



EP MANUFACTURING BHD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Seventh ("27th") Annual General Meeting ("AGM") of EP Manufacturing Bhd ("EPMB" or "the Company") will be held virtually 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, 30 May 2023 at 10.30 a.m. for the purpose of transacting the following businesses:-

AGENDA

AS ORDINARY BUSINESS

- | | <i>Ordinary Resolution</i> |
|--|----------------------------|
| 1. To receive the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon. | |
| 2. To approve the payment of Directors' fees and benefits of up to RM500,000 from 31 May 2023 until the conclusion of the next AGM of the Company. | 1 |
| 3. To re-elect the following Directors retiring pursuant to the Company's Constitution and being eligible, have offered themselves for re-election: -
Article 105(1)
(i) Hamidon bin Abdullah | 2 |
| Article 110
(ii) YM Tengku Datin Sri Nurzaheran Binti Tengku Hisham | 3 |
| (iii) Peter Thien @ Peter Thien Shin Foh | 4 |
| (iv) Ho Pui Hold | 5 |
| (v) Dato' Seri Thaveegan A/L Arumugam | 6 |
| 4. To re-appoint Messrs KPMG PLT as Auditors of the Company to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. | 7 |

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass with or without modifications, the following Resolutions: -

5. AUTHORITY TO ISSUE SHARES

"THAT pursuant to Section 75 and 76 of the Companies Act 2016 ("Act") and subject to the approvals from the relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered to issue shares in 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 ten (10) per cent of the total number of issued shares of the Company at the time of submission to the authority AND THAT the Directors be and are also hereby empowered to obtain the approval from the Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the additional shares so issued AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company."

AND THAT pursuant to Section 85 of the Act to be read together with the Company's Constitution, approval be and is hereby given for the Company to waive the statutory pre-emptive rights of the shareholders and empowered the Directors of the Company to issue and allot new ordinary shares pursuant to Sections 75 and 76 of the Act without offering them to the existing shareholders to maintain their relative voting and distribution right and such new ordinary shares shall rank pari passu in all respects with the existing ordinary shares."

6. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("RRPT MANDATE")

"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 the Circular to Shareholders dated 28 April 2023 subject to the followings:-

- 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 RRPT Mandate.

AND THAT the RRPT Mandate, unless revoked or varied by the Company in general meeting, shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is 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 RRPT Mandate."

7. To transact any other business which may properly be transacted at an AGM for which due Notice shall have been given.

By Order of the Board

Lim Seck Wah
(MAICSA 0799845)
SSM PC No.: 202008000054
Company Secretary

M. Chandrasegaran A/L S. Murugasu
(MAICSA 0781031)
SSM PC No.: 202008002193
Company Secretary

Selangor
28 April 2023

Notes:-

- For the purpose of determining a member who shall be entitled to attend, speak and vote at the 27th AGM, the Company shall be requesting the Record of Depositors as at 23 May 2023. Only a depositor whose name appears on the Record of Depositors as at 23 May 2023 shall be entitled to attend the said meeting or appoint proxies to attend, speak and vote on his/her behalf. Shareholders are to register online <https://vps.megacorp.com.my/rRvWqC>. Please refer to the Administrative Note for the 27th AGM.
- A member entitled to attend and vote at the meeting is entitled to appoint a maximum of two (2) proxies to attend and vote in his/her stead, and that a proxy need not be a member of the Company.
- The appointment of two (2) proxies shall be invalid unless the proportion of the shareholding to be represented by each proxy is specified.
- If the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- Where a member of the Company is an authorized nominee as defined in accordance with the Securities Industry (Central Depositories) Act, 1991, it may appoint at least one proxy but not more than two (2) proxies for each securities account which it holds and the shares of the Company standing to the credit of the said securities account.
- 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 authorized nominee may appoint in respect of each omnibus account it holds.
- The Form of Proxy 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 submit 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.
- By submitting the duly executed proxy form, a 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 this meeting and any adjournment thereof.
- The broadcast venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016, which requires the Chairman of the meeting to be at the main venue. No shareholders/proxies from the public will be physically present at the meeting venue. Shareholders who wish to participate in the 27th AGM will therefore have to register via the link <https://vps.megacorp.com.my/rRvWqC>. Kindly refer to the Administrative Notes for online registration.

Explanatory Notes on Special Business

Ordinary Resolution 8 – Authority to Issue Shares

The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 75 and 76 of the Act at the 27th AGM of the Company. The Ordinary Resolution 8 is to seek the shareholders' approval of a new mandate for issuance of shares by the Company under Section 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding current and/or future investment projects, working capital, operational expenditures and/ or strategic development. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares.

The Directors are of the view that the mandate is in the best interest of the Company and its shareholders as it will enable the Company to raise higher fund more speedily during this challenging period.

This mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the mandate.

The Company has not issued new shares under the mandate granted by the shareholders at its Twenty-Sixth AGM held on 31 May 2022.

Ordinary Resolution 9 – RRPT Mandate

The proposed Ordinary Resolution 9, if passed, will allow the Company and its subsidiary to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Company or adversely affecting the business opportunities available to the Company.

The RRPT Mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 28 April 2023 for further information.




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ADMINISTRATIVE NOTES FOR THE 27th ANNUAL GENERAL MEETING (“27th AGM”)

Date : **Tuesday, 30 May, 2023**
Time : **10.30 am**
Broadcast Venue : **Conference Room, No. 8 & 10, Jalan Jurutera U1/23, Seksyen U1, Kawasan Perindustrian Hicom Glenmarie, 40150 Shah Alam, Selangor**

Voting via Digital Ballot Form at a Virtual 27th AGM

1. **Shareholders will not be allowed to attend the 27th AGM in person at the Broadcast Venue on the day of the meeting.** Shareholders who wish to participate at the 27th AGM will therefore have to do so remotely. Pre-registration of attendance is required via the link at <https://vps.megacorp.com.my/rRvWqC> (please refer to para 4 for further details). After the registration is validated and accepted, Shareholders will receive an email with a link to grant access to the **Digital Ballot Form (“DBF”)**. 
2. With the DBF and the Meeting Link, you may exercise your right as a shareholder of the Company to participate and vote during the 27th AGM, 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 27th AGM:
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 27th AGM online:
 - a. Open this link <https://vps.megacorp.com.my/rRvWqC>, 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 27th AGM.
 - 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 AGM :
- 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 27th AGM

5. The date of ROD for the 27th AGM is Tuesday, 23 May, 2023. As such, only Shareholders whose name appear in the ROD shall be entitled to participate and vote at the 27th AGM or appoint proxy(ies) / corporate representative(s) to participate and vote on his / her behalf.

Poll Voting

6. The voting of the 27th AGM 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 27th AGM, 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