

ECOFIRST CONSOLIDATED BHD

(Company No. 15379-V)

(Incorporated in Malaysia)

Minutes of the Forty-Fourth 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 Friday, 27 October 2017 at 2.30 p.m.

Present: Dato' Syed Ariff Fadzillah Bin Syed Awalluddin – *Chairman*
Others as per attendance list attached

In Attendance: Ms Tan Fong Shian (Company Secretary)

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-Fourth 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 shareholders dated 29 September 2017.

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.

On the invitation of the Group Chief Executive Officer, Dato' Tiong Kwing Hee ("Dato' Tiong"), Mr Lionel Lau presented to the Meeting slides on the overview of the Group covering, inter-alia, the following: -

Overview

- i) The core business of the Group based on revenue contribution for the financial year ended 31 May 2017 ("FY2017") consists of Property Development (78%), Property Investment (20%) and Property Management (2%).
- ii) The 5 main companies that drive the Group's business are: -
 - EcoFirst Land Sdn Bhd – developer for Kondominium Kelab Golf (previously known as Upper East @ Tiger Lane).
 - EcoFirst Hartz Sdn Bhd and EcoFirst Development Sdn Bhd – developers for Ampang Ukay project.
 - Pujian Development Sdn Bhd and Budaya Fokus Sdn Bhd – South City Plaza.
- iii) The Group's milestone with its first profit achieved in the financial year ended 31 May 2011.
- iv) In FY2017, the Group completed the Kondominium Kelab Golf project and launched Phase 1 – Liberty @ Ampang Ukay ("Liberty"). Piling works had begun for the Liberty project with 90% of units sold.

Financial Performance

- i) For FY2017, the Group recorded revenue of RM127.2 million, a 5% growth as compared to RM121.2 million recorded in the financial year ended 31 May 2016 ("FY2016"), mainly from the Property Development segment which contributed 78% of the Group's total revenue at RM99.06 million.

- ii) The Group has maintained its profitability by achieving a Profit Before Tax (“PBT”) of RM20.4 million in FY2017 against RM20.2 million recorded in FY2016, which was mainly contributed by Property Development segment and the two retail malls.
- iii) Shareholders’ funds continue to maintain stable growth from RM230.3 million in FY2016 to RM255.4 million in FY2017, derived from year-on-year profit accumulation.
- iv) Five-Year Group Statistics highlighting Revenue, PBT, Net Profit, Basic Earnings Per Share and Net Assets Per Share.

Operational Performance

- i) Property Investment
 - South City Plaza – 93% tenancy rate with revenue contribution of RM12.57 million.
 - 1Segamat Mall – 100% occupancy rate with revenue contribution of RM12.37 million. As at 18 September 2017, the disposal of the said mall has been completed for a cash consideration of RM104.0 million.
- ii) Property Development
 - Ampang Ukay project – the main driver for the Group’s growth with an estimated gross development value (“GDV”) of more than RM5.0 billion. The project will be for a period of 12-15 years.
 - Liberty project was launched in March 2017, consists of 3 towers with 1,632 Small Office Home Office (“SOHO”) units and 32 retail units aimed at the affordable market segment.
 - Strategic location of the Liberty project and accessibility via four (4) major highways were highlighted with 58% of units sold as at end of FY2017 and as at October 2017, up to 90% of the units have been sold.
 - Phase 2 is expected to be launched in mid-2018, comprising 2 blocks of condominiums and a block of apartments with an estimated GDV of RM500.0 million.
 - Phase 3 will be a fully commercial development with a projected GDV of more than RM1.0 billion and expected to be launched in mid-2019.
 - Kondominium Kelab Golf project – completed five (5) months ahead of schedule with 82% units sold as at October 2017. Revenue contribution for FY2017 was RM55.32 million representing 43% of the Group’s overall revenue.
 - Project in the pipeline – a joint venture project for the construction of condominiums in Damansara.
 - The unbilled sales and targeted sales were also noted.

Turnaround Strategy

- i) Remodeled for success through the past restructuring processes.
- ii) Turnaround through strategic actions – backed by the strategic locations of the projects.
- iii) Ready to focus on growth.

The Company achieved 7th consecutive year of profitability with increase in Shareholders’ funds, improved Net Assets Value and revenue.

The Meeting then engaged in an active questions and answers session where queries on the Group's operations, property development in Ipoh and Ampang Ukay, future development and the Group's dividend policy were raised by certain shareholders as well as proxies.

The following replies/salient points provided by the Management were noted:

- i) The change of name of the Upper East @ Tiger Lane project to Kelab Kondominium Golf was assigned by the local municipal council.
- ii) The proceeds from the disposal of 1Segamat Mall will be used for repayment of bank borrowings and business expansion, i.e. to fund the development of Ampang Ukay as well as acquisition of other lands, if any.
- iii) The remaining phases of the Ampang Ukay development will contribute to the Group's revenue and profitability in FY2018.
- iv) Management is continuously exploring new land banks that fit the Group's business model for future growth and expansion.
- v) The Company has yet to establish any dividend policy as the cash flow position of the Group needs to be further strengthened. The Board of Directors will look into declaring dividend once the cash flow position of the Group is stronger and the Company must be able to meet the solvency test under the new Companies Act 2016.

After the presentation, Dato' Chairman continued with the AGM.

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 Symphony Share Registrars Sdn Bhd as the Poll Administrators to conduct the polling process and Messrs 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 shareholders of the Company within the prescribed notice period, was taken as read.

4. **AUDITED FINANCIAL STATEMENTS AND REPORTS**

The Audited Financial Statements ("AFS") of the Company for FY2017 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 then invited questions from the floor.

There being no question raised, the AFS of the Company for FY2017 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

Mr Lee Cheng Hock proposed and Ms Chew Yet Gor seconded the following motion:-

"THAT the payment of the Directors' Fees for the financial year ended 31 May 2017 be 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.

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

Mr Lee Cheng Hock proposed and Mr Teoh Hee Beng seconded the following motion:-

"THAT the payment of Directors' benefits and allowances of up to RM35,000 from 1 January 2017 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.

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

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

Mr Leo Ann Puat proposed and Ms Lai Chui Choo seconded the following motion:-

“THAT Dato' Tiong Kwing Hee, 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' Boey Chin Gan was proposed by Mr Lee Cheng Hock and duly seconded by Ms Lim Bee Teng:-

“THAT Dato' Boey Chin Gan, 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' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting and there was no question raised from the floor.

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

Upon the proposal by Mr Leo Ann Puat and duly seconded by Mr Lee Cheng Hock, the following motion was moved:-

“THAT Messrs Russell Bedford LC & Company be 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 RESOLUTION 6**
RETENTION OF DATO' SYED ARIFF FADZILLAH BIN SYED
AWALLUDDIN AS INDEPENDENT NON-EXECUTIVE DIRECTOR

Dato' Chairman informed the floor that as the next resolution concerned his own retention as an Independent Non-Executive Director of the Company, the chair would be handed to Dato' (Dr) Teoh Seng Foo (“Dato' (Dr) Teoh”), the President/Executive Director of the Company.

Dato' (Dr) Teoh informed that as recommended by Malaysian Code on Corporate Governance 2012 ("the Code"), the tenure of an Independent Director is capped at a cumulative period of nine (9) years and Dato' Syed Ariff Fadzillah Bin Syed Awalluddin ("Dato' Syed Ariff") has exceeded the nine (9) years term limit prescribed by the Code. The Board of Directors, after having assessed the independence of Dato' Syed Ariff, considered him to be independent based on the justifications as contained in the Annual Report 2017 and had recommended that Dato' Syed Ariff be retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM.

The following motion was proposed by Ms Yee Sook Ching and seconded by Mr Leo Ann Puat:-

"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."

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 7**
RETENTION OF DATO' AMOS SIEW BOON YEONG AS INDEPENDENT
NON-EXECUTIVE DIRECTOR

Dato' Chairman informed that Dato' Amos Siew Boon Yeong ("Dato' Amos") has also exceeded the nine (9) years term limit prescribed by the Code and the Board of Directors, after having assessed the independence of Dato' Amos, considered him to be independent based on the justifications as contained in the Annual Report 2017 and had recommended that Dato' Amos be retained as Independent Non-Executive Director of the Company and to hold office until the conclusion of the next AGM.

Mr Chin Soo Ket proposed and Mr Teoh Hee Beng 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' Chairman informed that the poll would be conducted upon completion of the remaining business of the Meeting.

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11. **SPECIAL BUSINESS – ORDINARY RESOLUTION 8**
AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTIONS
75 AND 76 OF THE COMPANIES ACT, 2016

Dato' Chairman informed that the next item on the agenda was to seek 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 Mr Lee Cheng Hock 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 ten percent (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 9**
PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR
RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR
TRADING NATURE (“Proposed Renewal of 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 Renewal of 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 Lim Bee Teng and seconded by Ms Sally Tang:

“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 29 September 2017, 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 Renewal of 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 Renewal of 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 10**
PROPOSED RENEWAL OF SHARE BUY-BACK AUTHORITY

Dato’ Chairman informed that the last item on the agenda was to seek 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 – Statement to Shareholders dated 29 September 2017.

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 ten percent (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:-
 - a. cancel or retain as treasury shares, any or all of the Company’s shares so purchased; or
 - b. resell on Bursa Securities; or
 - c. distribute as dividends to the Company’s shareholders; or
 - d. subsequently cancel, any or all of the treasury shares; or any combination of the above (a), (b), (c) and (d).

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.”

There being no other business for which due notice had been given, the meeting proceeded on with polling on the resolutions.

14. **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 3.30 p.m. for 25 minutes for this purpose.

15. **RESULTS OF THE POLL**

At 3.55 p.m., Dato' Chairman called the Meeting back to order for the declaration of results. He informed that he had received the poll results and invited the Company Secretary to read out the poll results, which was also shown on a slide to those present at the Meeting.

The Company Secretary announced the poll results in respect of all the Ordinary Resolutions which were carried as follows:

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ECOFIRST CONSOLIDATED BHD (15379-V)Minutes of the Forty-Fourth Annual General Meeting held on 27 October 2017 - *Cont'd*

Resolution	Vote For		Vote Against		Abstained
	No. of Shares	%	No. of Shares	%	No. of Shares
Ordinary Resolution 1 Approval of the Directors' Fees for the financial year ended 31 May 2017	342,043,114	100	1,094	0	0
Ordinary Resolution 2 Approval of Directors' benefits and allowances	342,043,208	100	1,000	0	0
Ordinary Resolution 3 Re-election of Dato' Tiong Kwing Hee as Director	342,043,208	100	1,000	0	0
Ordinary Resolution 4 Re-election of Dato' Boey Chin Gan as Director	342,043,208	100	1,000	0	0
Ordinary Resolution 5 Re-appointment of Messrs Russell Bedford LC & Company as the Company's Auditors and to authorise the Directors to fix their remuneration	342,044,208	100	0	0	0
Ordinary Resolution 6 Retention of Dato' Syed Ariff Fadzillah Bin Syed Awalluddin as Independent Non-Executive Director	342,044,208	100	0	0	0
Ordinary Resolution 7 Retention of Dato' Amos Siew Boon Yeong as Independent Non-Executive Director	342,044,208	100	0	0	0
Ordinary Resolution 8 Authority to allot and issue shares pursuant to Sections 75 & 76 of the Companies Act, 2016	342,044,208	100	0	0	0
Ordinary Resolution 9 Proposed Renewal of RRPT Mandate	181,941,208	100	0	0	160,103,000
Ordinary Resolution 10 Proposed Renewal of Share Buy-Back Authority	342,044,208	100	0	0	0

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

16. **CLOSURE**

There being no further business to be transacted, the Meeting was closed at 4.00 p.m. with a vote of thanks to Dato' Chairman.

READ AND CONFIRMED BY

CHAIRMAN

Date : 10 November 2017