



Building Lifestyles, Building Trust

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

NOTICE IS HEREBY GIVEN THAT the 27th Annual General Meeting (“AGM”) of Eupe Corporation Berhad (“Eupe” or the “Company”) will be conducted virtually through live streaming and online remote voting platform from the Broadcast Venue at 5th Floor, Wisma Ria, Taman Ria, 08000 Sungai Petani, Kedah Darul Aman on **Thursday, 24 August 2023 at 11.00 a.m.** for the following purposes:

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 28 February 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
2. To approve the payment of the following Directors’ fees and benefits payable to the Directors for the period from 24 August 2023 until the conclusion of the next AGM in 2024:
 - (a) Director’s fee of RM7,500 per month for Board Chairman. Ordinary Resolution 1
 - (b) Directors’ fees of RM6,000 per month per Non-Executive Director. Ordinary Resolution 2
 - (c) Additional Director’s fee of RM5,000 per annum for Senior Independent Non-Executive Director. Ordinary Resolution 3
 - (d) Chairmanship allowance of RM5,000 per annum payable to Board Chairman, and each Chairman/Chairperson of Board Committees namely, Risk Management and Audit Committee, and Nomination and Remuneration Committee. Ordinary Resolution 4
 - (e) Attendance allowance of RM800 per trip (for local Directors) or RM1,100 per trip (for outstation Directors). Ordinary Resolution 5
3. To re-elect the following Directors who are retiring by rotation pursuant to Clause 76(3) of the Constitution of the Company:
 - (a) Muhamad Faisal Bin Tajudin Ordinary Resolution 6
 - (b) Alfian Bin Tan Sri Mohamed Basir Ordinary Resolution 7
4. To re-elect Leow Peen Fong who is retiring pursuant to Clause 78 of the Constitution of the Company. Ordinary Resolution 8
5. To re-appoint RSM Malaysia PLT as the Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 9

AS SPECIAL BUSINESS

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

6. **SPECIAL RESOLUTION** Special Resolution
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85 OF THE COMPANIES ACT 2016
- “THAT pursuant to Section 85 of the Companies Act 2016 (“the Act”) read together with Clause 12(3) of the Constitution of the Company, approval be and is hereby given for the waiver of the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees subject to the passing of Ordinary Resolution 10 – Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act.”
7. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 10
- “THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights under Section 85 of the Companies Act 2016 (“the Act”) and subject always to the Act, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities (if any), the Directors of the Company be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions, to such persons and for such purposes 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 10% of the total number of 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 Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company.”
8. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK** Ordinary Resolution 11
- “THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) 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 Malaysia Securities Berhad 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 by the Company pursuant to the Share Buy-Back Mandate shall not exceed 10% of the total number of issued shares of the Company at any point in time;

- (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 Malaysia Securities Berhad 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 annual general meeting 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 annual general meeting of the Company after that date is required by law to be held; or
- (c) revoked or varied by an 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 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 Proposed Renewal of Shareholders' Mandate for Share Buy-Back 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."

9. **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 Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (the "Group") to enter into 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 30 June 2023 provided that such transactions are necessary for the Group's day-to-day operations and carry 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 annual general meeting 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 annual general meeting of the Company is required to be held; 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 complete and do all such acts and things (including executing all such documents) 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."

10. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

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

Sungai Petani, Kedah Darul Aman
30 June 2023

Notes:

1. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 ("the Act") which requires the Chairman of the meeting to be present at the main venue of the meeting. Members WILL NOT BE ALLOWED to attend the AGM in person at the Broadcast Venue on the day of the meeting. Members are to attend, speak (in the form of real time submission of typed texts) and vote at the 27th AGM remotely via Digital Ballot Form provided by Mega Corporate Services Sdn Bhd. Please refer to the Administrative Notes for the 27th AGM for further information.
2. For the purposes of determining a member who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 15 August 2023. Only members whose names appear on this Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on their behalf.
3. A member who is entitled to attend, speak and vote at a general meeting may 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 who is entitled to attend, speak and vote at a general meeting may appoint not more than two proxies to attend, participate, speak and vote instead of the member at the general meeting.

5. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two 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, an authorised nominee or an exempt authorised nominee appoints more than one proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
8. The appointment of a proxy may be made in a hard copy form, to be deposited at the office of the Company’s Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, or by electronic means via email at AGM-support.EUPE@megacorp.com.my not less than 48 hours before the time appointed for holding the 27th AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
9. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the office of the Company’s Share Registrar, Mega Corporate Services Sdn Bhd at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan not less than 48 hours before the time appointed for holding the 27th AGM or adjourned general meeting 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 **Tuesday, 22 August 2023 at 11.00 a.m.**
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”), all the resolutions set out in the Notice of the 27th 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 28 February 2023**

This item is meant for discussion only. The provisions of Sections 248(2) and 340(1)(a) of the Act require 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 forward to vote by shareholders.

2. **Ordinary Resolutions 1, 2, 3, 4 and 5** **Payment of Directors' Fees and Benefits Payable to Directors**

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 and benefits comprising chairmanship allowance and attendance allowance payable to Directors for the period from 24 August 2023 until the conclusion of the next AGM in 2024.

3. **Ordinary Resolutions 6, 7 and 8** **Re-election of Directors**

The profile of the Directors who are standing for re-election as per items no. 3 and 4 of the Agenda is set out in the Board of Directors Profile of the Annual Report 2023.

The Nomination and Remuneration Committee ("NRC") has considered the performance and contribution, calibre and personality, and fit and properness of the retiring Directors. They have met the fit and proper criteria pursuant to the Directors' Fit and Proper Policy and have no conflict of interest with the Company and family relationship with any Director and/or major shareholder of the Company. Based on the recommendation of the NRC, the Board is supportive of their re-election based on the following justifications:-

- (a) Ordinary Resolution 6 – Re-election of Muhamad Faisal Bin Tajudin as Executive Director
Muhamad Faisal Bin Tajudin possesses relevant qualification, knowledge and experience which complement the Board's competencies. He has been involved in the Group's business operation and able to provide valuable input to steer the Group forward.
- (b) Ordinary Resolution 7 – Re-election of Alfian Bin Tan Sri Mohamed Basir as Independent Non-Executive Chairman
Alfian Bin Tan Sri Mohamed Basir has exercised due care and shown high commitment by carrying out his duties professionally during his tenure as an Independent Non-Executive Director ("INED") of the Company. On 27 April 2023, he was re-designated as Independent Non-Executive Chairman to assume the position of the Board Chairman of the Company. He demonstrated his objectivity through proactive engagements during the meetings of the Board and Board Committees by sharing valuable, relevant and impartial views on issues tabled for discussion.
- (c) Ordinary Resolution 8 – Re-election of Leow Peen Fong as INED
Leow Peen Fong has exercised due care and carried out her professional duty proficiently as an INED of the Company. She demonstrated objectivity and independence through her participation at the meetings by giving valuable feedbacks for Board's deliberation and decision-making process.

4. **Ordinary Resolution 9** **Re-appointment of RSM Malaysia PLT as Auditors of the Company**

The Board had, through the Risk Management and Audit Committee, evaluated the independence, competency and performance of RSM Malaysia PLT. The Board was satisfied with the performance of RSM Malaysia PLT and had recommended the re-appointment of RSM Malaysia PLT as Auditors of the Company for the financial year

ending 29 February 2024 to the shareholders for approval.

5. Special Resolution

Waiver of Pre-emptive Rights pursuant to Section 85 of the Act

The provision of Section 85 of the Act requires all new shares or other convertible securities of the Company be first offered to shareholders in proportion to their existing holdings.

The purpose of this Special Resolution is to seek waiver from the shareholders on their statutory pre-emptive rights pursuant to Section 85 of the Act. This resolution, if passed, will allow the Directors to issue and allot new shares in the Company from time to time without making a pre-emptive offer to the existing shareholders.

6. Ordinary Resolution 10

Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 10, if passed, will empower the Directors to issue and allot up to an aggregate amount of not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company.

This is a renewal of the mandate obtained from shareholders at the last AGM held on 25 August 2022. Subject to the passing of the Special Resolution on the waiver of pre-emptive rights under Section 85 of the Act, the proposed Ordinary Resolution 10, if passed, will provide flexibility to the Directors to undertake fundraising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, business expansion, working capital, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

As of the date of this notice, the Company did not issue any new shares pursuant to the mandate granted by the shareholders at the last AGM.

7. 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 its own 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 August 2022.

For further information on Ordinary Resolution 11, please refer to Part A of the Company's Statement/Circular to Shareholders dated 30 June 2023.

8. Ordinary Resolution 12

Proposed Renewal of Shareholders' Mandate for RRPTs

The Ordinary Resolution 12, 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 30 June 2023.