

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the TWENTIETH Annual General Meeting of EUPE CORPORATION BERHAD will be held at Garuda, Cinta Sayang Golf and Country Resort, Persiaran Cinta Sayang, Sungai Petani, Kedah Darul Aman, on Thursday, 28 July 2016 at 10 a.m. to transact the following purposes:-

### AGENDA

- To receive and adopt the Audited Financial Statements for the year ended 29 February 2016 together with the Reports of the Directors and Auditors thereon.
- To re-elect the following Directors who retire by rotation in accordance with the Article 82 of the Company's Articles of Association:-
  - Dato' Bah Hock Lee
  - Datin Paduka Teoh Choon Boy
- To re-elect the following Director who retire in accordance with the Article 88 of the Company's Articles of Association:-
  - Iskandar Abdullah (© Sim Kia Miang
- To re-appoint Messrs RSM Malaysia (formerly known as RSM Robert Teo, Kuan & Co) as Auditors of the Company and to authorise the Directors to fix their remuneration.

### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions with or without modifications:-

#### 5. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT authority be and is hereby given to Datuk Tan Hiang Joo who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company."

#### 6. CONTINUING IN OFFICE AS INDEPENDENT NON-EXECUTIVE DIRECTOR

"THAT authority be and is hereby given to Kek Jeny who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, to continue to serve as an Independent Non-Executive Director of the Company."

#### 7. ISSUANCE OF NEW ORDINARY SHARES PURSUANT TO SECTION 132D OF COMPANIES ACT, 1965

"THAT, subject to the Companies Act 1965, the Articles of Association of the Company and the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered pursuant to Section 132D of the Companies Act, 1965 to issue new ordinary shares in the Company at any time until the conclusion of the next Annual General Meeting 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 to be issued does not exceed 10% of the nominal value of the issued and paid-up capital (excluding treasury shares) of the Company for the time being and that the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad."

#### 8. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES BY THE COMPANY

"THAT, subject always to the Companies Act, 1965 ("Act"), the provisions of the Memorandum and Articles of Association of the Company, the Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all 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 purchase of the Company's issued and paid up capital from time to time through Bursa Securities, subject to the following:

- The maximum aggregate number of shares which may be purchased and held by the Company must not exceed ten percent (10%) of the total issued and paid up capital of the Company at any point in time ("Proposed Share Buy-Back");
- The maximum amount of the related parties involved in each type of Recurrent Related Party Transaction 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;
- The approval conferred by this resolution will commence immediately upon the passing of this resolution until:
  - 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;
  - the expiration of the period within which the next AGM of the Company is required by law to be held; or
  - the authority is revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting, whichever occurs first, but shall not 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
  - 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 cancelling the balance and in any other manner as prescribed by the Act, rules and regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities 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 Depository) Act 1991, and the entering into 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, 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."

#### 9. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE

"THAT subject to the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiary(ies) to enter into recurrent related party transactions of a revenue or trading nature with the related parties ("Recurrent Related Party Transactions") as set out in Section 2.3 of the Circular to the Shareholders dated 30 June 2016 ("the Circular"), subject further to the following:

- The Recurrent Related Party Transactions entered into in the ordinary course of business on terms not more favourable to the related parties than those generally available to the public, and the Recurrent Related Party Transactions are undertaken on arms' length basis and are not to the detriment of the minority shareholders of the Company;
- The disclosure is made in the annual report of the breakdown of the aggregate value of the Recurrent Related Party Transactions conducted pursuant to the shareholders' mandate during the financial year, amongst others, based on the following information:
  - the type of Recurrent Related Party Transactions made and
  - the names of the related parties involved in each type of Recurrent Related Party Transaction made and their relationship with the Company;
- the shareholders' mandate is subject to annual renewal and this shareholders' mandate shall only continue to be in full force until:
  - the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM, at which this shareholders' mandate will lapse, unless by a resolution passed at the said AGM, such authority is renewed;
  - the expiration of the period within which the next AGM is required to be held pursuant to Section 143(1) of the Companies Act, 1965 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Act); or
  - revoked or varied by resolution passed by the shareholders in general meeting,

which is the case;

THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things as they may consider expedient or necessary (including executing such documents as may be required) to give effect to the Recurrent Related Party Transactions contemplated and/or authorised by this Ordinary Resolution; AND THAT, the estimates given of the Recurrent Related Party Transactions specified in Section 2.3 of the Circular being provisional in nature, the Directors and/or any of them be and are hereby authorised to agree to the actual amount or amounts thereof provided always that such amount or amounts comply with the procedures set out in Section 2.5 of the Circular."

#### 10. PROPOSED AMENDMENT TO THE ARTICLES OF ASSOCIATION

THAT the proposed amendment to the existing Article 120 of the Company's Articles of Association be in the following form and manner be hereby approved:

Article No.	Existing Article	Proposed Amended Article
120.	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meetings such profit and loss accounts, balance sheets and reports as are referred to in the Section. <del>The issuance of the annual financial statements together with the auditors' and Directors' reports shall be given to the Exchange for public release within a period not exceeding four (4) months from the closing of financial year of the Company unless the annual report is issued within a period of four (4) months from the close of the financial year. The annual reports shall be issued to every Member of the Company and to the Exchange within a period not exceeding six (6) months from the close of the financial year of the Company. A copy of each such document shall not less than twenty-one (21) days before the date of the meeting or such shorter period as may be agreed in any year for the receipt of notice of meeting pursuant to Article 57(a) of these presents be sent to every Member who is entitled under the provisions of these Articles to receive notices of general meetings from the Company and to every holder of debentures of the Company under the provisions of the Act or of these presents. The requisite number of documents as may be required by the Stock Exchange upon which the Company's shares may be listed shall at the same time be likewise sent to each Stock Exchange. Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.</del>	The Directors shall from time to time in accordance with Section 169 of the Act cause to be prepared and laid before the Company in general meetings such profit and loss accounts, balance sheets and reports as are referred to in the Section. <b>The annual report that includes annual financial statements together with the auditors' and Directors' reports shall be issued to every Member of the Company and to the Exchange within a period not exceeding four (4) months from the close of the financial year of the Company or such other period as may be determined by the Exchange.</b> Provided that this Article shall not require a copy of these documents to be sent to any person whose address the Company is not aware or to more than one of the joint holders but any Member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the Company's registered office.

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

BY ORDER OF THE BOARD  
EUPE CORPORATION BERHAD

TAN BEE HWEI (MAICSA No. 7021024)

WONG WAI FOONG (MAICSA No. 7001358)

KUAN HUI FANG (MIA 16876)

Company Secretaries

Sungai Petani

Kedah Darul Aman

30 June 2016

### Notes:

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Twentieth Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 21 July 2016. Only a depositor whose name appears on the Record of Depositors as at 21 July 2016 shall be entitled to attend and vote at the meeting as well as for appointment of proxy(ies) to attend and vote on his/her stead.
- 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. They is no restriction to as to the qualification of the proxy and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.
- A member shall not appoint more than two (2) proxies to attend at the same meeting but only one (1) proxy shall be entitled to vote on a show of hands. Where a member appoints two (2) 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 appointor or his attorney duly authorised in writing, or if his appointor is a corporation, either under seal or under the hands of an officer or attorney duly authorised.
- The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority shall be deposited by hand or by facsimile transmission to the Company's Registered Office, 5th Floor Wisma Ria, Taman Ara, (0800) Sungai Petani, Kedah Darul Aman not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote and in default of the instrument of proxy shall not be treated as valid.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991, 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.
- 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 ("ombus account"), there is no limit to the number of proxies which the exempt authorised nominees may appoint in respect of each ombus account it holds.

### EXPLANATORY NOTES ON ORDINARY BUSINESS:

- The Agenda item is meant for discussion only as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward to the shareholders for voting.

### EXPLANATORY NOTES ON SPECIAL BUSINESS:-

- Ordinary Resolution 5**  
**Continuing in Office as Independent Non-Executive Director – Datuk Tan Hiang Joo**  
Datuk 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 on the Board;
  - 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 had 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. 2.
- Ordinary Resolution 6**  
**Continuing in Office as Independent Non-Executive Director – Kek Jeny**  
Ms Kek Jeny 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 on 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.
- Ordinary Resolution 7**  
**Issuance of New Ordinary Shares Pursuant to Section 132D of Companies Act, 1965**  
Your Board would like to act expeditiously on opportunities to expand your Group's business, if and when they arise. The proposed Ordinary Resolution 7, is 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 in a General Meeting, exparte 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. The general mandate for issue of shares is a renewal mandate. 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 27 July 2015.
- Ordinary Resolution 8**  
**Proposed Renewal of Authority to purchase its own shares**  
The purchase of Company's shares up to ten percent (10%) of the issues and paid-up share capital of the Company by utilising 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 27 July 2015.
- Further information on the Proposed renewal of authority to purchase its own shares is set out in the Statement to Shareholders dated 30 June 2016 which is despatched together with the Company's 2016 Annual Report.
- Ordinary Resolution 9**  
**Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**  
The Ordinary Resolution 9 is proposed and if passed, will enable the Company and/or its subsidiary company(ies) to enter into recurrent transactions involving the interest of Related Parties, which are necessary for the Group's day-to-day operations and undertaken at a member's length, subject to the transactions being carried out in the ordinary course of business and on terms not to the detriment of the minority shareholders of the Company. For further information on proposed Resolution 9, please refer to Circular to Shareholders dated 30 June 2016 accompanying the Company's 2016 Annual Report.
- Special Resolution 1**  
**Proposed Amendment to the Articles of Association**  
The Proposed Special Resolution 1 is to streamline the Company's Articles of Association with the recent amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

Please refer to explanatory Note, item 1 of the Agenda

Ordinary Resolution 1  
Ordinary Resolution 2

Ordinary Resolution 3  
Ordinary Resolution 4

Ordinary Resolution 5  
(Please refer to explanatory Note 1)  
Ordinary Resolution 6  
(Please refer to explanatory Note 2)  
Ordinary Resolution 7  
(Please refer to explanatory Note 3)

Ordinary Resolution 8  
(Please refer to explanatory Note 4)

Ordinary Resolution 9  
(Please refer to explanatory Note 5)

Special Resolution 1  
(Please refer to explanatory Note 6)