

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty Eighth (28th) Annual General Meeting ("AGM") of Ekskons Corporation Berhad will be held at LA Hotel, MPT No.299, Jalan St. Patrick (Off Jalan Belunlu), 91000 Tawau, Sabah, Malaysia on Wednesday, 26 September 2018 at 3.00 p.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 March 2018 together with the Reports of the Directors and the Auditors thereon.
Please refer to Explanatory Note (i) below.
2. To re-elect the following Directors who are retiring pursuant to Article 93 of the Company's Constitution:
(a) Dr. Lai Mei Ling (Resolution 1)
(b) Dato' Philip Chan Hon Keong (Resolution 2)
Please refer to Explanatory Note (ii) below.
3. To approve the payment of Directors' fees of RM182,160.00 in respect of the financial year ended 31 March 2018.
Please refer to Explanatory Note (iii) below.
4. To approve the payment of Directors' benefits to the Non-Executive Directors up to an amount of RM16,500.00 from the conclusion of the AGM to the next AGM of the Company.
Please refer to Explanatory Note (iii) below.
5. To re-appoint Messrs Ernst & Young as Auditors of the Company for the ensuing year and to authorise the Board to fix their remuneration. (Resolution 5)

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following Ordinary Resolutions:

6. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS (Resolution 6)
"THAT subject to passing of Resolution 1, approval be given to Dr. Lai Mei Ling, who has served as Independent Director of the Company for more than twelve (12) years, to continue to act as Independent Director of the Company."
Please refer to Explanatory Note (iv) below.
7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE (Resolution 7)
"THAT pursuant to Paragraph 10.09 of the Main Market Listing Requirements ("MMLR") of the Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be hereby given to the Company and/or its subsidiaries to enter into and give effect to the RRPT of a revenue or trading nature which are necessary for its day-to-day operations and with those Related Parties as specified in Section 2.4 of Part A of the Circular to Shareholders of the Company dated 31 July 2018 subject further to the following:-
(a) the transactions are carried out at arm's length, on normal commercial terms which are 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; and
(b) disclosure is made in the Annual Report of the aggregate value of transactions conducted pursuant to the Shareholders' Mandate during the financial year in which the Shareholders' Mandate remains in force based on the following information:-
(i) the type of the Recurrent Transactions made; and
(ii) the names of the Related Parties involved in each type of the Recurrent Transactions made and their relationships with the Company;

and any other arrangements and/or transactions as are incidental thereto;

AND THAT such authority shall commence immediately upon the passing of this resolution and shall continue to be in force until:-

- (a) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at the said AGM, the mandate is renewed;
- (b) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (c) revoked or varied by resolution passed by the shareholders in a general meeting;

whichever is the earlier;

AND THAT the Directors of the Company be empowered to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature and transactions contemplated and/or authorised by this resolution."

Please refer to Explanatory Note (v) below.

8. PROPOSED RENEWAL OF SHARE BUY BACK AUTHORITY (Resolution 9)
"THAT subject always to the Act, the provisions of the Company's Constitution, the MMLR of Bursa Securities and all other applicable laws, guidelines, rules and regulations, the Company be authorised, to the fullest extent permitted by law, to purchase such amount of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:-
(a) the aggregate number of shares purchased does not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company as quoted on Bursa Securities as at the point of purchase;
(b) an amount not exceeding the Company's audited retained profits account for the financial year ended 31 March 2018 at the time of purchase(s) will be allocated by the Company for the purchase of own shares; and
(c) the Directors of the Company may decide either to retain the shares as treasury shares or cancel all the shares or retain part of the shares so purchased as treasury shares and cancel the remainder or to resell the shares or distribute the shares as dividend.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will, subject to renewal thereat, expire at the conclusion of the next AGM of the Company following the passing of this Ordinary Resolution of the shareholders of the Company in a general meeting) but shall not prejudice the completion of purchase(s) by the Company before that aforesaid expiry date and in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto, and the guidelines issued by Bursa Securities and/or any other relevant authorities;

AND THAT authority be given unconditionally and generally to the

Directors of the Company to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act, 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties) to implement, finalise and give full effect to the aforesaid purchase(s) with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities in such manner as permitted under Section 127 of the Act from time to time and with the fullest power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the purchased shares or to resell the shares or distribute the shares as dividends) in accordance with the Act, the provisions of the Company's Constitution and the requirements and/or guidelines of Bursa Securities for the Main Market and all other relevant governmental and/or regulatory authorities."

Please refer to Explanatory Note (vi) below.

9. To transact any other business of the Company of which due notice shall have been given.

BY ORDER OF THE BOARD
WONG CHOOI FUN (MAICSA 7027549)
GOH CHOOI WOAN (MAICSA 7056110)
Company Secretaries
Selangor Darul Ehsan
31 July 2018

Note:

Members entitled to attend

- 1) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 20 September 2018 ("General Meeting Record of Depositors") shall be eligible to attend, speak and vote at the meeting or appoint proxy(ies) to attend and/or vote in his/her stead.

Appointment of proxy

- 2) A member of the Company entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend and vote in his stead. When a member appoints more than one (1) proxy, the appointments shall be invalid unless the proportion of the shareholdings to be represented by each proxy is specified. A proxy need not be a member of the Company and a member may appoint any person to be his/her proxy without limitation.
- 3) 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 shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- 4) The instrument appointing a proxy(ies) must be deposited at the registered office of the Company at TB 4327, Block 31, 2nd Floor, Fajar Complex, Jalan Haji Karim, 91000 Tawau, Sabah, Malaysia (Attn.: The Company Secretaries) not less than twenty-four (24) hours before the time appointed for the taking of the poll or any adjournment thereof.
- 5) The instrument appointing a proxy(ies) shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if such appointer is a corporation, under its common seal or the hand of an officer or attorney duly authorised. Any alteration to the proxy form must be initiated.
- 6) By submitting the duly executed proxy form, a member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010 for the purposes of this meeting and any adjournment thereof.

Voting by poll

- 7) All resolutions as set out in this notice of general meeting shall be voted by poll.

Explanatory Notes

- (i) Audited Financial Statements
This Agenda is meant for discussion only pursuant to the provision of Section 340(1)(a) of the Act of which does not require shareholders' approval for the Audited Financial Statements. Hence, is not put forward for voting.
- (ii) Re-election of retiring Directors
The retiring Directors, Dr. Lai Mei Ling and Dato' Philip Chan Hon Keong are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election.
- (iii) Payment of Directors' fees and benefits
In compliance with Section 230(1) of the Act, the Company is requesting shareholders' approval for the payment of Directors' fees and benefits.
Resolution 3 is on the payment of Directors' fees for the financial year ended 31 March 2018.
Resolution 4 is to facilitate the payment of Directors' benefits to the Non-Executive Directors from the conclusion of the AGM up to the next AGM of the Company, calculated based on the current Board size. In the event the proposed amount is insufficient (due to enlarged Board size), approval will be sought at the next AGM for additional fees to meet the shortfall.
The estimated amount of RM16,500.00 is derived from a total of RM10,500.00 for the financial year ending 31 March 2019 and a total of RM6,000 for the period from 1 April 2019 until the next AGM in 2019.
- (iv) Continuation in office as Independent Directors
The proposed Ordinary Resolution 6, if passed, will enable Dr. Lai Mei Ling ("Dr. Lai") be retained and continue to act as Independent Directors of the Company. The Nomination Committee has considered the assessment of Dr. Lai who has served as an Independent Director of the Company for over twelve (12) years, and has recommended to the Board that she should be retained as an Independent Director of the Company. The Board has collectively agreed that Dr. Lai meets the criteria of character, experience, integrity and competency in discharging her duties as an Independent Director. In carrying out her duties, Dr. Lai has met the high standards required for an Independent Director and has been impartial in all Board deliberations. Her knowledge and experience is invaluable to the Company. The Board therefore seeks the shareholders' approval to retain Dr. Lai as an Independent Director of the Company at the AGM of the Company and that the approval of the shareholders be sought through a two-tier voting process pursuant to the Practice 4.2, Principle A (I) of the Malaysian Code on Corporate Governance 2017.
The proposed Ordinary Resolution 7, if passed, will enable Dato' Philip Chan Hon Keong ("Dato' Philip") be retained and continue to act as Independent Directors of the Company. The Nomination Committee has considered the assessment of Dato' Philip who has served as an Independent Director of the Company for over nine (9) years, and has recommended to the Board that he should be retained as an Independent Director of the Company. The Board has collectively agreed that Dato' Philip meets the criteria of character, experience, integrity and competency in discharging his duties as an Independent Director. In carrying out his duties, Dato' Philip has met the high standards required for an Independent Director and has been impartial in all Board deliberations. His knowledge and experience is invaluable to the Company. The Board therefore seeks the shareholders' approval to retain Dato' Philip as an Independent Director of the Company at the AGM of the Company.
- (v) Proposed renewal of Shareholders' Mandate for RRPT of a revenue or trading nature
The proposed Ordinary Resolution 8, if passed, will provide a renewed mandate for the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with Related Parties in the ordinary course of business based on commercial terms which are not more favourable to the Related Parties than those generally available to the public and which are necessary for the Group's day-to-day operations. This mandate shall lapse at the conclusion of the next AGM of the Company unless authority for the renewal is obtained from the shareholders of the Company at a general meeting. Please refer to the Circular to Shareholders in relation to Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature dated 31 July 2018 which is despatched together with this Annual Report for more information.
- (vi) Proposed renewal of authority for the Company to purchase its own shares
The proposed Ordinary Resolution 9, if passed, will give the Directors of the Company the authority to take all such steps as are necessary or expedient to implement, finalise, complete and/or effect the purchase(s) of Shares by the Company as the Directors may deem fit and expedient in the best interest of the Company. This mandate shall lapse at the conclusion of the next AGM of the Company unless authority for the renewal is obtained from the shareholders of the Company at a general meeting. Please refer to the Circular to Shareholders in relation to Proposed Renewal of Authority for the Company to Purchase its Own Shares dated 31 July 2018 which is despatched together with this Annual Report for more information.