



NOTICE OF THE TWENTY-EIGHTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Eighth (28th) Annual General Meeting ("AGM") of Zecon Berhad ("Zecon" or "the Company") will be held at Conference Room, 8th Floor, Menara Zecon, No. 92, Lot 393, Section 5 KTL D, Jalan Satok, 93400 Kuching, Sarawak on Monday, 16 December 2013 at 12.00 noon for the following purposes:

A G E N D A

- To receive the Audited Financial Statements for the financial year ended 30 June 2013 and the Reports of the Directors and Auditors thereon. (See Note 1)
- To approve the payment of Directors' fees in respect of the financial year ended 30 June 2013. Resolution 1
- To re-elect the following Directors who retire in accordance with Article 87 of the Company's Articles of Association and being eligible, offer themselves for re-election:- Resolution 2
i) Datuk Dr. Hj Yusof @ Josree bin Haji Yacob Resolution 3
ii) Dato' Abdul Majit bin Ahmad Khan Resolution 4
iii) Poh Lik Gan @ Poh Li Thong Resolution 5
- To re-appoint Messrs Ernst & Young as Auditors of the Company and to authorise the Directors to fix their remuneration for the ensuing year.

As Special Business

To consider and if thought fit, pass the following resolutions as Ordinary Resolution:-

- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965** Resolution 6
"THAT pursuant to Section 132D of the Companies Act, 1965 and subject always to the approval of the relevant authorities, the Directors of the Company be and are hereby empowered to issue shares in the Company from time to time and upon such terms and conditions and for such purposes as the Directors may deem fit provided that the aggregate number of shares to be issued during the preceding twelve (12) months pursuant to this resolution does not exceed 10% of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company unless revoked or varied by the Company at a general meeting."
- CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR** Resolution 7
"THAT subject to passing of Ordinary Resolution 4, authority be and is hereby given to Mr. Poh Lik Gan @ Poh Li Thong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting."
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS' MANDATE")** Resolution 8

"THAT, subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company and its subsidiary companies shall be mandated to enter into the category of recurrent transactions of a revenue or trading nature and with those related parties as set out in the Circular to Shareholders dated 22 November 2013, provided that the transactions are in the ordinary course of business and are on terms 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.

THAT the authority conferred by the Proposed Shareholders' Mandate shall only continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- the expiration of the period within which the next AGM of the Company after the date it is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- revoked or varied by resolution passed by the shareholders in general meeting, whichever is earlier;

AND THAT the Directors of the Company and its subsidiaries be and are hereby authorised to complete and do such acts and things (including executing such documents as may be required) to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

- To transact any other ordinary business of which due notice shall have been given in accordance with the Company's Articles of Association and the Companies Act, 1965.

By order of the Board

Koh Fee Lee (MAICSA 7019845)

Lim Poh Yen (MAICSA 7009745)

Company Secretaries

Kuching

Dated: 22 November 2013

Notes:-

1. Audited Financial Statements for the Financial Year Ended 30 June 2013

The Audited Financial Statements in Item 1 of the Agenda is meant for discussion only as approval from shareholders is not required pursuant to the provision of Section 169(1) of the Companies Act, 1965. Hence, this Agenda is not put forward for voting by shareholders of the Company.

2. Appointment of Proxy

- In respect of deposited securities, only members whose names appeared in the Record of Depositors as at 9 December 2013 shall be eligible to attend, speak and vote at the Meeting.
- A member entitled to attend and vote at this 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 149 (1) (b) of the Companies Act, 1965 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
- 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.
- 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.
- 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.
- 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.
- 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 D, Jalan Satok, 93400 Kuching, Sarawak not less than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.

3. Explanatory Notes on Special Business

i) Ordinary Resolution 6 - Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965

The proposed Ordinary Resolution 6, if passed, will empower the Directors to issue shares from time to time provided that the aggregate nominal value of the shares to be issued during the preceding twelve (12) months does not exceed 10% of the issued and paid-up share capital of the Company for the time being, for such purposes as the Directors consider would be in the interests of the Company. This authority unless revoked or varied at a general meeting will expire at the next Annual General Meeting ("AGM"). The Company has not issued any new shares pursuant to Section 132D of the Companies Act, 1965 under the general authority which was approved by the shareholders of the Company at the Twenty-Seventh (27th) AGM held on 25 June 2012 and which will lapse at the conclusion of the 28th AGM to be held on 16 December 2013. A renewal of this authority is being sought at the 28th AGM under Ordinary Resolution 6.

The renewal of the general mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, acquisition and/or for issuance of shares as settlement of purchase consideration.

ii) Ordinary Resolution 7 - Continuing in Office as Independent Non-Executive Director

In accordance with the Malaysian Code on Corporate Governance 2012, the Remuneration & Nomination Committee recommended Mr. Poh Lik Gan @ Poh Li Thong, who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine years, to continue to serve the Company in the same capacity, based on the following justifications:-

- he has met the criteria of an Independent Director pursuant to the Main Market Listing Requirement of Bursa Securities;
- he has devoted sufficient time and attention to his professional obligations as the Audit Committee Chairman.
- he being a highly qualified and calibre person has provided the Board with diverse set of experience, skills and expertise in exercising his roles and responsibilities.

iii) Ordinary Resolution 8 - Proposed Shareholders' Mandate

The proposed Ordinary Resolution 8 if passed, will authorise the Company and its subsidiaries to enter into recurrent transactions pursuant to Paragraph 10.09 of the Main Market Listing Requirements of Bursa Securities involving the interests of related parties, which are of a revenue or trading nature, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. Further information on the Proposed Shareholders' Mandate is set out in the Circular to Shareholders dated 22 November 2013, which is despatched together with the Company's Annual Report 2013.