

**NOTICE OF SIXTEENTH ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Sixteenth Annual General Meeting ("16<sup>th</sup> 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 Thursday, 30 July 2020 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 2019 together with the Reports of the Directors and Auditors thereon.
2. To re-elect the following Directors who retire in accordance with Clause 105 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
  - a) Mdm Tan Poh Ling **Ordinary Resolution 1**
  - b) Mr Chan Yok Peng **Ordinary Resolution 2**
3. To re-elect the following Directors who retire in accordance with Clause 114 of the Constitution of the Company and being eligible, have offered themselves for re-election:-
  - a) Dato' Sri Lim Teck Boon **Ordinary Resolution 3**
  - b) Ms Lim See Way **Ordinary Resolution 4**
4. To approve the Directors' fees totaling RM95,000 per annum to the Non-Executive Directors of the Company for the period from the 16<sup>th</sup> AGM up to the 17<sup>th</sup> AGM of the Company. **Ordinary Resolution 5**
5. To approve the payment of Directors' meeting allowances of RM500 per meeting for each Director with effect from 16<sup>th</sup> AGM up to the 17<sup>th</sup> AGM of the Company. **Ordinary Resolution 6**
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 7**

**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 8**  
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, Additional Temporary Relief Measures to Listed Corporations for COVID-19, issued by Bursa Malaysia Securities Berhad ("Bursa Securities") on 16 April 2020 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 20% of the total number of issued shares 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 retention of Mdm Tan Poh Ling as Independent Non-Executive Director **Ordinary Resolution 9**  
 "THAT, in accordance with the Malaysian Code on Corporate Governance, 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."
9. To transact any other business of which due notice shall have been given.

**BY ORDER OF THE BOARD**

TAN TONG LANG (MAICSA 7045482 / SSM PC No. 201908002253)  
 VIMALRAJ A/L SHANMUGAM (MAICSA 7068140 / SSM PC No. 202008000925)  
 Company Secretaries

Kuala Lumpur

Date: 30 June 2020

**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 16<sup>th</sup> AGM, the Company shall request Bursa Malaysia Depository Sdn Bhd to issue a Record of Depositors as at 23 July 2020. Only a depositor whose name appears on the Record of the Depositor as at 23 July 2020 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, it shall not be put forward for voting.

Explanatory Notes to Special Business:

- a. The Proposed Ordinary Resolution 8, if passed, is a renewal of mandate to empower the Directors to issue and allot shares up to an amount not exceeding 20% of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company.

This authority, unless revoked or varied by the Company at a General Meeting, will expire at the next Annual General Meeting.

Bursa Malaysia Securities Berhad has via their letter dated 16 April 2020 granted several additional temporary relief measures to listed corporations, amongst others, an increase in general mandate limit for new issues of securities to not more than 20% of the total number of issued shares of the Company for the time being ("20% General Mandate"). Pursuant to the 20% General Mandate, Bursa Securities has also mandated that the 20% General Mandate may be utilised by a listed corporation to issue new securities until 31 December 2021 ("Extended Utilisation Period") and thereafter, the 10% general mandate will be reinstated.

Having considered the current economic climate arising from the global Covid-19 pandemic and future financial needs of the Group, the Board would like to procure approval for the 20% General Mandate, inclusive of the Extended Utilisation Period, pursuant to Section 76(4) of the Companies Act, 2016 from its shareholders at the forthcoming 16<sup>th</sup> AGM of the Company.

The 20% General Mandate 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 future investment project(s) workings capital and/or acquisitions.

The 20% General Mandate, unless revoked or varied by the Company in general meeting, will expire at the end of the Extended Utilisation Period, i.e. by 31 December 2021.

The previous mandate was not utilised and accordingly no proceeds were raised.

- b. The proposed Ordinary Resolution 9, in observing the recommendation in relation to the tenure of an Independent Directors as prescribed by MCGG, the Board of Directors of the Company ("the Board"), after having assessed the independence of Mdm Tan Poh Ling, considers her to be independent and recommends that she be retained as Independent Non-Executive Director of the Company. The voting process for the Ordinary Resolution 9 will be carried out through a two-tier voting process in line with the recommendation of MCGG. The details of the Board assessment and justifications are contained in the Statement of Corporate Governance of the Company's Annual Report 2019.



**EURO HOLDINGS BERHAD**  
**[Registration No.: 200401008055 (646559-T)]**  
**(Incorporated in Malaysia)**

**Administrative Guide for the  
Sixteenth Annual General Meeting (“16th AGM”)**

Date : Thursday, 30 July 2020  
Time : 10.00 a.m.  
Venue : Green II, Tropicana Golf & Country Resort, Jalan Kelab Tropicana, Off Jalan Tropicana Utama,  
47410 Petaling Jaya, Selangor Darul Ehsan.

**General Meeting Arrangements**

Due to the constant evolving Coronavirus Disease (COVID-19) situation in Malaysia, we may change the arrangements of our 16<sup>th</sup> AGM. Kindly check the Company’s website or announcements from time to time for the latest updates on the status or changes to the 16<sup>th</sup> AGM arrangement.

**Safeguard measures due to COVID-19 Outbreak**

1. In light of the COVID-19 outbreak, shareholders/proxies are encouraged to take all the necessary precautions and preventive measures issued and directed by the Ministry of Health before attending the 16<sup>th</sup> AGM.
2. If you have travelled overseas to the affected countries (as and when announced by the World Health Organisation and Malaysia’s Ministry of Health) in the past 14 days or if you are unwell with sore throat/fever/flu/cough/shortness of breath, you are required to comply with the directives issued by the Malaysia Government to self-quarantine or seek medical advices and will not be allowed to attend the 16<sup>th</sup> AGM.
3. All attendees which were screened and tested positive or is believed to be suffering from pneumonia symptoms (which include fever, cough, breathlessness) would be advised by our personnel to leave the premise and seek medical attention immediately.
4. In view of COVID-19 outbreak and given that your safety is the Company’s priority, the Company has taken below precautions measures to contain the spread of the COVID-19 to ensure the safety of attendees at the 16<sup>th</sup> AGM:
  - a) The attendance of outstation shareholders at the 16<sup>th</sup> AGM are strongly discouraged.
  - b) Shareholders are encouraged to appoint the Chairman of the Meeting as proxy to attend and vote for and on behalf at the forthcoming 16<sup>th</sup> AGM. You may submit your proxy forms with pre-determined voting instructions for the Chairman to vote for and on behalf.
  - c) The Company reserves the right to limit the total number of physical attendees in the 16<sup>th</sup> AGM pursuant to the requirements by the relevant authorities. Hence, the entrance to the meeting venue is based on first-come-first-serve basis and again safety is a non-negotiable priority for the Company.
5. The Company will take the precaution measure by conducting temperature checks on all members upon arrival at the 16<sup>th</sup> AGM venue. You will not be allowed to enter the meeting venue if you have the above symptoms as specified under item 3 or having a body temperature above 37.5 °C. All attendees are advised to sanitise their hands and wear face mask before entering.
6. Shareholders are encouraged to keep abreast with the latest news released by the authorities regarding travelling, self-quarantine, other health and safety precautions from time to time.

**No Lunch, Refreshment nor Door Gift**

There will be no lunch, refreshment nor door-gift provided for 16<sup>th</sup> AGM.

### **Pre-Registration to attend the 16<sup>th</sup> AGM**

1. Shareholders and proxies are required to register ahead of the 16<sup>th</sup> AGM to allow the Company to make the necessary arrangements in relation to the meeting i.e. infrastructure, logistics and meeting venue(s) to accommodate the meeting participants.
2. Please read and follow the procedures below to pre-register your physical attendance at the 16<sup>th</sup> AGM via the TIIH Online website at <https://tiih.online> :
  - i. Login to TIIH Online website with your user name (i.e. e-mail address) and password under the “e-Services”. If you have not registered as a user of TIIH Online, please refer to the tutorial guide posted on the homepage for assistance to sign up.
  - ii. Select the corporate event: “(REGISTRATION) EURO 16<sup>TH</sup> AGM”.
  - iii. Read and agree to the Terms & Conditions and confirm the Declaration.
  - iv. Select “Register for Physical Attendance at Meeting Venue”.
  - v. Review your registration and proceed to register.
  - vi. System will send an e-mail to notify that your registration for Physical Attendance at Meeting Venue is received and will be verified.
  - vii. After verification of your registration against the General Meeting Record of Depositors, the system will send you an e-mail after 28 July 2020 to approve or reject your registration to attend physically at the Meeting Venue.

### **Registration on Meeting Date**

1. Registration will start at 9.00 a.m. on Thursday, 30 July 2020.
2. Kindly produce your original MyKad/Passport (for foreigners) to the registration personnel at the registration counter for verification. Please ensure to collect your MyKad/Passport thereafter.
3. Only shareholders and proxies who have pre-registered are allowed to attend the meeting physically and are required to practice social distancing of 1 meter and only allowed to sit at the place arranged by the Company. Nevertheless, the entrance of the meeting venue is on first-come-first serve basis subject to the limit as prescribed by the relevant authorities from time to time.
4. Upon verification, you are required to sign on the Attendance List prepared by the officer at the registration counter.
5. After registration, a wristband with passcode will be issued to the respective shareholders. Shareholders are required to use the slip for poll voting purpose later. You will also be given an identification wristband which allow you to enter the meeting hall. There is no replacement in the event that you lose/misplace the identification wristband.
6. No person will be allowed to register for and on behalf of another person, even with the original MyKad/Passport of that person.
7. The registration counter will handle only verification of identity and registration.
8. Please vacate the registration area immediately after registration.
9. For any clarification or enquiry, please proceed to the Company’s Helpdesk at the registration counter.

### **Poll Voting**

1. In accordance with Paragraph 8.29A(1) of Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the voting at the 16th AGM will be conducted by poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll.
2. During the verification of votes by the Independent Scrutineers, all shareholders and proxies are required to maintain social distancing of 1 meter.
3. Upon completion of the voting session for the 16<sup>th</sup> AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration whether the resolutions are carried.

### **Enquiry**

If you have any enquiries prior to the 16th AGM, please contact the following persons during office hours:-

**Share Registrar:**

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.  
Tel: 03-27839299 Fax: 03-27839222  
Attn: En. Mohd Kamal Bin Mohd Din / Ms. Esther Loo

**Company Secretaries:**

BOARDROOM.COM SDN BHD  
Suite 10.02, Level 10, The Gardens South Tower, Mid Valley City,  
Lingkaran Syed Putra, 59200 Kuala Lumpur.  
Tel: 03-2298 0263 Fax: 03-2298 0268  
Attn: Mr. Tan Tong Lang / Mr Vimalraj A/L Shanmugam  
Email: admin@boardroom.com.my