

EPICON BERHAD

200301015160 (617580-T)

(Incorporated in Malaysia)

Minutes of the Twenty-First Annual General Meeting (“Meeting” or “21st AGM”) of Epicon Berhad (“Epicon” or “the Company”) held at Ballroom V, Main Wing, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 18 June 2025 at 10:00 a.m.

Present at the Venue

Directors	:	Mr. Koong Wai Seng (Chairman) En. Ahmed Azhar bin Abdullah Dato’ Doh Tee Leong Ms. Loh Pek Mee Pn. Fahariah binti Abdul Wahab
Group Chief Executive Officer	:	Mr. Clement Valentine Toh Shu Yen
Chief Financial Officer	:	Ms. Tan Mon Swang
Company Secretary	:	Ms. Tea Sor Hua, Doreen
Assistant Company Secretaries	:	Mr. Haw Jia Wei, Alvin Pn. Nur Zulaikha Zainal
Auditors	:	Mr. Stephen Wan Yeng Leong Mr. Sam Yap Ooi Yong Ms. Shyn Yi Ms. Pei Shi (Moore Stephens Associates PLT)
Poll Administrator	:	En. Muhammad Aiman Pn. Zahidah Ismail (Boardroom Share Registrars Sdn. Bhd.)
Scrutineer	:	Ms. Salinah David Cik Nur Athierah Cik Aimmie Maisarah (SKY Corporate Services Sdn. Bhd.)

The attendance of Shareholders/Corporate Representatives/Proxies (collectively referred to as “Shareholders”), Management and Invitees as per the Attendance List.

OPENING REMARKS BY THE CHAIRMAN

Mr. Koong Wai Seng (“Chairman” or “Mr. Wai Seng”) was in the Chair. He extended a warm welcome to all present at the Meeting

The Chairman informed the Meeting that the purpose of the Meeting was to consider and, if thought fit, to approve the proposed resolutions as set out in the Notice convening the Meeting dated 30 April 2025 (“Notice of Meeting”).

Following that, the Chairman proceeded to introduce himself and his fellow members of the Board of Directors, including the Group Chief Executive Officer, Chief Financial Officer, Secretary and Auditors of the Company, who were present at the Meeting.

QUORUM

The requisite quorum being present pursuant to the Company's Constitution, the Chairman declared the Meeting duly convened.

PROXIES

The Chairman informed the Meeting that the Company had received proxy forms from 42 shareholders for a total of 165,227,246 ordinary shares representing 26.33% of the total number of issued ordinary shares of the Company within the prescribed time for convening the Meeting.

It was brought to the attention of the Meeting that the Chairman had been appointed by certain shareholders who were unable to participate in the Meeting, to vote on their behalf. Accordingly, he would be voting as their proxy in accordance with their voting instructions.

NOTICE OF MEETING

The Notice of Meeting having been circulated within the prescribed period, with the consent of the Shareholders present, was taken as read.

VOTING PROCEDURES

The Chairman confirmed with the Shareholders that they had received their "Voting Slips" at the registration counter earlier.

He advised the Meeting on the voting procedures as summarised below:-

- (a) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions as set out in the Notice of Meeting would be voted upon by poll.
- (b) The Company has appointed Boardroom Share Registrars Sdn. Bhd. as the Poll Administrator for the Meeting, whereas the results of the poll would be validated by SKY Corporate Services Sdn. Bhd., the Scrutineer appointed by the Company.
- (c) To ensure the efficiency of the proceedings of the Meeting, the poll voting shall only be conducted after consideration of all the items on the Agenda.

The Chairman informed the Meeting that Shareholders would be given the opportunity to raise questions or provide comments during the designated Question and Answer ("Q&A") session, which would take place after all items on the Agenda have been addressed.

He also reminded the Meeting that photography or any form of audio or video recording is not allowed during the conduct of the Meeting.

The Meeting then proceeded with the following businesses at hand.

TO RECEIVE THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 TOGETHER WITH THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON (“AUDITED FINANCIAL STATEMENTS”)

The Chairman informed the Meeting that the first item on the Agenda was to receive the Audited Financial Statements which had been circulated earlier to all shareholders within the prescribed period.

The Audited Financial Statements were tabled and laid before the Meeting for discussion only and would not be put forward for voting.

The Chairman declared that the Audited Financial Statements be noted and accepted.

ORDINARY RESOLUTION 1

TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND/OR BENEFITS OF UP TO RM360,000.00 FOR THE PERIOD COMMENCING FROM THE DATE IMMEDIATELY AFTER THIS 21ST AGM UNTIL THE DATE OF THE NEXT ANNUAL GENERAL MEETING (“AGM”) OF THE COMPANY

The Chairman informed the Meeting that the next item on the Agenda was to consider Ordinary Resolution 1 on the payment of Directors’ fees and/or benefits of up to RM360,000.00 for the period commencing from the date immediately after this 21st AGM until the date of the next AGM of the Company.

The Chairman informed the Meeting that pursuant to the best practices recommended under the Malaysian Code on Corporate Governance (“MCCG”), all the interested Directors who are also shareholders of the Company would abstain from voting on this resolution.

ORDINARY RESOLUTIONS 2 AND 3

TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 89 OF THE COMPANY’S CONSTITUTION:-

- (I) **DATO’ DOH TEE LEONG (ORDINARY RESOLUTION 2)**
 - (II) **MR. KOONG WAI SENG (ORDINARY RESOLUTION 3)**
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The Chairman informed the Meeting that Ordinary Resolution 2 concerned the re-election of Dato’ Doh Tee Leong as Director, while Ordinary Resolution 3 pertained to his own re-election. Both resolutions relate to the re-election of Directors retiring by rotation pursuant to Clause 89 of the Company’s Constitution (collectively referred to as the “Retiring Directors”).

He stated that both Retiring Directors, being eligible, have offered themselves for re-election. These resolutions seek the Shareholders’ endorsement for their continued service on the Board.

The Chairman expressed his appreciation to the Shareholders for their continued confidence and trust in their leadership.

ORDINARY RESOLUTION 4

TO RE-APPOINT MOORE STEPHENS ASSOCIATES PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Meeting then proceeded to consider Ordinary Resolution 4 on the re-appointment of Moore Stephens Associates PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

The Chairman further informed the Meeting that the retiring Auditors had indicated their willingness to continue in office.

SPECIAL BUSINESS – ORDINARY RESOLUTION 5

GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016

The Meeting continued to consider Ordinary Resolution 5 which was to seek a general mandate from the Shareholders for the Directors to issue and allot shares not exceeding ten per centum (10%) of the total number of issued shares of the Company for the time being pursuant to Sections 75 and 76 of the Companies Act ("10% General Mandate").

The Chairman informed the Meeting that:

- (a) The Mandate, unless revoked or varied by the Company at a general meeting, would expire at the conclusion of the next AGM of the Company or the expiration period within which the next AGM is required by law to be held, whichever is earlier.
- (b) The Mandate seeks to provide flexibility to the Company for any possible fund-raising activities, including but not limited to further placement of Shares, for the purpose of funding current and/or future project(s), working capital, acquisitions, investments and/or for issuance of shares as a form of settlement of purchase consideration or such other applications as the Directors may deem fit and expedient in the best interest of the Company.

SPECIAL BUSINESSES

ORDINARY RESOLUTION 6

PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED RENEWAL OF EXISTING SHAREHOLDERS' MANDATE")

ORDINARY RESOLUTION 7

PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW SHAREHOLDERS' MANDATE")

The Chairman informed the Meeting that Ordinary Resolutions 6 and 7 pertain to the Proposed Renewal of Existing Shareholders' Mandate and Proposed New Shareholders' Mandate for recurrent related party transactions of a revenue and/or trading nature which are necessary for the day-to-day operations of the Company and its subsidiaries ("the Group") (collectively referred to as "Proposed Shareholders' Mandate").

The Meeting noted that:

- (a) Further details of the Proposed Shareholders' Mandate were set out in the Circular to Shareholders dated 30 April 2025 ("Circular").
- (b) The interested Directors and major shareholders in the Proposed Shareholders' Mandate would abstain from voting in respect of their direct and indirect shareholdings on these resolutions. In addition, they have undertaken to ensure that persons connected to them would abstain from voting in respect of their direct and indirect shareholdings on these resolutions.

**SPECIAL BUSINESS – ORDINARY RESOLUTION 8
PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN
SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY
("PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY")**

The Chairman informed the Meeting that Ordinary Resolution 8 was to consider the Proposed Renewal of Share Buy-Back Authority.

The Meeting noted that:

- (a) The Proposed Renewal of Share Buy-Back Authority, unless revoked or varied by the Company at a general meeting, would expire at the next AGM of the Company.
- (b) Further details of the Proposed Renewal Share Buy-Back Authority could be found in the Share Buy-Back Statement to Shareholders dated 30 April 2025.

TO TRANSACT ANY OTHER BUSINESS OF WHICH DUE NOTICE SHALL HAVE BEEN GIVEN

The Chairman informed the Meeting that there was no notice of any other business being received by the Company.

Q&A SESSION

The Meeting moved on to the Q&A session.

As there were no questions from the floor, the Chairman declared the Q&A session closed. He then proceeded with the formalities of the polling process and announced that registration for attendance at the Meeting was officially closed.

POLLING PROCEDURES

The Company Secretary explained to the Shareholders the procedures for conducting the poll.

After the explanations, the Shareholders proceeded to cast their votes in respect of the resolutions as tabled by completing their voting slips.

The Company Secretary further informed the Meeting that, upon the close of voting, the Poll Administrator would require approximately 20 minutes to tabulate the results, which would subsequently be verified by the Scrutineer.

The Meeting was temporarily adjourned at 10.13 a.m. The Shareholders and Invitees were invited to enjoy a coffee break in the foyer outside the meeting room while awaiting the announcement of the polling results.

DECLARATION OF POLLING RESULTS

The Meeting resumed at 10:47 a.m.

The Chairman called the Meeting to order and announced the polling results for the resolutions based on the total votes cast as verified by the Scrutineer as outlined in “**Appendix I**” as annexed herewith.

With these results, the Chairman declared that all the resolutions as set out in the Notice of Meeting were duly **CARRIED** as follows:-

ORDINARY RESOLUTION 1

TO APPROVE THE PAYMENT OF DIRECTORS’ FEES AND/OR BENEFITS OF UP TO RM360,000.00 FOR THE PERIOD COMMENCING FROM THE DATE IMMEDIATELY AFTER THIS 21ST AGM UNTIL THE DATE OF THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY

“THAT the Directors’ fees and/or benefits of up to RM360,000.00 for the period commencing from 19 June 2025 until the date of the next Annual General Meeting of the Company, be approved for payment.”

ORDINARY RESOLUTIONS 2 AND 3

TO RE-ELECT THE FOLLOWING DIRECTORS WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 89 OF THE COMPANY’S CONSTITUTION:-

- (I) **DATO’ DOH TEE LEONG (ORDINARY RESOLUTION 2)**
 - (II) **MR. KOONG WAI SENG (ORDINARY RESOLUTION 3)**
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“THAT Dato’ Doh Tee Leong who retires by rotation pursuant to Clause 89 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

“THAT Mr. Koong Wai Seng who retires by rotation pursuant to Clause 89 of the Company’s Constitution, be and is hereby re-elected as Director of the Company.”

ORDINARY RESOLUTION 4

TO RE-APPOINT MOORE STEPHENS ASSOCIATES PLT AS AUDITORS OF THE COMPANY UNTIL THE CONCLUSION OF THE NEXT AGM AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

“THAT Moore Stephens Associates PLT be and is hereby re-appointed as Auditors of the Company to hold office until the conclusion of the next AGM of the Company at a remuneration to be agreed between the Directors and the Auditors.”

**SPECIAL BUSINESS - ORDINARY RESOLUTION 5
GENERAL AUTHORITY FOR THE DIRECTORS TO ISSUE AND ALLOT SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

“THAT subject always to the Constitution of the Company, the Act, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities, where required, the Directors of the Company, be and are hereby authorised and empowered pursuant to Sections 75 and 76 of the Act, to issue and allot new ordinary shares in the Company (“Shares”) to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total number of issued shares of the Company (excluding treasury shares, if any) at any point in time (“Mandate”) AND the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT the Mandate shall continue in force until the conclusion of the next AGM of the Company held next after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is the earlier.

AND THAT the new Shares to be issued pursuant to the Mandate, shall, upon issuance and allotment, rank pari passu in all respects with the existing shares of the Company, save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distribution that which may be declared, made or paid before the date of allotment of such new Shares.”

**SPECIAL BUSINESS – ORDINARY RESOLUTION 6
PROPOSED RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE FOR RECURRENT
RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE (“PROPOSED
RENEWAL OF EXISTING SHAREHOLDERS’ MANDATE”)**

“THAT authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements of Bursa Securities, for the Company and/or its subsidiaries (“Group”) to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3(i) of the Circular to Shareholders in relation to the Proposed Renewal of Existing Shareholders’ Mandate dated 30 April 2025 which are necessary for the day-to-day operations of the Group within the ordinary course of business of the Group, made on an arm’s length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company.

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

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed Renewal of Existing Shareholders’ Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or*
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,*

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed Renewal of Existing Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed Renewal of Existing Shareholders' Mandate in the best interest of the Company."

**SPECIAL BUSINESS – ORDINARY RESOLUTION 7
PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY
TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("PROPOSED NEW
SHAREHOLDERS' MANDATE")**

"THAT authority be and is hereby given in line with Paragraph 10.09 of the Listing Requirements of Bursa Securities, for the Group to enter into any of the recurrent related party transactions with the related parties as set out in Section 2.3(ii) of the Circular to Shareholders dated 30 April 2025 in relation to the Proposed New Shareholders' Mandate which are necessary for the day-to-day operations of the Company and/or its subsidiaries within the ordinary course of business of the Company and/or its subsidiaries, made on an arm's length basis and on normal commercial terms which are those generally available to the public and are not detrimental to the minority shareholders of the Company;

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

- (i) the conclusion of the next AGM of the Company following the general meeting at which the ordinary resolution for the Proposed New Shareholders' Mandate was passed, at which time it shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or*
- (ii) the expiration of the period within which the next AGM after that date it is required by law to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or*
- (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting,*

whichever is earlier.

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed New Shareholders' Mandate with full power to assent to all or any conditions, variations, modifications and/or amendments in any manner as may be required by any relevant authorities or otherwise and to deal with all matters relating thereto and to take all such steps and to execute, sign and deliver for and on behalf of the Company all such documents, agreements, arrangements and/or undertakings, with any party or parties and to carry out any other matters as may be required to implement, finalise and complete, and give full effect to the Proposed New Shareholders' Mandate in the best interest of the Company."

SPECIAL BUSINESS – ORDINARY RESOLUTION 8

PROPOSED RENEWAL OF THE AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY (“PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY”)

“THAT subject to the provisions of the Act, the provisions of the Constitution of the Company, the Listing Requirements of Bursa Securities and all prevailing laws, rules, regulations, orders, guidelines and requirements for the time being in force, approval and authority be and are hereby given to the Directors of the Company (“Director”), to the extent permitted by law, to purchase such number of ordinary shares of the Company (“EPICON Shares”) as may be determined by the Directors from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit, necessary and expedient in the best interest of the Company, provided that:

- (i) the maximum aggregate number of EPICON Shares which may be purchased and/or held as treasury shares shall not exceed 10% of the total number of issued shares in the Company at any point in time subject to compliance with the provisions of the Act, the Listing Requirements of Bursa Securities and/or any other relevant authorities;*
- (ii) the maximum amount of funds to be allocated for the Proposed Renewal of Share Buy-Back Authority shall not exceed the aggregate of the retained profits of the Company; and*
- (iii) the authority conferred by this resolution shall be effective immediately after the passing of this resolution and shall continue to be in force until:*
 - (a) the conclusion of the next AGM of EPICON following the general meeting at which the ordinary resolution for the Proposed Renewal of Share Buy-Back Authority is passed, at which time shall lapse, unless the authority is renewed by a resolution passed at the next AGM; or*
 - (b) the expiration of the period within the next AGM is required by law to be held; or*
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,*

whichever occurs first, but not so as to prejudice the completion of the purchase(s) by the Company of the EPICON Shares before the aforesaid expiry date and made in any event, in accordance with the provisions of the guidelines issued by Bursa Securities and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any other relevant government and/or regulatory authorities.

THAT the Directors be and are hereby authorised to deal with the EPICON Shares purchased under the Proposed Renewal of Share Buy-Back Authority, at their discretion, in the following manner:

- (i) cancel the purchased EPICON Shares; or*
- (ii) retain the purchased EPICON Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or resell in accordance with the relevant rules of Bursa Securities and/or transfer under an employees’ share scheme and/or transfer as purchase consideration; or*
- (iii) retain part of the purchased EPICON Shares as treasury shares and cancel the remainder.*

AND THAT the Directors be and are hereby authorised and empowered to do all acts and things and to take all such steps as necessary or expedient and to enter into and execute, on behalf of the Company, any instruments, agreements and/or arrangements with any person, and with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by Bursa Securities or any relevant regulatory authority, and/or as may be required in the best interest of the Company and to take all such steps as they may deem fit, necessary and expedient in the best interest of the Company in order to implement, finalise and give full effect to the Proposed Renewal of Share Buy-Back Authority.”

CONCLUSION

The Chairman concluded the Meeting and thanked all present. The Meeting was concluded at 10:51 a.m. with a vote of thanks to the chair.

CONFIRMED AS A CORRECT RECORD BY,

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CHAIRMAN
Koong Wai Seng