

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth (24th) Annual General Meeting ("AGM") of EP Manufacturing Bhd ("EPMB" or "the Company") will be held on **fully virtual** and entirely via remote participation and voting at the Broadcast Venue at Conference Room, No. 8 & 10, Jalan Jurutera U1/23, Seksyen U1, Kawasan Perindustrian Hicom Glenmarie, 40150 Shah Alam, Selangor on Tuesday, 21 July 2020 at 10.30 a.m. for the purpose of transacting the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Directors' and Auditors' Reports thereon. **(Explanatory Note A)**
- To approve the payment of Directors' fees of up to RM450,000 from 22 July 2020 until the conclusion of the next Annual General Meeting of the Company. **Resolution 1**
- To re-elect the following Directors who retire in accordance with Article 105 of the Company's Constitution and, who being eligible, offer themselves for re-election:-
(i) Encik Hamidon Bin Abdullah **Resolution 2**
(ii) Dr Linden Hamidon **Resolution 3**
(iii) Mr Hew Voon Foo **Resolution 4**
- To re-appoint Messrs. KPMG PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

5. Retention of Encik Shaari Bin Haron as Independent Non-Executive Director

Resolution 6

"THAT Encik Shaari Bin Haron who has served for a cumulative terms of more than twelve (12) years be retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."

6. Retention of Dato' Ikmal Hijaz Bin Hashim as Independent Non-Executive Director

Resolution 7

"THAT Dato' Ikmal Hijaz Bin Hashim who has served for a cumulative terms of more than nine (9) years be retained as Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting in accordance with the Malaysian Code on Corporate Governance."

7. Authority to issue and allot shares pursuant to Section 75 and Section 76 of the Companies Act 2016

Resolution 8

"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of relevant governmental/regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 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 may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed 20% of the total number of issued shares of the Company for the time being and that the Directors be and are hereby empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad 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 authority for the Company to purchase its own shares ("Proposed Share Buy-Back")

Resolution 9

"THAT subject to the compliance with Section 127 of the Companies Act 2016, the provision of the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the approvals of all relevant governmental/regulatory authorities, the Company be and is hereby authorised to buy back such number of ordinary shares in the Company ("Proposed Share Buy-Back") 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, necessary and expedient in the interest of the Company, provided that:

- the aggregate number of ordinary shares which may be purchased and/or held by the Company at any point of time pursuant to this Proposed Share Buy-Back shall not exceed 10% of the total number of issued shares of the Company;
- the maximum funds to be allocated by the Company for the Proposed Share Buy-Back shall not exceed the total retained profits of the Company for the financial year ended 31 December 2019; and
- such authority shall commence upon passing of this resolution and continue to be effective until the conclusion of the next Annual General Meeting ("AGM") of the Company or, upon the expiration of the period within which the next AGM is required by law to be held or, unless revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier, but so as not to prejudice the completion of a purchase made before the aforesaid expiry date.

AND THAT the Directors of the Company be and are hereby authorised to deal with the ordinary shares bought back in their absolute discretion in all or any of the following manner:

- to cancel the shares so purchased;
- to retain the shares so purchased as treasury shares (of which may be dealt with in accordance with Section 127(7) of the Act);
- retain part of the shares so purchased as treasury shares and cancel the remainder; or
- in any other manner as may be permitted and prescribed by the Act, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and any other relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as they may consider necessary and expedient to implement and to give effect to the Proposed Share Buy-Back as may be allowed by the relevant governmental/regulatory authorities."

9. Proposed renewal of shareholders' mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")

Resolution 10

"THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the Company and its subsidiaries ("EPMB Group") be and are hereby authorised to enter into recurrent related party transactions from time to time involving the interest of Directors, Major Shareholders or persons connected with Directors and/or Major Shareholders of the EPMB Group ("Related Parties") as stated in Section 2.4 of Part B of the Circular to Shareholders dated 17 June 2020 subject to the following:-

- the transactions are of a revenue or trading nature which are necessary for day to day operations of the Company and its subsidiaries, carried out in the ordinary course of business on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders;
- disclosure is made in the annual report of the aggregate value of transactions conducted during the financial year pursuant to the Proposed Shareholders' Mandate.

AND THAT such authority shall continue to be in force until:-

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time the said authority will lapse unless by a resolution passed at a general meeting of the Company, the authority is renewed;
- the expiration of the period within which the next AGM is required to be held pursuant to Section 340(2) of the Companies Act 2016 (the "Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- revoked or varied by resolution passed by the shareholders in a general meeting; whichever is the earlier.

AND THAT the Directors of the Company be and are hereby authorised to complete and take all such steps and do all acts and things in such manner as they may consider necessary and expedient to give effect to the Proposed Shareholders' Mandate."

- 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

TEO WEI THENG (MAICSA 7056007)
SSM PC No.: 202008000790
Company Secretary

Selangor
17 June 2020

Notes:

- A member entitled to participate and vote at the meeting shall be entitled to appoint not more than two (2) persons as his proxy to participate and vote in his stead. Where a member appoints two (2) proxies to attend the same meeting, the member shall specify the proportions of his shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.

- Where a member 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.

An exempt authorised nominee refers to an authorised nominee defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA") which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.

- The instrument appointing a proxy, in the case of an individual, shall be signed by the appointor or his attorney duly authorised in writing, and in the case of a corporation, shall be either given under the corporation's seal or under the hand of an officer or attorney of the corporation duly authorised.

- To be valid, the instrument appointing a proxy or proxies must be deposited at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm-support@epmb@megacorp.com.my not less than 48 hours before the time set for holding the Meeting or at any adjournment thereof.

- Only members whose names appear in the Record of Depositors as at 14 July 2020 shall be entitled to participate and vote at the meeting or appoint proxy/proxies to participate and/or vote on his/her behalf.

- Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all the Resolutions set out in this Notice will be put to vote by poll.

- The 24th AGM will be conducted on fully virtual at the Broadcast Venue, the members are advised to refer to the Administrative Guide on the registration and voting process for the Meeting.

- Explanatory Note A

This Agenda item is meant for discussion only as it does not require shareholders' approval under the provisions of Section 340(1)(a) of the Companies Act 2016. As such, this item is not put forward for voting.

- Explanatory notes on Special Businesses:-

- Proposed Retention of Encik Shaari Bin Haron and Dato' Ikmal Hijaz Bin Hashim as Independent Non-Executive Director

Practice 4.2 of the MCGG provides that shareholders' approval be sought in the event that the Company intends for an Independent Director who has served in the capacity for more than nine (9) years, to continue to act as Independent Director of the Company.

The Board is recommending to the shareholders for Encik Shaari Bin Haron and Dato' Ikmal Hijaz Bin Hashim who have served as Independent Non-Executive Directors of the Company for a cumulative term of more than twelve (12) years and nine (9) years respectively to continue to act as Independent Non-Executive Directors of the Company. The Board recommends that the approval for retention of Encik Shaari who has served as Independent Non-Executive Director for a cumulative term of twelve (12) years be sought through a two-tier voting process for the continuing of office.

The Board through the Nomination Committee had assessed and endorsed that Encik Shaari and Dato' Ikmal be retained as Independent Non-Executive Directors of the Company as they have continued to display high level of integrity and are objective in their judgement and decision making in the best interest of the Company, shareholders and stakeholders and are able to express unbiased views without any influence, the detailed justifications are as set out in this Annual Report.

- Authority to issue shares pursuant to Section 75 and Section 76 of the Companies Act 2016

The Proposed Resolution 8 is the renewal of the general mandate obtained from the shareholders at the last AGM. As at the date of this notice, the Company did not allot any share pursuant to the general mandate granted to the Directors at the 23rd Annual General Meeting held on 31 May 2019.

This Resolution 8, if passed, will empower the Directors to allot and issue ordinary shares up to an amount not exceeding 20% of the total number of issued shares of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company, based on the additional temporary relief measures granted by Bursa Malaysia Securities Berhad to listed corporation via its letter dated 16 April 2020. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.

The Company will make an announcement in respect of the purpose and utilisation of proceeds arising from such issue.

The authority will provide flexibility to the Company for any possible fund raising activities for future investment projects or undertakings or for working capital purpose as the Directors may in their absolute discretion deem fit.

After having considered all aspect of the 20% General Mandate, the Board is of the opinion that the adoption of the 20% General Mandate would be in the best interest of the Company and its shareholders, on the following basis:-

- The interest of the Company as well as its long term shareholders should be in congruence with the issue of long term sustainability of the Company as only a business operation with healthy and sufficient working capital could generate positive returns to the Company and its shareholders.
- The Company continues to consider strategic opportunities to broaden the earnings potential of the Company. The additional fund raising flexibility through the 20% General Mandate will enable the Company, should it be required to do so, to meet its funding requirements for potential business/assets acquisitions or new joint venture arrangement and/or for working capital requirements expeditiously and efficiently, without burdening the shareholders with a separate general meeting during this challenging period.
- The 20% General Mandate will provide flexibility to the cash flow planning of the Company should the Company requires additional funding for the execution of its future plans or the business contingency plans to mitigate the financial impact due to the outbreak of Coronavirus disease (Covid-19) pandemic.

- Proposed Share Buy-Back and Proposed Shareholders' Mandate

For Resolutions 9 and 10, further information on the Proposed Share Buy-Back and Proposed Shareholders' Mandate are set out in the Statement/Circular to Shareholders dated 17 June 2020 despatched together with this Annual Report.



EP MANUFACTURING BHD

Registration No. 199601017765 (390116-T)
(Incorporated in Malaysia)

To: The shareholders of EP Manufacturing Bhd

ADMINISTRATIVE GUIDE ON CONDUCT OF A FULLY VIRTUAL GENERAL MEETING

In view of the Covid-19 health concerns, the Company is taking every necessary precaution to protect the safety of people under its care. This includes an arrangement for the Company’s Twenty-Fourth (24th) Annual General Meeting (“AGM”) as a vital measure to safeguard the wellbeing of our shareholders.

This year, the AGM will be conducted via live streaming and digital voting.

TWENTY-FOURTH (24TH) AGM OF EP MANUFACTURING BHD

Date	Tuesday, 21 July 2020
Time	10.30 a.m.
Broadcast Venue	No. 8 & 10, Jalan Jurutera U1/23, Seksyen U1, Kawasan Perindustrian Hicom Glenmarie, 40150 Shah Alam, Selangor.

The Broadcast Venue is strictly for the purpose of compliance with Section 327(2) of the Companies Act 2016 whereby the Chairman will be present at the main venue of the AGM and in accordance with Article 65 of the Company’s Constitution. No shareholders from the public should be physically present nor admitted at the Broadcast Venue on the date of the AGM.

DIGITAL BALLOT FORM (“DBF”) VOTING PROCEDURES AT THE FULLY VIRTUAL 24TH ANNUAL GENERAL MEETING OF THE COMPANY

Online Registration

As a shareholder, you can register online. You can also appoint proxy/Chairman via online registration to attend the AGM remotely, details as set out below:

1. Open this link <https://shorturl.at/enrFZ> and submit all details requested at least forty eight hours (48) hours before the date of the 24th AGM.
2. Only shareholders are allowed to register their details online. Shareholders can also appoint proxy/Chairman via online, as in Step 1 above. Please ensure that your details are accurate as non-compliance would result in you not being able to receive your DBF.
3. Alternatively, you may deposit your Proxy Form with the **proxy’s email address** and **mobile phone number** at the office of the Poll Administrator, Mega Corporate Services Sdn. Bhd. situated at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan or submitted via email to agm-support.EPMB@megacorp.com.my.
4. The Poll Administrator, Mega Corporate Services Sdn. Bhd. will email a copy of your DBF to you once they verified the details entered in Step 1 or Step 3 above.
5. There will be explanatory notes in DBF, to guide you to register to Meeting, voting and to post questions. Please read them for better understanding.



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PROCEDURE TO ONLINE AGM

Participation of AGM

The User Guide and DBF for participation, posing questions and voting at the 24th AGM, will be emailed to you together with the password to access the Fully Virtual AGM platform once your registration has been approved. Please click on the Meeting for early registration. There is another tier of security to ensure only legitimate members/proxies are permitted to the virtual meeting. Do it soonest upon you receive the DBF.

There will be an email to you upon you have been successfully registered to Meeting. Click on “JOIN THE MEETING” link to join at the Fully Virtual AGM at any time from 10.20 a.m. i.e. 10 minutes before the commencement of AGM.

If you have any question for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to relevant questions submitted by remote participants during the AGM. If there is time constraint, the responses will be emailed to you at the earliest possible, after the meeting.

No recording or photography of the AGM proceeding is allowed without the prior written permission of the Company.

You must ensure that you are connected to the internet at all times in order to participate and vote when the AGM has commenced. Therefore, it is your responsibility to ensure that connectivity for the duration of the meeting is maintained. Kindly note that the quality of the live streaming is dependent on the bandwidth and stability of the internet connection at the location of the remote participants.

End of remote participation

Upon the announcement by the Chairman on the closure of the AGM, the Live Streaming will end.

RECORD OF DEPOSITORS (“ROD”)

The date of Record of Depositors for the 24th AGM is 14 July 2020. As such, only members whose name appears in the ROD as at 14 July 2020 shall be entitled to attend the AGM or appoint proxies to attend, speak and/or vote on his/her behalf.

POLL VOTING

The voting at the AGM will be conducted by poll in accordance with Paragraph 8.29A of Bursa Malaysia Securities Berhad Main Market Listing Requirements. The Company has appointed Mega Corporate Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Cygnus IT Solution PLT as Scrutineers to verify the poll results.

Shareholders can proceed to vote on the resolutions and submit your votes at any time from the commencement of the AGM at 10.30 a.m. and before the end of the voting session which will be announced by the Chairman of the meeting. Upon completion of the voting session for the AGM, the Scrutineers will verify and announce the poll results followed by the Chairman’s declaration whether the resolutions are duly passed.

ENQUIRY

If you have any general queries prior to the AGM, please contact the Poll Administrator during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.
Tel No : +60 (3) 2692 4271
Email : agm-support.EPMB@megacorp.com.my

Shareholders may submit questions before the meeting to our Company Secretary at teowt@epmb.com.my in relation to the agenda items for the AGM.