



EUROSPAN HOLDINGS BERHAD

Company No. 199501022724 (351927-M)

EST.1972

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty Eighth (28th) Annual General Meeting ("AGM") of Eurospan Holdings Berhad will be held at Angier & Borden, Level 4, The Prestige Hotel, 8 Gat Lebuh Gereja, 10300 Georgetown, Pulau Pinang on Tuesday, 7 November 2023 at 10.00 a.m. for the following purposes: -

AS ORDINARY BUSINESSES

- To receive the Audited Financial Statements for the financial year ended 31 May 2023 together with the Reports of the Directors and Auditors thereon. (Please refer to Note 3)
- 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 2023. Ordinary Resolution 1
- To approve the payment of benefits other than Directors' fees of up to RM21,000 to the Directors of the Company from 8 November 2023 until the next Annual General Meeting of the Company. Ordinary Resolution 2
- To re-elect Mr. Guan Kok Beng, a Director retiring pursuant to Clause 140 of the Company's Constitution and who, being eligible offers himself for re-election. Ordinary Resolution 3
- To re-elect Ms. Ch'ng Lay Hoon, a Director retiring pursuant to Clause 140 of the Company's Constitution and who, being eligible offers herself for re-election. Ordinary Resolution 4
- To re-elect Mr. Ting Hon Sum, a Director retiring pursuant to Clause 145 of the Company's Constitution and who, being eligible offers himself for re-election. Ordinary Resolution 5
- 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 6

AS SPECIAL BUSINESSES

- To consider and, if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions: -
Authority to continue to act as an Independent Non-Executive Director
(a) "THAT authority be and is hereby given to Mr. Sim Yee Fuan who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years to continue to act as an Independent Non-Executive Director of the Company." Ordinary Resolution 7
Proposed power to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016
(b) "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.
AND THAT, pursuant to Section 85 of the Act read together with Clause 15 of the Constitution of the Company, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."
Ordinary Resolution 8
9. 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

Ong Lu See
(L0006228)
SSM PC No. 201908001450

Kong Sown Kaey
(MAICSA 7047655)
SSM PC No. 202008001434
Company Secretaries
Penang

Date : 29 September 2023

NOTES :

- Appointment of Proxy**
 - 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.
 - 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.
 - 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.
 - 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.
 - The instrument appointing a proxy must be deposited at the Registered Office of the Company at 35, 1st Floor, Jalan Kelisa Emas 1, Taman Kelisa Emas, 13700 Seberang Jaya, 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.
 - 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.
- Members entitled to attend the 28th AGM**
Only a Depositor whose name appear in the Record of Depositors as at 31 October 2023 shall be regarded as a member entitled to participate and vote or to appoint a proxy or proxies to participate and vote at the 28th AGM.
- Audited Financial Statements for the financial year ended 31 May 2023**
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.
- Ordinary Resolution No. 1 – Proposed payment of Directors' fees**
Pursuant to Section 230(1) of the Companies Act 2016, the Company shall at every AGM approve the fees of the Directors of the Company and its subsidiaries. The Directors' fees payable to the Directors have been reviewed by the Remuneration Committee and the Board of Directors of the Company. The Directors' fees are in accordance with the remuneration framework of the Group.
- 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 8 November 2023 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.
- Ordinary Resolution Nos. 3 and 4 - Re-election of Directors who retire in accordance with Clause 140 of the Company's Constitution**
Clause 140 of the Company's Constitution provides that an election of directors shall take place each year. 1/3 of the directors for the time being shall retire from office at each AGM but shall be eligible for re-election at the said meeting. If the total number of the directors is not 3 or a multiple of 3, the number nearest to 1/3 will retire. The Directors to retire in every year shall be those who have been longest in office since their last election. Mr. Guan Kok Beng and Ms. Ch'ng Lay Hoon who will be retiring and offering themselves for re-election at the 28th AGM were evaluated by the Nominating Committee and the Board. Based on the evaluation outcome, the Nominating Committee and the Board were of the view that their performance were satisfactory and recommended their re-election for shareholders' approval.
- Ordinary Resolution No. 5 - Re-election of Director who retire in accordance with Clause 145 of the Company's Constitution**
Clause 145 of the Company's Constitution provides that the Board shall have the power to appoint a person as a director, either to fill a casual vacancy or as an addition to the Board. Any director so appointed shall hold office only until the next Annual General Meeting and shall be eligible for re-election at such meeting.
Mr. Ting Hon Sum was newly appointed to the Board on 28 July 2023 and will be retiring and offering himself for re-election at the 28th AGM.
- Ordinary Resolution No. 7 - Retention of Mr. Sim Yee Fuan as an Independent Non-Executive Director**
Mr. Sim Yee Fuan has served as an Independent Non-Executive Director of the Company for more than 9 years. The Board has carried out an assessment of Mr. Sim Yee Fuan and determined that he has met the independence guidelines as set out in Chapter 1 of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad as well as the criteria of independence recognised by the Board. The Board has determined that Mr. Sim Yee Fuan is able to bring objective and independent judgement to the Board and recommended him to continue to act as an Independent Non-Executive Director of the Company.
In accordance with Practice 5.3 of the Malaysian Code on Corporate Governance 2021, shareholders' approval through a two-tier voting process will be sought at the 28th AGM to retain Mr. Sim Yee Fuan as an Independent Non-Executive Director of the Company.
- Ordinary Resolution No. 8 - 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 27th AGM held on 19 October 2022 which will lapse at the conclusion of the 28th 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 28th AGM.

PERSONAL DATA PRIVACY

By registering for the meeting and/or submitting an instrument appointing proxy(ies) and/or representatives to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company: (i) consents to the processing of the member's personal data by the Company (or its agents): (a) for processing and administration of proxies and representatives appointed for the AGM; (b) for preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (which includes any adjournments thereof); and (c) for the Company's (or its agents) compliance with any applicable laws, listing rules, regulations and/or guidelines (collectively "the Purpose"); (ii) warrants that he/she has obtained such proxy(ies) and/or representative(s) prior consent for the Company's (or its agents) processing of such proxy(ies) and/or representative(s) personal data for the Purpose; and (iii) agrees that the member will indemnify the Company for any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty. Note: The term "processing" and "personal data" shall have the meaning as defined in the Personal Data Protection Act, 2010