

# Notice of Annual General Meeting



Building Lifestyles, Building Trust

NOTICE IS HEREBY GIVEN that the Twenty-Second Annual General Meeting ("22<sup>nd</sup> AGM") of Eupc Corporation Berhad will be held at Nadia, Cinta Sayang Golf and Country Resort, Persiaran Cinta Sayang, 08000 Sungai Petani, Kedah Darul Aman, on Thursday, 26 July 2018 at 10.00 a.m. for the following purposes:

**EUPC CORPORATION BERHAD**  
(Company No. 37762-V)  
(Incorporated in Malaysia)

## AS ORDINARY BUSINESS

- To receive and adopt the audited financial statements for the financial year ended 28 February 2018 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of the following Directors' remuneration by the Company:
  - Directors' fees of RM5,000.00 per month per Non-Executive Director, payable to the Non-Executive Directors with effect from the 1 August 2018 until the conclusion of the next Annual General Meeting ("AGM") in 2019.
  - Chairmanship allowance of RM5,000.00 per annum per chairman, payable to Board Chairman, Risk Management and Audit Committee Chairman, Nomination Chairman, and Remuneration Chairman, with effect from 1 August 2018 until the conclusion of the next AGM in 2019.
  - Attendance allowance of RM800.00 per trip (for local Directors) or RM1,100.00 per trip (for outstation Directors), payable to the Directors, from 1 August 2018 until the conclusion of the next AGM in 2019.
- To re-elect the following Directors, who retire by rotation in accordance with Article 82 of the Constitution of the Company and being eligible, have offered themselves for re-election:
  - Kek Jenny
  - Muhamad Faisal Bin Tajudin
- To re-elect Alfian Bin Mohamed Basir, who retires by rotation in accordance with Article 88 of the Constitution of the Company, and being eligible, has offered himself for re-election.
- To re-appoint Messrs RSM Malaysia as auditors of the Company and to authorise the Directors to fix their remuneration.

(Please refer to Explanatory Note 1)  
(Please refer to Explanatory Note 2)  
**Ordinary Resolution 1**  
**Ordinary Resolution 2**  
**Ordinary Resolution 3**  
(Please refer to Explanatory Note 3)  
**Ordinary Resolution 4**  
**Ordinary Resolution 5**  
**Ordinary Resolution 6**  
(Please refer to Explanatory Note 3)  
**Ordinary Resolution 7**  
**Ordinary Resolution 4)**

## AS SPECIAL BUSINESS

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

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

- To approve the following Directors, each of whom has served as an Independent Non-Executive Director for more than 12 years, to continue to act as Independent Non-Executive Directors ("INED") of the Company:
  - Datuk Tan Hiang Joo
  - Kek Jenny

(Please refer to Explanatory Note 5)  
**Ordinary Resolution 8**  
**Ordinary Resolution 9**

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

"THAT subject to Sections 75 and 76 of the Companies Act 2016 ("the Act") and approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever and as the Directors 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 be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued from Bursa Malaysia Securities Berhad ("Bursa Securities"). AND THAT such authority shall commence immediately upon the passing of this resolution and continue to be in force until the conclusion of the next AGM of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting."

**Ordinary Resolution 10**  
(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 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 Securities upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company provided that:

- the maximum aggregate number of shares which may be purchased and held by the Company must not exceed 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 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 thereafter 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."

**Ordinary Resolution 11**  
(Please refer to Explanatory Note 7)

- To transact any other business of which due notice shall have been given in accordance with the Act and the Company's Constitution.

## By Order of the Board

WONG WAI FOONG (MAICSA 7001358)

TAN BEE HWEE (MAICSA 7021024)

QUECK WAI FONG (MAICSA 7023051)

Company Secretaries

Sungai Petani, Kedah Darul Aman

Dated this 27th day of June 2018

## Notes:

- For the purposes of determining a member who shall be entitled to attend and vote at the forthcoming 22nd AGM of the Company, the Company shall be requesting the Record of Depositors as at 19 July 2018. Only a depositor whose name appears on the Record of Depositors as at 19 July 2018 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 more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 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 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 exempt nominee as defined in the Securities Industry (Central Depositors) Act 1991, 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.
- 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 nominee may appoint in respect of each omnibus account it holds.
- Where a member or the authorised nominee appoints two proxies or where an exempt authorised nominee appoints two or more proxies, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.

## EXPLANATORY NOTES:

- Item 1 of the Agenda  
To receive audited financial statements for the financial year ended 28 February 2018  
This Agenda Item is meant for discussion only as the provisions of Sections 248(2) and 340(1)(a) of the Act do 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.
- Item 2 of the Agenda  
Payment of Directors' Fees, Chairmanship Allowance and Attendance Allowance  
Section 230(1) of the Act provides amongst others, that "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 of Directors of the Company has recommended to the shareholders for approval at the forthcoming 22nd AGM of the Company on the Directors' fees, Chairmanship allowance and attendance allowance.
- Items 3 and 4 of the Agenda  
Re-election of retiring Directors  
Article 82 provides that each-third of the Directors of the Company for the time being shall retire by rotation at the AGM of the Company. All the Directors shall retire from office once at least in each three years but shall be eligible for re-election. Ms Kek Jenny and Encik Muhamad Faisal Bin Tajudin are standing for re-election as Directors of the Company. Ms Kek Jenny, who is an INED, has reaffirmed her independence based on independence criteria applied by the Company which is also used in the yearly assessment of INEDs independence and fulfilled the independence definitions as prescribed under the Listing Requirements. Article 88 provides that any Director appointed during the year shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election. Encik Alfian Bin Mohamed Basir who was appointed on 25 January 2018 is standing for re-election as Director of the Company. The Board has recommended the re-election of the above-mentioned Directors. Details of the assessment of the Directors seeking re-election save for Encik Muhamad Faisal Bin Tajudin are provided in the Corporate Governance Statement from pages 39 to 40 of the Annual Report 2018. Their profiles are set out in the Profile of Directors from pages 10 to 13.

- Item 5 of the Agenda  
Re-appointment of RSM Malaysia as Auditors of the Company  
The Board had at its meeting held on 7 June 2018 approved the recommendation by the Risk Management and Audit Committee ("RMAC") on the re-appointment of RSM Malaysia as Auditors of the Company. The Board and RMAC collectively agreed that RSM Malaysia has met the relevant criteria prescribed by Paragraph 15.21 of the Listing Requirement.
- Item 6 of the Agenda  
Continuing in office as INED  
Datuk Tan Hiang Joo has served the Board as an INED of the Company for more than 12 years since 19 May 1997. The Board has through the Nomination Committee ("NC") 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 Listing Requirements 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 Board Committees 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 the Board and Board Committees meetings.Ms Kek Jenny has served the Board as an INED of the Company for more than 12 years since 28 March 2002. The Board has through NC 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 Listing Requirements 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 Board Committees 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 the Board and Board Committees meetings.
- Item 7 of the Agenda  
Authority to issue and allot shares pursuant to Sections 75 and 76 of the Companies Act 2016  
Your Board would like to act expeditiously on opportunities to expand your group's business, if and when they arise. The proposed Resolution 10, if passed, will authorise the Directors to issue and 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 authorised to issue and allot shares in the Company up to 10% of the total number of issued shares (excluding treasury shares) of the Company in the forthcoming AGM. The renewed General Mandate will commence from the date of the 22nd AGM and such authority shall continue to be in force until the conclusion of the next AGM or at the expiry of the period within which the next AGM 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 AGM held on 27 July 2017.
- Item 8 of the Agenda  
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 11, if passed, will enable the Directors of the Company to purchase Company's shares up to 10% of the total number of issued shares of the Company by utilising the funds allocated which shall not exceed the total amount 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 AGM held on 27 July 2017. Further information on the proposed renewal of authority to purchase its own shares is set out in the Share Buy-Back Statement to Shareholders dated 27 June 2018 which is dispatched together with the Company's Annual Report 2018.