



Building Lifestyles, Building Trust

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

NOTICE IS HEREBY GIVEN THAT the 28th Annual General Meeting (“AGM”) of Eupe Corporation Berhad (“Eupe” or the “Company”) will be held at Amber Junior Ballroom, AVANTÉ Hotel, No. 1, Persiaran Bandar Utama, Bandar Utama, 47800 Petaling Jaya, Selangor Darul Ehsan on **Thursday, 22 August 2024** 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 29 February 2024 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 chairmanship allowance amounting to RM3,333 payable to the Chairperson of the Long-Term Incentive Plan Committee for the period from 24 January 2024 to 22 August 2024. Ordinary Resolution 1
3. To approve the Directors’ fees and benefits payable to the Non-Executive Directors of the Company for the period from 23 August 2024 until the conclusion of the next AGM in 2025:
 - (a) Director’s fee of RM7,500 per month for Board Chairman. Ordinary Resolution 2
 - (b) Director’s fee of RM6,000 per month per Non-Executive Director. Ordinary Resolution 3
 - (c) Additional Director’s fee of RM5,000 per annum for Senior Independent Non-Executive Director. Ordinary Resolution 4
 - (d) 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 and Remuneration Committee and Long-Term Incentive Plan Committee. Ordinary Resolution 5
 - (e) Attendance allowance of RM800 per trip (for local Directors) or RM1,100 per trip (for outstation Directors). Ordinary Resolution 6
4. To re-elect the following Directors who are retiring by rotation pursuant to Clause 76(3) of the Constitution of the Company:
 - (a) Beh Yeow Seang Ordinary Resolution 7
 - (b) Tham Sau Kien Ordinary Resolution 8
5. To appoint Grant Thornton Malaysia PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. Ordinary Resolution 9

AS SPECIAL BUSINESS

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

6. **AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016** Ordinary Resolution 10

“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 of Bursa Malaysia Securities Berhad and the approvals 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 Malaysia Securities Berhad for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue to be in force until the conclusion of the next annual general meeting of the Company held after the approval was given or at the expiry of the period within which the next annual general meeting is required to be held after the approval was given, whichever is the 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 11

“THAT subject to the Companies Act 2016, the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Listing Requirements”) 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 Malaysia Securities Berhad upon such terms and conditions as the Directors may deem fit and expedient in the interest of the Company (“Share Buy-Back Mandate”) provided that:

- (i) the aggregate number of ordinary shares in the Company purchased and/or held by the Company pursuant to the Share Buy-Back Mandate shall not exceed 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 Malaysia Securities Berhad 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 annual general meeting 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 annual general meeting of the Company after that date is required by law to be held; 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 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 12

"THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries (the "Group") to enter into 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 28 June 2024 provided that such transactions are necessary for the Group's day-to-day operations and carry 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 annual general meeting 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 annual general meeting of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- (iii) the mandate is 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 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 Companies Act 2016 and the Constitution of the Company.

By Order of the Board

FOO PEI KOON (MAICSA 7067238) (SSM PC NO. 202108000380)
TE HOCK WEE (MAICSA 7054787) (SSM PC NO. 202008002124)
Company Secretaries

Kuala Lumpur
28 June 2024

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 15 August 2024. Only member whose names appear on this Record of Depositors shall be entitled to attend, speak and vote at this meeting or appoint proxy(ies) to attend, speak and vote on their 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, speak and vote at a general meeting may appoint not more than two proxies to attend, speak and vote instead of the member at the general meeting.
- 4. Where a member is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two 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 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 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 mega-sharereg@megacorp.com.my not less than 48 hours before the time appointed for holding the 28th 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 48 hours before the time appointed for holding the 28th 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, 20 August 2024 at 11.00 a.m.**
11. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identify card (NRIC) (Malaysian); or
 - b. Police report (for loss of NRIC)/ Temporary NRIC (Malaysian); or
 - c. Passport (Foreigner).
12. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions set out in the Notice of the 28th 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 29 February 2024**

This item is meant for discussion only. The provision of Sections 248(2) and 340(1)(a) of the Companies Act 2016 require 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 forward to vote by shareholders.

2. **Ordinary Resolution 1** **Payment of Chairmanship Allowance for the Chairperson of the Long-Term Incentive Plan Committee**

The Long-Term Incentive Plan Committee was newly formed on 24 January 2024 to implement and administer the Long-Term Incentive Plan of the Company. In this respect, the Board has recommended to the shareholders for approval on the payment of chairmanship allowance for the Chairperson of the Long-Term Incentive Plan Committee for the period from 24 January 2024 to 22 August 2024.

3. **Ordinary Resolutions 2, 3, 4, 5 and 6** **Payment of Directors' Fees and Benefits to the Non-Executive Directors**

Pursuant to Section 230(1) of the Companies Act 2016, 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 and benefits comprising chairmanship allowance and attendance allowance payable to Non-Executive Directors for the period from 23 August 2024 until the conclusion of the next AGM in 2025.

4. **Ordinary Resolutions 7 and 8** **Re-election of Directors**

Beh Yeow Seang and Tham Sau Kien are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 28th AGM. Their profiles are set out in the Board of Directors Profile of the 2024 Annual Report.

Saved as disclosed, the retiring Directors have no conflict of interest with the Company and have no family relationship with any Director and/or major shareholder of the Company. The Nomination and Remuneration Committee ("NRC") has considered the performance and contribution, calibre and personality, and fit and proper of the retiring Directors. They have met the fit and proper criteria pursuant to the Directors' Fit and Proper Policy and have no conflict of interest with the Company and family relationship with any Director and/or major shareholder of the Company. Based on the recommendation of the NRC, the Board is supportive of their re-election based on the following justifications:-

(a) **Ordinary Resolution 7 – Re-election of Beh Yeow Seang as Non-Independent Non-Executive Director**

Ms Beh Yeow Seang is the sister of Dato' Beh Huck Lee who is the Group Managing Director/ major shareholder and daughter of Datin Paduka Teoh Choon Boay, a major shareholder of the Company. She has vast experience in the conveyancing and real estate matters and has been contributing valuable insights to the Board having regard to her knowledge and experience.

(b) **Ordinary Resolution 8 – Re-election of Tham Sau Kien as Independent Non-Executive Director**

Ms Tham Sau Kien has exercised due care and carried out her duties professionally and proficiently during her tenure as an Independent Non-Executive Director of the Company. She demonstrated objectivity and independence through her participation at the meetings by giving objective feedback for Board's deliberation and decision-making process.

5. Ordinary Resolution 9
Appointment of Grant Thornton Malaysia PLT as Auditors of the Company

The Board had, through the Risk Management and Audit Committee, considered the profile, adequacy of the resources and experience of Grant Thornton Malaysia PLT and agreed to recommend the appointment of Grant Thornton Malaysia PLT as new Auditors of the Company to the shareholders for approval.

Grant Thornton Malaysia PLT appointment as Auditors of the Company is contingent upon shareholders' approval at the 28th AGM.

6. Ordinary Resolution 10
Authority to Issue and Allot Shares pursuant to Sections 75 and 76 of the Companies Act 2016

The proposed Ordinary Resolution 10, if passed, will empower the Directors to issue and allot up to an aggregate amount of not exceeding 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being for such purposes as the Directors consider would be in the best interest of the Company without having to convene separate general meetings. This authority will, unless revoked or varied by the Company in a general meeting, expire at the conclusion of the next AGM of the Company.

This is a renewal of the mandate obtained from shareholders at the last AGM held on 24 August 2023. 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.

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.

As at the date of this notice, the Company did not issue any new shares pursuant to the mandate granted by the shareholders at the last AGM. Instead, the Company had at the Extraordinary General Meeting held on 22 December 2023 obtained shareholders' approval to allot and issue up to 15% of the total number of issued shares of the Company. As at the date of this notice, the Company had issued a total of 19,200,000 ordinary shares comprising 13,600,000 shares at an issue price of RM0.83 each and 5,600,000 shares at an issue price of RM1.23 each via private placement pursuant to the mandate received from shareholders on 22 December 2023. A total of RM18.176 million were raised from the private placement and it would be utilised mainly for the infrastructure works for the Group's land located in Daerah Kuala Muda, Kedah.

7. Ordinary Resolution 11
Proposed Renewal of Shareholders' Mandate for Share Buy-Back

The Ordinary Resolution 11, 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.

For further information on Ordinary Resolution 11, please refer to Part A of the Company's Statement/Circular to Shareholders dated 28 June 2024.

8. Ordinary Resolution 12
Proposed Renewal of Shareholders' Mandate for RRPTs

The Ordinary Resolution 12, if passed, will allow the Group to enter into RRPTs with its related parties in accordance with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad 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 28 June 2024.