

EKSON CORPORATION BERHAD
(Company No. 205814-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twenty-Ninth (29th) Annual General Meeting ("AGM") of Eksons Corporation Berhad will be held at LA Hotel, MPT No.299, Jalan St. Patrick (Off Jalan Belunu), 91000 Tawau, Sabah, Malaysia on Wednesday, 25 September 2019 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 2019 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) Tay Hua Sin Resolution 1
 - (b) Tan Sri Datuk Amar (Dr) Haji Abdul Aziz Bin Dato Haji Husain Resolution 2
3. To approve the payment of Directors' fees of RM182,160.00 in respect of the financial year ended 31 March 2019.
Please refer to Explanatory Notes (ii) 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 Notes (ii) 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.

AS SPECIAL BUSINESS

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

6. CONTINUATION IN OFFICE AS INDEPENDENT DIRECTORS
"THAT approval be given to Dr. Lai Mei Ling to continue to act as Independent Director of the Company."
Please refer to Explanatory Notes (iii) below.
7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE ("PROPOSAL")
"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 26 July 2019 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 the Companies Act 2016 ("the Act") but shall not extend to such extension as may be allowed pursuant to the Act; or
 - (c) revoked or varied by a 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 Proposal and transactions contemplated and/or authorised by this resolution."

Please refer to Explanatory Note (iv) below.

8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY
"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 2019 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 thereof, expire at the conclusion of the next AGM of the Company following the passing of this Ordinary Resolution (unless earlier revoked or varied by an 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 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 Notes (v) below.

To consider, and if thought fit, to pass the following Special Resolution:

9. PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY
"THAT approval be given to the Company to revoke the existing Memorandum and Articles of Association ("M&AA") in its entirety with immediate effect and in place thereof, the proposed new Constitution as appended in Appendix A and despatched together with the Company's Annual Report for the financial year ended 31 March 2019 be adopted as the Constitution of the Company.

Special Resolution 1

THAT henceforth, the Constitution shall bind the Company, the Members and the Directors to the same extent as if the Constitution had been signed and sealed by each Member and Director to observe all the provision of the Constitution.

AND THAT the Directors of the Company be authorised to do all acts, deeds and things as are necessary and/or expedient with full powers to assent to any variations, modifications and/or amendments as may be required by any relevant authorities to give full effect to the foregoing."

10. 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
26 July 2019

Note:

Members entitled to attend

- 1) In respect of deposited securities, only a depositor whose name appears on the Record of Depositors as at 18 September 2019 ("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, participate, speak 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 Secretary) 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 appointor or of his attorney duly authorised in writing or if such appointor 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 the general meeting shall be voted by poll.

Registration of Members/Proxies

- 8) Registration of members/proxies attending the meeting will commence thirty (30) minutes before meeting time. Members/proxies are required to produce identification documents for registration.

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, it is not put forward for voting.

(ii) 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 2019.

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 2020 and a total of RM6,000.00 for the period from 1 April 2020 until the next AGM in 2020.

(iii) Continuation in office as Independent Directors

The proposed Resolutions, if passed, will enable Dr. Lai Mei Ling ("Dr. Lai") and 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 Dr. Lai and Dato' Philip who have served as Independent Directors of the Company for over twelve (12) years and have recommended to the Board that they should be retained as Independent Directors of the Company. The Board has collectively agreed that Dr. Lai and Dato' Philip meet the criteria of character, experience, integrity, and competency in discharging their duties as Independent Directors. In carrying out their duties, Dr. Lai and Dato' Philip have met the high standards required for Independent Directors and have been impartial in all Board deliberations. Their knowledge and experience are invaluable to the Company. The Board, therefore, seeks the shareholders' approval to retain Dr. Lai and Dato' Philip as Independent Directors at the AGM and that the approval of the shareholders be sought through a two-tier voting process pursuant to the Practice 4.2, Principle A (II) of the Malaysian Code on Corporate Governance 2017.

(iv) Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature

The proposed Resolution, 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 Company'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 26 July 2019 which is despatched together with this Annual Report for more information.

(v) Proposed renewal of share buy-back authority

The proposed Resolution, 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 Share Buy-Back Authority dated 26 July 2019 which is despatched together with this Annual Report for more information.

(vi) Proposed Adoption of the New Constitution of the Company

The proposed Resolution, if passed, will align the Constitution of the Company, to provide clarity and consistency with the amendments pursuant to the following laws and regulations:

- (i) The Act which came into effect on 31 January 2017;
- (ii) The amended Malaysian Code on Corporate Governance which was released on 26 April 2017; and
- (iii) The amended MMLR of Bursa Securities which was issued on 29 November 2017.

In view of the substantial amendments to be made on the M&AA, the Directors proposed that the existing M&AA be revoked in its entirety with immediate effect and by the replacement thereof with a new Constitution. The details of the proposed new Constitution are appended in Appendix A and despatched together with this Annual Report be circulated to the Shareholders in due course.