

**EUPE CORPORATION BERHAD (377762-V)**  
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Eupe Corporation Berhad will be held at Garuda 1, Cinta Sayang Golf and Country Resort, Persiaran Cinta Sayang, 08000 Sungai Petani, Kedah Darul Aman on Tuesday, 15 July 2014 at 10.00 a.m. for the purpose of considering and if thought fit, to pass the following resolution, with or without any modification, as an Ordinary Resolution of the Company:-

- (I) **PROPOSED SHAREHOLDERS' RATIFICATION FOR THE PAST RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SPECIFIED IN SECTIONS 2.1.4(a) AND 2.1.4(b) OF THE CIRCULAR TO SHAREHOLDERS DATED 30 JUNE 2014 ("PROPOSED SHAREHOLDERS' RATIFICATION"); AND**
- (II) **PROPOSED SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE AS SPECIFIED IN SECTION 2.1.4(c) OF THE CIRCULAR TO SHAREHOLDERS DATED 30 JUNE 2014 ("PROPOSED SHAREHOLDERS' MANDATE")**

"THAT all the past recurrent related party transactions of a revenue or trading nature entered into by the Company and/or its subsidiaries ("Eupe Group") as stated in Sections 2.1.4(a) and 2.1.4(b) of the Circular to Shareholders dated 30 June 2014 ("Circular") for the periods from (i) 7 November 2012 to the latest practicable date prior to the printing of the Circular as stated in the Circular ("LPD"); and (ii) the LPD to this Extraordinary General Meeting ("EGM"), which were necessary for its day-to-day operations and in the ordinary course of business of Eupe Group, be and are hereby approved and ratified on the basis that these transactions were entered into on terms which were made at arm's length terms, in accordance with Eupe Group's normal commercial terms, and on terms which were not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company and in the best interest of Eupe (hereinafter referred to as the "**Proposed Shareholders' Ratification**").

THAT all actions taken by the Directors and/or Officers of the Company in relation to the Proposed Shareholders' Ratification prior to this resolution be and are hereby approved and ratified.

THAT approval be and is hereby given to Eupe Group to enter into and give effect to specified recurrent related party transactions of a revenue or trading nature with specified class of the related parties as stated in Section 2.1.4(c) of the Circular which are necessary for its day-to-day operations and in the ordinary course of business of Eupe Group, on the basis that these transactions are to be entered into on terms which are made at arm's length terms, in accordance with Eupe Group's normal commercial terms, and on terms which are not more favourable to the related parties than those generally available to the public and not detrimental to the minority shareholders of the Company and in the best interest of Eupe (hereinafter referred to as the "**Proposed Shareholders' Mandate**").

THAT the Proposed Shareholders' Mandate shall only continue to be in force from the conclusion of this EGM to the conclusion of the forthcoming Annual General Meeting of the Company.

THAT authority be and is hereby given to the Directors of the Company to complete, execute and do all such acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give effect to the transactions in relation to the Proposed Shareholders' Mandate."

BY ORDER OF THE BOARD

NG BEE LIAN (MAICSA 7041392)  
Company Secretary

Seremban, Negeri Sembilan  
30 June 2014

**Explanatory Notes :**

The resolution, if approved, will mean that:-

- (a) all past recurrent related party transactions entered into by the Company and/or its subsidiaries ("Eupe Group") with the related parties as stated in Sections 2.1.4(a) and 2.1.4(b) of the Circular to Shareholders of the Company dated 30 June 2014 ("Circular") for the periods from (i) 7 November 2012 up to the latest practicable date prior to the printing of the Circular as stated in the Circular ("LPD") and (ii) from the LPD to the forthcoming Extraordinary General Meeting ("EGM") ("Proposed Shareholders' Ratification"), shall deem to be ratified and approved by the Shareholders of the Company at the forthcoming EGM. Please refer to the particulars of the Proposed Shareholders' Ratification set out in the Circular for further details; and
- (b) all recurrent related party transactions to be entered into by Eupe Group with the related parties as stated in Section 2.1.4(c) of the Circular for the period from the conclusion of the EGM to the conclusion of the forthcoming Annual General Meeting, shall deem to be approved by the shareholders at the forthcoming EGM. Please refer to the particulars of the Proposed Shareholders' Mandate set out in the Circular for further details. .

**Note:-**

1. 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.

2. 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 names appear in the Record of Depositors as at 9 July 2014 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 but not more than two (2) proxies 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.