially in the form and substance (“**Shareholders’ Agreement**”) as stated in Section 2.7.5 of the circular to shareholders of the Company dated 21 March 2018, prior to the completion of the SPA.

THAT the execution by the Company of and the performance of its obligations under the SPA and the Shareholders’ Agreement is hereby approved and ratified.

AND THAT, in order to implement, complete and give full effect to the Proposed Disposal, approval be and is hereby given to the Board of Directors of the Company with power and authority, for and on behalf of the Company:-

- (i) to enter and execute such further or other agreements, arrangements, undertakings, instruments, documents and/or deeds with any party or parties as the Board of Directors of the Company may from time to time deem fit, expedient or advisable for or in connection with the Proposed Disposal;
- (ii) to negotiate, approve, agree, assent and/or give effect to any conditions/variations, modifications, additions and/or amendments in respect of the Proposed Disposal and the SPA (including other documents in relation thereto) and/or any provisions, terms and conditions thereof as may be agreed to/required by any relevant regulatory authorities or as a consequent of any such requirements and/or as the Board of Directors of the Company deems fit, expedient or advisable; and

- (iii) to do all such other acts, deeds and things as the Board of Directors of the Company may from time to time deem fit, necessary, expedient or advisable to implement, finalise and give full effect to the Proposed Disposal and in the best interest of the Company.”

By Order of the Board

KOH FEE LEE (MAICSA 7019845)
VOON JAN MOI (MAICSA 7021367)
Company Secretaries

Kuching, Sarawak

21 March 2018

Notes:-

1. In respect of deposited securities, only members whose names appeared in the Record of Depositors as at 29 March 2018 shall be eligible to attend, speak and vote at the Meeting.
2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company and provision of Section 334(2) of the Companies Act, 2016 shall not apply to the Company.

There shall be no restriction as to the qualification of the proxy.

A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the Member to speak at the meeting.

3. Where a Member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act, 1991 (“SICDA”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
4. Where a Member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account (“omnibus account”), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

5. Where a Member or an authorised nominee or an exempt authorised nominee appoints two (2) or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
6. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if the appointor is a corporation, either under its Common Seal or under the hand of an officer or attorney duly authorised.
7. The instrument appointing a proxy must be deposited at the registered office of the Company at 8th Floor, Menara Zecon, No. 92, Lot 393, Section 5 KTL, Jalan Satok, 93400 Kuching, Sarawak not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.