



EP MANUFACTURING BHD

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of EP Manufacturing Bhd ("EPMB" or "Company") will be held virtually via remote participation and voting from the Broadcast Venue at Conference Room, No. 8 & 10, Jalan Juruterua U1/23, Seksyen U1, Kawasan Perindustrian HiCom Glenmarie, 40150 Shah Alam, Selangor Darul Ehsan on Tuesday, 31 May 2022 at 3:00 p.m. or immediately following the conclusion or adjournment of the 26th Annual General Meeting of the Company scheduled to be held at the same venue and on the same day at 2:30 p.m., whichever is later, for the purpose of considering and if thought fit, passing the following resolutions, with or without any modifications:

ORDINARY RESOLUTION 1

PROPOSED DISPOSAL BY EPM OF 2 PARCELS OF FREEHOLD LAND HELD UNDER GERAN 215211, LOT 61817 ("BLOCK 8") AND GERAN 215210, LOT 61816, BOTH OF BANDAR GLENMARRIE, DISTRICT OF PETALING, SELANGOR DARUL EHSAN TOGETHER WITH THE FACTORIES AND OFFICES CONSTRUCTED THEREON ("GLENMARRIE PROPERTIES") TO PRECIOUS VISION SDN BHD ("PRECIOUS VISION") FOR A TOTAL CASH CONSIDERATION OF RM53.5 MILLION AND THE SUBSEQUENT LEASEBACK BY EPM OF PART OF BLOCK 8 FROM PRECIOUS VISION ("PROPOSED DISPOSAL AND LEASEBACK")

"THAT subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to dispose the Glenmarie Properties for a cash consideration of RM53,500,000 upon the terms and conditions as set out in the conditional sale and purchase agreement dated 29 November 2021 entered into between the Company, EP Properties (M) Sdn Bhd and Precious Vision ("SPA").

THAT approval be and is hereby given to the Company to leaseback part of Block 8 from Precious Vision commencing from the unconditional date of the conditional lease agreement dated 29 November 2021 entered into between the Company and Precious Vision ("**Lease Agreement**") at a monthly rental of RM192,528 for an initial term of 5 years which shall be automatically renewed for another term of 5 years upon expiry, subject to an increase of 10% on the monthly rental, upon the terms and conditions as set out in the Lease Agreement.

THAT authority be and is hereby given to the Board of Directors of the Company ("**Board**") to utilise the proceeds of the proposed disposal of the Glenmarie Properties for such purposes as set out in Section 3.1 of Part A of the circular to shareholders of the Company dated 13 May 2022 ("**Circular**") and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject to the approval of the relevant authorities, where required and in the best interest of the Company.

AND THAT the Board (save for the Interested Directors) be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Disposal and Leaseback with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Disposal and Leaseback."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF UP TO 30% OF EPM'S TOTAL NUMBER OF ISSUED SHARES ("SHARES") ("PLACEMENT SHARES") ("PROPOSED PRIVATE PLACEMENT")

"THAT subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to allot and issue up to 59,268,000 Placement Shares, representing approximately 30% of EPM's total number of issued Shares, to be implemented in 1 or more tranches within 6 months from the date of approval from Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the Proposed Private Placement or any extended period as may be approved by Bursa Securities.

THAT approval be and is hereby given to the Board to determine the issue price of the Placement Shares at a later date after receipt of all relevant approvals for the Proposed Private Placement and the issue price of the Placement Shares shall be priced at up to 10% discount to the 5-day volume weighted average market price of the Shares immediately preceding the price fixing date.

THAT authority be and is hereby given to the Board to utilise the proceeds of the Proposed Private Placement for such purposes as set out in Section 3.2 of Part A of the Circular and the Board be and is hereby authorised with full powers to vary the manner and/or purpose of utilisation of such proceeds in such manner as the Board may deem fit, necessary and/or expedient subject to the approval of the relevant authorities, where required and in the best interest of the Company.

THAT such Placement Shares shall, upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that the holders of the Placement Shares will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of the Placement Shares.

THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents and/or arrangement as may be necessary to give effect to and complete the Proposed Private Placement with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Private Placement.

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed Private Placement have been duly allotted and issued in accordance with the terms of the Proposed Private Placement."

ORDINARY RESOLUTION 3

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF EPM'S TOTAL NUMBER OF ISSUED SHARES, EXCLUDING TREASURY SHARES, IF ANY, AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS FOR ELIGIBLE DIRECTORS AND EMPLOYEES OF EPM AND ITS SUBSIDIARIES ("GROUP") ("ELIGIBLE PERSONS") ("PROPOSED ESOS")

"THAT subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Board to:

- (i) establish, implement and administer the ESOS for the benefit of the Eligible Persons, in accordance with the by-laws governing the Proposed ESOS ("**By-Laws**") as set out in Appendix V of the Circular;
- (ii) allot and issue from time to time such number of new Shares as may be required to be issued pursuant to the exercise of options under the Proposed ESOS, **PROVIDED THAT** the total number of new Shares to be issued under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Shares, excluding treasury shares, if any, at any point in time over the duration of the ESOS **AND THAT** the new Shares to be allotted and issued arising from the exercise of any options granted under the Proposed ESOS will, upon allotment and issuance, rank equally in all respects with the then existing issued Shares, save and except that such new Shares so allotted and issued will not be entitled to any dividends, rights, allotments and/or other distributions in respect of which the entitlement date is prior to the date of allotment and issuance of such new Shares;
- (iii) do all necessary and make such applications as may be necessary at the appropriate time or times to Bursa Securities for the listing of and quotation for the new Shares which may from time to time be allotted and issued arising from the exercise of the options;
- (iv) modify, vary and/or amend the By-Laws from time to time as may be required/permitted by the authorities or deemed necessary by the authorities or the Board **PROVIDED THAT** such modifications, variations and/or amendments are effected in accordance with the provisions of the By-Laws relating to modifications, variations and/or amendments, deeds or undertakings and to deliver and/or impose such terms and conditions and/or delegate part of its powers as may be necessary or expedient in order to implement, finalise and give full effect to the ESOS; and

- (v) extend the duration of the ESOS, if the Board deems fit, for up to a maximum period of an additional 5 years ("**Extension**") upon the recommendation by the ESOS committee, **PROVIDED ALWAYS** that the initial ESOS period of 5 years and such Extension made pursuant to the By-Laws shall not in aggregate exceed a duration of 10 years or such other period as may be prescribed by Bursa Securities or any other relevant authorities, **AND THAT** the Board be and is hereby authorised to implement the Extension and do all such acts and things and to execute all necessary documents to give full effect to and complete the Extension with full power to assent to or make any modifications, variations and/or amendments as may be required by the relevant authorities and to take all steps and actions as may be required by the relevant authorities and as the Board may deem necessary and/or expedient to finalise, implement and give full effect to and complete the Extension.

THAT the Board be and is hereby authorised to give full effect to the ESOS with full power to consent to and adopt and implement such conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit or necessary at its discretion.

AND THAT the By-Laws, as set out in Appendix V of the Circular, be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 4 TO 13

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE DIRECTORS OF THE COMPANY

"THAT subject to the passing of Ordinary Resolution 3 and the approvals and consents of all relevant authorities and/or parties being obtained for the Proposed ESOS, approval be and is hereby given to the Board to authorise the ESOS committee, at any time and from time to time over the duration of the ESOS, to offer and grant to the following persons, ESOS options to subscribe for new Shares under the Proposed ESOS:

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|--|------------------------|
| (i) Hamidon bin Abdullah (Executive Chairman) | Ordinary Resolution 4 |
| (ii) Zulkifly bin Baharuddin (Deputy Executive Chairman) | Ordinary Resolution 5 |
| (iii) Johan bin Hamidon (Executive Director) | Ordinary Resolution 6 |
| (iv) Aidan Hamidon (Executive Director) | Ordinary Resolution 7 |
| (v) Ho Kok Wei (Executive Director) | Ordinary Resolution 8 |
| (vi) Dr. Linden Hamidon (Non-Independent Non-Executive Director) | Ordinary Resolution 9 |
| (vii) Shaari bin Haron (Independent Non-Executive Director) | Ordinary Resolution 10 |
| (viii) Tan Sri Datuk Hussin bin Haji Ismail (Independent Non-Executive Director) | Ordinary Resolution 11 |
| (ix) Hew Voon Foo (Independent Non-Executive Director) | Ordinary Resolution 12 |
| (x) Cheng Sheng (Independent Non-Executive Director) | Ordinary Resolution 13 |

PROVIDED THAT:

- (i) at any point of time when a written offer by the ESOS committee to Eligible Persons to participate in the ESOS in the manner provided in the By-Laws is made, not more than 10% of the new Shares available under the ESOS shall be allocated to any Eligible Persons who, either singly or collectively through persons connected with the Eligible Persons, holds 20% or more of the total number of issued Shares (excluding treasury shares, if any); and
- (ii) at any point of time during the duration of the ESOS, not more than 70% of the new Shares available under the ESOS shall be allocated in aggregate to Directors and senior management of the Group (excluding subsidiaries which are dormant).

AND THAT the Board be and is hereby authorised to take such steps as are necessary or expedient to implement, finalise or to give effect to the Proposed Allocations with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Board may deem fit, appropriate and in the best interest of the Company."

ORDINARY RESOLUTION 14

PROPOSED DIVERSIFICATION OF THE GROUP'S PRINCIPAL ACTIVITIES TO INCLUDE THE UNDERTAKING OF PROPERTY DEVELOPMENT AND RELATED ACTIVITIES SUCH AS CONSTRUCTION AND PROJECT MANAGEMENT ("PROPOSED DIVERSIFICATION")

"THAT subject to the approvals and consents of all relevant authorities and/or parties being obtained, approval be and is hereby given to the Group to diversify its principal activities to include the undertaking of property development and related activities such as construction and project management.

AND THAT the Board be and is hereby authorised and empowered to do or procure to be done all such acts, deeds and things and to execute, sign and deliver, on behalf of the Company, all such documents to give effect to and complete the Proposed Diversification with full power to assent to any conditions, variations, modifications and/or amendments as may be required or imposed by the relevant authorities and/or parties and as the Board may deem necessary and expedient to finalise, implement and give full effect to the Proposed Diversification."

BY ORDER OF THE BOARD

TEO WEI THENG

MAICSA No. 7056007
SSM PC No. 202008000790
Company Secretary

Selangor Darul Ehsan
Date: 13 May 2022

Notes:

1. A member entitled to attend and vote at the meeting shall be entitled to appoint not more than two (2) persons as his proxy to attend 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.
2. 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 1997 ("**SICDA**") which is exempted from compliance with the provisions of subsection 25A(1) of the SICDA.*
3. The instrument appointing a proxy, in the case of an individual, shall be signed by the appointer 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.
4. To be valid, the instrument appointing a proxy or proxies must be deposited at the office of the Poll Administration, 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.
5. Only members whose names appear in the Record of Depositors as at 24 May 2022 shall be entitled to attend and vote at the meeting or appoint proxy/proxies to attend and/or vote on his/her behalf.
6. 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.
7. The EGM will be conducted fully virtual at the Broadcast Venue, the members are advised to refer to the Administrative Notes on the registration and voting process for the meeting.




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

ADMINISTRATIVE NOTES FOR THE EXTRAORDINARY GENERAL MEETING (“EGM”)

Date : **Tuesday, 31 May 2022**
Time : **3:00 p.m. or immediately following the conclusion or adjournment of the 26th Annual General Meeting of EP Manufacturing Bhd (“EPM” or “Company”) which is scheduled to be held at the same broadcast venue and on the same day at 2:30 p.m., whichever is later**
Broadcast Venue : **No. 8 & 10, Jalan Jurutera U1/23, Seksyen U1, Kawasan Perindustrian Hicom Glenmarie, 40150, Shah Alam, Selangor**

Voting via Digital Ballot Form at the Fully Virtual EGM

1. **Shareholders will not be allowed to attend the EGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate at the EGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/t5yL0M> (please refer to paragraph 4 for further details on the registration procedures). After the registration is validated and accepted, Shareholders will receive an email with a link to access the **Digital Ballot Form (“DBF”)**. 
2. With the DBF, you may exercise your right as a shareholder of the Company to vote during the EGM, at the comfort of your home or from any location.
3. Shareholders may use the *Questions’ Pane* facility (located at the top right corner of the screen) to submit questions in real time during the meeting via the Live-Streaming solution. Shareholders may also submit questions before the meeting via email to the following e-mail address in relation to the agenda items for the EGM: AGM-support.EPMB@megacorp.com.my

Registration Procedure

4. Kindly follow the steps below to ensure that you are able to obtain your DBF and details to log in to the Live-Streaming session to participate and vote remotely during the EGM online:
 - a. Open this link <https://vps.megacorp.com.my/t5yL0M>, or scan the QR code at the top right corner of this document, and submit all requisite details at least twenty-four (24) hours before the date of EGM.
 - b. Only Shareholders are allowed to register their details online. Shareholders can also appoint proxies or Chairman of the meeting as proxy via online, as in step

- (a) above. Please ensure that your details are accurate as non-compliance would result in you not being able to participate in the Meeting.
- c. Alternatively, you may deposit your Proxy Form, duly completed with the proxy's email address and mobile phone number, at the office of the Poll Administrator 48 hours before the EGM:

Mega Corporate Services Sdn. Bhd.

Level 15-2, Bangunan Faber Imperial Court,
Jalan Sultan Ismail, 50250 Kuala Lumpur,
Wilayah Persekutuan **or**;

Submit via e-mail to:

AGM-support.EPMB@megacorp.com.my

- d. For corporate Shareholders / nominee accounts, please execute Form of Proxy as per step (c) above.
- e. Upon verification on your registration, the Poll Administrator, Mega Corporate Services Sdn. Bhd., will send the following via email:
- i. **Meeting Link** – for the Live-Streaming Session
 - ii. **DBF** – for Voting Purposes

Record of Depositors (“ROD”) for the EGM

5. The date of ROD for the EGM is Tuesday, 24 May, 2022. As such, only Shareholders whose name appear in the ROD shall be entitled to participate and vote at the EGM or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

Poll Voting

6. The voting of the EGM will be conducted by poll. The Company has appointed Mega Corporate Services Sdn. Bhd. as the Poll Administrator to conduct the polling process by way of e-voting, and Cygnus Technology Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
7. Shareholders can proceed to vote on the resolutions and submit your votes during the voting period as stipulated in the DBF. Upon completion of the voting session for the EGM, the Scrutineers will verify the poll results after which the Chairman will announce the poll results of the resolutions.

Enquiry

If you have any enquiries on the above, please contact the following during office hours (Monday to Friday):

Mega Corporate Services Sdn. Bhd.

Email : AGM-support.EPMB@megacorp.com.my
Tel : +60 (3) 2694 8984
Alfred : +60 (12) 912 2734
Hisham : +60 (12) 252 9136