

ECOFIRST CONSOLIDATED BHD
Registration No. 197301001881 (15379-V)
(Incorporated in Malaysia)

Minutes of the Forty-Sixth Annual General Meeting of the Company held at Ballroom 1, Level 5, Summit Hotel Subang USJ, Persiaran Kewajipan USJ 1, 47600 UEP Subang Jaya, Selangor Darul Ehsan on Thursday, 24 October 2019 at 3.00 p.m.

PRESENT:

Board of Directors:

Dato' Syed Ariff Fadzillah Bin Syed Awalluddin – *Chairman*
Dato' (Dr) Teoh Seng Foo
Dato' Tiong Kwing Hee
Dato' Boey Chin Gan
Dato' Amos Siew Boon Yeong
Datuk Ng Hock Heng

IN ATTENDANCE:

Mr Yeoh Chong Keat – Company Secretary
Ms Tan Fong Shian – Company Secretary
Mr Cecil Chin Kim Chung – Messrs Russell Bedford LC & Company
Mr Loh Kok Leong – Messrs Russell Bedford LC & Company
Mr Teoh Wuey Sze – Messrs Russell Bedford LC & Company
Mr Gavin Foo Tun Xiang – Messrs Russell Bedford LC & Company

The attendance of Members/Corporate Representatives/Proxies are as per the Attendance List.

1. **INTRODUCTION**

Dato' Syed Ariff Fadzillah Bin Syed Awalluddin, the Chairman of the Board of Directors (“Dato' Chairman”), extended a warm welcome to all members present at the Company’s Forty-Sixth Annual General Meeting (“AGM” or “Meeting”) for the purpose of considering the business of the Company as set out in the Notice of AGM to members dated 25 September 2019.

Before proceeding with the Meeting proper, Dato' Chairman introduced to the Meeting all the other members of the Board of Directors and the Company Secretary.

2. **QUORUM AND SHAREHOLDERS' RIGHTS AS TO VOTING**

Upon confirming the presence of a quorum with the Company Secretary, Dato' Chairman duly called the Meeting to order.

The Company Secretary was called upon by Dato' Chairman to explain how the shareholders present in person or by proxy or representative, may exercise their voting rights at the Meeting. In line with the requirements of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the AGM would be conducted on a poll.

Dato' Chairman informed that he would exercise his right as the Chairman of the Meeting to demand for a poll in accordance with Article 75 of the Company's Constitution in respect of all Ordinary Resolutions which would be put to vote at the Meeting.

Dato' Chairman further informed that the polling process for all the resolutions would be conducted upon the completion of the deliberation of all items to be transacted at the AGM. The Company has appointed Boardroom Share Registrars Sdn Bhd (formerly known as Symphony Share Registrars Sdn Bhd) as the Poll Administrators to conduct the polling process and Archer Consulting Group Sdn Bhd as the Scrutineers to verify the poll results.

3. **NOTICE**

There being no objection, the Notice convening the Meeting, having been circulated earlier to all the members of the Company within the prescribed notice period, was taken as read.

Dato' Chairman informed that in order to facilitate the orderly conduct of the Meeting, question & answer sessions would be held after the Meeting had procedurally moved each motion.

4. **AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Audited Financial Statements ("AFS") of the Company for the financial year ended 31 May 2019 ("FY2019") together with the Directors' and Auditors' Reports thereon which had been circulated earlier to all members of the Company within the statutory period were tabled and laid before the Meeting.

Dato' Chairman informed the Meeting that the Company has received a letter dated 11 October 2019 from the Minority Shareholders Watch Group (MSWG) enquiring on certain issues in relation to the Audited Financial Statements and corporate governance matter.

On the invitation of Dato' Chairman, Mr Tan Hun Lim ("Mr Tan"), the Financial Controller of the Group, to read out the questions submitted by the MSWG and the Company's responses as per the slide presentation attached as Appendix I.

After Mr Tan concluded his presentation, Dato' Chairman invited questions from the floor. The Meeting then engaged in an active question and answer session where queries on the Group's accounts, future plans/new projects and dividend policy.

The shareholders raised the following questions on the business and operations of the Group which were duly responded by Dato' Ting Kwing Hee ("Dato' Tiong"), the Group Chief Executive Office and Mr Tan:-

- i) Note 18 – Trade Receivables, the outstanding receivables consist of amongst other, rental from tenant and balance of purchase consideration from purchasers.

- ii) Page 149 of the Annual Report 2019 (“AR2019”), Particulars of Group Properties, the 66 units of condominiums held under EcoFirst Land Sdn Bhd are the unsold units of the Upper East project.
- iii) The Company to consider including the Statements of Comprehensive Income and Statements of Financial Position in the abridged version of future annual reports.
- iv) On page 61 of the AR2019, the net allowance for expected credit loss of receivables of RM6.572 million was mainly provision of amount due from a former subsidiary of the Company, which operates a bowling center, disposed during the financial year.
- v) The increase in Finance cost on page 61 of the AR2019 was due to charged-out of the borrowing costs of the future development projects of the Group as a result of the new accounting standards.
- vi) Note 8 – Finance Costs, under Property development activities the amount has reduced substantially from RM14.541 million in FY2018 to RM2.028 million as interest cost on capitalisation of borrowing costs has reduced.
- vii) The launching of Phase 2 of Ampang Ukay has been delayed and is expected to be launch in the fourth quarter of year 2020. In the meantime, the Company has earmarked another project within Klang Valley to be launched in first quarter of year 2020.
- viii) The Company is in the midst of finalising the masterplan for Ampang Ukay to be submitted to the relevant authorities for approval. Upon the successful launching of the new project within Klang Valley as well as Phase 2 of Ampang Ukay, Management will be able to look into declaration of dividend in the next financial year.

There being no further questions raised, the AFS of the Company for FY2019 together with the Directors’ and Auditors’ Reports thereon as laid before the Meeting were declared by Dato’ Chairman to be duly received.

5. ORDINARY RESOLUTION 1
APPROVAL OF DIRECTORS’ FEES

Ms Chew Yet Gor (“Ms Chew”) proposed and Ms Sally Tang seconded the following motion:-

“THAT the payment of the Directors’ Fees amounting to RM248,000.00 for the financial year ended 31 May 2019 be and is hereby approved.”

Dato’ Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting. He then invited questions from the floor.

As there were no questions from the floor, Dato’ Chairman proceeded to the next item on the agenda.

6. **ORDINARY RESOLUTION 2**
APPROVAL OF DIRECTORS' BENEFITS AND ALLOWANCES

Ms Chen Soo Fui proposed and Ms Lim Bee Teng ("Ms Lim") seconded the following motion:-

"THAT the payment of Directors' benefits and allowances of up to RM60,000.00 from 25 October 2019 until the conclusion of the next annual general meeting of the Company be and is hereby approved."

Dato' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting. He then invited questions from the floor.

There being no questions from the floor, Dato' Chairman proceeded to the next item on the agenda.

7. **ORDINARY RESOLUTIONS 3 & 4**
RE-ELECTION OF DIRECTORS

As the next resolution involved Dato' Chairman's re-election as Director of the Company, Dato' Chairman passed the Chair to Dato' (Dr) Teoh Seng Foo ("Dato' (Dr) Teoh"), the President/Executive Director of the Company.

Dato' (Dr) Teoh informed the floor that pursuant to the Company's Constitution, Dato' Chairman retires by rotation and being eligible, had offered himself for re-election.

Mr Pang Hock Chuen ("Mr Pang") proposed and Ms Heu Yoke Lan seconded the following motion:-

"THAT Dato' Syed Ariff Fadzillah Bin Syed Awalluddin, the Director who was retiring by rotation pursuant to the Company's Constitution, and being eligible, be and is hereby re-elected to the Board."

The following motion on re-election of Dato' Amos Siew Boon Yeong ("Dato' Amos Siew") was proposed by Puan Suhada Binti Yusof and duly seconded by Ms Lim:-

"THAT Dato' Amos Siew, the Director who was retiring by rotation pursuant to the Company's Constitution, and being eligible, be and is hereby re-elected to the Board."

Dato' (Dr) Teoh informed that the poll would be conducted upon completion of the remaining business of the Meeting. He then invited questions from the floor.

There being no questions from the floor, Dato' (Dr) Teoh passed the Chair back to Dato' Chairman.

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8. **ORDINARY RESOLUTION 5**
RE-APPOINTMENT OF AUDITORS

Upon the proposal by Ms Loh Ying Kuan (“Ms Loh”) and duly seconded by Ms Yau Yoke Chin, the following motion was moved:-

“THAT Messrs Russell Bedford LC & Company be and are hereby re-appointed as the Company’s Auditors and to hold office until the conclusion of the next AGM AND THAT the Directors be and are hereby authorised to determine their remuneration.”

There being no questions raised from the floor, Dato’ Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

9. **SPECIAL BUSINESS – ORDINARY RESOLUTIONS 6 & 7**
– **RETENTION OF DATO’ SYED ARIFF FADZILLAH BIN SYED AWALLUDDIN AS INDEPENDENT NON-EXECUTIVE DIRECTOR**
– **RETENTION OF DATO’ AMOS SIEW BOON YEONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR**

Dato’ Chairman informed the floor that the next resolution concerned his own retention as an Independent Non-Executive Director of the Company and the Chair was handed over to Dato’ (Dr) Teoh to proceed with the next two (2) items on the agenda.

Dato’ (Dr) Teoh informed the floor that the next two (2) items were to seek shareholders’ approval for the retention of Dato’ Syed Ariff Fadzillah Bin Syed Awalluddin (“Dato’ Syed Ariff”) and Dato’ Amos Siew who have served on the Board of the Company for more than twelve (12) years as Independent Non-Executive Directors of the Company. The Board of Directors, after having assessed the independence of Dato’ Syed Ariff and Dato’ Amos Siew, considered them to be independent based on the justifications as contained in the Corporate Governance (“CG”) Report 2019 and had recommended that Dato’ Syed Ariff and Dato’ Amos Siew be retained as Independent Non-Executive Directors of the Company and to hold office until the conclusion of the next AGM.

Dato’ (Dr) Teoh informed the floor that the resolutions on the proposed retention of Dato’ Syed Ariff and Dato’ Amos Siew will be voted through a two-tier voting process.

The following motion was proposed by Mr Tan and seconded by Ms Lim:-

“THAT Dato’ Syed Ariff Fadzillah Bin Syed Awalluddin be and is hereby retained and continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities.”

Ms Sally Tang proposed and Mr Pang seconded the following motion:-

“THAT Dato’ Amos Siew Boon Yeong be and is hereby retained and continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities.”

There being no questions raised from the floor, Dato' (Dr) Teoh informed that the poll would be conducted upon completion of the remaining business of the Meeting. He then passed the Chair back to Dato' Chairman to continue with the remaining agenda of the AGM.

10. **SPECIAL BUSINESS – ORDINARY RESOLUTION 8**
RETENTION OF DATO' BOEY CHIN GAN AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Chairman informed that Dato' Boey Chin Gan ("Dato' Boey") has served the Board as Independent Non-Executive Director for more than nine (9) years and the Board of Directors, after having assessed the independence of Dato' Boey, considered him to be independent based on the justifications as contained in the CG Report 2019 and had recommended that Dato' Boey be retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM.

Ms Loh proposed and Mr Chong Wei Keong seconded the following motion:-

"THAT Dato' Boey Chin Gan be and is hereby retained and continue to act as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting, subject to the provisions of the relevant regulatory authorities."

There being no questions raised from the floor, Dato' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

11. **SPECIAL BUSINESS – ORDINARY RESOLUTION 9**
AUTHORITY FOR DIRECTORS TO ISSUE SHARES

Dato' Chairman informed that the next item on the agenda was to seek the shareholders' approval for the authority to allot and issue shares pursuant to Sections 75 and 76 of the Companies Act 2016. Dato' Chairman then proposed and Cik Kifliiyati Jatim seconded the following motion:-

"THAT pursuant to Sections 75 and 76 of the Companies Act 2016 and subject to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of the relevant governmental and/or regulatory authorities (if any), the Directors be and are hereby empowered to allot and issue new shares in the Company, at any time to such persons 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 issued pursuant to this resolution does not exceed 10% of the total number of issued shares of the Company at the time of issue; AND THAT the Directors be also empowered to obtain the approval of Bursa Securities for the listing of and quotation for the additional shares so issued; AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company."

There being no questions raised from the floor, Dato' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

12. **SPECIAL BUSINESS – ORDINARY RESOLUTION 10**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE (“Proposed RRPT Mandate”)

Dato' Chairman informed the Meeting that Dato' Tiong, being the interested Director had abstained and would continue to abstain from voting on the Proposed RRPT Mandate. Dato' Tiong had also undertaken to ensure that persons connected to him would abstain from voting on the same.

There being no query raised from the floor, the following motion was proposed by Ms Yap Hwee Lee and seconded by Ms Loh Chuen Yann:-

“THAT authority be and is hereby given in line with Paragraph 10.09 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of the Recurrent Related Party Transactions, particulars of which are set out in Part A of the Circular/Statement to Shareholders dated 25 September 2019, with the Mandated Related Party as described in the said Circular/Statement, provided that such recurrent transactions are of revenue or trading nature, 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 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 until:-

- i. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse, unless by Ordinary Resolution passed at a general meeting whereby the authority is renewed; or
- ii. the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Companies Act 2016 (“the Act”) (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- iii. revoked or varied by a 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 may be deemed fit, necessary, expedient and/or appropriate in order to implement the Proposed RRPT 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 RRPT Mandate in the best interest of the Company.”

Dato' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting and there were no questions raised from the floor.

13. **SPECIAL BUSINESS – ORDINARY RESOLUTION 11**
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Dato' Chairman informed that the next item on the agenda was to seek the shareholders' approval for the Proposed Renewal of Share Buy-Back Authority. The relevant information on the Proposed Renewal of Share Buy-Back Authority was set out in Part B of the Circular/Statement to Shareholders dated 25 September 2019.

The following motion was proposed by Dato' Chairman and duly seconded by Ms Lee Mun Ling:-

“THAT subject to the provisions of the Companies Act 2016 (“the Act”), the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to purchase such number of ordinary shares of 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 in the best interest of the Company provided that:-

- i. the aggregate number of shares to be purchased does not exceed 10% of the total number of issued shares of the Company (“Purchased Shares”) at the point of purchase(s);
- ii. the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the retained profits of the Company at the time of the purchase(s);
- iii. the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until;
 - a. the conclusion of the next Annual General Meeting (“AGM”) of the Company at which time the authority shall lapse, unless by Ordinary Resolution passed at a general meeting, whereby the authority is renewed; or
 - b. the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 340(2) of the Act (but must 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 of the Company at a general meeting,

whichever is earlier.

- iv. upon the completion of the Proposed Renewal of Share Buy-Back Authority, the Directors be and are hereby empowered to deal with the shares so purchased in the following manner:-

- a. to cancel such shares;
- b. to retain such shares as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act);
- c. to retain part of such shares as treasury shares and cancel the remainder; and/or
- d. in any other manner as may be prescribed by the Act, the Main Market Listing Requirements of Bursa Securities and any other relevant authorities for the time being in force.

AND THAT authority be and is hereby unconditionally and generally given to the Directors of the Company, to take all such steps as are necessary or expedient to implement, finalise and give full effect to the purchase of the Company's own shares, with full power to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter in accordance with the Act, the provisions of the Company's Constitution and the guidelines issued by Bursa Securities and any other relevant authorities."

Dato' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting and there were no questions raised from the floor.

14. **SPECIAL BUSINESS - SPECIAL RESOLUTION**
PROPOSED ADOPTION OF NEW CONSTITUTION OF THE COMPANY

Dato' Chairman informed that the last item on the agenda was to seek the shareholders' approval for the adoption of the Company's new Constitution ("Proposed New Constitution"). The relevant rationale and details of the Proposed New Constitution was set out in Part C of the Circular/Statement to Shareholders dated 25 September 2019.

The following motion was proposed by Mr Tan and duly seconded by Ms Chew:-

"THAT the Company's existing Memorandum and Articles of Association hereby deleted in its entirety and that the new Constitution as set out in Part C of the Circular/Statement to Shareholders dated 25 September 2019 be and is hereby adopted as the new Constitution of the Company.

AND THAT the Directors be and are hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed New Constitution with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities."

There being no other business for which due notice had been given, the Meeting proceeded on with polling on all the Resolutions.

15. **POLLING**

At Dato' Chairman's request, the Company Secretary explained the procedures for polling to the Meeting.

The Poll Administrators then conducted the electronic polling in an orderly manner with the shareholders lining up and taking their turns to vote.

The computation of votes then took place immediately after all the shareholders had cast their votes and the Meeting was adjourned at 3.45 p.m. for 30 minutes for this purpose.

16. **RESULTS OF THE POLL**

At 4.15 p.m., Dato' Chairman called the Meeting back to order for the declaration of results. He informed that he had received the poll results which have been verified by the scrutineers and invited the Company Secretary to read out the poll results.

The Company Secretary then announced the poll results in respect of the Ordinary Resolutions and Special Resolution as set out in Appendix I attached.

Dato' Chairman then declared that Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and the Special Resolution were all duly carried.

17. **CLOSURE**

There being no further business to be transacted, the Meeting was closed at 4.20 p.m. with a vote of thanks to Dato' Chairman.

READ AND CONFIRMED BY

CHAIRMAN

Appendix I

Resolution	Vote For		Vote Against		Abstained
	No. of Shares	%	No. of Shares	%	No. of Shares
Ordinary Resolution 1 Approval of the payment of Directors' Fees	472,435,668	99.998942	5,000	0.001058	0
Ordinary Resolution 2 Approval of the payment of Directors' benefits and allowances	472,436,668	100	0	0	4,000
Ordinary Resolution 3 Re-election of Dato' Syed Ariff Fadzillah Bin Syed Awalluddin as Director	472,440,568	99.999979	100	0.000021	0
Ordinary Resolution 4 Re-election of Dato' Amos Siew Boon Yeong as Director	472,440,568	99.999979	100	0.000021	0
Ordinary Resolution 5 Re-appointment of Messrs Russell Bedford LC & Company as the Company's Auditors	472,440,668	100	0	0	0
Ordinary Resolution 6 (Tier 1) Retention of Dato' Syed Ariff Fadzillah Bin Syed Awalluddin as Independent Non-Executive Director	244,945,132	100	0	0	0
Ordinary Resolution 6 (Tier 2) Retention of Dato' Syed Ariff Fadzillah Bin Syed Awalluddin as Independent Non-Executive Director	227,495,436	99.999956	100	0.000044	0
Ordinary Resolution 7 (Tier 1) Retention of Dato' Amos Siew Boon Yeong as Independent Non-Executive Director	244,945,132	100	0	0	0
Ordinary Resolution 7 (Tier 2) Retention of Dato' Amos Siew Boon Yeong as Independent Non-Executive Director	227,495,436	99.999956	100	0.000044	0
Ordinary Resolution 8 Retention of Dato' Boey Chin Gan as Independent Non-Executive Director	472,440,668	100	0	0	0
Ordinary Resolution 9 Authority for Directors to issue shares	472,436,568	99.999979	100	0.000021	4,000

Resolution	Vote For		Vote Against		Abstained
	No. of Shares	%	No. of Shares	%	No. of Shares
Ordinary Resolution 10 Proposed RRPT Mandate	334,087,868	100	0	0	138,352,800
Ordinary Resolution 11 Proposed Renewal of Share Buy-Back Authority	472,436,668	99.999153	4,000	0.000847	0
Special Resolution Proposed New Constitution	472,440,668	100	0	0	0