



Building Lifestyles, Building Trust

**EUPE CORPORATION BERHAD**  
**Registration No. 199601005416 (377762-V)**  
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN that the 26<sup>th</sup> Annual General Meeting (“AGM”) of Eupe Corporation Berhad (“Eupe” or the “Company”) will be held at Jasper Jr Ballroom, AVANTÉ Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on Thursday, 25 August 2022 at 11.00 a.m. for the following purposes:

## **A G E N D A**

### **AS ORDINARY BUSINESS**

1. To receive the Audited Financial Statements for the financial year ended 28 February 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 1 of the Explanatory Notes)
2. To approve the payment of the following Directors’ remuneration by the Company for the period from 25 August 2022 until the conclusion of the next AGM in 2023:
  - (a) Directors’ fees of RM5,000 per month per Non-Executive Director. Ordinary Resolution 1
  - (b) Chairmanship allowance of RM5,000 per annum payable to Board Chairman, and each Chairman/Chairperson of Board Committees namely, Risk Management and Audit Committee, Nomination Committee and Remuneration Committee. Ordinary Resolution 2
  - (c) Attendance allowance of RM800 per trip (for local Directors) or RM1,100 per trip (for outstation Directors). Ordinary Resolution 3
3. To re-elect the following Directors who are retiring by rotation pursuant to Clause 76(3) of the Constitution of the Company:
  - (a) Dato’ Beh Huck Lee Ordinary Resolution 4
  - (b) Iskandar Abdullah @ Sim Kia Miang Ordinary Resolution 5
  - (c) Beh Yeow Seang Ordinary Resolution 6
4. To re-appoint RSM Malaysia as the Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 7

## AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions, with or without modification:

5. **PROPOSED CONTINUATION IN OFFICE OF DATUK TAN HIANG JOO AS INDEPENDENT NON-EXECUTIVE DIRECTOR (“INED”)** Ordinary Resolution 8

“**THAT** approval be and is hereby given to Datuk Tan Hiang Joo who has served as an INED of the Company for a cumulative term of more than 12 years to continue to act as an INED of the Company until the conclusion of the next AGM in accordance with the Malaysian Code on Corporate Governance.”

Kek Jenny, after having served on the Board for 20 years since her appointment as an INED of the Company on 28 March 2002, had expressed her intention not to continue to act as an INED of the Company. Hence, she will remain in office as INED of the Company until the close of the 26<sup>th</sup> AGM and resigns immediately after the conclusion of the 26<sup>th</sup> AGM on 25 August 2022.

(Please refer to Note 5 of the Explanatory Notes for more details)

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 9

“**THAT** pursuant to Sections 75 and 76 of the Companies Act 2016 (“the Act”) and subject to the Constitution of the Company, the Main Market Listing Requirements (“Listing Requirements”) of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant regulatory authorities (if any), the Directors of the Company be and are hereby authorised to issue and allot shares in the Company from time to time, at such price, upon such terms and conditions and for such purposes and to such persons whomsoever as the Directors may in their absolute discretion deem fit PROVIDED THAT the aggregate number of shares to be issued pursuant to this resolution, when aggregated with the total number of such shares issued during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be authorised to do all such things as they may deem fit and expedient in the best interest of the Company to give effect to the issuance of new shares under this resolution including making such applications to Bursa Securities for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue to be in force until the conclusion of the next AGM of the Company held after the approval was given or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

7. **PROPOSED RENEWAL OF SHAREHOLDERS’ MANDATE FOR SHARE BUY-BACK** Ordinary Resolution 10

“**THAT** subject always to the Act, the Constitution of the Company, the Listing Requirements of Bursa Securities and all other applicable laws, guidelines, rules and regulations, approval be and is hereby given for the Company to purchase such amount of ordinary shares in the Company 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 and expedient in the interest of the Company provided that:

- (i) the aggregate number of ordinary shares in the Company purchased and/or held as treasury shares pursuant to the Share Buy-Back Mandate does not exceed ten percent (10%) of the total number of issued shares of the Company at any point in time;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing its ordinary shares shall not exceed the total retained profits of the Company based on the latest Audited Financial Statements and/or the latest management accounts (where applicable) available at the time of the purchase; and
- (iii) the Directors of the Company may decide either to retain the shares so purchased as treasury shares or cancel the shares so purchased or retain part of the shares so purchased and cancel the remainder or resell the treasury shares on Bursa Securities or distribute the treasury shares as dividends or transfer the treasury shares under an employees' share scheme or as purchase consideration or otherwise use the treasury shares for such other purpose in the manner as prescribed by the applicable laws, guidelines, rules and regulations.

**THAT** the authority conferred by this resolution will be effective upon the passing of this resolution and will continue to be in force until:

- (a) the conclusion of the next AGM of the Company, 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;
- (b) the expiration of the period within which the next AGM of the Company after that date is required by law to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (c) revoked or varied by an ordinary resolution passed by the shareholders in a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own shares before the aforesaid expiry date and, in any event, in accordance with the provisions of the Listing Requirements and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

**AND THAT** authority be and is hereby given to the Directors of the Company to take all such steps to implement, finalise and give full effect to the Proposed Renewal of Shareholders' Mandate for Share Buy-Back with full power to assent to any conditions, modifications, variations and/or amendments as may be required by the relevant authorities or as the Directors deem fit and expedient at their discretion in the best interest of the Company."

8. **PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS ("RRPTs") OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RRPTs")** Ordinary Resolution 11

"**THAT** subject always to the Listing Requirements of Bursa Securities, approval be and is hereby given to the Company and/or its subsidiaries to enter into the RRPTs of a revenue or trading nature with the related parties as specified in Section 2.3 of Part B of the Statement/Circular to Shareholders dated 30 June 2022, provided that such transactions are necessary for the Group's day-to-day operations and carried out in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the related parties than those generally available to the public and are not detrimental to the interest of the minority shareholders of the Company.

**THAT** the authority conferred by such mandate shall continue to be in force until:-

- (i) the conclusion of the next AGM of the Company, at which time it will lapse, unless by a resolution passed at that meeting, the authority is renewed;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Act (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by a 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 do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the best interest of the Company to give effect to the Proposed Renewal of Shareholders' Mandate for RRPTs."

9. To transact any other business of which due notice shall have been given in accordance with the Act and the Constitution of the Company.

By Order of the Board

**WONG WAI FOONG (MAICSA 7001358) (SSM PC NO. 202008001472)**

**TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)**

**FONG SOK YEE (MAICSA 7066501) (SSM PC NO. 202008001180)**

Company Secretaries

Sungai Petani, Kedah Darul Aman

30 June 2022

Notes:

1. For the purposes of determining a member who shall be entitled to attend, speak and vote at this meeting, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, a Record of Depositors as at 17 August 2022. Only a member whose name appears on this Record of Depositors shall be entitled to attend and vote at this meeting or appoint proxy(ies) to attend, participate, speak and vote on his/her/its behalf.

2. A member who is entitled to attend, speak and vote at a general meeting may appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
3. A member who is entitled to attend and vote at a general meeting may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the general meeting.
4. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 (“Central Depositories Act”), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
5. Where a member of the Company 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 nominees may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
6. Where a member, an authorised nominee or an exempt authorised nominee appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies. The appointment shall not be valid unless he specifies the proportions of his holdings to be represented by each proxy.
7. The appointment of a proxy may be made in a hard copy form, to be deposited at the office of the Company’s Share Registrar, Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan, or by electronic means via email at [sharereg@megacorp.com.my](mailto:sharereg@megacorp.com.my) not less than forty-eight (48) hours before the time appointed for holding the 26<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote.
8. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the office of the Company’s Share Registrar, Mega Corporate Services Sdn. Bhd. at Level 15-2, Bangunan Faber Imperial Court, Jalan Sultan Ismail, 50250 Kuala Lumpur, Wilayah Persekutuan not less than forty-eight (48) hours before the time appointed for holding the 26<sup>th</sup> AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.
9. Please ensure ALL the particulars as required in the proxy form are completed, signed and dated accordingly.
10. Last date and time for lodging the proxy form is **Tuesday, 23 August 2022 at 11.00 a.m.**
11. Pursuant to Paragraph 8.29A(1) of the Listing Requirements, all the resolutions set out in the Notice of the 26<sup>th</sup> AGM will be put to vote by way of poll.

## EXPLANATORY NOTES TO THE AGENDA:

### 1. **Item 1 of the Agenda** **Audited Financial Statements for the financial year ended 28 February 2022**

This item is meant for discussion only. The provision of Section 248(2) and 340(1)(a) of the Act require that the Audited Financial Statements and the reports of the Directors and Auditors thereon be laid before the Company at its AGM. As such, this Agenda item is not a business which requires a motion to be put for voting by shareholders.

### 2. **Ordinary Resolutions 1, 2 and 3** **Payment of Directors' Fees, Chairmanship Allowance and Attendance Allowance**

Pursuant to Section 230(1) of the Act, the fees of the Directors and any benefits payable to the Directors of a listed company and its subsidiaries, shall be approved at a general meeting. In this respect, the Board has recommended to the shareholders for approval on the payment of Directors' fees, chairmanship allowance and attendance allowance to Directors for the period from 25 August 2022 until the conclusion of the next AGM at the forthcoming 26<sup>th</sup> AGM of the Company.

### 3. **Ordinary Resolutions 4, 5 and 6** **Re-election of retiring Directors**

The profile of the Directors who are standing for re-election as per item no. 3 of the Agenda are set out in the Board of Directors Profile of the 2022 Annual Report of the Company.

The Nomination Committee ("NC") has considered the performance and contribution of each of the retiring Directors and has also assessed the independence of the INEDs seeking re-election. Based on the recommendation of the NC, the Board was satisfied with the performance and contributions of the retiring Directors and supports their re-election based on the following justification:-

(a) **Ordinary Resolution 4 – Re-election of Dato' Beh Huck Lee as Group Managing Director**

Dato' Beh Huck Lee demonstrated exemplary leadership in helming the business and contributed significantly to the Group by providing valuable input and steered the Group forward with notable achievements during his tenure as the Group Managing Director of the Company.

(b) **Ordinary Resolution 5 – Re-election of Encik Iskandar Abdullah @ Sim Kia Miang as INED**

Encik Iskandar Abdullah @ Sim Kia Miang exercised due care and carried out his professional duty proficiently during his tenure as INED of the Company. He demonstrated objectivity and independence through his participation at the meetings by giving valuable feedbacks for Board's deliberation and decision-making process.

(c) **Ordinary Resolution 6 – Re-election of Ms Beh Yeow Seang as Non-Independent Non-Executive Director**

Ms Beh Yeow Seang has vast experience in conveyancing and real estate matters and able to provide valuable input from legal perspective for Board's deliberation and decision-making process. She exercised due care and carried out her professional duties proficiently during her tenure as Non-Independent Non-Executive Director of the Company.

Based on the above, the Board is supportive of the re-election of the aforesaid retiring Directors.

**4. Ordinary Resolution 7**  
**Re-appointment of RSM Malaysia as Auditors of the Company**

The Board had, through the Risk Management and Audit Committee, evaluated the independence, competency and reliability of RSM Malaysia. The Board was satisfied with the performance of RSM Malaysia and had recommended the re-appointment of RSM Malaysia as Auditors of the Company for the financial year ending 28 February 2023 to the shareholders for approval.

**5. Ordinary Resolution 8**  
**Proposed continuation in office of Datuk Tan Hiang Joo as INED**

Datuk Tan Hiang Joo and Ms Kek Jenny both have served as INEDs of the Company for a cumulative term of more than 12 years. During the last AGM held on 7 September 2021, the shareholders had approved their continuation in office as INEDs up to the forthcoming 26<sup>th</sup> AGM via a two-tier voting process.

The Board had at the Board meeting held on 28 April 2022, based on the recommendation of the NC, recommended them to continue to act as INEDs of the Company based on the following justifications:

- i. They had fulfilled the criteria under the definition of Independent Directors as stated in the Listing Requirements of Bursa Securities. They possess strong self-esteem and confidence to stand up for an independent point of view. With “independent in mind”, they would be able to bring the element of objectivity, independent judgement and balance to the Board;
- ii. They are knowledgeable and have applied their vast experience and exercised due care during their tenure as INEDs of the Company. They have carried out their duties professionally with reasonable skill and competence, bringing independent judgement and depth into the Board’s decision making in the best interest of the Company, shareholders and stakeholders;
- iii. They have been with the Company long and therefore understand the Company’s business operations which enable them to participate actively and contribute during Board and Board Committee meetings; and
- iv. They exhibited high commitment and devoted sufficient time and efforts to attend all the meetings for informed and balanced decision making. They are unafraid to explicit disagreement on matters and able to express unbiased view without any influence.

Their profiles are set out in the Board of Directors Profile of the 2022 Annual Report of the Company.

However, Ms Kek Jenny had at the Board meeting held on 16 June 2022, informed the Board that she has no intention to remain in office as INED after having served the Company for 20 years since her appointment as an INED of the Company on 28 March 2002.

Hence, she will remain in office as INED of the Company until the close of the 26<sup>th</sup> AGM and resigns immediately after the conclusion of the 26<sup>th</sup> AGM on 25 August 2022.

**6. Ordinary Resolution 9**  
**Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act**

The Company had, during its 25<sup>th</sup> AGM held on 7 September 2021, obtained its shareholders approval for the general mandate for issuance of shares up to a maximum of 20% of the total number of issued shares of the Company (“20% General Mandate”).

As at the date of this Notice, the Company did not implement its proposal for new allotment of shares under the 20% General Mandate and the general mandate has been reinstated from a 20% limit to a 10% limit with effect from 1 January 2022 (“10% General Mandate”). The authority for the 10% General Mandate will expire at the conclusion of the 26<sup>th</sup> AGM.

This proposed resolution is a new mandate. The mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders’ approval so as to avoid incurring additional costs and time.

This proposed resolution, if passed, will empower the Directors to issue and allot up to a maximum of 10% 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 best interest of the Company. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law to be held, whichever is the earlier.

The purpose of this general mandate, if passed, will enable the Directors to take swift action in case of a need to issue and allot new shares in the Company for fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions or such other application as the Directors may deem fit in the best interest of the Company.

**7. Ordinary Resolution 10**  
**Proposed Renewal of Shareholders’ Mandate for Share Buy-Back**

The Ordinary Resolution 10, if passed, will enable the Directors of the Company to purchase its own shares up to 10% of the total number of the issued shares of the Company. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company.

The Company has not purchased any of its own shares since obtaining the said mandate from its shareholders at the last AGM held on 7 September 2021.

For further information on Ordinary Resolution 10, please refer to Part A of the Company’s Statement/Circular to Shareholders dated 30 June 2022.

**8. Ordinary Resolution 11**  
**Proposed Renewal of Shareholders’ Mandate for RRPTs**

The Ordinary Resolution 11, if passed, will allow the Group to enter into RRPTs with its related parties in accordance with the Listing Requirements without the necessity to convene separate general meetings to seek shareholders’ approval as and when such RRPTs occur. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Group or affecting the business opportunities available to the Group. This authority, unless revoked or varied at a general meeting, will expire at the next AGM of the Company and is subject to renewal on an annual basis.

Further details relating to this proposed resolution are set out in Part B of the Company’s Statement/Circular to Shareholders dated 30 June 2022.