

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the TWENTY-FIRST Annual General Meeting of EUPE CORPORATION BERHAD will be held at Nadia, Cinta Sayang Golf and Country Resort, Persiaran Cinta Sayang, Sungai Petani, Kedah Darul Aman, on Thursday, 27 July 2017 at 10.00 a.m. for the following purposes:-

AGENDA

AS ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 28 February 2017 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 Constitution of the Company:-
 - Datuk Tan Hiang Joo
 - Dato' Paduka Haji Ismail Bin Haji Shafie

Please refer to Explanatory Note 1
Ordinary Resolution 1
Ordinary Resolution 2 (Please refer to Explanatory Note 2)
Ordinary Resolution 3

AS SPECIAL BUSINESS

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

4. APPROVAL OF THE PAYMENT OF DIRECTORS' BENEFITS

- "THAT the payment of Directors' allowance of RM11,000 payable to the Directors after 31 January 2017 to the financial year ended 28 February 2017 be and is hereby approved."
- "THAT the payment of Directors' allowance and meeting fees payable to the Directors from 1 March 2017 until the conclusion of the next Annual General Meeting in 2018 be and is hereby approved."

Ordinary Resolution 4 (Please refer to Explanatory Note 3)
Ordinary Resolution 5 (Please refer to Explanatory Note 3)
Ordinary Resolution 6 (Please refer to Explanatory Note 4)

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 Jennly 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."

Ordinary Resolution 7 (Please refer to Explanatory Note 5)

7. AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 ("ACT")

"THAT, subject always to the Act, the Constitution 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 Sections 75 and 76 of the Act, to issue and allot shares in the Company at any time and upon such terms and conditions and for such purposes as the Directors of the Company may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued during the preceding 12 months does not exceed 10% of the total number of the issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors of the Company be and are hereby empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad AND FURTHER THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company, or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting."

Ordinary Resolution 8 (Please refer to Explanatory Note 6)

8. PROPOSED RENEWAL OF AUTHORITY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES IN THE COMPANY

"THAT, subject always to the Companies Act, 2016 ("Act"), the provisions of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ("Listing Requirements") 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 purchase such number of issued 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 provided that:

Ordinary Resolution 9 (Please refer to Explanatory Note 7)

- The maximum aggregate number of shares which may be purchased and held by the Company must not exceed ten per centum (10%) of the total number of issued shares of the Company at any point in time ("Proposed Share Buy-Back");
- The maximum amount to be allocated for the Proposed Share Buy-Back shall not exceed the aggregate of the Company's retained profits based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the time of purchase of the Proposed Share Buy-Back; and
- The shares of the Company so purchased may be cancelled, retained as treasury shares, distributed as dividends or resold on Bursa Securities, or a combination of any of the above, or be dealt with in such manner allowed by the Act and Listing Requirements from time to time.

THAT the authority conferred by this resolution will commence immediately upon the passing of this resolution and will continue to be in force 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 an 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 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 Depositors) 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 therefor in accordance with the Act, the provisions of the Constitution of the Company, the Listing Requirements and all other relevant governmental and/or regulatory authorities."

9. 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

28 June 2017

Notes:

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming Twenty-First Annual General Meeting of the Company, the Company shall be requesting the Record of Depositors as at 20 July 2017. Only a member whose name appears on the Record of Depositors as at 20 July 2017 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 not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and a proxy appointed to attend, speak and vote at a meeting of a Company shall have the same rights as the member to speak at the meeting.
- 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 notarially certified copy of that power or authority shall be deposited at or by facsimile transmission to the Company's Registered Office, 5th Floor, Wisma Ria, Taman Ria, 08000 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 the instrument of proxy shall not be treated as valid.
- Where a member appoints more than one proxy, the appointment shall not be valid unless the member specifies the proportion of his shareholding to be represented by each proxy.
- 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 proxy in respect of each securities account it holds in ordinary shares of the Company standing to the credit of 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 ("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.
- Where a member or the authorised nominee or an exempt authorised nominee appoints two or more proxies, the proportion of the shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

EXPLANATORY NOTES:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Companies Act 2016 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.

2. Ordinary Resolution 2

Re-election of Director who retire pursuant to Article 82 of the Constitution of the Company

The Nomination Committee has assessed the independence of Dato' Paduka Haji Ismail Bin Haji Shafie, who is Independent Non-Executive Director ("INED") and reaffirmed his independence based on the independence criteria applied by the Company which is also used in the yearly assessment of INEDs independence and fulfilled the independence definition as prescribed under the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.

3. Ordinary Resolution 4 and Ordinary Resolution 5

Approval of the Payment of Directors' Benefits

The Ordinary Resolution 4 and Ordinary Resolution 5 are proposed to seek the shareholders' approval for the payment of the Directors' allowance and meeting fees as follows:

	31 January 2017 - 28 February 2017		Financial year ending 28 February 2018	
	Directors' allowance	Meeting allowance	Directors' allowance	Meeting allowance
Executive Director	Nil	RM1,000 per month	Nil	RM1,000 per month
Independent Non-Executive Director	RM1,000 per month	RM1,000 per month	RM1,000 per month	RM500 per meeting
Non-Independent Non-Executive Director	Nil	RM1,000 per month	Nil	RM1,000 per month

4. Ordinary Resolution 6

Continuing in Office as Independent Non-Executive Director – Datuk Tan Hiang Joo

Datuk Tan Hiang Joo has served the Board as an INED of the Company for more than nine years since 19 May 1997. The Board has through the Nomination Committee recommended retaining his designation as INED 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 Malaysia Securities Berhad ("MMLR") and is able to bring independent and objective judgment on the Board;
- His experience in the legal and property sector has enabled him to provide the Board and Risk Management and Audit Committee ("RMAC") 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 RMAC and Board meetings.

5. Ordinary Resolution 7

Continuing in Office as Independent Non-Executive Director – Kek Jennly

Ms Kek Jennly has served the Board as an INED of the Company for more than nine years since 28 March 2002. The Board has through the Nomination Committee recommended retaining her designation as INED of the Company based on the following reasons:-

- She fulfills the criteria under the definition on Independent Director as stated in the MMLR and is able to bring independent and objective judgment to the Board;
- Her experience in the audit, financial due diligence and corporate advisory has enabled her to provide the Board and RMAC 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 RMAC and Board meetings.

6. Ordinary Resolution 8

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

Your Board would like to act expeditiously on opportunities to expand your Group's business, if and when they arise. The proposed Ordinary Resolution 8, if passed, will authorise the Directors to allot ordinary shares up to 10% of the total number of the issued shares (excluding treasury shares) 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 incurring additional cost and time involved in convening a general meeting to approve such an allotment of shares, it is thus considered appropriate that the Directors be empowered to issue and allot shares in the Company up to any amount not exceeding in total ten (10) per centum of the total number of the issued shares of the Company in the forthcoming Annual General Meeting. The new General Mandate will commence from the date of the Twenty-First Annual General Meeting and such authority shall continue to be in force until the conclusion of the next Annual General Meeting or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is the earlier, unless such approval is revoked or varied by a resolution of the Company at a general meeting.

The general mandate for the allotment 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 28 July 2016.

7. Ordinary Resolution 9

Proposed Renewal of Authority to purchase its own shares of up to 10% of the total number of issued shares in the Company

The Ordinary Resolution 9, if passed, will enable the Directors of the Company to purchase Company's shares up to ten per cent (10%) of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the aggregate of the 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 purchase of the Proposed Share Buy-Back. 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 July 2016.

Further information on the Proposed renewal of authority to purchase its own shares is set out in the Statement to Shareholders dated 28 June 2017 which is despatched together with the Company's 2017 Annual Report.