

NOTICE OF THIRTY FIRST (31st) ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty First (31st) Annual General Meeting ("AGM") of Eksons Corporation Berhad will be conducted on a fully virtual basis from the Broadcast Venue at Mega Corporate Services Sdn. Bhd. of Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 23 September 2021 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 2021 together with the Reports of the Directors and the Auditors thereon. *Please refer to Explanatory Notes (i) below.*
2. To re-elect the following Directors who are retiring pursuant to the Company's Constitution and being eligible, have offered themselves for re-election:
 - (a) Mr Tay Hua Sin Resolution 1
 - (b) Dato' Philip Chan Hon Keong Resolution 2
3. To approve the payment of Directors' fees of RM325,320 in respect of the financial year ended 31 March 2021. *Please refer to Explanatory Notes (ii) below.*
4. 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. *Please refer to Explanatory Notes (iii) below.*
5. To appoint Messrs Crowe Malaysia PLT as Auditors of the Company in place of the retiring auditors, Messrs Ernst & Young PLT for the ensuing year and to authorise the Board to fix their remuneration. *Please refer to Explanatory Notes (iii) below.*

AS SPECIAL BUSINESS

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

6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPT") OF A REVENUE OR TRADING NATURE Resolution 6

Please refer to Explanatory Note (iv) below.

"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 the Circular to Shareholders of the Company dated 25 August 2021 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."

7. PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY Resolution 7

Please refer to Explanatory Note (v) below.

"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 2021 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."

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

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

25 August 2021

Notes:

Fully Virtual AGM

The Meeting will be conducted on a fully virtual basis. Members are advised to refer to the **Administrative Notes** for the AGM on the registration and voting process. No physical attendance is allowed.

- 1) Only depositors whose names appear in the record of depositors as at 13 September 2021 shall be regarded as members and entitled to attend, participate, speak and vote at the meeting or appoint a proxy or proxies 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 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 notarial certified copy of such power or authority, must be deposited through any one of the following methods and within the relevant timelines, and in default, the instrument appointing a proxy shall not be treated as valid:

	Place	Timeline
Physical instrument/ hard copy	To be deposited at the office of the Poll Administrator: Mega Corporate Services Sdn. Bhd. Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.	Not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting. No later than Wednesday, 22 September 2021 at 3.00 p.m.
Electronic form/ soft copy	To email to AGM-support.Eksons@megacorp.com.my	Not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting.
Other methods	To register directly at https://vps.megacorp.com.my/dq4VRv For further information on the registration, kindly refer to the Administrative Notes.	No later than Tuesday, 21 September 2021 at 3.00 p.m.

- 7) Corporate representatives of the corporate shareholders must deposit their original or duly certified certificate of appointment of corporate representative through any one of the methods and within the relevant timelines as set out in note 6 above.
- 8) By submitting the instrument appointing a proxy/representative, a member and his/her proxy/representative 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

- 9) The resolutions as set out in this notice of the 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, 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 2021.
- 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 2022 and a total of RM9,000 for the period from 1 April 2022 until the next AGM in 2022.

- (iii) **Appointment of Auditors**

The existing Auditors of the Company, Messrs Ernst & Young PLT were re-appointed as the Auditors of the Company at the previous AGM to hold office until the conclusion of the next AGM. Messrs Ernst & Young PLT had indicated that they will not be seeking re-appointment as Auditors of the Company.

Based on the shareholder's nomination and in line with good corporate governance practice, the Audit Committee had undertaken an assessment of the suitability and independence of auditors and based on an interview, had recommended the appointment of Messrs Crowe Malaysia PLT as Auditors of the Company for financial year ending 31 March 2022.

The Board had reviewed the recommendation of the Audit Committee and agreed to nominate the appointment of Messrs Crowe Malaysia PLT as the new auditors in place of the retiring auditors, in the forthcoming AGM of the Company.

Messrs Crowe Malaysia PLT had accepted the nomination to act as the Auditors of the Company.

- (iv) **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 to Shareholders dated 25 August 2021 for further information.

- (v) **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 Statement to Shareholders dated 25 August 2021 for further information.