

# Notice Of Extraordinary General Meeting



**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting ("EGM") 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 D-26-01, Menara Mitraland, No. 13A, Jalan PJU 5/1, Kota Damansara PJU5, 47810 Petaling Jaya, Selangor, Malaysia on Friday, 22 December 2023 at 11.00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing the following resolutions by way of poll, with or without modification(s):

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

## ORDINARY RESOLUTION 1 PROPOSED PRIVATE PLACEMENT OF UP TO 19,200,000 NEW ORDINARY SHARES IN EUPE ("EUPE SHARES" OR "SHARES") ("PLACEMENT SHARES"), REPRESENTING 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF THE COMPANY ("PROPOSED PRIVATE PLACEMENT")

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board of Directors of the Company ("Board") to allot and issue up to 19,200,000 Placement Shares, representing 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company, by way of private placement to independent third party investor(s) to be identified later ("Place(s)") to be implemented in one or more tranches, at an issue price for each tranche to be determined and fixed by the Board at a later date, within 6 months from the date of approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the Proposed Private Placement or any extended period as may be approved by Bursa Securities **AND THAT** the issue price of the Placement Shares shall be priced at a discount of not more than 10% to the 5-day volume weighted average share price of Eupe Shares immediately preceding the price-fixing date(s);

**THAT** such Placement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing Eupe Shares, save and except that the holder(s) of the Placement Shares will not be entitled to any dividends, rights, allotments and/or other forms of distribution that may be declared, made or paid to the shareholders of the Company, for which the relevant entitlement date(s) are prior to the date on which the Placement Shares are credited into the central depository system ("CDS") accounts of the Place(s) and the Placement Shares will be subject to all the provisions of the Company's Constitution relating to transfer, transmission and otherwise;

**THAT** pursuant to Section 85(1) of the Companies Act, 2016 ("Act") read together with Clause 12(3) of the Company's Constitution, approval be and is hereby given for the waiver of the pre-emptive rights of the existing shareholders of the Company to be offered new Eupe Shares ranking equally to the existing issued Shares of the Company arising from the allotment and issuance of the Placement Shares pursuant to the Proposed Private Placement **AND THAT** the Board is exempted from the obligation to offer such Placement Shares first to the existing shareholders of the Company in respect of the allotment and issuance of the Placement Shares to the Place(s) pursuant to the Proposed Private Placement;

**THAT** authority be and is hereby given to the Board to utilise the proceeds from the Proposed Private Placement for such purposes as set out in Section 2.1.4 of the circular to shareholders of the Company dated 7 December 2023 ("Circular") and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient in the best interest of the Company, subject to the compliance with the Main Market Listing Requirements of Bursa Securities ("Listing Requirements") and the approval of the relevant authorities, where required and in the best interest of the Company;

**AND THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed Private Placement with full powers to assent to any condition, modification, variation and/or amendment in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company.

## ORDINARY RESOLUTION 2 PROPOSED ESTABLISHMENT OF A LONG-TERM INCENTIVE PLAN ("LTIP") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES (EXCLUDING TREASURY SHARES, IF ANY) OF THE COMPANY AT ANY POINT IN TIME DURING THE DURATION OF THE LTIP ("PROPOSED LTIP")

**THAT** subject to the approvals of all relevant authorities and/or parties being obtained, and to the extent permitted by law and the Constitution of the Company, the Board be and is hereby authorised for the following:

(i) to establish the Proposed LTIP comprising the proposed employees' share option scheme ("Proposed ESOS") and the proposed share grant plan ("Proposed SGP"), of up to 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company from time to time for the benefit of the eligible Directors and employees of Eupe and its subsidiaries ("Eupe Group" or "Group") (excluding dormant subsidiaries, if any) who meet the eligibility criteria for participation in the Proposed LTIP ("Eligible Persons") in accordance with the draft by-laws governing the Proposed LTIP ("By-Laws") as set out in Appendix I of the Circular;

(ii) to establish, appoint and authorise a committee ("LTIP Committee") to implement and administer the Proposed LTIP for the benefit of the Eligible Persons, in accordance with the By-Laws;

(iii) to allot and issue and/or procure the transfer of such number of Eupe Shares as may be required from time to time pursuant to the Proposed LTIP, **PROVIDED THAT** the total number of new Shares to be allotted and issued and/or transferred under the Proposed LTIP shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) of the Company at any point in time during the duration of the Proposed LTIP **AND THAT** the new Shares to be allotted and issued pursuant to the Proposed LTIP will, upon allotment and issuance, rank equally in all respects with the existing Eupe Shares, save and except that the new Eupe Shares will not be entitled to any dividends, rights, allotments, and/or other forms of distribution where the entitlement date(s) are prior to the date(s) on which the new Shares are credited into the CDS accounts of the Eligible Persons and such new Shares will be subject to all the provisions of the Company's Constitution relating to transfer, transmission and otherwise;

(iv) to do all necessary and make the necessary applications to Bursa Securities for the listing and quotation of the new Shares (as adjusted or modified from time to time pursuant to the By-Laws) that may hereafter from time to time be allotted and issued pursuant to the Proposed LTIP;

(v) to add, amend, modify, and/or delete all or any of the terms in the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such additions, amendments, modifications, and/or deletions are effected and permitted in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings and to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the Proposed LTIP;

(vi) to establish a trust to be administered by the trustee ("Trust") to be appointed by the Company from time to time for the administration of the Trust ("Trustee"), in accordance with the terms and conditions of a trust deed to be executed between the Trustee and the Company, to facilitate the implementation and administration of the Proposed LTIP and be entitled from time to time to the extent permitted by law and as set out under the By-Laws to accept funding and/or assistance, financial or otherwise from the Company, the subsidiaries of the Company and/or third parties to enable the Trustee to subscribe for new Eupe Shares, acquire existing Eupe Shares and/or receive treasury shares for the purpose of the Proposed LTIP and to pay expenses in relation to the administration of the Trust, if required; and

(vii) to extend the duration of the Proposed LTIP if the Board deems fit, for up to a maximum period of an additional 5 years ("Extension") upon the recommendation by the LTIP Committee, **PROVIDED ALWAYS THAT** the initial Proposed LTIP period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years, and that the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension;

**THAT** pursuant to Section 85(1) of the Act read together with Clause 12(3) of the Company's Constitution, approval be and is hereby given for the waiver of the pre-emptive rights of the existing shareholders of the Company to be offered new Eupe Shares ranking equally to the existing issued Shares of the Company arising from the allotment and issuance of the new Shares to be issued pursuant to the Proposed LTIP;

**THAT** the Board be and is hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/or arrangements (including without limitations, the affixation of the Company's Common Seal in accordance with the Company's Constitution) as may be necessary or expedient in order to implement, finalise, give effect and complete the Proposed LTIP and the terms of the By-Laws with full powers to assent to any conditions, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities or as the Board may deem necessary or expedient in the best interest of the Company;

**AND THAT** the draft By-Laws, as set out in Appendix I of the Circular, be and is hereby approved and adopted.

## ORDINARY RESOLUTIONS 3 TO 11 PROPOSED ALLOCATION OF AWARDS UNDER THE PROPOSED LTIP TO DIRECTORS OF EUPE AND PERSONS CONNECTED WITH THEM PURSUANT TO THE PROPOSED LTIP

**THAT** subject to the passing of Ordinary Resolution 2 above and the approvals of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to authorise the LTIP Committee, at any time and from time to time throughout the duration of the Proposed LTIP, to offer and grant to the following Directors and persons connected with them, ESOS options to subscribe for new Shares under the Proposed ESOS and/or Shares to be made available under the Proposed SGP, subject to the provisions of the By-Laws:

- |   |                        |
|---|------------------------|
| (i) Alfian Bin Tan Sri Mohamed Basir (Independent Non-Executive Chairman)   | Ordinary resolution 3  |
| (ii) Dato' Beh Huck Lee (Group Managing Director)   | Ordinary resolution 4  |
| (iii) Muhamad Faisal Bin Tajudin (Executive Director)   | Ordinary resolution 5  |
| (iv) Iskandar Abdullah @ Sim Kia Miang (Senior Independent Non-Executive Director)  | Ordinary resolution 6  |
| (v) Beh Yeow Seang (Non-Independent Non-Executive Director)   | Ordinary resolution 7  |
| (vi) Leow Peen Fong (Independent Non-Executive Director)  | Ordinary resolution 8  |
| (vii) Tham Sau Kien (Independent Non-Executive Director)  | Ordinary resolution 9  |
| (viii) Datin Michelle Gan Eileen (Director of Sales, Marketing and Design and spouse of Dato' Beh Huck Lee)                     | Ordinary resolution 10 |
| (ix) Cheryl Beh Wei Shan (Senior Executive, Management Associate and child of Dato' Beh Huck Lee and Datin Michelle Gan Eileen) | Ordinary resolution 11 |

Provided always that:

- the abovementioned persons must not participate in the deliberation and/or discussion of their own respective allocation as well as allocations to persons connected with them, if any;
- not more than 10% of the total number of new Shares to be issued under the Proposed LTIP shall be allocated to any one of the abovementioned persons who, either singly or collectively through persons connected with them, holds 20% or more of the total number of issued Shares of the Company; and
- the allocation of ESOS options and/or Shares to the abovementioned persons shall be subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the By-Laws, Listing Requirements, or any prevailing guidelines issued by Bursa Securities, as amended from time to time;

**THAT** at any point in time during the duration of the Proposed LTIP, not more than 60% of the total number of ESOS Options available under the Proposed ESOS shall be allocated, in aggregate to the Directors (including executive and non-executive Directors) and senior management of Eupe Group (excluding dormant subsidiaries, if any) pursuant to the Proposed ESOS;

**AND THAT** the Board be and is hereby authorised to allot and issue and/or procure to transfer such number of Shares that may be granted to the abovementioned persons under the Proposed LTIP.

## BY ORDER OF THE BOARD EUPE CORPORATION BERHAD

FOO PEI KOON (MAICSA 7067238) (SSM PC NO. 202108000380)  
TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)

Company Secretaries  
Sungai Petani, Kedah  
7 December 2023

## Explanatory Notes:

Pursuant to Section 85(1) of the Act read together with Clause 12(3) of the Company's Constitution, the shareholders of Eupe have a statutory pre-emptive right to be offered any new Shares which rank equally to the existing Shares issued by the Company. By voting in favour of the proposed Ordinary Resolution 1 to Ordinary Resolution 11, the shareholders of the Company will be waiving their statutory pre-emptive rights and the proposed Ordinary Resolution 1 to Ordinary Resolution 11 if passed, will exclude the statutory pre-emptive rights of the shareholders of the Company to be offered any new Shares to be issued by the Company pursuant to the Proposed Private Placement and Proposed LTIP, which will result in a dilution of the existing shareholders' shareholdings in the Company.

The details of the Proposed Private Placement and Proposed LTIP are set out in the Circular, which is available on the Company's website at <https://eupe.com.my/extraordinary-general-meeting/2023> and Bursa Securities' website at <https://www.bursamalaysia.com>.

## Notes:

- The broadcast venue is strictly for the purpose of complying with Section 327(2) of 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 EGM in person at the broadcast venue on the day of the meeting. Members are to attend, participate, speak (in the form of real time submission of typed texts) and vote at the EGM remotely via the digital ballot form provided by Mega Corporate Services Sdn Bhd. Please refer to the Administrative Notes for the EGM for further information.
- For the purposes of determining a member who shall be entitled to attend, participate, speak (in the form of real time submission of typed texts) 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 December 2023. Only members whose names appear on this Record of Depositors shall be entitled to attend, participate, speak (in the form of real time submission of typed texts) and vote at this meeting or appoint proxy(ies) to attend, participate, speak (in the form of real time submission of typed texts) and vote on their behalf.
- A member who is entitled to attend, participate, speak (in the form of real time submission of typed texts) 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 (in the form of real time submission of typed texts) and vote in his place. A proxy may but need not be a member of the Company.
- A member who is entitled to attend, participate, speak (in the form of real time submission of typed texts) and vote at a general meeting may appoint not more than 2 proxies to attend, participate, speak (in the form of real time submission of typed texts) and vote instead of the member at the general meeting.
- 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 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.
- 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 nominee 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.
- Where a member, an authorised nominee or an exempt authorised nominee appoints more than 1 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.
- The appointment of a proxy may be made in 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, Malaysia, or by electronic means via email at EGM-support.EUPE@megacorp.com.my not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof at which the person named in the appointment proposes to vote.
- 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, Malaysia not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof 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.
- Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
- Last date and time for lodging the proxy form is Wednesday, 20 December 2023 at 11.00 a.m.

## Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak (in the form of real time submission of typed texts) and vote at the EGM, a member of the Company (I) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.