

**NOTICE OF DEFERMENT OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Thirtieth (30th) Annual General Meeting ("AGM") of Eksons Corporation Berhad be deferred to Thursday, 12 November 2020 at 3.00 p.m. to be held in LA Hotel, MPT No. 299, Jalan St. Patrick (Off Jalan Belunu), 91000 Tawau, Sabah, Malaysia, to transact the following businesses:

**AGENDA**

**AS ORDINARY BUSINESS**

- |   |   |
|---|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 March 2020 together with the Reports of the Directors and the Auditors thereon.  | <i>Please refer to Explanatory Notes (i) below.</i><br>Resolution 1   |
| 2. To approve the declaration of a Final Single Tier Dividend for the financial year ended 31 March 2020 via a share dividend distribution of Treasury Shares in the ratio of 1 Treasury Share for every 100 existing Ordinary Shares held, fractions of Treasury Shares will be disregarded. | Resolution 2<br>Resolution 3<br>Resolution 4  |
| 3. To re-elect the following Directors who were appointed during the year and retire pursuant the Company's Constitution and being eligible, have offered themselves for re-election:<br><br>(a) Mr Tang Seng Fatt<br>(b) Mr Koay Kah Ee<br>(c) Encik Nik A.Majid Bin Mohd. Kamil             | Resolution 5<br><br><i>Please refer to Explanatory Notes (i) below.</i><br>Resolution 6<br><br><i>Please refer to Explanatory Notes (ii) below.</i><br>Resolution 7 |
| 4. To approve the payment of Directors' fees of RM346,480 in respect of the financial year ended 31 March 2020.   | Resolution 8  |
| 5. To approve the payment of Directors' benefits for an amount up to RM25,500 from the conclusion of the AGM until the next AGM of the Company.   | <i>Please refer to Explanatory Notes (ii) below.</i><br>Resolution 9  |
| 6. 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 7  |

**AS SPECIAL BUSINESS**

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

- |   |  |
|---|--|
| 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE | Resolution 8<br><br><i>Please refer to Explanatory Note (iii) below.</i> |
|---|--|

"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 August 2020 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;

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 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 Proposed Renewal of Shareholders' Mandate for RRPT of a revenue or trading nature and transactions contemplated and/or authorised by this resolution."

- |   |   |
|---|---|
| 8. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY | Resolution 9<br><br><i>Please refer to Explanatory Note (iv) below.</i> |
|---|---|

"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 2020 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 a 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 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."

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

**NOTICE OF DIVIDEND ENTITLEMENT**

NOTICE IS HEREBY GIVEN that, subject to the shareholders' approval at the above AGM, a Final Single Tier Dividend for the financial year ended 31 March 2020 via a share dividend distribution of Treasury Shares in the ratio of 1 Treasury Share for every 100 existing Ordinary Shares held, fractions of Treasury Shares will be disregarded, will be credited on 8 December 2020 to depositors whose names appear in the Record of Depositors on 24 November 2020.

A Depositor shall qualify for entitlement only in respect of:

- (a) shares transferred to the Depositor's Securities Account before 4.30 p.m. on 24 November 2020 in respect of the transfer; and
- (b) shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

**BY ORDER OF THE BOARD**

WONG CHOOI FUN (SSM PC No. 201908002976) (MAICSA 7027549)  
GOH CHOOI WOAN (SSM PC No. 201908000145) (MAICSA 7056110)  
Company Secretaries

Date: 23 September 2020

**Notes:**

**Members entitled to attend**

- 1) Only depositors whose names appear in the record of depositors as at 5 November 2020 shall be regarded as members and entitled to attend, speak and vote at the meeting or appoint a proxy or proxies to attend and/or vote in his stead.

**Appointment of proxy**

- 2) A member entitled to attend and vote at the meeting is entitled to appoint up to two (2) proxies to attend, participate, speak and vote at the same meeting instead of him and that a proxy may but need not be a member of the Company and there shall be no restriction as to the qualification of the proxy.
- 3) Where a Member 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 appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
- 4) A Member who is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("SICDA") may appoint not more than two (2) proxies in respect of each Securities Account it holds with ordinary shares of the Company standing to the credit of the said Securities Account.  
  
Where a Member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 as defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- 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 initialled.
- 6) The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, 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 forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or, in the case of a poll, not less than twenty-four (24) hours before the time for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
- 7) 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 this meeting and any adjournment thereof.

**Voting by-poll**

- 8) The resolutions as set out in this notice of the general meeting shall be voted by-poll.

**Registration of Members/Proxies**

- 9) 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.

The proposed Resolutions, if passed, will facilitate the payment of:

- Directors' fees for the financial year ended 31 March 2020.
- Directors' benefits from the conclusion of the AGM up to the next AGM of the Company, is 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 RM25,500 is derived from a total of RM16,500 for the financial year ending 31 March 2021 and a total of RM9,000 for the period from 1 April 2021 until the next AGM in 2021.

(iii) Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a revenue or trading nature

The proposed Resolution, if passed, will allow the Company and/its Group to enter into Recurrent Related Party Transactions of a revenue or trading nature pursuant to the provisions of the Main Market Listing Requirements of the Bursa Malaysia Securities Berhad.

Please refer to the Circular/ Statement to Shareholders dated 26 August 2020 for further information.

(iv) Proposed renewal of share buy-back authority

The proposed Resolution, if passed, will allow the Company to purchase its shares up to 10% of the total issued share capital of the Company by utilising the funds allocated which shall not exceed the total retained profits of the Company.

Please refer to the Circular/ Statement to Shareholders dated 26 August 2020 for further information.