

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eighteenth Annual General Meeting of EUPE CORPORATION BERHAD will be held at Rajawali Room, Cinta Sayang Golf and Country Resort, Persiaran Cinta Sayang, Sungai Petani, Kedah Darul Aman on Thursday 28 August 2014 at 10.00 a.m. for the following purposes:-

AGENDA

- 1 To receive and adopt the Audited Financial Statements for the year ended 28 February 2014 together with the Report of the Directors and Auditors thereon.
(please refer to Note No.1)
- 2 To re-elect the following Directors who retire by rotation in accordance with the Article 82 of the Company's Articles of Association:
 - 2.1 Datin Teoh Choon Boay **Resolution 1**
 - 2.2 Dato' Paduka Haji Ismail Bin Haji Shafie **Resolution 2**
- 3 To re-elect the following director who retire pursuant to Article 88 of the Company's Articles of Association:
Dato' Paduka Haji Rasli Bin Basir **Resolution 3**
- 3 To re-appoint Messrs. RSM Robert Teo, Kuan & Co. as Auditors of the Company and to authorize the Directors to fix their remuneration. **Resolution 4**
- 4 To consider and if thought fit, to pass the following resolutions as an Ordinary Resolutions:
As Special Business:
 - 4.1 Authority to issue and allot shares **Resolution 5**

"That pursuant to Section 132D of the Companies Act 1965 and subject to the approval of the relevant authorities (if any shall be required), the Directors be and are hereby authorized to allot and issue new ordinary shares of RM1.00 each (other than bonus or right issues) in the Company at any time and upon such terms and conditions and for such purposes as the Directors, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution in any one financial year does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval from the Bursa Malaysia Securities Berhad for the listing and quotation for the additional shares so issued and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."
 - 4.2 Proposed Renewal of Authority to purchase its own shares by the Company. **Resolution 6**

"THAT, subject always to the Companies Act 1965 ("Act"), the provisions of the Memorandum and Articles of Association of the Company and the Listing Requirements ("Listing Requirements") of the Bursa Malaysia Securities Berhad and the approvals of all the relevant authorities (if any), the Board of Directors of the Company be and is hereby unconditionally and generally authorised, to the extent permitted by law, to make purchases of the Company's issued and paid-up ordinary share capital from time to time through Bursa Securities, subject further to the following:-

 - (a) The maximum aggregate number of ordinary shares which may be purchased and held by the Company must not exceed ten per centum (10%) of the total issued and paid-up share capital of the Company at any point in time. ("Proposed Buy-Back")
 - (b) The maximum amount to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the Company's total retained profits and the share premium account at the time of purchase of the Proposed Share Buy-Back;
 - (c) The approval conferred by this resolution will commence immediately upon the passing of this resolution until:
 - (1) the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which such resolution is passed at which time the authority will lapse unless by ordinary resolution passed at that meeting, the authority is renewed either unconditionally or subject to conditions;
 - (2) expiration of the period within which the next AGM of the Company is required by law to be held; or
 - (3) the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting;

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4.2 Proposed Renewal of Authority to purchase its own shares by the Company. (continued)

whichever occurs first but not as to prejudice the completion of the purchase by the Company before the aforesaid expiry date and, in any event, in accordance with the provisions of the Act, the rules and regulations made pursuant thereto and the guidelines issued by Bursa Securities and/or any other relevant authority; and

- (d) upon completion of the purchase(s) of the EUPE Shares or any part thereof by the Company, the Directors be and are hereby authorised to cancel all the EUPE Shares so purchased, retained the shares so purchased in treasury for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities or retain part thereof as treasury shares and canceling the balance and in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authority for the time being in force; And THAT authority be and is hereby unconditionally and generally given to the Directors to take all such steps as are necessary or expedient (including without limitation, the opening and maintaining of central depository account(s) under the Securities Industry (Central Depositories) Act 1991, and the entering into of all agreements, arrangements and guarantees with any party or parties) to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities and with full power to do all such acts and things thereafter (including without limitation, the cancellation or retention as treasury shares of all or any part of the shares bought-back) in accordance with the Act, the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements of Bursa Securities and all other relevant governmental and/or regulatory authorities."

4.3 Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate Renewal")

Resolution 7

"THAT approval be and is hereby given for the renewal of the Existing Shareholders' Mandate for the Company and its subsidiaries ("Eupe Group") to enter into recurrent related party transactions of a revenue or trading nature which are necessary for the day to day operations of the Eupe Group from time to time, the nature and the contracting parties are set out in a table under Section 2.3 of the Circular to Shareholders dated 4 August 2014 PROVIDED THAT the transactions are in ordinary course of business on an arms' length basis, on normal commercial terms and on terms not more favorable to the related parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

AND THAT such authority shall commence upon the passing of this resolution and shall continue to be in force until:

- (a) the conclusion of next Annual General Meeting of the Company following this Eighteenth Annual General Meeting, at which time it will lapse, unless by a resolution passed at the said next Annual General Meeting, the authority is renewed;
- (b) the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 143(1) of the Companies Act 1965 ("the Act") but must not extend to such extension as may be allowed pursuant to Section 143(2) of the Act; or
- (c) revoke or varied by a resolution passed by the shareholders in a general meeting, whichever is the earlier.

4.4 To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012

Resolution 8

"THAT Mr. Tan Hiang Joo who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 19 May 1997 be and is hereby retained as an Independent Non-Executive Director."

NOTICE OF ANNUAL GENERAL MEETING (CONTINUE)

4.5 To consider and if thought fit, to pass the following resolution in accordance with the Recommendation 3.3 of the Malaysian Code of Corporate Governance 2012 **Resolution 9**

“THAT Ms Kek Jenny who has served the Board as Independent Non-Executive Director of the Company for a cumulative term of more than nine years since 28 March 2002 be and is hereby retained as an Independent Non-Executive Director.”

5. To transact any other ordinary business of which due Notice shall have been received.

BY ORDER OF THE BOARD
NG BEE LIAN [MAICSA 7041392]
Company Secretary

Sungai Petani,
Kedah Darul Aman
Date: 4 August 2014

Explanatory Notes to Special Business:-

(1) Authority to issue and allot shares (Resolution 5)

Your Board would like to act expeditiously on opportunities to expand your Group's business, if and when they arise. The proposed resolution No.5, if passed, is to authorise the Directors to issue up to 10% of the paid-up capital of the Company and will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for the purpose of funding current and/or future investment project(s), working capital and /or acquisition.

In order to avoid any delay and cost involved in convening a general meeting to approve such an issue of shares, it is thus considered appropriate that the Directors be empowered to issue shares in the Company up to any amount not exceeding in total ten (10) per centum of the issued share capital of the Company for the time being, for such purposes. This authority will, unless revoked or varied by the Company in a General Meeting, expire at the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier. No shares had been issued and allotted by the Company since obtaining the said authority from its shareholders at the last Annual General Meeting held on 28 August 2013.

(2) Proposed renewal of authority for the Company to purchase its own shares (Resolution 6)

The purchase the Company's shares up to ten percent (10%) of the issued and paid-up share capital of the Company by utilizing the funds allocated which shall not exceed the total retained profits and share premium account of the Company. The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last Annual General Meeting held on 28 August 2013. Further information on the Proposed renewal of authority for the Share Buy-Back is set out in the Statement to shareholders dated 4 August 2014 which is despatched together with the Company's 2014 Annual Report.

(3) Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature (Resolution 7)

For further information on proposed resolution No. 7, please refer to Circular To Shareholders dated 4 August 2014 accompanying the Company's 2014 Annual Report

(4) To retain the designation of Mr. Tan Hiang Joo as Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 (Resolution 8)

Mr. Tan Hiang Joo has served the Board as an Independent Non-Executive Director of the Company for more than nine years since 19 May 1997. The Board recommends retaining his designation as Independent Non-Executive Director of the Company based on the following reasons:-

- He fulfills the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa and therefore, is able to bring independent and objective judgment to the Board;

NOTICE OF ANNUAL GENERAL MEETING (CONTINUE)

Explanatory Notes to Special Business:-

- His experience in the legal and property sector enable him to provide the Board and Audit Committee, as the case may be, with pertinent expertise, skills and competence; and
 - He has been with the Company long and therefore understands the Company's business operations which enable him to contribute actively and effectively during deliberations or discussions at Audit Committee and Board meetings, as the case may be.
- (5) To retain the designation of Ms. Kek Jenny as Independent Non-Executive Director of the Company in accordance with the Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012 (Resolution 9)
Ms. Kek Jenny has served the Board as an Independent Non-Executive Director of the Company for more than nine years since 28 March 2002. The Board recommends retaining her designation as Independent Non-Executive Director of the Company based on the following reasons:-
- She fulfills the criteria under the definition on Independent Director as stated in the Main Market Listing Requirements of Bursa and therefore, is able to bring independent and objective judgment to the Board;
 - Her experience in the audit, financial due diligence and corporate advisory enable her to provide the Board and Audit Committee, as the case may be, with pertinent expertise, skills and competence; and
 - She has been with the Company long and therefore understands the Company's business operations which enable her to contribute actively and effectively during deliberations or discussions at Audit Committee and Board meetings, as the case may be.

Notes:

(1) Agenda No.1

This item of the Agenda is meant to discuss only. The provisions of Section 169 of the Companies Act 1965 require that the audited financial statements and the Reports of the Directors and Auditors thereon be laid before the Company at its Annual General Meeting. As such this Agenda item is not a business which requires a resolution to be put to vote by shareholders.

(2) Appointment of Proxy

A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

Where a member appoints two proxies, the appointment shall be invalid unless he specifies the proportions of his holding to be represented by each proxy.

The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if his appointer is a corporation, either under seal or under the hands of an officer or attorney duly authorised.

The instrument appointing a proxy must be deposited at the Company's Registered Office, 5th Floor, Wisma Ria, Taman Ria, 08000 Sungai Petani, Kedah Darul Aman not less than 48 hours before the time for holding the Meeting or any adjournment thereof.

- (3) Only members whose name appear in the Record of Depositors as at 22 August 2014 at least 3 market days before AGM date) will be entitled to attend and vote at the meeting.
- (4) Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, it may appoint at least one (1) proxy in respect of each securities account it holds which is credited with ordinary shares of the Company.
- (5) Where a member of the Company 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.