

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT the Twenty Sixth (26th) Annual General Meeting ("AGM") of Eurospan Holdings Berhad will be held on a fully virtual basis and entirely via remote participation and voting through the online meeting platform to be provided by Digerati Technologies Sdn Bhd at <https://agm.digerati.com.my/pasb-online>. (Domain Registration No. D1A119533), Malaysia on Tuesday, 26 October 2021 at 10.00 a.m. for the following purposes:-

**AS ORDINARY BUSINESSES**

1. To receive the Audited Financial Statements for the financial year ended 31 May 2021 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve the payment of Directors' fees of RM323,000 to Directors of the Company and its subsidiaries for the financial year ended 31 May 2021. Ordinary Resolution 1
3. To approve the payment of benefits other than Directors' fees of up to RM21,000 to the Directors of the Company from 27 October 2021 until the next Annual General Meeting of the Company. Ordinary Resolution 2
4. To re-elect Mr. Guan Kok Beng, a Director retiring pursuant to Clauses 140 and 154 of the Company's Constitution and who, being eligible offers himself for re-election. Ordinary Resolution 3
5. To re-elect Mr. Sim Yee Fuan, a Director retiring pursuant to Clause 140 of the Company's Constitution and who, being eligible offers himself for re-election. Ordinary Resolution 4
6. To re-appoint Messrs Grant Thornton Malaysia PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix the Auditors' remuneration. Ordinary Resolution 5

**AS SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:-

**Power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

"THAT subject always to the Companies Act 2016 ("Act"), Constitution of the Company and approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to issue and allot shares in the Company from time to time at such price, 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 10% of the total number of issued shares of the Company for the time being and that the Directors be and are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for 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 or the expiration of the period within which the next Annual General Meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in a general meeting whichever is the earlier."

Ordinary Resolution 6

8. To transact any other business for which due notice shall have been given in accordance with the Companies Act 2016.

By order of the Board

Lim Kim Teck  
(SSM PRACTISING CERTIFICATE NO. 202008002059)  
(MAICSA 7010844)  
Company Secretary  
Penang

Date : 27 September 2021

**NOTES :**

1. (a) The 26th AGM will be conducted fully virtual through live streaming and online remote participation and voting via the Remote Participation and Voting ("RPV") facilities to be provided by Digerati Technologies Sdn. Bhd. via online meeting platform at <https://agm.digerati.com.my/pasb-online>. (Domain Registration No. D1A119533), Malaysia. Please follow the procedures provided in the Administrative Guide for the 26th AGM in order to register, participate and vote remotely via the RPV facilities.  
(b) According to the Revised Guidance Note and FAQs on the Conduct of General Meetings for Listed Issuers issued by the Securities Commission Malaysia on 16 July 2021, an online meeting platform located in Malaysia is recognised as the meeting venue and all meeting participants of a fully virtual general meeting are required to participate in the meeting online.
2. **Appointment of Proxy**
  - (a) A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without restriction as to the qualification of the proxy.
  - (b) Subject to Paragraph (c) below, a member entitled to attend and vote is entitled to appoint one (1) or more proxies to attend and vote instead of him. Where a member appoints more than one (1) proxy to attend and vote at the same meeting, the appointment shall be invalid unless the member specifies the proportion of his holdings to be represented by each proxy.
  - (c) Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 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.
  - (d) The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised.
  - (e) The instrument appointing a proxy must be deposited at the Share Registrar of the Company, Plantation Agencies Sdn. Berhad, 3rd Floor No. 2 Lebuh Pantai, 10300 George Town, Penang not less than 48 hours before the time appointed for holding the AGM or adjourned meeting at which the person named in the instrument, proposes to vote.
  - (f) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolutions set out above will be put to vote by way of poll.
3. **Members entitled to attend the 26th AGM**

Only a Depositor whose name appear in the Record of Depositors as at 18 October 2021 shall be regarded as a member entitled to participate and vote or to appoint a proxy or proxies to participate and vote at the 26th AGM.

**Explanatory notes on Ordinary and Special Businesses****1. Audited Financial Statements for the financial year ended 31 May 2021**

The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.

**2. Ordinary Resolution No. 2 – Proposed payment of Directors' benefits (excluding Directors' fees)**

The Directors' benefits (excluding Directors' fees) comprises the allowances and other benefits. The total estimated amount of Directors' benefits payable is calculated based on the number of scheduled Board's and Board Committees' meetings for the period from 27 October 2021 until the next AGM. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

**3. Ordinary Resolution No. 6 – Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016**

The proposed resolution, if passed, will grant a renewed general mandate ("Renewed Mandate") and empower the Directors of the Company to issue and allot shares up to an amount not exceeding 10% (ten per centum) of the total number of issued shares of the Company from time to time and for such purposes as the Directors consider would be in the interest of the Company. The Renewed Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment, capital expenditure, working capital and/or acquisitions. In order to avoid any delay and costs involved in convening a general meeting, it is considered appropriate to seek shareholders' approval for a Renewed Mandate. This Renewed Mandate unless revoked or varied by the Company in general meeting will expire at the next AGM of the Company.

As at the date of this notice, no new shares in the Company have been issued pursuant to the mandate granted to the Directors at the 25th AGM held on 27 October 2020 which will lapse at the conclusion of the 26th AGM.

**STATEMENT ACCOMPANYING NOTICE OF AGM**

(Pursuant to Paragraph 8.27(2) of the Listing Requirements of Bursa Malaysia Securities Berhad)

As at date of this notice, there are no individuals who are standing for election as Directors (excluding Directors who are standing for re-election as stated above) at this forthcoming 26th AGM.

**PERSONAL DATA POLICY**

By submitting the duly executed Form of Proxy, the member and his/her proxy consent to the Company (and/or its agents/service providers) collecting, using and disclosing the personal data therein in accordance with the Personal Data Protection Act 2010, for the purpose of the AGM, and any adjournment thereof.