



To: All the shareholders of Euro Holdings Berhad ("Euro" or "the Company")

**ERRATA TO THE NOTICE AND FORM OF PROXY OF THE FOURTEENTH ANNUAL GENERAL MEETING ("14<sup>TH</sup> AGM")**

Reference is made to the Company's announcement made to Bursa Malaysia Securities Berhad on 26 April 2018.

On behalf of the Board of Directors, we wish to highlight the following amendments made to the Notice of the 14<sup>th</sup> AGM and the Form of Proxy which shall by this Errata, be amended, corrected and taken as read as shown herein instead of as announced to Bursa Malaysia Securities Berhad on 26 April 2018 and distributed to shareholders on 27 April 2018.

**i) Amendments to the Notice of the 14<sup>th</sup> AGM**

- a) "Ordinary Resolution 11" be amended to "Special Resolution 1" - Right column of Agenda 11.
- b) "Special Resolution 11" be amended to "Special Resolution 1" – Item (d) of Explanatory Notes to Special Business.

**ii) Amendments to the Form of Proxy**

- a) "Resolution 1 to Resolution 10" be amended to "Ordinary Resolution 1 to Ordinary Resolution 10".
- b) "Resolution 11" be amended to "Special Resolution 1".

Save for the above-mentioned amendments, all other information and/or form remains valid and unchanged. A copy of the revised Notice of 14th AGM and Form of Proxy are enclosed for your reference. The error is regretted.

By Order of the Board  
EURO HOLDINGS BERHAD

TAN TONG LANG (MAICSA 7045482)  
CHONG VOON WAH (MAICSA 7055003)  
Company Secretaries

**Notes:-**

**Form of Proxy**

The revised Form of Proxy will not invalidate the Form of Proxy which was circulated to you on 27 April 2018. You may execute the attached revised Form of Proxy or the Form of Proxy which was distributed to you on 27 April 2018 together with the Annual Report 2017.

**NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fourteenth Annual General Meeting ("14th AGM") of the Company will be held at Green II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama, 47410 Petaling Jaya, Selangor on Monday, 25 June 2018 at 10.00 a.m. for the transaction of the following businesses:

**AGENDA**

**A Ordinary Business**

1. To receive the Audited Financial Statements for the financial year ended 31 December 2017 together with the Reports of the Directors and Auditors thereon. Ordinary Resolution 1
2. To re-elect the following Directors who retire in accordance with Article 73 of the Articles of Association and being eligible, have offered themselves for re-election:- Ordinary Resolution 2
  - a) Datuk Dr Syed Muhammad Bin Syed Abdul Kadir
  - b) Mdm Tan Poh Ling
3. To approve the payment of Non-Executive Directors' Fee of RM222,000.00 per annum for the period from the 14th AGM up to the 15th AGM of the Company. Ordinary Resolution 3
4. To approve an amount of up to RM16,800 per annum as benefits payable to the Non-Executive Chairman for the period from the 14th AGM up to the 15th AGM of the Company. Ordinary Resolution 4
5. To approve the payment of meeting allowance of RM500 per meeting for each Director with effect from 14th AGM up to the 15th AGM of the Company. Ordinary Resolution 5
6. To re-appoint Messrs. Nexia S5Y as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration. Ordinary Resolution 6

**B Special Business**

- To consider and if thought fit, to pass with or without modifications the following resolutions:-
7. Authority to allot and issue shares in general pursuant to Sections 75 and 76 of the Companies Act, 2016. Ordinary Resolution 7  
"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016 and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue shares in the capital of the Company from time to time 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 issued pursuant to this resolution does not exceed 10% of the issued share capital of the Company for the time being and that the Directors be and are hereby also empowered to obtain approval from the Bursa Malaysia Securities Berhad for the listing and quotation of 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"
  8. Proposed Renewal of Shareholders' Mandate for the Company to Purchase up to Ten Percent (10%) of the Total Number of Issued Shares of the Company pursuant to Section 127 of the Companies Act, 2016 ("Proposed SBB Renewal"). Ordinary Resolution 8  
"THAT subject to compliance with the Companies Act 2016 ("the Act"), the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Securities and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby authorised to allocate an amount not exceeding the total of audited retained profit of the Company for the purpose of and to purchase such amount of issued shares of the Company ("EURO Shares") as may be determined by the Directors of the Company provided that the aggregate number of EURO Shares purchased and/or held as treasury shares pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares of the Company as quoted on Bursa Securities at any point in time;  
THAT upon completion of the purchase by the Company of its own shares, the Directors are authorised to deal with the EURO Shares in the following manner:-  
i) to cancel the EURO Shares so purchased; or  
ii) to retain the EURO Shares so purchased as treasury shares in accordance with the relevant rules of Bursa Securities; or  
iii) combination of (i) and (ii) above;  
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 the Directors be and are hereby empowered to carry out the above immediately upon the passing of this resolution and from the date of the passing of this resolution until:-  
i) the conclusion of the next AGM of the Company following the general meeting at which this resolution was passed, at which time it shall lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or  
ii) the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or  
iii) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting.  
whichever occurs first AND THAT the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things deemed fit and expedient in the interest of the Company to give full effect to the Proposed SBB Renewal contemplated and/or authorised by this resolution."
  9. Proposed retention of Datuk Dr Syed Muhammad Bin Syed Abdul Kadir as Independent Non-Executive Director. Ordinary Resolution 9  
"THAT, in accordance with the Malaysian Code on Corporate Governance ("MCCG"), Datuk Dr Syed Muhammad Bin Syed Abdul Kadir be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities."
  10. Proposed retention of Mdm Tan Poh Ling as Independent Non-Executive Director. Ordinary Resolution 10  
"THAT, in accordance with the MCCG, Mdm Tan Poh Ling be and is hereby retained as Independent Non-Executive Director of the Company and be designated as such until the conclusion of the next AGM, subject to the provisions of the relevant regulatory authorities."
  11. Proposed Adoption of the New Constitution of the Company. Special Resolution 1  
"THAT approval be and is hereby given for the Company to revoke the existing Memorandum and Articles of Association of the Company with immediate effect and in place thereof, the proposed new Constitution of the Company as set out in the Circular to Shareholders dated 27 April 2018 accompanying the Company's Annual Report 2017 for the financial year ended 31 December 2017 be and is hereby adopted as the Constitution of the Company AND THAT the Directors of the Company be and are hereby authorised to assent to any modification, variation and/or amendment as may be required by the relevant authorities and to do all acts and things and take all such steps as may be considered necessary to give full effect to the foregoing".
  12. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482)  
CHONG VOON WAH (MAICSA 7055003)  
Company Secretaries

Kuala Lumpur

Date: 27 April 2018

**NOTES:**

1. A member entitled to attend and vote at this meeting is entitled to appoint a proxy/proxies to attend and vote instead of him. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.
2. Where a member appoints more than one proxy, the appointment shall be invalid unless he/she specifies the proportions of his/her holdings to be represented by each proxy.
3. The Form of Proxy, in the case of an individual, shall be signed by the appointer or his attorney, and in the case of a corporation, shall be executed under its Common Seal or under the hand of its attorney of the corporation duly authorised.
4. For the purpose of determining a member who shall be entitled to attend the Fourteenth AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 18 June 2018. Only a depositor whose name appears on the Record of the Depositor as at 18 June 2018 shall be entitled to attend the said meeting or appoint proxies to attend and/or vote on his/her behalf.
5. To be valid, the proxy form duly completed and signed must be deposited at the Share Registrar's Office, at Tricor Investor & Issuing House Services Sdn. Bhd. Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time set for holding the meeting or any adjournment thereof.

Explanatory Notes to Ordinary Business:

- a. The Audited Financial Statements laid at this meeting pursuant to Section 340(1)(a) of the Companies Act, 2016 are meant for discussion only. It does not require shareholders' approval, and therefore, shall not be put forward for voting.
- b. The proposed Ordinary Resolution 4 is the benefits payable to Chairman of the Board for the period from the 14th AGM up to the 15th AGM of the Company. The benefits comprise petrol allowance of RM800.00 per month and RM600.00 monthly taxable amount on benefit in kind of a company driver.

Explanatory Notes to Special Business:

- a. The proposed Ordinary Resolution 7 is the renewal of the mandate obtained from the members at the last Annual General Meeting held on 15 June 2017 ("the previous mandate"). The previous mandate was utilised for private placement exercise on 22 August 2017. Detailed information is disclosed on page 27 of the Company's Annual Report 2017. The proposed resolution, if passed, will provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the funding of the Company's future investments projects, working capital and/or acquisitions, by the issuance of shares in the Company to such persons at any time, as the Directors may deem fit, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of next Annual General Meeting of the Company.
- b. The proposed Ordinary Resolution 8 if passed, will provide a mandate for the Company to purchase its own shares up to ten percent (10%) of the total issued and paid-up share capital of the Company and shall lapse at the conclusion of the next AGM unless authority for the renewal is obtained from the shareholders of the Company at a general meeting. Please refer to the Share Buy-Back Statement which is dispatched together with the Company's Annual Report 2017.
- c. The proposed Ordinary Resolutions 9 & 10, in observing the recommendation in relation to the tenure of an Independent director as prescribed by MCCG, the Board, after having assessed the independence of Datuk Dr Syed Muhammad Bin Syed Abdul Kadir and Mdm Tan Poh Ling, considers them to be independent and recommends that they be retained as Independent Non-Executive Director of the Company. The details of the Board assessment and justifications are contained in the Corporate Governance Overview Statement of the Company's Annual Report 2017.
- d. The proposed Special Resolution 1, if passed, will ensure the Company's Constitution be consistent with the new Companies Act, 2016. The proposed new Constitution is set out in the Circular to Shareholders dated 27 April 2018.

# FORM OF PROXY

**EURO HOLDINGS BERHAD** (646559-T)

|                    |  |
|--------------------|--|
| No. of shares held |  |
| CDS Account No.    |  |

I/We \_\_\_\_\_ I.C. or Company No \_\_\_\_\_  
 (Full name in block letters)

of \_\_\_\_\_  
 (Full address)

being a member/members of EURO HOLDINGS BERHAD hereby appoint (Proxy 1) \_\_\_\_\_

I.C. No. \_\_\_\_\_ of \_\_\_\_\_  
 \_\_\_\_\_ or failing him/ her (Proxy 2) \_\_\_\_\_

I.C No. \_\_\_\_\_ of \_\_\_\_\_

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us and on my/our behalf at the Fourteenth Annual General Meeting of the Company to be held at Green II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama, 47410 Petaling Jaya on Monday, 25 June 2018 at 10.00 a.m. or at any adjournment thereof.

The proxy is to vote on the Resolutions set out in the Notice of the Meeting as indicated with an "X" in the appropriate spaces. If no specific direction as to the voting is given, the Proxy will vote or abstain from voting at his/her discretion.

|                        |   | FOR | AGAINST |
|------------------------|---|-----|---------|
| ORDINARY RESOLUTION 1  | To re-elect Datuk Dr Syed Muhammad Bin Syed Abdul Kadir who retires in accordance with Article 73 of the Company's Articles of Association                  |     |         |
| ORDINARY RESOLUTION 2  | To re-elect Mdm Tan Poh Ling who retires in accordance with Article 73 of the Company's Articles of Association   |     |         |
| ORDINARY RESOLUTION 3  | To approve the payment of Non-Executive Directors' Fees of RM222,000.00 per annum for the period from the 14th AGM up to the 15th AGM of the Company        |     |         |
| ORDINARY RESOLUTION 4  | To approve an amount of up to RM16,800 as benefits payable to the Non-Executive Chairman for the period from the 14th AGM up to the 15th AGM of the Company |     |         |
| ORDINARY RESOLUTION 5  | To approve the payment of meeting allowance of RM500 per meeting for each Director with effect from 14th AGM up to the 15th AGM of the Company              |     |         |
| ORDINARY RESOLUTION 6  | To re-appoint Messrs. Nexia SSY as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.                   |     |         |
| ORDINARY RESOLUTION 7  | Authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016   |     |         |
| ORDINARY RESOLUTION 8  | Proposed Renewal of Shareholders' Mandate for the Company to Purchase its Own Shares  |     |         |
| ORDINARY RESOLUTION 9  | To approve the retention of Datuk Dr. Syed Muhamad Bin Syed Abdul Kadir as Independent Director   |     |         |
| ORDINARY RESOLUTION 10 | To approve the retention of Mdm Tan Poh Ling as Independent Director  |     |         |
| SPECIAL RESOLUTION 1   | To approve the adoption of the new Constitution of the Company  |     |         |

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

\_\_\_\_\_  
 Signature of Shareholder(s)

|   |
|---|
| The proportions of my/our holdings to be represented by my/our proxies are as follows:- |
| <u>First Proxy</u>  |
| No. of Shares: _____  |
| Percentage : _____ %  |
| <u>Second Proxy</u>   |
| No. of Shares: _____  |
| Percentage : _____ %  |

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