



**Building Lifestyles, Building Trust**

**EUPE CORPORATION BERHAD**  
**Registration No. 199601005416 (377762-V)**  
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the Twenty-Fourth (24<sup>th</sup>) Annual General Meeting (“AGM”) of Eupe Corporation Berhad (“Eupe” or the “Company”) will be conducted fully virtual from the Broadcast Venue at 5<sup>th</sup> Floor, Wisma Ria, Taman Ria, 08000 Sungai Petani, Kedah Darul Aman on Tuesday, 18 August 2020 at 11.00 a.m. for the following purposes:

### **AGENDA**

#### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 29 February 2020 together with the Reports of the Directors and Auditors thereon. (Please refer to the Explanatory Notes to the Agenda)
2. To approve the payment of the following Directors’ remuneration by the Company for the period from 18 August 2020 until the conclusion of the next AGM in 2021:
  - (a) Directors’ fees of RM5,000 per month per Non-Executive Director. Ordinary Resolution 1
  - (b) Chairmanship allowance of RM5,000 per annum payable to Board Chairman, and each Chairman/Chairperson of Board Committees namely Risk Management and Audit Committee, Nomination Committee and Remuneration Committee. Ordinary Resolution 2
  - (c) Attendance allowance of RM800 per trip (for local Directors) or RM1,100 per trip (for outstation Directors). Ordinary Resolution 3
3. To re-elect the following Directors who are retiring by rotation pursuant to Clause 76(3) of the Constitution of the Company:
  - (a) Datuk Tan Hiang Joo Ordinary Resolution 4
  - (b) Alfian bin Tan Sri Mohamed Basir Ordinary Resolution 5
4. To re-appoint RSM Malaysia as the Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

## AS SPECIAL BUSINESS

To consider, and if thought fit, with or without any modification(s), to pass the following resolutions:

5. **PROPOSED CONTINUATION IN OFFICE OF DATUK TAN HIANG JOO AS INDEPENDENT NON-EXECUTIVE DIRECTOR (“INED”)** Ordinary Resolution 7

“**THAT** approval be and is hereby given to Datuk Tan Hiang Joo who has served as an INED of the Company for a cumulative term of more than twelve (12) years to continue to act as an INED of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance.”

6. **PROPOSED CONTINUATION IN OFFICE OF KEK JENNY AS INED** Ordinary Resolution 8

“**THAT** approval be and is hereby given to Kek Jenny who has served as an INED of the Company for a cumulative term of more than twelve (12) years to continue to act as an INED of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance.”

7. **PROPOSED PAYMENT OF GRATUITY TO DATO’ PADUKA HAJI ISMAIL BIN HAJI SHAFIE, FORMER SENIOR INED OF THE COMPANY (“PROPOSED GRATUITY PAYMENT”)** Ordinary Resolution 9

“**THAT** approval be and is hereby given for the Company to pay a gratuity amounting to RM30,000 to Dato’ Paduka Haji Ismail bin Haji Shafie, former Senior INED of the Company in recognition of his long service and contribution to the Company.

**AND THAT** the Directors of the Company be and are hereby authorised to take all such actions as they may consider expedient and necessary to give full effect to the Proposed Gratuity Payment.”

8. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 10

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approvals of the relevant governmental/regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed twenty percent (20%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities.

**AND THAT** such authority shall commence immediately upon the passing of this resolution and continue to be in force until 31 December 2021, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

9. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK**

Ordinary  
Resolution 11

**“THAT** subject always to the Act, the Constitution of the Company, the Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company 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 (“Share Buy-Back Mandate”) provided that:

- (i) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to the Share Buy-Back Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company as at the point of purchase(s);
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (iii) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees’ share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

**THAT** the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
- (c) revoked or varied by ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Share Buy-Back Mandate with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company.”

10. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS (“RRPTs”) OF A REVENUE OR TRADING NATURE (“PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR RRPTs”)** Ordinary Resolution 12

“**THAT** subject always to the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into the RRPTs of a revenue or trading nature with the related parties as specified in Section 2.3 of Part B of the Statement/Circular to Shareholders dated 25 June 2020, provided that such transactions are necessary for the Group’s day-to-day operations and carried out in the ordinary course of business at arm’s length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

**THAT** the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (ii) 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 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 in a general meeting,

whichever is the earlier.

**AND THAT** the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders’ Mandate for RRPTs.”

11. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

By Order of the Board

**WONG WAI FOONG (MAICSA 7001358) (SSM PC NO. 202008001472)**  
**TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)**  
**FONG SOK YEE (MAICSA 7066501) (SSM PC NO. 202008001180)**  
Company Secretaries

Sungai Petani, Kedah Darul Aman  
25 June 2020

Notes:

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Shareholders WILL NOT BE ALLOWED to attend the 24<sup>th</sup> AGM in person at the Broadcast Venue on the day of the meeting. Shareholders who wish to participate the 24<sup>th</sup> AGM will therefore have to register via the link <https://shorturl.at/gvHV4>. For further information, kindly refer to the Administrative Notes at [www.eupe.com.my/annual-reports-2020](http://www.eupe.com.my/annual-reports-2020).
2. For the purposes of determining a member who shall be entitled to attend, speak and vote at this AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 10 August 2020. Only a member whose name appears on this Record of Depositors shall be entitled to attend and vote at this AGM or appoint proxy(ies) to attend, speak and vote on his/her/its behalf.
3. A member entitled to attend, speak and vote at this AGM is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at the AGM may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the AGM.
5. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
6. 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 nominees may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.

7. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote:
  - i. In hard copy form: Proxy form must be deposited at the office of the Share Registrar, Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur.
  - ii. By electronic means: Proxy form must be received via email at [AGM-support.EUPE@megacorp.com.my](mailto:AGM-support.EUPE@megacorp.com.my) You also have the option to register directly at <https://shorturl.at/gvHV4> and submit the proxy appointment electronically.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar's office at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the AGM or adjourned AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
10. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
11. Last date and time for lodging the proxy form is Sunday, 16 August 2020 at 11.00 a.m.
12. Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all resolutions set out in the Notice of AGM will be put to vote by way of poll.

#### **EXPLANATORY NOTES TO THE AGENDA:**

**1. Item 1 of the Agenda**  
**Audited Financial Statements for the financial year ended 29 February 2020**

This item is meant for discussion only. The provision of Section 248(2) and 340(1)(a) of the Act require that the Audited Financial Statements and the reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a motion to be put for voting by shareholders.

**2. Ordinary Resolutions 1, 2 and 3**  
**Payment of Directors' Fees, Chairmanship Allowance and Attendance Allowance**

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board has recommended to the shareholders for approval on the payment of Directors' fees, chairmanship allowance and attendance allowance to Directors for the period from 18 August 2020 until the conclusion of the next AGM at the forthcoming 24<sup>th</sup> AGM of the Company.

**3. Ordinary Resolutions 4 and 5**  
**Re-election of retiring Directors**

Datuk Tan Hiang Joo and Encik Alfian bin Tan Sri Mohamed Basir are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 24<sup>th</sup> AGM.

The Board had via the Nomination Committee (“NC”) considered the assessment of the aforesaid Directors and concluded that they met the criteria as prescribed under Paragraph 2.20A of the Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board had recommended the re-election of the aforesaid Directors. Their profiles are set out in the Profiles of Directors from pages 12 to 15 of the Company’s 2020 Annual Report.

**4. Ordinary Resolution 6**  
**Re-appointment of RSM Malaysia as Auditors of the Company**

The Board had via the Risk Management and Audit Committee evaluated the independence, competency and reliability of RSM Malaysia. The Board was satisfied with the performance of RSM Malaysia and had recommended the re-appointment of RSM Malaysia as Auditors of the Company for the financial year ending 28 February 2021 to the shareholders for approval.

**5. Ordinary Resolutions 7 and 8**  
**Proposed continuation in office of Datuk Tan Hiang Joo and Kek Jenny as Independent Non-Executive Directors (“INEDs”)**

Datuk Tan Hiang Joo and Ms Kek Jenny both have served as INEDs of the Company for a cumulative term of more than twelve (12) years. The Board had, through the NC, conducted the necessary assessment and recommended them to continue to act as INEDs of the Company based on the following justifications: -

- i. They had fulfilled the criteria under the definition of Independent Directors as stated in the Listing Requirements of Bursa Securities. They possess strong self-esteem and confidence to stand up for an independent point of view. With “independent in mind”, they would be able to bring the element of objectivity, independent judgement and balance to the Board;
- ii. They are knowledgeable and have applied their vast experience and exercised due care during their tenure as INEDs of the Company. They have carried out their duties professionally with reasonable skill and competence, bringing independent judgement and depth into the Board’s decision making in the best interest of the Company, shareholders and stakeholders;
- iii. They have been with the Company long and therefore understand the Company’s business operations which enable them to participate actively and contribute during Board and Board Committee meetings; and
- iv. They exhibited high commitment and devoted sufficient time and efforts to attend all the meetings for informed and balanced decision making. They are unafraid to explicit disagreement on matters and able to express unbiased view without any influence.

Their profiles are set out in the Profiles of Directors from pages 12 to 15 of the Company’s 2020 Annual Report.

**6. Ordinary Resolution 9**  
**Proposed Gratuity Payment**

Dato’ Paduka Haji Ismail bin Haji Shafie (“Dato’ Paduka Haji Ismail”) was appointed to the Board as INED of the Company on 24 September 2010. He was subsequently re-designated as Senior INED in January 2018. Dato’ Paduka Haji Ismail had resigned from his position as Senior INED of the Company on 16 January 2020. Throughout his tenure with the Company, Dato’ Paduka Haji Ismail had exhibited high level of commitment and exercised due care in carrying out his duties as Director of the

Company.

The Proposed Gratuity Payment is in recognition of Dato' Paduka Haji Ismail's commitment, dedication and contribution to the Company, and is a gesture of appreciation for his 10 years of service with the Company. The Proposed Gratuity Payment of RM30,000 would be a one-off payment and shall be payable upon the approval from shareholders at the 24<sup>th</sup> AGM.

**7. Ordinary Resolution 10**

**Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The proposed resolution, if passed, will empower the Directors to issue and allot ordinary shares up to 20% of the total number of the issued shares (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the best interest of the Company. This authority will continue to be in force until 31 December 2021, unless such approval is revoked or varied by the Company in a general meeting.

The Company had, at the last AGM held on 25 July 2019, obtained the mandate from the shareholders to allot up to a maximum of 10% of the total number of issued shares of the Company. Having considered the unprecedented uncertainty arising from the global COVID-19 outbreak and future financial needs of the Group, the Board of Directors is desirous to seek shareholders' mandate to allot up to a maximum of 20% of the total number of issued shares of the Company in order to raise funds quickly and efficiently during this challenging time.

The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional costs and time. This is also for any possible fund-raising activities, including but not limited to further placing of shares, for purpose of funding current and/or future investment project(s), working capital and/or acquisition as the Directors may deem fit in the best interest of the Company.

The Board, having considered the current and prospective financial positions of the Company, is of the view that the mandate is in the best interest of the Company to safeguard the interest of the Company and the shareholders to ensure long term sustainability of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the 23<sup>rd</sup> AGM held on 25 July 2019 and the mandate will lapse at the conclusion of the 24<sup>th</sup> AGM.

**8. Ordinary Resolution 11**

**Proposed Renewal of Shareholders' Mandate for Share Buy-Back**

The Ordinary Resolution 11, if passed, will enable the Directors of the Company to purchase Company's shares up to 10% of the total number of the issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last AGM held on 25 July 2019.

Further information relating to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back are set out in Part A of the Company's Statement/Circular to Shareholders dated 25 June 2020 which is available at [www.eupe.com.my/annual-reports-2020](http://www.eupe.com.my/annual-reports-2020).



**9. Ordinary Resolution 12**  
**Proposed Renewal of Shareholders' Mandate for RRPTs**

This proposed resolution, if passed, will allow the Group to enter into RRPTs with its related parties in accordance with the Listing Requirements without the necessity to convene separate general meetings to seek shareholders' approval as and when such RRPTs occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in Part B of the Company's Statement/Circular to Shareholders dated 25 June 2020, which is available at [www.eupe.com.my/annual-reports-2020](http://www.eupe.com.my/annual-reports-2020).